ANNUAL REPORT 2016-17

MILESTONE GLOBAL LIMITED

Board of Directors

Mr. Alok Krishna Agarwal	Chairman
Mr. Fiaz Ahmed	Whole Time Director
Mr. Rajeev Kapoor	Independent Director
Mr. Naveen Chawla	Independent Director
Mr. Mayank Bughani	Independent Director
Ms. Nikita Agarwal	Director

Company Secretary

Mrs. Smita Tripathi

Statutory Auditors

M/s Gupta Vaish & Co. Kanpur

Registered Office and Works

54-B, Hoskote Industrial Area (KIADB)
Chintamani Road
Hoskote -562 114, Karnataka

R&T Agent

Integrated Registry Management Services Pvt. Ltd
#30, Ramana Residency,
4th Cross, Sampige Road,
Malleswaram,Bangalore 560003
Phone: 080 – 23460815 – 818
Fax: 080 23460819
E-Mail:alfint@vsnl.com

Bankers

Allahabad Bank

Audit Committee

Mr. Rajeev Kapoor	Chairman
Mr. Naveen Chawla	Member
Mr. Alok Krishna Agarwal	Member

Nomination and Remuneration Committee

Mr. Naveen Chawla	Chairman
Mr. Rajeev Kapoor	Member
Mr. Mayank Bughani	Member

Stakeholders Relationship Committee

Mr. Mayank Bughani	Chairman
Mr. Alok Krishna Agarwal	Member
Mr. Fiaz Ahmed	Member

Board of Directors- Subsidiary Companies

Milestone Global (UK) Limited, UK

Mr. Alok Krishna Agarwal	Director

CONTENTS	Page Nos
Director's Report	1
Management Discussion and Analysis	14
Report on Corporate Governance	19
Auditor's Report	29
Balance Sheet	34
Profit & Loss Accout	35
Schedules to Accounts	36
Cash Flow Statement	45
Consolidated Financial Statement	50

DIRECTORS' REPORT

To the Members,

Your Directors have pleasure in presenting their 27th Annual Report together with the audited statements of Accounts for the period ended 31st March 2017.

1. THE FINANCIAL SUMMARY OR HIGHLIGHTS

(Rs. In Lakhs)

	Year Ended 31-03-2017	Year Ended 31-03-2016
Income from operations	848.26	849.13
Other income	5.71	8.98
Total	853.97	858.11
Total Expenditure	846.57	837.91
Profit/(Loss) before Tax	7.40	20.20
Provision for Taxation	(4.16)	(1.19)
Profit/(Loss) after Tax	(10.01)	3.80

2. THE STATE OF THE COMPANY'S AFFAIRS:

Financial Statement of the company has been prepared on standalone basis as prescribed in Rule 8(1) of the Companies Accounts Rules, 2014.

During the fiscal 2016, the Total Revenue of your Company has reduced by .48% and the Company has increased its Total Expenditure by 1% as compared to the previous year resulting in net loss Rs.10.01 Lakhs.

Your management has taken every step to increase its income and diminish its outgoings and which has built up confidence and a positive approach for the Management to look forward and increase its inflow and make its next year a year of profits.

3. DIVIDEND AND TRANSFER TO RESERVES:

Your Directors are not recommending any Dividend on Equity Share Capital of the Company for the Current Financial year ending 31st March 2017. Hence, the amount to be transferred to any Reserve Account does not arise.

4. MATERIAL CHANGES AND COMMITMENTS, IF ANY AFFECTING THE FINANCIAL POSITION OF THE COMPANY WHICH HAVE OCCURRED BETWEEN THE END OF THE FINANCIAL YEAR OF THE COMPANY TO WHICH THE FINANCIAL STATEMENT RELATE AND THE DATE OF THE REPORT:

No Material changes and commitments, affecting the financial position of the company which have occurred between the end of the financial year of the company to which the financial statement relate and the date of the report.

5. THE CHANGE IN THE NATURE OF BUSINESS:

There is no change in the nature of the Business during the financial year.

6. DIRECTORS OR KEY MANAGERIAL PERSONNEL:

Ms .Nikita Agarwal was appointed as an additional Director of the Company by the Board, and Board has recommended her confirmation at ensuing AGM, Ms. Sneha, has resigned from the directorship of the Company, and Mr. Alok Krishna Agarwal who retires by rotation being eligible offer himself for reappointment.

MEETINGS OF THE BOARD OF DIRECTORS:

The Board has met 5 times during the financial year as on 27th May, 2016, 11th August, 2016 , 12th November, 2016 and 11th February, 2017 and 10th March 2017.

7. SUBSIDIARIES, JOINT VENTURES:

As on March 31, 2017, your company has a Subsidiary whose details are as follows:

Milestone Global (UK) Limited, United Kingdom

During the year under review, the overall performance of subsidiary at UK was satisfactory.

Performance and Financial Position of each of the subsidiary, Companies as prescribed under the Rule 8(1) of the Companies Accounts Rules, 2014 have been furnished in Notes 27 and 28 forming part of the Accounts.

8. DEPOSITS

The Company has not accepted any deposits; hence, the provisions with respect to the deposits, covered under Chapter V of the Act are not applicable.

9. THE DETAILS OF SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS OR COURTS OR TRIBUNALS IMPACTING THE GOING CONCERN STATUS AND COMPANY'S OPERATIONS IN FUTURE:

No orders has been passed by the Regulators or Courts or Tribunals impacting the going concern status and company's operations in future.

10. THE DETAILS IN RESPECT OF ADEQUACY OF INTERNAL FINANCIAL CONTROLS WITH REFERENCE TO THE FIANCIAL STATEMENTS:

Adequate internal controls, systems, and checks are in place, commensurate with the size of the Company and the nature of its business. . Your Company has appointed Mr. Varun Bansal, Chartered Accountants, to conduct the internal audit, and the findings and recommendations of the Internal Auditors are placed before the Audit Committee of your Board regularly.

11. DIRECTORS' RESPONSIBILITY STATEMENT AS PER SECTION 134(5) OF THE COMPANIES ACT, 2013:

As required U/s 134 (5) of the Companies Act, 2013, your Directors state that:

(a) in the preparation of the annual accounts, the applicable accounting standards had been followed along with proper explanation relating to material departures;

(b) the directors had selected such accounting policies and applied them consistently and made judgments and estimates that are 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 31st March 2017 and of the profit and loss of the company for that period;

(c) the directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities;

(d) the directors had prepared the annual accounts for the period ending 31st March 2017 on a going concern basis; and

(e) 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. Not Applicable

(f) the directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

12. A 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 [section 134 (3) (p) and Rule 8(4) of the Companies (Accounts)Rules, 2014]:

Pursuant to the provisions of the Companies Act, 2013, the Board has carried out an annual performance evaluation of its own performance, of individual Directors.

13. A STATEMENT ON DECLARATION GIVEN BY INDEPENDENT DIRECTORS UNDER SUB-SECTION (6) OF SECTION 149:

The Board has received the declaration from all the Independent Directors as per the requirement of Section 149(7) and The Board is satisfied that all the Independent Directors meets the criterion of independence as mentioned in Section 149(6).

14. STATEMENT IS TO BE GIVEN ONLY IF THE COMPANY IS COVERED UNDER SECTION 177 & 178:

1. Listed Co.,
2. Public Co. (Paid up Capital Rs.10 Cr/Turnover Rs.100 Cr/Borrowings Rs.50 Crs or more)

a. Audit Committee

Mr. Rajeev Kapoor	Chairman
Mr. Naveen Chawla	Member
Mr. Alok Krishna Agarwal	Member

b. Nomination and Remuneration Committee

Mr. Naveen Chawla	Chairman.
Mr. Rajeev kapoor	Member
Mr. Mayank Bughani	Member

c. Stakeholders Relationship Committee

Mr. Mayank Bughani	Chairman
Mr. Alok Krishna Agarwal	Member
Mr. Fiaz Ahmed	Member

Every Co (Net worth Rs.500 Cr / Turnover Rs.1000 Cr / Net Profit Rs.5 Cr or more)

d. Corporate Social Responsibility Committee This is not applicable to the Company

15. AUDITORS:

M/s P.L Tandon & Co. Chartered Accountants, of (Reg. No. 000186C) Kanpur, retiring auditors who hold office up-to the conclusion of ensuing 27th annual general meeting, as per provision of the Companies Act 2013.

As per the provisions of the Companies Act 2013, M/s P.L. Tandon have completed their term so the Board of Directors have approached M/s Gupta Vaish & Company and has taken their consent and recommend the appointment of the Auditors to the members of the Company.

16. SECRETARIAL AUDIT REPORT:

A copy of the Secretarial audit report as provided by M/s. Akhilesh Singh & Associates, Practising Company Secretaries, as required under Section 204(1) of the Companies Act, 2013 is annexed to this Report as annexure.

17. EXPLANATIONS OR COMMENTS ON QUALIFICATION, RESERVATION OR ADVERSE REMARK OR DISCLAIMER MADE BY THE AUDITORS:

a) Independent Auditors Report:

The Notes to Accounts forming part of Annual accounts are Self-Explanatory and need no further explanation. There are no qualifications/remarks raised in Auditors Report requiring clarification.

(b) Secretarial Audit Report:

There are no qualifications/remarks raised in Secretarial Auditors Report requiring clarification and The Secretarial Audit Report annexured to this report.

18. A STATEMENT OF DEVELOPMENT AND IMPLEMENTATION OF A RISK MANAGEMENT POLICY:

Your Company has a well defined Risk Management System in place, as a part of its good Corporate Governance practices.

19. CONSERVATION OF ENERGY AND TECHNOLOGY ABSORPTION, FOREIGN EXCHANGE EARNINGS & OUTGO - Rule 8(3) of the Companies (Accounts) Rules,2014

(A) Conservation of energy-

(i) the steps taken or impact on conservation of energy;

(ii) the steps taken by the company for utilising alternate sources of energy;

(iii) the capital investment on energy conservation equipments;

(B) Technology absorption-

(i) the efforts made towards technology absorption;

(ii) the benefits derived like product improvement, cost reduction, product development or import substitution;

(iii) in case of imported technology (imported during the last three years reckoned from the beginning of the financial year)-

(a) the details of technology imported;

(b) the year of import;

(c) whether the technology been fully absorbed;

(d) if not fully absorbed, areas where absorption has not taken place, and the

(iv) The expenditure incurred on Research and Development.

(C) Foreign exchange earnings and Outgo The Foreign Exchange earned in terms of actual inflows during the year and the Foreign Exchange outgo during the year in terms of actual outflows.

20. PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS UNDER SECTION 186 OF THE COMPANIES ACT, 2013:

Particulars of loans, guarantees or investments under section 186,are given in the Notes forming part of Financial Statements for the year ended 31st March, 2017.

21. THE PARTICULARS OF CONTRACTS OR ARRANGEMENTS WITH RELATED PARTIES REFERRED TO IN SUB-SECTION (1) OF SECTION 188:

There are no materially significant related party transactions made by the Company with Promoters, Directors, Key Managerial Personnel or other designated persons which may have a potential conflict with the interest of the company at large.

22. DISCLOSURES ABOUT CORPORATE SOCIAL RESPONSIBILITY (CSR) POLICY:

This is not applicable to the Company.

23. THE EXTRACT OF THE ANNUAL RETURN AS PROVIDED UNDER SUB-SECTION (3) OF SECTION 92:

The extract of the annual return as provided under sub-section (3) of section 92 in form MGT 9 is annexured to this report.

24. DISCLOSURE IN RESPECT OF VOTING RIGHTS NOT EXERCISED DIRECTLY BY THE EMPLOYEES IN RESPECT OF SHARES TO WHICH THE SCHEME RELATES [section Section 67(3)]: Not Applicable to the Company.

25. THE DETAILED REASONS FOR REVISION OF SUCH FINANCIAL STATEMENT OR REPORT [Section 131(1)]: This is not applicable

26. RE APPOINTMENT OF INDEPENDENT DIRECTORS: This is not applicable.

27. THE REASONS FOR THE BOARD HAD NOT ACCEPTED ANY RECOMMENDATION OF THE AUDIT COMMITTEE [Section 177 (8)]: There are no such recommendations.

28. THE VIGIL MECHANISM [Section 177 (10)]: The Management has sufficient vigil mechanism to handle the situation.

29. THE RATIO OF THE REMUNERATION OF EACH DIRECTOR TO THE MEDIAN EMPLOYEE'S REMUNERATION [Section 197 (12) - Listed Company]:

1. Mr.Fiaz Ahmed : 10.67
2. Ms.Nikita Agarwal: 59.78

30. DETAILS OF DIRECTORS WHO IS IN RECEIPT OF ANY COMMISSION FROM THE COMPANY AND WHO IS A MANAGING OR WHOLE-TIME DIRECTOR OF THE COMPANY [Section 197(14)]:

Not any Director is getting commission from the Company so this is not applicable to the Company.

31. UNDER THE HEADING "CORPORATE GOVERNANCE" [Schedule V Part II Section II point IV]:

As required by SEBI(Listing Obligations and Disclosure Requirements)Regulation 2015 , a separate section on Report on corporate governance practices followed by the Company, together with certificate from the Company's Auditors confirming compliance is attached.

32. THE ISSUE OF EQUITY SHARES WITH DIFFERENTIAL RIGHTS WAS COMPLETED [Rule 4 of the Companies (Share Capital and Debentures) Rules, 2014]:

The Company has not issued any Equity shares with Differential Rights during the year so this clause is not applicable.

33. THE VOTING RIGHTS ARE NOT EXERCISED DIRECTLY BY THE EMPLOYEES IN RESPECT OF SHARES TO WHICH THE SCHEME RELATES:

This clause is not applicable to the Company.

34. DETAILS OF ISSUE OF SWEAT EQUITY SHARES [Rule 8(13) of the Companies (Share Capital and Debentures) Rules, 2014]:

The Company has not issued Sweat Equity shares during the year so this clause is not applicable.

35. DETAILS OF EMPLOYEES STOCK OPTION SCHEME [Rule 12 (9) of the Companies (Share Capital and Debentures) Rules, 2014]:

The Company does not have Employees Stock Option Scheme so this clause is not applicable.

36. PARTICULARS OF EMPLOYEES:

None of the employees of the Company was in receipt of remuneration in excess of limits prescribed under Section 217(2A) of the Companies Act, 1956. Hence, particulars as required under the Companies (Particulars of Employees) Rules, 1975 are not given.

For and on behalf of the Board of Directors

Place:Hoskote
Date: 12 August 2017

Alok Krishna Agarwal
Chairman

Annexure A

Form No. MGT-9

EXTRACT OF ANNUAL RETURN

as on the financial year ended on 31st March 2017

[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:- L85110KA1990PLC011082

ii) Registration Date :23.07.1990

iii) Name of the Company : MILESTONE GLOBAL LIMITED

iv) Category / Sub-Category of the Company :Public Company

v) Address of the Registered office and contact details : :54-B, HOSKOTE INDUSTRIAL AREA(KIADB), CHINTAMANI ROAD, HOSKOTE -

vi) Whether listed company **Yes**

vii) Name, Address and Contact details of Registrar and Transfer Agent, if any :
Integrated Registry Management Services Pvt. Ltd., , #30, Ramana Residency, 4th Cross, Sampige Road, Malleswaram, Bangalore-560003, Phone No. 080-23460815

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	Granite Sculpturing (Other Business activities)	74999	99.9

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
1	Milestone Global (UK) Limited	-	Subsidiary	100%	2(87)

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 ofthe year				%Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	%Total Shares	
A. Promoters									
(1) **Indian**									
(a) Individual/ HUF	29,86,885	-	29,86,885	59.53	29,86,885	-	29,86,885	59.53	Nil
(b) Central Govt									
(c) State Govt (s)									
(d) Bodies Corp.	-	-	-	-	6,82,110	-	6,82,110	13.59	
(e) Banks / FI									
(f) Any Other….									
Sub-total (A) (1):-	29,86,885	-	29,86,885	59.53	36,68,995	-	36,68,995	73.12	Nil
(2) **Foreign** (a) NRIs - Individuals (b) Other – Individuals (c) Bodies Corp. (d) Banks / FI (e) Any Other….									
Sub-total (A) (2):-	29,86,885	-	29,86,885	59.53	36,68,995	-	36,68,995	73.12	Nil
Total shareholding of Promoter (A) = (A)(1)+(A)(2)	29,86,885	-	29,86,885	59.53	36,68,995	-	36,68,995	73.12	Nil
B. Public Shareholding 1. **Institutions** (a) Mutual Funds		1,00,000				1,00,000			Nil
(b) Banks / FI									
c) Central Govt									
(d) State Govt(s)	2,00,000	-	3,00,000	5.98	2,00,000	-	3,00,000	5.98	Nil
(e) Venture Capital Funds									
(f) Insurance Companies									
(g) FIIs						–			
(h) Foreign Venture Capital Funds	-	-	-	-	-	66,600	-	-	
(i) Others (specify)	1,60,000		1,60,000	3.19	1,20,000 33,300		1,20,000 99,900	2.39 1.99	Nil
Sub-total (B)(1):-	3,60,000	1,00,000	4,60,000	9.17	3,53,300	166,600	5,19,900	10.36	Nil

2. Non-Institutions									
(a) Bodies Corp.	1,66,650	3,48,765	5,15,415	10.27	1,64,347	348,465	5,12,812	10.22	0.86
(i) Indian									
(ii) Overseas									
(b) Individuals	60,290	1,20,000	1,80,290	3.59	1,00,258	80,000	180,285	3.59	0.11
(i) Individual shareholders holding nominal share capital upto Rs. 2 lakh	795,410	79,500	8,74,910	17.44	1,22,608	12,900	1,35,508	2.70	0.81
(ii) Individual shareholders holding nominal share capital in excess of Rs. 2 lakh									
(c) Others (specify)									
Sub-total (B)(2):- Total Public	10,22,350	5,48,265	15,70,615	31.39	3,82,740	4,45,865	8,28,605	16.51	0.09
Shareholding (B)=(B)(1)+ (B)(2)	13,82,350	6,48,265	20,30,615	40.56	740,540	6,07,965	13,48,505	26.88	0.09
C. Shares held by Custodian for GDRs & ADRs	-	-	-	-	-	-	-	-	-
Grand Total (A+B+C)	43,69,235	6,48,265	50,17,500	100	44,09,535	6,07,965	50,175,00	100	

B. Shareholding of Promoters

Sl No.	Shareholder's Name	Shareholding at the beginningof the year			Share holding at the end of theYear			%changein shareholding duringtheyear
		No. of Shares	% oftotal Shares of the company	%of Shares Pledged / encumbered to total shares	No. of Shares	% oftotal Share sof the company	% of Shares Pledged /encumbered to totalshares	
1	Alka Agarwal	24,27,455	48.38	-	24,33,455	48.50	-	0.12
2	Alok Krishna Agarwal	5,53,430	11.03	-	5,53,430	11.03	-	Nil
3	Ketki Investments and Consultancy Pvt.Ltd.	6,82,110	13.59		6,82,110	13.59	-	Nil
	Total	36,68,995	73.12	-	36,68,995	73.12	-	

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

Sl. No.		Shareholding at the beginningof the year No. of shares	% of totalshares of thecompany	Cumulative Shareholding during theYear No. of shares	% of total shares of the company
1	Alka AgarwalAt the beginning of the year Transactions (purchase/ sale) from 1st April 2015 up t o 31st March 2016) At the end of the year	24,27,455	48.38	24,27,45 24,27,45	48.38 48.38
2	Alok Krishna Agarwal At the beginning of the year Transactions (purchase/ sale) from 1st April 2015 up to 31st March 2016) At the end of the year	5,53,430	11.03	5,53,430 5,53,430	11.03 11.03
3	Ketki,Investments,Pvt.Ltd.	6,82,110	13.59	6,82,110 6,22,110	13.59 13.59

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

Sl. No.	**For Each ofthe Top 10 Share holders**	Shareholding at the beginningof the year No. of shares of thecompany	% of total shares of the company	Cumulative Shareholding during theYear No. of shares	% of totalshares
1.	KETKI INVESTMENTS AND CONSULTANCY PRIVATE LIMITEDAt the beginning of the year Transactions (purchase/ sale) from 1st April 2015 up to 31st March 2016) At the end of the year	6,82,110	13.59	6,82,110 6,82,110	13.59 13.59
2.	M P INVESTMENTS (INDIA) LIMITEDAt the beginning of the year Transactions (purchase/ sale) from 1st April 2015 up to 31st March 2016) At the end of the year	1,20,000	2.39	1,20,000	2.39
3	SBI MAGNUM GLOBAL FUNDAt the beginning of the year Transactions (purchase/ sale) from 1st April 2015 up to 31st March 2016) At the end of the year	1,00,000	1.99	1,00,000 1,00,000	1.99 1.99

4.	PRINCIPAL TRUSTEE COMPANY PVT LTD A/C PRINCIPAL MUTUAL FUND PRINCIPAL At the beginning of the year Transactions (purchase/ sale) from 1st April 2015 up to 31st March 2016) At the end of the year	1,00,000	1.99	1,00,000 1,00,000	1.99 1.99
5.	PUNJAB NATIONAL BANK, PRINCIPAL TRUSTAt the beginning of the year Transactions (purchase/ sale) from 1st April 2015 up to 31st March 2016) At the end of the year	1,00,000	1.99	1,00,000 1,00,000	1.99 1.99
6.	ABUZU HOLDINGS PRIVATE LIMITEDAt the beginning of the year Transactions (purchase/ sale) from 1st April 2015 up to 31st March 2016) At the end of the year	68,400	1.36	68,400 68,400	1.36 1.36
7.	KARNATAKA STATE FINANCIAL CORPORATIONAt the beginning of the year Transactions (purchase/ sale) from 1st April 2015 up to 31st March 2016) At the end of the year	66,600	1.33	66,600 66,600	1.33 1.33
8.	MAHENDRA KUMAR KHETSHI SHAHAt the beginning of the year Transactions (purchase/ sale) from 1st April 2015 up to 31st March 2016) At the end of the year	40,000	0.8	40,000 40,000	0.80 0.80
9.	VISHNU HOLDINGS LTDAt the beginning of the year Transactions (purchase/ sale) from 1st April 2015 up to 31st March 2016) At the end of the year	40,000	0.8	40,000 40,000	0.80 0.80
10.	PREMCHAND SHAHAt the beginning of the year Transactions (purchase/ sale) from 1st April 2015 up to 31st March 2016) At the end of the year	40,000	0.8	40,000 40,000	0.80 0.80
11.	RAMESH CHANDRA HEMRAJ SHAHAt the beginning of the year Transactions (purchase/ sale) from 1st April 2015 up to 31st March 2016) At the end of the year	40,000	0.8	40,000 40,000	0.80 0.80

12.	MAHENDRA L SHAHAt the beginning of the year Transactions (purchase/ sale) from 1st April 2015 up to 31st March 2016) At the end of the year	40,000	0.8	40,000 40,000	0.80 0.80

E. Shareholding of Directors and Key Managerial Personnel:

Sl No.	Shareholding at the beginning of the year		Cumulative Shareholding during the Year	
For Each ofthe Directorsand KMP	No. of shares	% of total shares of thecompany	No. of shares	% of total shares of the company
Alok Krishna Agarwal At the beginning of the year Transactions (purchase/ sale) from 1st April 2015 up to 31st March 2016) At the end of the year	5,53,430	11.03	5,53,430 5,53,430	11.03 11.03

V. INDEBTEDNESS

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

	Secured Loans excluding deposits	Unsecured Loans	Deposits Indebtedness	Total
Indebtedness at the beginning of the financial yeari) Principal Amount ii) Interest due but not paid iii) Interest accrued but not due	2,66,06,520			2,66,06,520
Total (i+ii+iii)	2,66,06,520			2,66,06,520
Change in Indebtedness during the financial year Addition				
Reduction	21,19,151			21,19,151
Net Change	21,19,151			21,19,151
Indebtedness at the end of the financial year i) Principal Amount ii) Interest due but not paid	2,44,87,369			2,44,87,369
iii) Interest accrued but not due				
Total (i+ii+iii)	2,44,87,369			2,44,87,369

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

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

Sl. No.	Particulars of Remuneration	Name of MD/ WTD/ Manager WTD-FIAZ AHMED	TotalAmount (Rs.)
1.	Gross salary	3,35,400	3,35,400
	(a) Salary as per provisions containedin section 17(1) of the Income-tax Act,1961	-	-
	(b) Value of perquisites u/s 17(2)Income-tax Act, 1961	-	-
	(c) Profits in lieu of salary under section 17(3) Income -tax Act, 1961	-	-
2.	Stock Option	-	-
3.	Sweat Equity	-	-
4.	Commission -as % of profit - others, specify	-	-
5.	Others, please specify		
	Total (A)	3,35,400	3,35,400
	Ceiling as per the Act	-	-

[Separate sheet to be attached for each Managing Director, Whole-time Directors and/or Manager]

B. Remuneration to other directors:

Sl. no.	Particulars of Remuneration	Name of Directors	TotalAmount
1.	Independent Directors	NIL	-
	Fee for attending board / committee meetings	-	-
	Commission	-	-
	Others, please specify	-	-
	Total (1)		
2.	Other Non-Executive Directors	Nil	
	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 ofRemuneration	Key Managerial Personnel			Total
		CEO	Company Secretary	CFO	
1.	Gross salary	12,00,000	3,60,000	2,46,000	18,06,000
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961—-	-	-	-	-
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	-	-	-	-
	(c) Profits in lieu of salary under section 17(3) Income- tax Act, 1961	-	-	-	-
2.	Stock Option	-	-	-	-

3.	Sweat Equity	-	-	-	-
4.	Commission	-	-	-	-
	as % of profit	-	-	-	-
	others, specify…	-	-	-	-
5.	Others, please specify	--	-	-	-
	Total	12,00,000	3,60,000	2,46,000	18,06,000

XII. PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES:

There are no PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES on the Company

Type	Section ofthe CompaniesAct	Brief Description	Details of Penalty / Punishment/ Compounding fees imposed	Authority [RD /NCLT/ COURT]	Appealmade, if any(give Details)
A.COMPANY	NIL	NIL	NIL	NIL	NIL
Penalty	NIL	NIL	NIL	NIL	NIL
Punishment	NIL	NIL	NIL	NIL	NIL
Compounding	NIL	NIL	NIL	NIL	NIL
B.DIRECTORS	NIL	NIL	NIL	NIL	NIL
Penalty	NIL	NIL	NIL	NIL	NIL
Punishment	NIL	NIL	NIL	NIL	NIL
Compounding	NIL	NIL	NIL	NIL	NIL
C. OTHER OFFICERS IN DEFAULT	NIL	NIL	NIL	NIL	NIL
Penalty	NIL	NIL	NIL	NIL	NIL
Punishment	NIL	NIL	NIL	NIL	NIL
Compounding	NIL	NIL	NIL	NIL	NIL

For and on behalf on the Board
Alok Krishna Agarwal
Chairman

Place:Hoskote
Date: 12 August 2017

Annexure B

Form No. MR-3

SECRETARIAL AUDIT REPORT

For the Financial year ended 31 March 2017

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

Form No. MR-3 SECRETARIAL AUDIT REPORT FOR THE FINANCIAL YEAR ENDED 31st March 2017

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

To,
The Members,
Milestone Global Limited,
54—B, Hoskote Industrial Area (KIADB),
Chintamanin Road,
Hoskote—562114 Karnataka.

I have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by Milestone Global Limited (hereinafter called the "Company"). Secretarial Audit was conducted in

a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

Based on our verification of the Company's 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 March 2017, complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

I have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on 31" March, 2017 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 thereunder;

iii. The Depositories Act, 1996 and the Regulations and bye-laws framed thereunder;

iv. Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;

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

A. The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011

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(Not Applicable as the Company has not issued any Capital during the Audit Period)

D. The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999/ Securities and Exchange Board of India (Share Based Employee Benefits) Regulations,2014 (Not applicable as the Company has not issued any ESOP)

E. The Securities ansd Exchange Board of India (Issue and Listing of Debt Securities) Regulations,2008 (Not Applicable to the Company during the Audit Period)

F. The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client)

G. The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009 (Not Applicable to the Company during the Audit Period)

H. The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998. (Not Applicable to the Company during the Audit Period)

VI. Other Laws as may be Specifically Applicable to the Company: **Nil**

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

The Listing Agreements entered into by the Company with Stock Exchange; During the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. Mentioned above.

We further report that: -

- The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The Changes in the composition of the Board of Directors that took place during the Period under review were carried out in compliance with the provisions of the Act.
- Adequate notice is given to all Directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent adequately 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, if any, are captured and recorded as part of the minutes. We further report that based on review of compliance mechanism established by the Company and taken on record by the Board of Directors at their meeting(s), we are of The opinion that the management has

adequate systems and processes commensurate With its size and operations, to monitor and ensure compliance with all applicable laws, rules, regulations and guidelines; and

- as informed, the Company has responded to notices for demands, claims, Penalties etc levied by various statutory I regulatory authorities and initiated Actions for corrective measures, wherever necessary.

We further report that during the audit period, there are no specific events *I* actions having a major bearing on the Company's affairs in pursuance of the laws, rules, regulations, guidelines, standards, etc, referred to above.

For Akhilesh Singh & Associates
Company Secretaries
Akhilesh Singh
ACS: 25789
CP:9322

Date: 27.05.2016
Place: Kanpur

Annexure 'A'

To,
The Members,
Milestone Global Limited,
54—B, Hoskote Industrial Area (KIADB),
Chintamanin Road,
Hoskote—562114 Karnataka.

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

1. 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.
2. We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. We believe that the processes and practices, we followed provide a reasonable basis for our opinion.
3. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the company.
4. Where ever required, we have obtained the Management representation about the compliance of laws, rules and regulations and happening of events etc.
5. The compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of management. Our examination was limited to the verification of procedures on test basis.
6. The Secretarial Audit report is neither an assurance as to the future viability of the company nor of the efficacy or effectiveness with which the management has conducted the affairs of the company.

For Akhilesh Singh & Associates
Company Secretaries
Akhilesh Singh
ACS: 25789
CP:9322

Date: 27.05.2016
Place: Kanpur

Management Discussion and Analysis

The Management of Milestone Global Limited is pleased to present the following Management Discussion and Analysis Report which contains a brief write-up on the industry structure, opportunities and concerns, performance of

the Company with respect to the operations other information. This chapter on Management Discussion and Analysis forms a part of the compliance report on Corporate Governance

Indian Economy and Industry Overview

India has emerged as the fastest growing major economy in the world as per the Central Statistics Organisation (CSO) and International Monetary Fund (IMF). The Government of India has forecasted that the Indian economy will grow by 7.1 per cent in FY 2016-17. As per the Economic Survey 2016-17, the Indian economy should grow between 6.75 and 7.5 per cent in FY 2017-18. The improvement in India's economic fundamentals has accelerated in the year 2015 with the combined impact of strong government reforms, Reserve Bank of India's (RBI) inflation focus supported by benign global commodity prices.

Economic Overview (2016-17)

India's gross domestic product (GDP) grew by 7 per cent year-on-year in October-December 2016 quarter, which is the strongest among G-20 countries. According to IMF World Economic Outlook Update (January 2017), Indian economy is expected to grow at 7.2 per cent. Due to improvement in the investment scenario and FDI expected in great volumes in the year 2017-18, it can be assured that India has escaped the global crisis and confidence has been gained in the economic prospects

Granite Industry-Structure and Developments:

Granite is increasingly being preferred over other stones due to its resistance to wear and tear as well as weathering which makes granite ever-lasting stone. The market potential is abundant and there are excellent prospects for the Indian Granite Industry to get its due share in the world market. India has one of the best granite deposits in the world having vast varieties comprising over 200 shades. India accounts for over 20% of the world resources in granite.

Granite reserves in India have now been estimated by Indian Bureau of Mines at over 42,916 million cubic meters. Splendid black and multi-colour varieties of granite are available in the states of Karnataka, Andhra Pradesh, Tamilnadu and Uttar Pradesh. Granite deposits are also widespread over provinces of Rajasthan, Bihar, West Bengal and Gujarat. India continues to be one of the leading countries in the production and export of granite and other stones. Granite is a very hard crystalline, igneous or metamorphic rock primarily composed of feldspar, quartz and lesser amounts of dark minerals. India has vast resources of granite with about 125 varieties of different colors and textures such as black, grey, pink, multi colored etc. These varieties are used to produce monuments, building slabs, titles, surface plates etc. About 125 varieties of granites have been identified for processing as products for exports. The deposits are widely spread over the entire country. However, popular varieties are mainly found in South India.

Granite is a non-scheduled industry and hence entrepreneurs are only required to submit Industrial Entrepreneur Memorandum. Looking at its export potential, Government of India has been encouraged setting up of 100% Export Oriented Units in this sector to promote export of value added granite products. Export of Granite and Marble is freely allowed. Granite is exported mainly to Japan, USA, UK, Germany, Netherlands, Italy, West Asia and Australia.

Over the last three decades the Indian granite industry has modernized to global standards. Sculptures and monuments made in India are being exported all over the world. With its skilled manpower and stone technology, India has contributed to the world prestigious monuments such as the Holocaust Museum and the Vietnam War Memorial in Washington; Hiroshima Atom Bomb Memorial in Japan and Black Forest of Germany.

By general consensus, India and Brazil have been blessed by nature with the widest variety of the most beautiful granites. Yet, when it comes to processing facilities, their development has been way below the potential. The volatile nature of the Brazilian economy with lot of uncertainty every two years or so, has discouraged investment. The market share of China in the international trade in granite has been steadily increasing in recent years. Only China remains a threat to other countries in the manufacture and export of granite.

Further, the global recession has dampened India's hopes for bigger exports. However during the year under review it is witnessed the slow recovery of economy across the globe.

PROBLEMS RELATED TO GRANITE MINING INDUSTRY

- **PRODUCTIVITY**

  The main problem of Granite Mining Industry in India is the low productivity and high wastage. The granite mining industry in India is far behind in terms of productivity compared to countries like Italy, Brazil, Spain,

Norway, South Africa etc .The low productivity is mainly due to conventional methods of mining adopted at present. The industry is slow in adopting the use of wire saws and slot drilling instead of conventional blasting burner. Though the wastage had come down to 23% in the year 1997 from 28% of the year 1993, and has reduced some more in the following years, there is still a long way to go to match international standards.

- **MODERNIZATION**

The main obstacle for the slow rate of modernizing the quarry is due to very high rate of import duty on capital equipment like diamond wire saw machines, drilling equipment and on consumables like diamond wire, drilling rods etc. To encourage the industry to modernize the quarry operations, the Government should consider granting mining industry 100% Export Oriented Unit status or full duty exemption for imports against export of blocks. Such help from the Government will not only make the quarry operations profitable but also can encourage entry of corporate companies into the granite sector.

- **LABORS MANAGEMENT**

The low productivity per worker and less man-hour utilization is another problem for the granite quarrying in India. The lack of exposure to modern quarrying and training for the Indian workers is a major reason for the low productivity of the workers. It is high time that Government and the industry should work together to establish a Training Institute to educate and train the work force, which will help the mining industry to a great extent.

- **INDUSTRIAL STATUS FOR GRANITE MINING**

The future of the granite mining industry depends on the immediate attention of both the Union and State Governments to the problems of the industry. The foremost step should to be declaring granite as a major mineral and granite mining as an Industry. Since the granite industry is one of the important sources of foreign exchange earning, it is high time the Government of India steps in to encourage the granite mining industry.

- **LEASING POLICY**

The Government should announce a long-term mining policy and stop frequent changes of leasing policies as adopted by various state Governments. Granite mining is a high-risk area where there is no guarantee on return on investment. The mining of a natural product requires a long period of time to develop the land and infrastructure and high investment for economical operations. Hence the leases of quarry lands should be on long-term basis of minimum of 30 years as in other countries like Spain etc. where it is normally ranging from 30 to 90 years, or in Brazil, where policies are even more liberal. It is impossible for any one to invest in machines and modernize the quarry in the absence of long time leasing.

- **EXPLORING NEW AREAS**

As per the geological survey, India has a vast area of abundant granite deposits of various colours that are still to be explored. The government should encourage entrepreneurs to explore the new areas on recommendations as stated above. Every effort should be taken by both the government and the granite industry to improve the country's share in the world market by exploring new areas.

The government should also guarantee free trading without imposing any restrictions on exports of blocks.

- **SIMPLIFICATION OF PROCEDURES**

The procedures of lease agreements, permits for movement of blocks, payments of royalty etc, must be simplified. Most of the times the dispatches are held up due to delay in getting the permits and particularly during holidays, strike etc. Since highly valuable goods are presently allowed on self-removal scheme, the granite blocks can also be allowed under the same scheme in place of the present permit system. This will avoid eliminating delays in dispatching blocks and meeting the delivery schedules of the buyers.

PROBLEMS RELATED TO GRANITE PROCESSING INDUSTRIES

- **INFRASTRUCTURE DEVELOPMENT**

  The existing infrastructure to meet the needs of the stone sector in India is extremely poor and inadequate for the growing demand. The infrastructure facilities like road, rails, electricity services, water sources need to be improved.

  The movement of either the blocks from the quarries or the containers from the factories to the ports is always cumbersome. Quarry access roads are still not developed which restricts the sizes and the movements of the blocks. Even the highways are not sufficient for easy movement of trucks. The absence of spacious National Highways to reduce the traveling time as well as the safe travel is responsible for the slow growth of the stone industry. The planning of new ideas should be properly followed up with timely and proper implementation and continuous supervision or otherwise the main purpose is defeated.

  The infrastructure is the backbone for any industry to operate economically and compete in the world market. Unless proper facilities are created for smooth traffic and movement of materials, further development will not be possible

- **AVAILABILITY OF BLOCKS**

  The major problem highlighted by the processing industries is the non-availability of best quality blocks for the processing. As exporting of blocks is more advantageous due to high value realization, the processing companies are finding it difficult to buy certain colour granite blocks as per their requirement. The first quality blocks, which are free from defects and larger in size, are always given preference for exports. Hence the local processing factories have to depend on smaller size blocks, which resulted in high processing wastage, higher production cost and thereby, high selling price. This is one of the reasons for the less competitiveness of finished products in the world market. It must be the aim for both government and the industry to expand the processing capacity of the country to get more value addition.

- **MODERNIZATION AND UPGRADATION OF PROCESSING TECHNOLOGY**

  The consistent modernization of the factory and upgrading of the processing technology by installing new machines will improve the productivity and reduce production cost.

  For example, the use of diamond polishing abrasives replacing conventional abrasives will increase the belt speed of the line-polishing machine thus giving more production and higher polishing capacity with the same machine. Periodical maintenance of the machines is a must for the consistent quality and less downtime. This will reduce the raw material cost considerably as defective slabs and unwanted bushes of the blocks are eliminated at the quarry site.

- **FINANCIAL PROBLEMS**

  The high rate of interest charged by the financial institutions should be reduced to make the Indian products more viable in the world market. The present interest rate of 9 to 15% for export industries should be brought down to below 5%, as in other countries. Incentives like liberal working capital norms, longer repayment schedules for loans etc. should be implemented immediately.

  Rising production cost and decline in the dollar rates have seriously affected the export realizations and had a drastic impact on the profits of the Company. Economic slowdown in the US and cry by environmentalists to prevent damage on account of excess quarrying are other major threats to the granite industry

  The major threat areas include:

  1. The Economic slowdown in major countries.
  2. Non Availability of best quality blocks for processing.
  3. Frequent power disruptions and high dependency on diesel affecting the production and the cost of raw materials and finished goods.
  4. Lack of Proper infrastructure.

PROSPECTS FOR THE GRANITE INDUSTRY

In Europe and Australia, Consistent quality control, and prompt deliveries to the buyers are very important to procure more orders and stay in business, new products with new design should be developed by constant up gradation of existing technology to sustain growth.

One of the most positive developments for the granite industry is the greater awareness of it among the architects, and its growing popularity in major projects. Whether it be office buildings, airports, commercial centers or even hotels, granites is becoming more and more popular for the big projects all over the world. The following factors are motivating the growth of granite industry

1. Introduction of Stones for new applications and utilities etc.

2. Spurt in demand for Indian Granites Worldwide.

3. Increased domestic demand.

Technologies advances and market competition has changed the basis feature of the industry the margins it works with. While granite has an image of a luxury product, in the production side, the processing industry has changed from being a low volume high margin one to a low margin high volume business.

- Today's subdued market situation is due to several factors. The economic crisis in Indonesia, Japan, Korea, Taiwan, Italy, USA and Thailand affected the exports to these countries. Also the recent introduction of synthetic stone like materials is affecting exports. The competition from China for rough blocks and finished products like slabs and monuments has contributed to the slow growth of exports from India.
- However the future for the granite industry for both blocks and finished products is encouraging. India can improve its export performance as the processing capacity is very low, with less than 5% of gangsaws installed in the world. The increase in export of blocks and finished products during the last year is an indication of the encouraging signs of market improvement. In spite of so many problems, the demand for granite products is increasing everywhere with consistent growth rate of consumption.
- India, which is blessed with various types of unique colours and large deposits of granite, is certain to get its due share in the ever-growing world market. Many countries are worried about the strong entrance of China in the market but the fact is that China landed up importing more rough blocks and finished products due to high domestic demand.
- The world wide improvement of transportation system with more and more bulk vessels will also help many countries to import more thereby boosting our exports.
- The demand for stone products is expected to continue increasing for the simple reason there is still a low level of consumption in many countries. The share of the stone industry is just 5% out of the world's annual consumption of 5 billion square meters and ceramics; wood, glass etc. occupy most of the market. Even a moderate increase of another 5% will increase hugely the demand for stone products.
- The export market for finished products and particularly for monuments is picking up in Europe and Australia. The consistent quality control and strict adherence of the delivery schedules of the buyers is most important to get more orders. The processing industries should try to concentrate on low thickness and pre heated surface materials, which is getting more and more popular. The construction materials with thickness less than 10 mm which will weigh not more than 20 kg are getting more popular. Hence such new products should be developed with upgrading of technology with the support of finance to sustain the growth. It is true that Indian industries should try to economize their operations to make the products competitive in the world market.
- The market potential is abundant and there are excellent prospects for the Indian granite industry to get its due share in the world market. The professional and realistic approach towards solving the practical problems and careful planning of facilities by the Industry and Government can make India the leading exporter of the world market. We have challenging years ahead but the potential for growth is beyond any reasonable doubt

Internal Control Systems and their adequacy:

The Company has adequate system of internal control relating to the purchase of raw materials, Stores, Consumables and Packing Materials, and for the sale of goods commensurate with the size of the Company and the nature of business.

The system of internal control of the Company is adequate keeping in mind the size and complexity of your Company's business. Systems are regularly reviewed to ensure effectiveness.

The Audit Committee of the Company meets periodically to review and recommend quarterly, half yearly and annual financial statements of the Company.
Discussion on Financial Performance with respect to operational Performance:

The Turnover achieved by the Company for the year ended 31.03.2017 is Rs 848.26 Lakhs compared to the Previous Year turnover of Rs 849.13 Lakhs showing decrease of Rs. .87 Lakhs. The Company has occurred loss of Rs. 10.01 lakhs as against a profit of Rs. 3.80 lakhs in the previous year. The Earning per is. Rs.(0.20.)

Human Resources / Industrial Relations
Save as situation explained at Board Report, the overall relation with employees has cordial. The management has been striving to maintain the harmonious relations.

Cautionary Statement
Statement in the Management Discussion and Analysis describing the Company's objectives, projections, estimates and expectations may be forward looking statements within the meaning of applicable securities laws and regulations.
As forward looking statements are based on certain assumptions and expectations of future events over which the Company exercises no control, the Company cannot guarantee their accuracy nor can it warrant that the same will be realized by the Company. Actual results could differ materially from those expressed or implied, significant factors that could make a difference to, the Company's operations include domestic and international economic conditions affecting demand, supply and price conditions in the industry the Company into, changes in government regulations, tax regimes and other statutes.

REPORT ON CORPORATE GOVENRANCE

INTRODUCTION
For Milestone Global Limited, Corporate Governance is not a destination, but a journey, a journey wherein it seek to perpetually improve the conscience of the well balance interested of all the stakeholders as it walks the miles, spends the years, does create more world class monuments and spread its presences through continents to touch more and more lives and their memories. Further, it is a blend of rules, regulations, laws and voluntary practices that enables the Company to attract the financial & human capital and perform more efficiently and effectively and thereby maximize the long term values for the shareholders besides respecting the aspiration of multiple stakeholders including that of society.

1. COMPANY'S PHILOSOPHY

Milestone Global Limited's philosophy on Corporate Governance envisages complete transparency and adequate disclosure with an ultimate aim of value creation for all stakeholders i.e. shareholders, employees, customers and the suppliers.

The Company's goal is to find creative and productive ways of delighting its stakeholders i.e., Investors, Customers, Vendors, and other Associates, while fulfilling the role of a responsible corporate representative committed to the best practices.

2. BOARD OF DIRECTORS

a. Composition of Board

The current policy is to have optimum combination of Executive and Non-Executive directors to ensure the independent functioning of the Board. The Board consists of six (6) directors, three of them are Executive Directors

and three of them are Non-Executive Directors. The Chairman of the Board is an Executive Director who is related of promoter. Among non-Executive Directors, three are independent directors.

The Board consists of following Directors during financial year ended March 31, 2017

Sl. No.	Name of Director	Director Identification Number (DIN)	Age	Category	No. of other Directorships held in other Public Companies as on 31-03-2017		Number of Committee Chairmanships/ Membership held in other Public Limited Limited Companies as on 31-03-2017	
					Chairman	Director	Chairman	Member
1	Mr. Alok Krishna Agarwal	00127273	53	Chairman	0	8	0	0
2	Mr. Fiaz Ahmed	02021233	67	ED	0	0	0	0
3	Mr. Rajeev Kapoor	01358390	50	NEID	0	0	0	0
4	Mr. Naveen Chawla	01754938	43	NEID	0	0	0	0
5	Mr. Mayank Bughani	02809728	35	NEID	0	0	0	0
6	Ms. Nikita Agarwal	07106717	22	ED	0	0	0	0

MD-Managing Director, ED- Executive Director, NEID-Non-Executive Independent Director, NED-Non Executive Director.

No director holds directorship in other companies more than ceiling limits prescribed under section 165 of the Companies Act, 2013. No director holds Chairmanship or/and membership in the committees of Board of directors more than ceiling limits as required under SEBI (Listing obligations and Disclosure requirements) Regulation 2015.

Relationship between Directors inter-se

Name of the Director	**Relationship**
Mr. Alok Krishna Agarwal	Brother of Mrs. Alka Agarwal, CEO of the Company
Ms. Nikita Agarwal	Daughter, of Mrs. Alka Agarwal, CEO of the Company

b. Training of Board Members

New Directors appointed by the Board are given formal induction and orientation with respect to the Company's vision, strategic direction, and core values including ethics, corporate governance practices, financial matters and business operations. The new appointee is also facilitated with a tour of the Company's manufacturing facility to get familiar with the Company's operations.

The Board members are also provided with the necessary documents / brochures, reports and internal policies to enable them to familiarize with the Company's procedures and practices.

Periodic presentations are made at the Board and Committee Meetings, on business and performance updates of the Company, global business environment, business strategy and risks involved.

Quarterly updates on relevant statutory changes and landmark judicial pronouncements encompassing important laws are circulated to the Directors.

c. Board Meetings

Five Board Meetings were held during the financial year ended March 31, 2017. These meetings were held on 27.05.2016, 11.08.2016, 12.11.2016, 12. 02.2017 and 10.03.2017.

d. Directors' Attendance Record

The attendance of Directors at the Board Meetings held during the financial year ended March 31, 2017 and at the previous Annual General Meeting.

Sl. No	Name of Director	Board Meetings during the period April 01, 2016 to March 31, 2017		Whether present at the previous AGM held on September 19, 2015
		Held	Attended	
1	Mr. Alok Krishna Agarwal	5	5	Yes
2	Mr. Fiaz Ahmed	5	1	Yes
3	Mr. Rajeev Kapoor	5	5	No
4	Mr. Naveen Chawla	5	5	No
5	Mr. Mayank Bughani	5	5	No
6	Ms. Nikita Agarwal	0	0	No

e. Brief Profile of Directors seeking appointment / reappointment at the ensuing Annual General Meeting to be held on September 30, 2017

Name	Mr. Alok Krishna Agarwal
Age	51
No. of shares held in the Company	5,53,430
Qualification	LLB
Expertise in Specific functional Area List of Public Limited Companies in which outside Directorship held	He is an advocate in Supreme Court WEARIT GLOBAL LIMITEDBAJAJ HINDUSTHAN SUGAR LIMITEDS P B P TEA (INDIA) LIMITEDHIND SYNTEX LTD.LALITPUR POWER GENERATION COMPANY LIMITED PURI OIL MILLS LIMITEDTHE SCOTTISH ASSAM (INDIA) LTD
Chairman/Member of the Committee(s) of Board of Directors of the Company	NIL
Chairman/Member of the Committee(s) of Board of Directors of the other Companies in which he/she is a Director	NIL

Note: Directorships held by Directors mentioned above are as per latest disclosure received from respective director.

f. Code of Conduct

As required under SEBI (Listing obligations and Disclosure requirements) Regulation 2015, the Board has laid down a code of conduct for all Board members, senior management personal and designated employees of the company. The code of conduct is made available at the Registered Offices. The same is expected to be placed at website of the company. All Board members and senior management personnel affirm compliance with the code on as annual basis and the declaration to that effect by the Mrs. Alka Agarwal–CEO and Ms. Renu Sharma- CFO is attached to this report.

A code of business conduct and ethics applicable to all the employees of the group, has been communicated which are to be followed in day to day work life. This will enable the employees to maintain highest standards of values in their conduct to achieve organizational objectives.

g. Whistleblower Policy

To maintain the high level of legal, ethical and moral standards and to provide a gateway for employees to voice concern in a responsible and effective manner about the serious malpractice, impropriety , abuse or wrongdoing within the organization. This mechanism was kept informed to all concerned.

h. Risk Management

The risk is an inherent aspect of any business. The granite industry is not an exception to this rule. The risk can be classified as Business Risks, Financial Risks, Legal and Statutory Risks, Organizational and Management

risks and Political risks. The risk management function is integral to the Company and its objectives include ensuring the critical risks are identified continuously, monitored and managed effectively in order to protect the Company's businesses and ultimately the interest of all stakeholders.

i. Subsidiary Companies

All subsidiary companies of the Company are Board managed with their Boards having the rights and obligations to manage such companies in the best interest of their stakeholders. The Company monitors performance of subsidiary companies, inter alia, by the following means

(a) Financial statements, in particular the investments made by the unlisted subsidiary companies, are reviewed quarterly by the Audit Committee of the Company

(b) All minutes of Board meetings of the unlisted Indian subsidiary company are placed before the Company's Board regularly.

(c) A statement containing all significant transactions and arrangements entered into by the unlisted subsidiary companies is placed before the Company's Board.

3. AUDIT COMMITTEE

The audit committee was constituted to provide assistance to the Board of Directors in fulfilling the Board's oversight responsibilities pertaining to the financial statements.

The Audit Committee consists of three Non-Executive Directors among them two are independent directors and it is headed by Mr. Rajeev Kapoor, Chartered Accountant. The constitution of audit committee meets the requirement of Section 177 of the Companies Act, 2013 and as required under SEBI (Listing obligations and Disclosure requirements) Regulation 2015. During the financial year ended on March 31, 2017, the committee met 4 times on 27.05.2016, 11.08.2016, 12.11.2016 and 11.02.2017 and the details of attendance of the members at the said meetings of the committee are given below:

Name of the members	Status	No. of meetings	
		Held	Attended
Mr. Rajeev Kapoor	Chairman	4	4
Mr. Alok Krishna Agarwal	Member	4	4
Mr. Naveen Chawla	Member	4	4

The functions of the audit committee include:

i. Oversight of the company's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible.

ii. Recommending to the Board, the appointment, re-appointment and, if required, the replacement or removal of the statutory auditor and the fixation of audit fees and also payment for other services.

iii. Reviewing, with the management, the annual financial statements before submission to the board for approval, with particular reference to:

a. Matters required being included in the Director's Responsibility Statement to be included in the Board's report in terms of section 134 of the Companies Act, 2013.

b. Changes, if any, in accounting policies and practices and reasons for the same

c. Major accounting entries involving estimates based on the exercise of judgment by management

d. Significant adjustments made in the financial statements arising out of audit findings

e. Compliance with listing and other legal requirements relating to financial statements

f. Disclosure of any related party transactions

g. Qualifications in the draft audit report.

v. Reviewing, with the management, the quarterly financial statements before submission to the board for approval.

vi. Reviewing, with the management, performance of statutory and internal auditors, and adequacy of the internal control systems.

vii. Reviewing the adequacy of internal audit function, if any, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit.

viii. Discussion with internal auditors any significant findings and follow up there on.
ix. 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.
x. Discussion with statutory auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern.
xi. To look into the reasons for substantial defaults in the payment to shareholders (in case of non-payment of declared dividends) and creditors.
xii. To review the functioning of the Whistle Blower mechanism.

4. NOMINATION AND REMUNERATION COMMITTEE:

The constitution of remuneration committee meets the requirement of Companies Act and as required under SEBI (Listing obligations and Disclosure requirements) Regulation 2015. The committee presently consists of the following three Non–Executive Independent Directors. There was a Board meeting on 10th March, 2017 during the year.

Name of Member	Status	No. of Meeting	
		Held	Attended
Mr. Naveen Chawla	Chairman	1	1
Mr. Mayank Bughani	Member	1	1
Mr. Rajeev Kapoor	Member	1	1

The terms of reference of the remuneration committee are as under:
i. Meetings of the committee shall be held whenever matters pertaining to the remuneration payable, including any revisions in remuneration payable to Executive/ Non Executive Directors/ relative to directors
ii. Payment of remuneration shall be approved by a resolution passed by the Remuneration Committee
iii. All information about the Directors/Managing Director/whole time Directors. i.e. background details, past remuneration, recognition or awards, job profile shall be considered and disclosed to shareholders
iv. The Committee shall take into consideration and ensure the compliance of provisions under the Companies Act, 2013 for appointing and fixing remuneration of Managing Director/ Whole time Directors.
v. While approving the remuneration, the committee shall take into account financial position of the Company, Trend in the industry, qualification, experience and past performance of the appointee.
vi. The Committee shall be in position to bring about objectivity in determining the remuneration package while striking the balance between the interest of the Company and the shareholders.
vii. Following disclosure on the remuneration of Directors shall be made in the section on the Corporate Governance of the Annual Report.
- All elements of remuneration package of all the Directors i.e. salary, benefits, bonus, stock options, pension etc
- Details of fixed component and performance liked incentives, along with the performance criteria.
- Service Contracts, notice period, severance fees.

Remuneration Policy

Remuneration of the Executive Chairman, Managing Director or Executive Director is determined periodically by the Remuneration Committee within the permissible limits under the applicable provisions of law and as approved by shareholders. Non-Executive Directors paid sitting fees, if any, will be within the limits prescribed under law.

Stakeholders' relationship Committee

The composition of Shareholders' Grievance committee meets the requirements of SEBI (Listing obligations and Disclosure requirements) Regulate the functions of committee include the matters relating to transfer and transmission of shares, issue of duplicate share certificates, review and redressal of investors complaints like transfer of shares, non-receipt of balance sheet, non-receipt of declared dividends etc. Details of shares transfers/transmissions approved by the committee and Shareholders'/investors' grievances are placed before the Board Meetings from time to time.

The Committee presently comprises of three Directors, Two- Independent and one non-Executive Director. General Manager is the Compliance officer of the Company.

During the financial year ended on March 31, 2016, the committee met 4 times on 27.05.2016, 11.08.2016, 12.11.2016 and 11.02.2017,the attendance of the members at the meetings of the committee is given below:
The Committee during the year and the attendance of member at the meeting of the committee was as follows:

Name of the member	Status	No. of meetings	
		Held	Attended
Mr. Mayank Bughani	Chairman	4	4
Mr. Fiaz Ahmed	Member	4	1
Mr. Alok Krishna Agarwal	Member	4	4

During the year under review, the Company had not received *any* request letters/ complaints from the investors.

5. DETAILS OF REMUNERATION PAID DURING THE FINANCIAL YEAR ENDED MARCH 31, 2017 TO THE DIRECTORS ARE FURNISHED UNDER.

i) Executive Directors

Name of the director	Salary (Rs.)	Perquisites (Rs.)	Sitting Fee (Rs.)	Total (Rs.)	No. of shares held
Mr. Fiaz Ahmed	3,11,400	Nil	Nil	3,11,400	NIL
Ms.Nikita Agarwal	60,000	Nil	Nil	60,000	Nil

(ii)Non Executive Directors
The Company does not pay any remuneration to its Non- Executive Directors. The Non–Executive Directors of the Company do not hold any equity shares in the Company.
The Company does not have any stock option plan or performance-linked incentive for the Directors.

CEO and CFO Certificate

CEO Certificate the Board inter the accuracy of financial statement and adequacy of internal control for the financial reporting propose As required under SEBI (Listing obligations and Disclosure requirements) Regulation 2015 for the year ended March 31, 2017. same is attached separately in this Annual Report.

GENERAL BODY MEETINGS

Venue, date and time the Annual General Meetings held during the preceding three years and the Special Resolutions passed at are as under.

Year	Venue	Date and Time	Special Resolution
2015-16	At The Registered Office At Plot No 54-B, Hoskote Industrial Area (Kiadb) Chintamani Road, Hoskote-562114	17.09.201611.00 A.M.	No special resolution passed.
2014-15	At The Registered Office At Plot No 54-B, Hoskote Industrial Area (Kiadb) Chintamani Road, Hoskote-562114	19.09.201511.00 A.M.	No special resolution passed.
2013-14	Hotel Park Field, No. 154, D oddanallura, off Chintamani Road, Hoskote-, Bagalore-562 114	20.09.2014 11.00 A.M.	No special resolution passed.

During the year 2016-17, there is no extra ordinary general meeting has been held.

6. DISCLOSURES

a. Disclosure on Materially significant related party transactions i.e. transactions of the Company of material nature, with its Promoters, the directors or the management, their subsidiaries or relatives etc. that may have potential conflict with the interests of the Company at large:

None of the transactions with any of the related parties were in conflict with the interest of the Company. Attention of members is drawn to the disclosure of transactions with the related parties set out in Notes on Accounts.

Notes 27 and 28 of Notes of Account, forming part of the Annual Report covers details of related parties transactions.

The Company's major related party transactions are generally with its subsidiaries. The related party transactions are entered into based on considerations of various business exigencies such as synergy in operations, the Company's long term strategy for sectoral investments, optimization of market share, profitability, legal requirements, and liquidity and capital resources of subsidiaries.

All related party transactions are negotiated on arm length basis and are intended to further the interests of the Company.

b. Details of non-compliance by the Company, penalties, strictures imposed on the Company by Stock Exchanges or SEBI or any statutory authority, on any matter related to capital markets, during the last three years:

c. During the last three years there were no strictures or penalties imposed by either SEBI or the Stock Exchanges or any statutory authority for non-compliance of any matter related to capital markets.

7. MEANS OF COMMUNICATION

Annual Report: Annual Report containing, *inter-alia*, Audited Annual Accounts, including subsidiary companies Annual Accounts, Consolidated Financial Statements, Directors' Report, Auditors' Report, Management Discussion and Analysis, Corporate Governance Report and other important information is circulated to members either by post/ courier.

The Quarterly Results: Quarterly results are generally published in leading newspapers the Financial Express (English Daily) and Sanjevani (A regional daily in Kannada language) within forty-eight hours of approval thereof. The same are sent to BSE for posting at BSE website.

8. MANAGEMENT DISCUSSION AND ANALYSIS REPORT (MDA)

MDA forms part of the Director's Report and the same is attached separately in this Annual Report.

9. GENERAL SHAREHOLDERS INFORMATION:

a) Ensuing Annual General Meeting

The 27th Annual General Meeting of the Company will be held on Friday, 29th September, 2017 at 11:00 am 54-B, Hoskote Industrial Area(KIADB), Hoskote, Bangalore – 562 114 at the registered office of the Company.

b) Registered Office and works

The registered office and works of the Company are as follow:

Plot No. 54B, Hoskote Industrial Area (KIADB), Chintamani Road, Hoskote-562114, Karnataka

Phone: 080- 27971334; Fax: 080-27971537, Email: gururaj@milestonegloballimited.com

c) Postal Ballot

The provisions relating to Postal ballot/E-Voting will be complied with in respect of matters wherever applicable.

d) Tentative Financial Calendar

The Financial year is 1st April to 31st March and financial results are proposed to be declared as per the following tentative schedule.

Results for the quarter ended	Tentative Schedule
June 30, 2017	2nd week of August 2017
September 30, 2017	2nd week of November 2017
December 31, 2017	2nd week of February 2018
March 31, 2018	3rd week of May 2018

e) Listing on Stock Exchanges

The names and address of the stock exchange at which the equity shares of the Company are listed and the respective stock code is as under

Sl. No.	Name of the Stock Exchange	Stock Code/ ISIN
1.	Bombay Stock Exchange Phiroze Jeejeebhoy Towers, Dalal Street MUMBAI – 400 001	531338 /INE151H01018

f) Date of Book Closure

The Register of Members and Transfer books of the Company will remain closed from 20th September 2017 to 29th September 2017 for the purpose of the 27th Annual General Meeting.

g) Listing fee

The Company has paid Annual Listing Fees for the year 2017-18 to Bombay Stock Exchange Limited, Mumbai where the equity shares of the Company are listed.

h) Stock Market Data

Stock market data regarding Company's share is not available since there is no frequency of trading in the shares of the Company in the stock exchanges.

i) Registrar and Transfer Agent & Share Transfer System

M/s Integrated Registry Management Services Private Limited is our Registrar and Share Transfer Agent. The transfer of shares in physical form and other communication regarding share certificates, dividends and change of address etc may be addressed to:

Integrated Registry Management Services Private Limited
30, Ramana Residency,
4th Cross, Sampige Road, Malleswaram,
Bangalore 560003
Phone: 080 – 23460815 – 818
Fax: 080 23460819
E-Mail:irg@integratedindia.in

Shares sent for physical transfers are generally registered and returned within a period of 15 days from the date of receipt if the documents are clear in all respect. The Share Transfer and Investors Grievance Committee meets as and when required.

j) Distribution of Shareholdings

CATEGORY	No. of Shreholders	% (Percentage)	No. of Shares Held	% (Percentage)
Up to 5000	677	96.44	445098	8.87
5001 10000	6	0.85	41650	0.83
10001 20000	4	0.57	53172	1.06
20001 30000	1	0.14	20285	0.40
30001 40000	5	0.71	193300	3.85
40001 50000	0	0.00	0	0.00
50001 100000	4	0.57	366600	7.31
100001 and Above	5	0.71	3897395	77.68
TOTAL	702	100.00	5017500	100.00

k) Dematerialization of Shares

The Company's shares are compulsorily traded in dematerialized from as per the Securities and Exchange Board of India (SEBI). The Company has obtained the electronic connectivity of its equity shares with both NSDL and CDSL. Members can demat their shares by opening an account with any of the depository participants of NSDL and CDSL across the country.

l) Address for Correspondence:

Mrs. Smita Tripathi
Company Secretary
Milestone Global Limited. 54B,
Hoskote Industrial Area (KIADB),
Chintamani Road, Hoskote-562114, Karnataka,
Phone: 080- 27971334 / 1345.
E-Mail: alkasgl@yahoo.com

m) Outstanding GDRs/ADGRs/Warrants or any Convertible instruments, conversion date and likely impact on equity.

Not applicable

n) Prevention of Insider Trading;

In accordance with the requirements of SEBI (Prohibition of Insider Trading) Regulations, 1992, the Company has instituted a comprehensive code of conduct for prohibition of insider trading in the Company's shares.

o) Secretarial Audit for Reconciliation of Capital

As stipulated by SEBI, a qualified practicing company secretary carries out the secretarial audit to reconcile the total admitted capital with National Securities Depository Limited (NSDL) and Central Depository Service (India) Limited (CDSL) and the total issued and paid-up capital. This audit is carried out every quarter and the report there on is submitted to the stock exchanges, NSDL and CDSL.

The audit, inter alia confirms that the total listed and paid-up capital of the Company is in agreement with the aggregate of the total number of shares in dematerialized form held with NSDL and CDSL and total number of shares in physical form.

p) Corporate Identity Number (CIN)

The Company is registered in the State of Karnataka, India. Corporate Identity Number (CIN) allotted to the Company by the Ministry of Corporate Affairs (MCA), the Government of India is L85110KA1990PLC011082.

q) Compliance Certificate of the auditors

Certificate from the auditors of the Company, M/s P L Tandon & Co., Chartered Accountants, Kanpur confirming compliance with the conditions of Corporate Governance as stipulated as required by schedule V of SEBI (Listing obligations and Disclosure requirements) Regulation 2015 is annexed herein after.

r) Unclaimed Shares

As required regulation of SEBI (Listing obligations and Disclosure requirements) Regulation 2015, the unclaimed shares laying in the escrow account shall be transferred to demat suspense account if there is not response even after sending three reminder notices to the persons concerned. As on March 31, 2017 there are not unclaimed equity shares of the Company.

s) Corporate Social Responsibility Committee

Not applicable to the Company

t) Other useful information to the shareholders

i. Members holding share in physical are requested to notify to the Company, change in their registered address and bank account details promptly by written request under the signature of sole / first joint holder.

ii. Members holding shares in electronic form are requested to send their instructions regarding change of name, change of address, bank details, nomination, power of attorney etc., directly to their Depository Participant (DP) as the same are maintained by them.

iii. In case of lost/ misplacement of shares, a complaint shall be lodged with the police station and an intimation to this effect shall be sent, to the Company along with an original or certified copy of fir / acknowledgement of the complaint.

iv. For expediting transfer of shares, shareholders should fill in complete and correct particulars in the transfer deed. Wherever applicable, the registration number of power of attorney should be quoted in the transfer deed at appropriate place.

v. Equity shares of the Company are under compulsory demat trading by all investors. Considering the advantage of the scrip-less trading, members are encouraged to consider dematerialization of their shares so as to avoid inconvenience in future.

10. Adoption of Mandatory and Non-Mandatory Requirements of SEBI(Listing obligations and Disclosure requirements) Regulation 2015

The Company has complied with all mandatory requirements required under SEBI(Listing obligations and Disclosure requirements) Regulation 2015

11. Nomination and Remuneration Committee

The Company has constituted Remuneration Committee to recommend / review remuneration of the Managing Director and Whole- time Directors based on their performance and defined assessment criteria.

Auditors certificate on corporate governance

To

The Members of MILESTONE GLOBAL LIMITED

We have examined the compliance of conditions of corporate governance by MILESTONE GLOBAL LIMITED ('the company') for the year ended 31st March 2017, as stipulated in Clause 49 of the Listing Agreement ('Listing Agreement') of the company with the stock exchanges for the period 1st April 2016 to 30th November 2016 and as per the relevant provisions of Securities and exchange board of India (Listing obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations') as referred to in Regulation 15(2) of the listing regulations for the period 1st December 2016 to 31st March 2017.

The compliance of conditions of corporate governance is the responsibility of the Management. Our examination was limited to procedures and implementation thereof, adopted by the company for ensuring the compliance of the conditions of corporate governance. It is neither an audit nor an expression of opinion on the financial statements of the company.

In our opinion and to the best of our information and according to the explanations given to us, we certify that the company has complied with the conditions of corporate governance as stipulated in the above mentioned listing agreement / listing regulations, as applicable.

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

For P.L. Tandon & Co.
Chartered Accountants
Firm Registration No. 000186C
P. P. Singh
(Partner)
(Membership number 072754)

CERTIFICATE BY CEO AND CFO

To

The Board of Directors

Milestone Global Limited

Dear member of the Board,

We, Alka Agarwal, Chief Executive Officer and Renu Sharma, Chief Financial Officer of the company, to the best of my knowledge and belief, certify that:

1. We have reviewed financial statements and the cash flow statement for the year and that to the best of our knowledge and belief:

(1) these statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;

(2) these statements together present a true and fair view of the listed entity's affairs and are in compliance with existing accounting standards, applicable laws and regulations.

B. There are, to the best of tour knowledge and belief, no transactions entered into by the listed entity during the year which are fraudulent, illegal or violative of the listed entity's code of conduct.

C. We accept responsibility for establishing and maintaining internal controls for financial reporting and that we have evaluated the effectiveness of internal control systems of the listed entity pertaining to financial reporting and we have disclosed to the auditors and the audit committee, deficiencies in the design or operation of such internal controls, if any, of which we are aware and the steps they have taken or propose to take to rectify these deficiencies.

D. We have indicated to the auditors and the Audit committee

(1) significant changes in internal control over financial reporting during the year;

(2) significant changes in accounting policies during the year and that the same have been disclosed in the notes to the financial statements; and

(3) 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 listed entity's internal control system over financial reporting.

Place: Hoskote	**Alka Agarwal**	**Renu Sharma**
Date: August 12, 2017	Chief Executive Officer	Chief Financial officer

INDEPENDENT AUDITOR'S REPORT
TO THE MEMBERS OF MILESTONE GLOBAL LIMITED

Report on the Standalone Financial Statements

We have audited the accompanying standalone financial statements of **MILESTONE GLOBAL LIMITED** ("the Company"), which comprise the Balance Sheet as at 31st March, 2017, the Statement of Profit and Loss, the Cash Flow Statement for the year then ended, and a summary of the significant accounting policies and other explanatory information.

Management's Responsibility for the Standalone Financial Statements

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

Auditor's Responsibility

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

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

An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the financial statements. The procedures selected depend on the 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 financial control relevant to the Company's preparation of the financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Company's Directors, as well as evaluating the overall presentation of the financial statements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the standalone financial statements.

Opinion

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at 31st March, 2017, and its profit and its cash flows for the year ended on that date.

Report on Other Legal and Regulatory Requirements

1-As required by the Companies (Auditor's Report) Order ,2016("the Order "), issued by the Central Government of India in terms of sub- section (11) of section 143 of the Companies Act , 2013 , we give in the **Annexure A**, a statement on the matters specified in paragraphs 3 and 4 of the order , to the extent applicable .

2-As required by section 143 (3) of the Act, we report that:

(a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.

(b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.

(c) The Balance Sheet, the Statement of Profit and Loss, and the Cash Flow Statement dealt with by this Report are in agreement with the books of account.

d) In our opinion, the aforesaid standalone financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014 and Companies (Accounting Standards) amendment Rules 2016.

(e) On the basis of the written representations received from the directors as on 31st March, 2017 taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2017 from being appointed as a director in terms of Section 164 (2) of the Act.

(f) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate report in **"Annexure B."**

(g) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:

i. The Company has disclosed the impact of pending litigations on its financial position in its financial statements Refer Note No. 31 to the financial statements.

ii. The Company does 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.

iv. The company has provided requisite disclosures in its financial statements as to holdings as well as dealings in Specified Bank Notes during the period from 8th November, 2016 to 30th December, 2016.Based on audit procedures and relying on the management representation we report that the disclosures are in accordance with books of account maintained by the company and as produced to us by the management. – **Refer Note No 27**

For P.L. TANDON & Co.
Chartered Accountants
Registration Number: 000186C
P.P.SINGH.
(PARTNER)
Membership Number: 072754

Place: DELHI
Date: 27-05-2017

ANNEXURE "A" TO THE INDEPENDENT AUDITORS' REPORT
Re: MILESTONE GLOBAL LIMITED

The Annexure referred to in our Independent Auditors' Report to the members of the Company on the standalone financial statements for the year ended 31st March, 2017, We report that:

i. In respect of its Fixed Assets:

(a) The Company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets other than furniture and fixtures and office equipments.

(b) All the assets have not been physically verified by the management during the year but there is a regular programme of verification which, in our opinion, is reasonable having regard to the size of the Company and the nature of its assets.
No material discrepancies were noticed on such verification.

(C) According to the information and explanation given to us and on the basis of our examination of the records of the company, the title deeds of freehold land is held in the erstwhile name of the company . Details given below:

Total No. of Cases:	1
Gross Block:	Rs. 12,13,103
Net Block:	Rs. 12,13,103

ii. In respect of its Inventories:
As explained to us, inventories have been physically verified during the year by the management at reasonable intervals and discrepancies noticed on verification between physical stocks and the book records were not material.

iii. In respect of 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, according to the information and explanations given to us :

(a) The Company had granted interest free unsecured loan to one company. The terms and conditions of loan are not prejudicial to the interest of the company.

(b) There is no stipulation for the repayment of loan.

(c) There is no overdue amount of such loan.

iv. In our opinion and according to the information and explanation given to us, the Company has complied with the provisions of section 185 and 186 of the Act, with respect to the loans and investments made.

v. In our opinion and according to information and explanations given to us, the company has not accepted any deposits within the provisions of sections 73 to 76 or any other relevant provisions of the Companies Act , 2013 , therefore , the provisions of paragraph 3 (v) of the Companies (Auditor's Report) order, 2016, are not applicable to the company.

vi. The Central Government has not prescribed the maintenance of cost records by the Company under sub section (1) of section 148 of the Companies Act, 2013 for any of its products.

vii. According to the information and explanations given to us, in respect of statutory and other dues:

(a) The Company is generally regular in depositing with appropriate authorities undisputed statutory dues including provident fund, employees' state insurance, income tax, sales tax, service tax, duty of custom , duty of excise, value added tax , cess and any other statutory dues applicable to it.
According to the information and explanations given to us, no undisputed amounts payable in respect of Provident fund , Employees State Insurance , Income Tax, Sales Tax, Service Tax, Duty of Custom, Duty of Excise, Value Added Tax, Cess and other material Statutory dues were in arrear as at 31st March, 2016 for a period more than six months from the date they became payable.

(b) According to the records of the company, there are no dues of income tax, sales tax, service tax, duty of custom, duty of excise or value added tax which have not been deposited on account of any dispute .

viii. In our opinion and according to the information and explanations given to us, the Company has not defaulted in repayment of dues to banks.

ix. The Company did not raise any money by way of initial public offer or further public offer (including debt instruments) and term loan during the year. Accordingly, provisions of paragraph 3 (ix)of the Companies (Auditor's Report) Order 2016 are not applicable to the company.

x. According to the information and explanations given to us, no material fraud by the Company or on the Company by its officers or employees has been noticed or reported during the course of our audit.

xi. According to the information and explanations given to us and based on our examination of the records of the company, the company has paid/provided for managerial remuneration in accordance with the requisite approvals mandated by the provisions of section 197 read with schedule V to the Act.

xii. In our opinion and according to the information and explanations given to us, the Company is not a nidhi company. Accordingly, provisions of paragraph 3 (xii)of the Companies (Auditor's Report) Order 2016 are not applicable to the company.

xiii. According to the information and explanations given to us and based on our examination of the records of the Company, transaction with the related parties are in compliance with section 177 and 188 of the Act where applicable and details of such transactions have been disclosed in the financial statements as required by the applicable accounting standards.

xiv. According to the information and explanations given to us and on our examination of the records of the Company, the Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year.

xv. According to the information and explanations given to us and on our examination of the records of the Company, the Company has not entered into non cash transactions with directors or person connected with them. Accordingly, provisions of paragraph 3 (xv)of the Companies (Auditor's Report) Order 2016 are not applicable to the company.

xvi. The Company is not required to be registered under Section 45 –IA of the Reserve Bank of India Act 1934.

For P.L. TANDON & Co.
Chartered Accountants
Registration Number: 000186C
P.P.SINGH.
(PARTNER)
Membership Number: 072754

Place: DELHI
Date: 27-05-2017

ANNEXURE - B TO THE INDEPENDENT AUDITORS REPORT OF EVEN DATE ON THE FINANCIAL STATEMENTS OF MILESTONE GLOBAL LIMITED

Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")

We have audited the internal financial controls over financial reporting of MILESTONE GLOBAL LIMITED ("the Company") as of 31 March 2017 in conjunction with our audit of the standalone financial statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

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

Auditors' Responsibility

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

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

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

Meaning of Internal Financial Controls over Financial Reporting

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

Inherent Limitations of Internal Financial Controls Over Financial Reporting

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

Opinion

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at 31 March 2017, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

For P.L. TANDON & Co.
Chartered Accountants
Registration Number: 000186C
P.P.SINGH.
(PARTNER)
Membership Number: 072754

Place: DELHI
Date: 27-05-2017

BALANCE SHEET AS AT 31.03.2017

	NOTE NO.	As at 31.03.2017 Rs.	As at 31.03.2016 Rs.
EQUITY AND LIABILITIES			
SHAREHOLDERS FUNDS			
Share Capital	**2**	50,175,000	50,175,000
Reserves And Surplus	**3**	21,852,838	22,852,722
		72,027,838	**73,027,722**
NON CURRENT LIABILITIES			
Long Term Borrowings	**4**	129,678	374,302
		129,678	**374,302**
CURRENT LIABILITIES			
Short Term Borrowings	**5**	24,113,067	25,869,257
Trade Payables	**6**	2,116,464	3,327,043
Other Current Liabilities	**7**	1,582,952	1,859,696
		27,812,483	**31,055,996**
TOTAL		**99,969,999**	**104,458,020**
ASSETS			
NON-CURRENT ASSETS			
Property Plant & Equipment			
Tangible Assts	**8**	31,769,436	33,118,830
Non-Current Investments	**9**	7,147,980	7,150,874
Deferred Tax Assets (Net)	**10**	741,321	326,273
Long-Term Loans And Advances	**11**	5,213,903	5,793,858
		44,872,640	**46,389,835**
CURRENT ASSETS			
Inventories	**12**	24,679,500	23,802,270
Trade Receivables	**13**	12,305,885	13,657,124
Cash And Cash Equivalents	**14**	8,550,766	7,831,777
Short-Term Loans And Advances	**15**	9,561,208	12,777,014
		55,097,359	**58,068,185**
TOTAL		**99,969,999**	**104,458,020**

Significant Accounting Policies And Notes On Financial Statement **1-38**

As per our report of even date attached
For P.L. Tandon & Co. **For and on Behalf of Board of Directors**
Chartered Accountants

Sd/-	Sd/-	Sd/-	Sd/-	Sd/-
(Partner)	**Alok Krishna Agarwal (Director)**	**Fiaz Ahmed (Director)**	**Smitha Tripathi (Company Secretary)**	**Renu Sharma (Chief Financial Oficer)**

Place: Delhi
Date: 27.05.2017

PROFIT & LOSS STATEMENT FOR THE YEAR ENDED 31.03.2017

PARTICULARS	NOTE NO.	2016-2017 Rs.	2015-2016 Rs.
REVENUE FROM OPERATIONS			
Revenue From Operations	**16**	84,826,798	84,913,222
Other Income	**17**	571,444	898,356
TOTAL REVENUE		**85,398,242**	**85,811,578**
EXPENSES			
Cost of Material Consumed	**18**	45,422,378	49,649,794
Changes In Inventories Of Finished Goods And Work-In-Progress	**19**	(193,000)	425,385
Employee Benefits Expenses	**20**	11,062,287	10,429,359
Finance Costs	**21**	2,770,583	2,905,119
Depreciation And Amortization Expense	**22**	3,326,935	3,034,704
Other Expenses	**23**	22,268,079	17,347,416
TOTAL EXPENSES		**84,657,261**	**83,791,777**
Profit Before Exceptional Items and Tax		**740,980**	**2,019,801**
Exceptional Item: Advances to Subsidiaries and Investment Written Off		2,157,145	1,521,024
Profit/loss Before Tax		**(1,416,165)**	**498,777**
Tax Expense			
Current Tax		-	**(95,017)**
Deferred Tax Credit		**415,048**	**(119,443)**
Mat Credit Entitlement		-	**92,274**
Refund of income tax		1233	3,169
PROFIT/(LOSS) FOR THE YEAR		**(999,884)**	**379,761**
Earning Per Equity Share Of Rs. 10 Each			
Basic		(0.20)	0.08
Diluted		(0.20)	0.08
Significant Accounting Policies And Notes On Financial Statement	**1-38**		

As per our report of even date attached
For P.L. Tandon & Co.
Chartered Accountants

For and on Behalf of Board of Directors

Sd/-	Sd/-	Sd/-	Sd/-	Sd/-
(Partner)	**Alok Krishna Agarwal (Director)**	**Fiaz Ahmed (Director)**	**Smitha Tripathi (Company Secretary)**	**Renu Sharma (Chief Financial Oficer)**

Place: Delhi
Date: 27.05.2017

NOTES ON FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH'2017

1) SIGNIFICANT ACCOUNTING POLICIES:

i) Accounting Concepts:

The Company follows the mercantile system of accounting recognizing Income and Expenditure on accrual basis. The Accounts are prepared on Historical cost basis and as a going concern. Accounting policies not referred to otherwise are consistent with generally accepted accounting principles in India and the applicable Accounting Standards issued by the Institute of Chartered Accountants of India.

ii) Depreciation:

Depreciation on Property, Plant & Equipment is provided on Written Down value basis on the useful Life computed in accordance with Schedule II of the Companies Act, 2013.

iii) Investments:

Long term investments are valued at cost. A provision for diminution is made to recognize a decline other than temporary, in the value of long term investments.

iv) Inventories:

Inventories are valued at the lower of cost and net realizable value. The cost is determined by using First in First out (FIFO) basis and includes appropriate allocation of production overheads.

v) Foreign Exchange Transactions:

a. Foreign Currency transactions are recorded at the rates prevailing on the date of transaction. Foreign currency monetary assets and liabilities are translated at year end rates. Exchange difference arising on settlement of transactions and translation of monetary terms are recognized as income or expense in the year in which they arise.

b. Investment in subsidiary company is expressed in Indian Rupees at the rate of exchange prevailing on the date of investment.

vi) Revenue Recognition:

a. Revenue in respect of sale is recognized when goods are identified as ready for sale and corresponding invoice is raised.

b. Sales are net of discounts.

vii) Retirement Benefit:

a. Liability for Employees' gratuity is accounted for on the basis of contribution determined by Life Insurance Corporation of India under their Group Gratuity Cash Accumulation Scheme. Leave encashment is accounted for on payment basis.

b. Company's contribution to Provident Fund is charged to Profit & Loss Account.

viii) Borrowing Costs:

Borrowing costs directly attributable to the acquisition and construction of qualifying assets are capitalized. Other borrowing costs are recognized as expenses in the period in which they are incurred.

ix) Provision for Current and deferred Tax:

Provision for current tax is made after taking into consideration benefits admissible under the provisions of the Income tax Act, 1961. Deferred Tax resulting from "Timing Difference" between book and taxable profit is accounted for using the tax rates and laws that have been enacted or substantively enacted on the Balance Sheet date. The deferred Tax Assets is recognized and carried forward only to the extent there is a reasonable certainty that the assets will be realized in future.

		As at 31.03.2017		As at 31.03.2016
SHAREHOLDER'S FUNDS				
2 SHARE CAPITAL:				
2.1 Authorised:				
5,250,000 Equity shares of Rs. 10/- each		**52,500,000**		**52,500,000**
2.2 Issued, Subscribed & Fully Paid Up				
50,17,500 Equity shares of Rs. 10/- each fully paid up		50,175,000		50,175,000
The Reconciliation of number of shares is set out below				
	Number		**Number**	
Equity Shares at the Beginning of the Year	5,017,500		5,017,500	
Equity Shares at the End of the Year	5,017,500		5,017,500	
	No. of Shares Held	**% of Shares Held**	**No. of Shares Held**	**% of Shares Held**
2.3 Details Of Shareholders Holding More Than 5 % Shares				
(Equity Shares In Nos. of Rs. 10 Each)				
Smt. Alka Agarwal	2,427,455	48.38	2,427,455	48.38
M/s. Ketiki Investment & Consultancy Pvt Ltd.	682,110	13.59	682,110	13.59
Alok Krishna Agarwal	553,430	11.03	553,430	11.03
3 RESERVE & SURPLUS:				
3.1 SECURITIES PREMIUM ACCOUNT				
As Per Last Balance Sheet		15,082,070		15,082,070
3.2 SUBSIDY				
As Per Last Balance Sheet		1,346,000		1,346,000
3.3 SURPLUS				
As Per Last Balance Sheet		6,424,652		7,720,419
Add:- Profit For The Year		(999,884)		379,761
(Balance In Statement of Profit & Loss)				
Less:-Adjustment of Deffered Tax		-		(1,675,528)
Assets of Earlier Years-		**5,424,768**		**6,424,652**
GRAND TOTAL		**21,852,838**		**22,852,722**
NON CURRENT LIABILITIES				
4 LONG-TERM BORROWINGS:				
ICICI BANK CAR LOAN NO.33425977		129,678		374,302
(Secured By Hypothecation Of Vehicle)				
	17-18	**18-19**	**19-20**	**Total**
HDFC BANK CAR LOAN - No.25557070	0.00	0.00	0.00	0.00
ICICI BANK CAR LOAN NO.33425977	244,624.20	129,677.50	0.00	595,738.70
CURRENT LIABILIES				
5 SHORT-TERM BORROWINGS:				
Secured Loans From Banks				
Export Credit Loans		24,113,067		25,869,257
(Secured By Hypothecation Of Inventories And Export Receivable)				
6 TRADE PAYABLES				
6.1 Sundry Creditors		2,116,464		3,327,043

6.2 The Company has not received the required information from suppliers regarding their status under the Micro, Small, Medium Enterprises Development Act, 2006. Hence disclosures, if any, relating to amounts unpaid as at the year end together with interest paid / payable as required under the said Act have not been made.

7	**OTHER CURRENT LIABILITIES**				
	Current Maturity of Long Term Debt			244,624	362,962
	Other Payable			1,338,328	1,496,734
				1,582,952	**1,859,696**
	Note :- Other Payables includes Employees Liabilities, Statutory Liabilities and advance from customer etc.				
	NON CURRENT ASSETS				
9	**NON CURRENT INVESTMENT (At Cost):**				
	Subsidiary Companies	Value	No. of Shares		No. of Shares	
	Milestone Global(UK)Limited	GBP 1/-	87331	7,147,980	87331	7,147,980
	Milestone Global(NZ)Limited	NZ $1/-	-	-	100	2,894
				7,147,980		**7,150,874**
10	**DEFERRED TAX ASSETS (NET):**				
10.1	**Deferred Tax Assets**				
	Difference Between Net Book Value of Depreciable Capital Assets As Per Books Vis-A-Vis Written Down Value As Per Income Tax			(1,700,000)	-1,200,000
	Item Under The Income Tax Act Which Will Be Allowed On Actual Payment. -				
	Unabsorbed Losses			2,441,321	1,526,273
				741,321	**326,273**
11	**LONG TERM LOANS AND ADVANCES:**				
	(Unsecured Considered Good Unless Otherwise Stated)				
	Security Deposits			2,238,903	2,218,858
	Loan To Related Party			2,975,000	3,575,000
				5,213,903	**5,793,858**
12	**INVENTORIES:**				
	(Stock As Valued And Certified By Management)				
	Raw Materials			11,406,000	10,606,000
	Work In Progress			10,435,000	10,332,000
	Finished Goods			818,000	728,000
	Store & Spares			2,020,500	2,136,270
				24,679,500	**23,802,270**
13	**TRADE RECEIVABLES:**				
	(Unsecured Considered Good Unless Otherwise Stated)				
	Over Six Months			-	
	Others				
	Recoverable From Related Parties			1,827,922	1,713,470
	Recoverable From Others			10,477,963	11,943,654
				12,305,885	**13,657,124**
14	**CASH & CASH EQUIVALENTS :**				
	Balance With Banks				
	In Fixed Deposits			7,206,84	4,298,551
	In Current Accounts			1,164,331	1,964,459
	Cash on Hand			179,592	1,568,767
				8,550,766	**7,831,777**
15	**SHORT TERM LOANS & ADVANCES:**				
	(Unsecured Considered Good Unless Otherwise Stated)				
	Advances To Related Party			2,043,417	6,248,578
	Advance to Suppliers & Others			2,335,939	2,653,081
	Service Tax Recoverable			1,670,754	1,723,586
	Commercial tax recoverable			3,006,571	1,596,958
	Advance Income Tax & Tax Deducted At Source Paid (Net of Provisions)			355,688	438,827
	Prepaid Expenses			148,839	115,984
				9,561,208	**12,777,014**

PROPERTY, PLANT & EQUIPEMNT **NOTE NO.8**

Sl. No.	Fixed Assets	Gross Block				Depreciation				Net Block	
		As at 01.04.16	Addition During the year	Deduction During the year	As at 31.03.17	As at 01.04.16	Adjce ment	For The Year	As at 31.03.17	WDV as at 31.03.17	WDV as at 31.03.16
1	FREEHOLD LAND	1,213,103	-	0	1,213,103	-	-	-	-	1,213,103	1,213,103
2	GODOWN BUILDING	1,430,910	-	0	1,430,910	515,375	-	16,880	532,255	898,655	915,535
3	FACTORY BUILDING	33,451,132	-	0	33,451,132	23,399,000	-	467,326	23,866,326	9,584,806	10,052,132
4	PLANT AND EQUIPMENTS	108,287,662	1,416,127	642,568	109,061,221	91,150,417	(413,743)	2,204,942	92,941,616	16,119,605	17,137,245
5	FURNITURE AND FIXTURE	6,294,805	250,853	0	6,545,658	5,208,815	-	143,241	5,352,056	1,193,602	1,085,990
6	VEHICLES (CARS)	3,175,839	-	0	3,175,839	633,967	-	344,068	978,035	2,197,804	2,541,872
7.	COMPUTERS	2,187,963	176,134	0	2,364,097	2,015,010	-	107,481	2,122,491	241,606	172,953
	Temporary Constructin		363,252		363,252			42,997	42,997	320,255	
	TOTAL	**156,041,414**	**2,206,366**	**642,568**	**157,605,212**	**122,922,584**	**(413,743)**	**3,326,935**	**125,835,776**	**31,769,436**	**33,118,830**
	CAPITAL WORK IN PROGRESS										
	PREVIOUS YEAR	**147,973,671**	**9,223,159**	**1,155,416**	**156,041,414**	**120,985,526**	**1,097,646**	**3,034,704**	**122,922,584**	**33,118,830**	**26,988,145**

16	**REVENUE FROM OPERATIONS**		
	Sale of Granite	**84,546,425**	84,626,787
	Other Operating Revenues		
	Exchange Gain	280,373	286,435
		84,826,798	**84,913,222**
17	**OTHER INCOME:**		
	Interest Income	561,135	387,558
	Interest received on income tax refund	10,309	8,190
	Discount Received		15,000
	Profit on sale of Motor Vehicle		112,230
	Sundry balances written back		375,378
		571,444	**898,356**
18	**COST OF MATERIALS CONSUMED**		
	Name Of Materials		
	Stone	37,127,301	41,257,493
	Others	8,295,077	8,392,301
		45,422,378	**49,649,794**
19	**CHANGES IN INVENTORIES OF FINISHED GOODS**		
	Stock At Commencement		
	Finished Goods	728,000	960,000
	Goods In Process	10,332,000	10,525,385
		11,060,000	**11,485,385**
	Stock At Close		
	Finished Goods	818,000.00	728,000
	Goods In Process	10,435,000	10,332,000
		11,253,000	**11,060,000**
	TOTAL	**(193,000)**	**425,385**
20	**EMPLOYEE BENEFITS EXPENSE**		
	Salaries And Wages	7,797,680	7,718,973
	Contribution To Provident And Other Funds	30,900	40,900
	Staff Welfare Expenses	241,391	120,191
	Job Work Charges	2,992,316	2,549,295
		11,062,287	**10,429,359**
21	**FINANCIAL COSTS:**		
	Interest Expense	2,770,583	2,905,119
		2,770,583	**2,905,119**
22	**DEPRECIATION AND AMORTZATION EXPNSE:**		
	Depreciation	3,326,935	3,034,704
		3,326,935	**3,034,704**
23	**OTHER EXPENSES:**		
	Manufacturing Expense :		
	Power & Fuel	3,235,826	2,807,139
	Repair To Machinery	1,088,896	986,883
	Repair To Buildings	219,498	72,423
	Rep. & Maintance	67,051	48,420
	Other Manufacturing Expenses	1,849,483	1,021,337
		6,460,754	**4,936,202**
	Administrative Expense		
	Insurance	146,459	178,351
	Exchange loss	494672	118,054
	Rates & Taxes	247684	172,406
	Travelling	1,835,564	1,703,411
	Rent	120000	120,000
	Rent Office	1125000	810,000
	Professional & Consultancy Charges	1057730	924,992
	Loss on Sale of Asset	53825	-
	Miscellaneous Expenses	6,973,110	5,425,999
		12,054,044	**9,453,213**

Selling & Distribution Expense		
Freight & Cartage(Outward)	3,618,898	2,958,001
Other Selling Expenses	134,383	-
	3,753,281	**2,958,001**
GRAND TOTAL	**22,268,079**	**17,347,416**

24. Balances of Trade Receivable, Loans and Advances and Creditors, are subject to confirmation.

25. Remuneration to Auditors:

Particulars	**2016-2017**	**2015-2016**
	Rs.	**Rs.**
Audit Fees	70,000	70,000
Tax Audit	20,000	20,000
In other Capacity	30,000	30,000
Service Tax on Above	18,000	-
	1,38,000	**1,20,000**

26. Earnings Per Share (EPS):

Particulars	**2016-2017**	**2015-2016**
	Rs.	**Rs.**
Net Profit available for Equity Shareholders (Numerator used for calculation)	(9,99,884)	3,79,761
Number of Equity Shares (Used as denominator for calculating EPS)	50,17,500	50,17,500
Basic and Diluted earnings per Share of Rs.10/- each	(0.20)	0.08

27. DISCLOSURE ON SPECIFIED BANK NOTES: During the year, the Company had Specified Bank Notes (SBNs) or other denomination notes as defined in the MCA notification, G.S.R. 308(E), dated March 31, 2017. The details of SBNs held and transacted during the period from November 8, 2016 to December 20, 2016, the denomination wise SBNs and other notes as per the notification are as follows:

			Amount in Rs.
Particulars	**SBNs**	**Other Denomination Notes**	**Total**
Closing cash in hand as on 08.11.2016	18,00,000	39,079	18,39,079
Add: Withdrawal from bank Accounts		11,56,675	11,56,675
Add: Permitted receipts			
Less: Permitted payments		5,89,775	5,89,775
Less: Amount deposited in Banks	18,00,000	500	18,00,500
Closing cash in hand as on 30.12.2016		6,05,479	6,05,479

28. Related Party Disclosures:

a) Related Party disclosures as required under section 188 of Companies Act, 2013 has been made with whom transactions has been made during the year.

b) Subsidiary Companies

Milestone Global (U.K.) Limited - U.K.

Key Management Personnel and their relative:

Name		**Designation**
Mr. Faiz Ahmed	-	Executive Director
Mrs. Alka Agarwal	-	Chief Executive Officer
Miss Nikita Agarwal	-	Employee
Miss Ankita Agarwal	-	Relative

Enterprise over which key Management personal have significant influence

ANA Hospitality Pvt. Ltd. - India – CEO of the company is shareholder

c) The following transactions were carried with related parties in the ordinary course of business:

Particulars	Enterprise over which Key Management Personnel have Significant Influence	Subsidiary Companies	Key Management Personnel and their Relatives
	Rs.	Rs.	Rs.
Sale of Finished Goods	-	1,26,82,796	-
	-	(95,00,307)	-
Remuneration	-	-	24,15,400
	-	-	(19,91,400)
Unsecured Loan			
Balance at the Beginning of the Year	35,75,000	-	-
	(41,75,000)	-	-
Amount received during the Year	6,00,000	-	-
	(6,00,000)	-	-
Closing Balance at the end of the Year	29,75,000	-	-
	(35,75,000)	-	-
Outstanding Receivables	-	38,71,339	-
Including Advances	-	(79,62,048)	(-)
Rent Paid	-	-	11,25,000
			(9,25,200)
Electricity Charged Paid	-	-	1,65,000
			(90,000)

Figures in bracket are in respect of previous year.

Note: Related Parties relationship is as identified by the Company and relied upon by the auditors.

29. Company has an investment of Rs.71,47,980/- in the share capital of Milestone Global (U.K.) Limited U.K a wholly owned subsidiary Company. Milestone Global (U.K.) Limited U.K. has accumulated losses Rs. 1,02,49,955/-as on 31.03.2017 (Previous Year Rs. 1,01,68,096/-). The Management is, however, of the opinion that with strategic plan on hand and long term involvement in the subsidiary company, no provision is necessary in this account.

30. Disclosure in terms of Accounting Standard- 15 issued by the Institute of Chartered Accountants of India has not been given as required details have not been provided by Life Insurance Corporation of India.

31. Actuarial valuation of leave encashment has not been carried out as company has paid leave earned up to 31-03-2017.

32. CONTINGENT LIABILITIES:

Particulars	As at 31st March, 2017	As at 31st March, 2016
	Rs.	Rs.
In respect of Claims (Including Claims made by Employees) not acknowledged as Debts	Amount Indeterminate	Amount Indeterminate

33. Segment Reporting:

The Company has only one business segment "Stone" as primarily segment. The secondary segment is geographical which is given as under:

(Amount in Rupees)

	PARTICULARS	U.S.A.	EUROPE	NEW ZEALAND	INDIA	TOTAL
I	**SEGMENT REVENUE :**					
	External Sales	6,93,64,272	1,38,45,778	13,36,375		8,45,46,425
		(7,46,80,456)	(88,08,071)	(11,38,260)		(8,46,26,787)
	Inter-segment sales		-	-		-
	TOTAL REVENUE	6,93,64,272	1,38,45,778	13,36,375		8,45,46,425
		(7,46,80,456)	(88,08,071)	(11,38,260)		(8,46,26,787)
II	**SEGMENT EXPENSES**	-	1039179	208661		12,47,840
		(-)	(6,20,396)	(13,151)		(6,33,547)
III	**SEGMENT RESULTS**	6,93,64,272	1,28,06,599	11,27,714		8,32,98,585
		(7,46,80,456)	(81,87,675)	(11,25,109)		(8,39,93,240)
	Common Expenses	-	-	-		8,55,66,567
		-	-	-		(8,46,79,254)
	Common Income	-	-	-		8,51,817
		-	-	-		(11,84,791)
IV	**NET PROFT/(LOSS) BEFORE TAX**	-	-	-		(-)14,16,165
		-	-	-		(4,98,777)
	Provision for Taxation :					
	Current Tax	-	-	-		-1233
		-	-	-		(-426)
	Deferred Tax	-	-	-		-4,15,048
		-	-	-		(1,19,442)
	PROFT/(LOSS) AFTER TAX	-	-	-		-9,99,884
		-	-	-		(3,79,761)
V	**SEGMENT ASSETS(Trade Receivables)**	98,73,997	24,31,888	-	-	1,23,05,885
		(1,19,43,654)	(17,13,470)	-	(-)	(1,36,57,124)
	Common Assets	-	-		8,76,64,114	8,76,64,114
		-	-		(9,08,00,896)	(9,08,00,896)
	Total Assets	-	-			9,99,69,999
		-	-	-		(10,44,58,020)
VI	**SEGMENT LIABILITIES**					
	Common Liabilities	-		-	2,79,42,161	2,79,42,161
		-	-	-	(3,14,30,298)	(31,4,30,298)
	Total Liabilities	-	-	-		2,79,42,161
		-	-	-		(3,14,30,298)
VII	**CAPITAL EXPENDITURE**	-	-	-		22,06,366
		-	-	-		(92,23,159)
VIII	**DEPRECIATION**	-	-	-		33,26,935
		-	-	-		(30,34,704)
IX	**OTHER NON-CASH EXPENDITURE**	-	-	-		-

Note: Figures in Brackets are in respect of Previous Year

		(Rupees in Lacs)
Particulars	**2016-2017**	**2015-2016**
34. Value of Imports on **CIF** Basis:		
Raw Materials	25.95	41.53
Components and Spare Parts	17.63	7.17
35. Expenditure in Foreign Currency	7.51	5.49
36. Earnings in Foreign Exchange		
Export of Goods calculated on **FOB** Basis	832.99	839.94

37. Value of Raw Materials, Stores & Spare Parts Etc. Consumed

		(Rupees in Lacs)	
	Particulars	**2016-2017**	**2016-2017**
a)	**Raw Materials**		
i)	Imported Value	19.33	41.53
	% of Total Consumption	5.21%	10.07%
ii)	Indigenous Value	351.94	371.04
	% of Total Consumption	94.79%	89.93%
b)	**Stores and Spare Parts, etc.(Including Packing Materials)**		
i)	Imported Value	10.85	7.17
	% of Total Consumption	13.08%	8.54%
ii)	Indigenous Value	72.10	76.75
	% of Total Consumption	86.92%	91.46%

38. Previous year figures have been regrouped and recasted wherever necessary to conform to the classification for the Year.

As per our report of even date attached
For P.L. Tandon & Co. **For and on Behalf of Board of Directors**
Chartered Accountants

Sd/-	Sd/-	Sd/-	Sd/-	Sd/-
(Partner)	**Alok Krishna Agarwal (Director)**	**Fiaz Ahmed (Director)**	**Smitha Tripathi (Company Secretary)**	**Renu Sharma (Chief Financial Oficer)**

Place: Delhi
Date: 27.05.2017

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

PARTICULARS		2016-17		2015-16
A CASH FLOW FROM OPERATING ACTIVITIES				
Net Profit /(Loss) before Tax		**-1416162**		**498,777**
ADJUSTMENT FOR				
Depreciation	3326935		3,034,704	
Interest Received	-571444		(395,748)	
Advance to Subsidiary & Investment Written Off	2157145			
Interest Paid	2770583		2,905,119	
(Profit)/Loss on sale of Fixed Assets (Net)	53825		(112,230)	
Exchange (Gain)/Loss	214299	7,951,343	(168,381)	5,263,464
Operating Profit before working capital changes		**6,535,181**		**5,762,241**
(Increase)/Decrease in Trade Receivables	1,351,239		2,862,102	
(Increase)/Decrease in Inventories	(877,230)		127,115	
(Increase)/Decrease in Loans and Advances	(1,092,539)		1,735,645	
Increase/(Decrease) in Current liabilities	(1,368,987)	(1,987,517)	1,112,179	5,837,041
Cash Generated from Operations		4,547,664		11,599,282
Income Tax Paid(Net)		84,372		(175,730)
Net cash generated from operating activities [A]		**4,632,036**		**11,423,552**
B **CASH FLOW FROM INVESTING ACTIVITIES(B)**				
Purchase of fixed assets		-2206366		(6,798,159)
Difference in Investment		2894		
Sale of fixed assets		175,000		170,000
Interest Received		571,444		395,748
Investment in Subsidiary Written Off		(2,894)		
Advance to Related Party		2,050,910		2,291,547
Net cash used in Investing Activity [B]		**590,988**		**(3,940,864)**
C **CASH FLOW FROM FINANCING ACTIVITIES**				
Exchange Gain/(Loss)		(214,299)		168,381
Export Credit Borrowings		(1,756,191)		(3,117,988)
Recovery of Loan from Related Party		600,000		600,000
Repayment of Vehicle Loan		(362,962)		333,524
Interest Paid		(2,770,583)		(2,905,119)
Net Cash generated used in Financing Activities [C		**(4,504,035)**		**(4,921,202)**
Net Decrease in cash and cash equivalents (A+B+C)		**718,989**		**2,561,486**
Cash and Cash Equivalent at the beginning of the year		7,831,777		5,270,291
Cash and Cash Equivalent at the End of the year		**8,550,766**		**7,831,777**

As per our report of even date attached
For P.L. Tandon & Co. **For and on Behalf of Board of Directors**
Chartered Accountants

Sd/-	Sd/-	Sd/-	Sd/-	Sd/-
(Partner)	**Alok Krishna Agarwal (Director)**	**Fiaz Ahmed (Director)**	**Smitha Tripathi (Company Secretary)**	**Renu Sharma (Chief Financial Oficer)**

Place: Delhi
Date: 27.05.2017

INDEPENDENT AUDITOR'S REPORT
TO THE MEMBERS OF MILESTONE GLOBAL LIMITED

Report on the Consolidated Financial Statements

We have audited the accompanying consolidated financial statements of MILESTONE GLOBAL LIMITED (hereinafter referred to as "the Holding Company")and its subsidiary (the Holding Company and its subsidiary together referred to as "the Group") comprising of the Consolidated Balance Sheet as at 31st March, 2017, the Consolidated Statement of Profit and Loss, the Consolidated Cash Flow Statement for the year then ended, and a summary of the significant accounting policies and other explanatory information (hereinafter referred to as "the consolidated financial statements").

Management's Responsibility for the Consolidated Financial Statements

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

Auditor's Responsibility

Our responsibility is to express an opinion on these consolidated financial statements based on our audit. While conducting the audit, we have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made there under. We conducted our audit in accordance with the Standards on Auditing specified under Section 143(10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the consolidated financial statements are free from material misstatement.

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

We believe that the audit evidence obtained by us referred to in sub-paragraph (a) of the Other Matters paragraph below, is sufficient and appropriate to provide a basis for our audit opinion on the consolidated financial statements.

Opinion

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid consolidated financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the consolidated state of affairs of the Group as at 31st March, 2017 , and their consolidated Loss and their consolidated cash flows for the year ended on that date.

Other Matters

(a) We did not audit the financial statements of the subsidiary whose financial statements reflect total assets of (Rs43,22,519) as at 31st March, 2017, total revenues of Rs. 1,58,63,026 and net cash flows amounting to

(Rs10,34,714) for the year ended on that date, as considered in the consolidated financial statements. These financial statements are unaudited and have been furnished to us by the Management and our opinion on the consolidated financial statements, in so far as it relates to the amounts and disclosures included in respect of the subsidiary and our report in terms of sub-sections (3) and (11) of Section 143 of the Act in so far as it relates to the aforesaid subsidiary, is based solely on such unaudited financial statements.

Our opinion on the consolidated financial statements, and our report on Other Legal and Regulatory Requirements below, is not modified in respect of the above matters.

Report on Other Legal and Regulatory Requirements

As required by Section143 (3) of the Act, we report, to the extent applicable, that:

(a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit of the aforesaid consolidated financial statements.

(b) In our opinion, proper books of account as required by law relating to preparation of the aforesaid consolidated financial statements have been kept so far as it appears from our examination of those books.

(c) The Consolidated Balance Sheet, the Consolidated Statement of Profit and Loss and the Consolidated Cash Flow Statement dealt with by this Report are in agreement with the relevant books of account maintained for the purpose of preparation of the consolidated financial statements.

(d) In our opinion, the aforesaid consolidated financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.

(e) On the basis of the written representations received from the directors of the Holding Company as on 31st March, 2017 taken on record by the Board of Directors of the Holding Company and its subsidiary companies incorporated in India, none of the directors of the Group companies, is disqualified as on 31st March, 2017 from being appointed as a director in terms of Section 164 (2) of the Act.

(f)With respect to the adequacy of the internal financial control over financial reporting of the group and the operating effectiveness of such controls, refer to our separate report in "EXHIBIT A".

(g) Withrespect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies Audit and Auditor's) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:

i. The consolidated financial statements disclose the impact of pending litigations on the consolidated financial position of the Group, (Refer Note No. 25) to the consolidated financial statements.

ii. The Group did not have any material foreseeable losses on long-term contracts including derivative contracts.

iii. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Holding Company and its subsidiary company.

iv The company has provided requisite disclosures in its financial statements as to holdings as well as dealings in Specified Bank Notes during the period from 8th November, 2016 to 30th December, 2016.Based on auditp rocedures and relying on the management representation we report that the disclosures are in accordance with books of account maintained by the company and as produced to us by the management.

For P.L. Tandon & Co.
Chartered Accountants
Firm Registration No.-000186C

Place: Delhi
Date:27-05-2017

P.P. SINGH
PARTNER
Membership No. 072754

EXHIBIT "A" TO THE INDEPENDENT AUDITORS REPORT OF EVEN DATE ON THE CONSOLIDATED FINANCIAL STATEMENTS OF MILESTONE GLOBAL LIMITED

Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")

In conjunction with our audit of the consolidated financial statements of the company as of and for the year ended 31st March, 2017, we have audited the internal financial controls over financial reporting of MILESTONE GLOBAL LIMITED ("the Holding Company") and its subsidiary which are incorporated in India as of that date.

Management's Responsibility for Internal Financial Controls

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

Auditors' Responsibility

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

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

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

Meaning of Internal Financial Controls over Financial Reporting

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

Inherent Limitations of Internal Financial Controls Over Financial Reporting

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and

not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

In our opinion, the Holding Company and its subsidiary which are incorporated in India, have , in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at 31 March 2017, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

For P.L. TANDON & Co.
Chartered Accountants
Registration Number: 000186C
P.P.SINGH
(PARTNER)
Membership Number: 072754

Place: Delhi
Date: 27-05-2017

CONSOLIDATED BALANCE SHEET AS AT 31.03.2017

	NOTE	AS AT 31.03.2017 Rs	AS AT 31.03.2016 Rs
EQUITY AND LIABILITIES			
Shareholders Funds			
Share Capital	**2**	50,175,000	50,175,000
Reserves and Surplus	**3**	14,420,420	12,357,900
		64,595,420	**62,532,900**
Non-Current Liabilities			
Long Term Borrowings	**4**	129,678	374,302
		129,678	**374,302**
Current Liabilities			
Short Term Borrowings	**5**	24,113,067	25,869,257
Trade Payables	**6**	2,138,301	3,656,557
Other Current Liabilities	**7**	2,525,264	2,396,309
		28,776,632	**31,922,123**
	TOTAL	**93,501,730**	**94,829,325**
ASSETS			
Non-Current Assets			
Property, Plant & Equipment	**8**	31,997,967	33,399,600
Deferred Tax Assets (Net)	**9**	741,321	326,273
Long-Term Loans and Advances	**10**	5,213,903	5,793,858
		37,953,191	**39,519,731**
Current Assets			
Inventories	**11**	24,679,500	23,802,270
Trade Receivables	**12**	11,342,146	12,537,445
Cash and Cash Equivalents	**13**	11,628,186	11,943,910
Short Term Loans and Advances	**14**	7,898,707	7,025,969
		55,548,539	**55,309,594**
	TOTAL	**93,501,730**	**94,829,325**
Significant Accounting Policies and Notes On Finacial Statement	**1-28**		

As per our report of even date attached
For P.L. Tandon & Co. **For and on Behalf of Board of Directors**
Chartered Accountants

Sd/-	Sd/-	Sd/-	Sd/-	Sd/-
(Partner)	**Alok Krishna Agarwal (Director)**	**Fiaz Ahmed (Director)**	**Smitha Tripathi (Company Secretary)**	**Renu Sharma (Chief Financial Oficer)**

Place: Delhi
Date: 27.05.2017

CONSOLIDATED PROFIT & LOSS STATEMENT FOR THE YEAR ENDED 31.03.2017

PARTICULARS	NOTE NO.	2016-17 Rs	2015-16 Rs
REVENUE FROM OPERATIONS			
Revenue From Operations	15	88,040,136	90,183,871
Other Income	16	580,950	1,654,198
TOTAL REVENUE		**88,621,086**	**91,838,069**
EXPENSES			
Cost Of Material Consumed	17	46,627,388	49,527,247
Changes In Inventories Of Finished Goods And Work-In-Progress	18	-193,000	1,571,970
Employee Benefits Expenses	19	11,062,287	10,429,359
Finance Costs	20	2,770,583	2,905,119
Depreciation And Amortization Expense		3,326,935	3,115,948
Other Expenses	21	24,367,772	21,538,730
TOTAL EXPENSES		**87,961,965**	**89,088,373**
Profit Before Exceptional Items and Tax		**659,121**	**2,749,696**
Exceptional Items: Advances to Subsidiaries Written Off		2,157,145	4,260,368
Profit Before Tax		-1,498,024	-1,510,672
Tax Expense			
Current Tax		-	-95,017
Deferred Tax Credit		415,048	-119,442
Mat Credit Entitlement		-	92,274
Refund of Income Tax		1,233	3,169
PROFIT/(LOSS) FOR THE YEAR		**-1,081,743**	**-1,629,688**
Earning Per Equity Share Of Rs. 10 Each			
Basic		-0.22	-0.32
Diluted		-0.22	-0.32
Significant Accounting Policies And Notes On Finacial Statement	**1-28**		

As per our report of even date attached
For P.L. Tandon & Co. **For and on Behalf of Board of Directors**
Chartered Accountants

Sd/-	Sd/-	Sd/-	Sd/-	Sd/-
(Partner)	**Alok Krishna Agarwal (Director)**	**Fiaz Ahmed (Director)**	**Smitha Tripathi (Company Secretary)**	**Renu Sharma (Chief Financial Oficer)**

Place: Delhi
Date: 27.05.2017

1. SIGNIFICANT ACCOUNTING POLICIES ON CONSOLIDATED ACCOUNTS

PRINCIPLES OF CONSOLIDATION:

A. The consolidation of financial statements of the group have been prepared on the following basis:

a. The consolidated financial statements of the group are prepared in accordance with Accounting standard – 21 "consolidated financial statements" issued by ICAI .

b. The financial statements of the Company and its subsidiary company have been consolidated on a line –by – line basis by adding together the book value of like items of assets , liabilities , income & expenses , after eliminating intra-group balances .

c. The consolidated financial statements have been prepared using uniform accounting policies for like transactions and other events in similar circumstances and are presented ,to the extent possible , in the same manner as the company's separate financial statements.

B. The Subsidiary company considered in the consolidated financial statements is :

Name of the Company	**Country of Incorporation**	**Holding as on 31st March, 2017**
Milestone Global (UK) Limited	United Kingdom	100%

C. Other significant accounting policies:

a. These are set out under 'Significant Accounting Policies' as given in the unconsolidated financial statements of Milestone Global Limited and its subsidiary.

SHAREHOLDER'S FUNDS

2	**Share Capital:**			
2.1	**Authorised**			
	5,250,000 Equity Shares of Rs. 10 Each		52,500,000	52,500,000
2.2	**Issued,Subscribed and Fully Paid**			
	5017500 Equity Shares of Rs. 10 Each Fully Paid Up		50,175,000	50,175,000
	The Reconciliation of Number of Shares is set out below			
		Number		
	Balance as on 01.04.2016	**5,017,500**		-
	Balance as on 31.03.2017	**5,017,500**		-
			50,175,000	**50,175,000**
		No. of Shares Held	**% of Shares Held**	**% of Shares Held**
2.3	**Details Of Shareholders Holding More Than 5 % Shares**			
	(Equity Shares In Nos. of Rs. 10 Each)			
	Smt. Alka Agarwal	2,427,455	48.38	48.38
	M/s. Ketiki Investment & Consultancy Pvt Ltd.	682,110	13.59	13.59
	Alok Krishna Agarwal	553,430	11.03	11.03
3	**Reserve & Surplus:**			
3.1	**Securities Premium Account**			
	As Per Last Balancesheet		15,082,070	15,082,070
3.2	**Subsidy**			
	As Per Last Balancesheet		1,346,000	1,346,000
3.3	**Surplus**			
	As Per Last Balancesheet		(7,909,339)	(4,213,806)
	Adjustment for Loss on Closer of Overseas Subsidiary		4,165,894	(390,316)
	Add:- Profit/(Loss) For The Year		(1,081,743)	(1,629,688)
	Less:-Adjustment of Deffered Tax Assets of Earlier Years		-	(1,675,528)
			(4,825,188)	**(7,909,339)**
3.4	**Foreign Curreny Translation Reserve**			
	As Per Last Balance Sheet		3,839,169	(545,647)
	Add:- Amount Adjusted During The Year		(1,021,632)	4,384,816
			2,817,537	**3,839,169**
	Grand Total		**14,420,419**	**12,357,900**

4	**Long-Term Borrowings:**		
	HDFC Bank Car Loan	-	374,302
	(Secured By Hypothecation of Vehicle)		
	ICICI Bank Car Loan.33425977	129,678	-
	(Secured By Hypothecation of Vehicle)	**129,678**	**374,302**
5	**Short-Term Borrowings:**		
	Secured Loans From Banks		
	Export Credit Loans	24,113,067	25,869,257
	(Secured By Hypothecation of Inventories and		
	Export Receivable)		
6	**Trade Payables**		
	Sundry Creditors	2,138,301	3,656,557
7	**Other Current Liabilities**		
	Current Maturity of Long Term Debt	244,624	362,962
	Other Payables	1,868,148	1,627,149
	VAT/GST Payable	412,492	406,198
		2,525,264	**2,396,309**
9	**Deferred Tax Assets(Net)**		
	Deferred Tax Assets		
	Difference between Net Book Value of Depreciable Capital		
	Assets as per Books vis-a-vis Written Down Value as per Income Tax	(1,700,000)	(1,200,000)
	Unabsorbed Losses	2,441,321	1,526,273
		741,321	**326,273**
10	**Long Term Loans and Advances:**		
	(Unsecured Considered Good Unless		
	Otherwise Stated)		
	Security Deposits	2,238,903	2,218,858
	Loan and Advances To Related Parties	2,975,000	3,575,000
		5,213,903	**5,793,858**
11	**Inventories:**		
	(Stock As Valued and Certified By Managment)		
	Raw Materials	11,406,000	10,606,000
	Work In Progress	10,435,000	10,332,000
	Finished Goods	818,000	728,000
	Store & Spares	2,020,500	2,136,270
		24,679,500	**23,802,270**
12	**Trade Receivables:**		
	(Unsecured Considered Good Unless Otherwise Stated)		
	Over Six Months	864,183	593,791
	Others	10,477,963	11,943,654
		11,342,146	**12,537,445**
13	**Cash & Cash Equivalents :**		
	Balance With Banks		
	In Fixed Deposits	7,206,843	4,298,551
	In Current Accounts:	4,241,750	5,658,386
	Cash On Hand	179,592	1,986,973
		11,628,185	**11,943,910**
14	**Short Term Loans & Advances:**		
	(Unsecured Considered Good Unless		
	Otherwise Stated) Advance to Suppliers and others	2,716,855	2,687,124
	Service Tax Recoverable	1,670,754	1,723,586
	Commercial Tax Recoverable	3,006,571	1,596,958
	Advance Income Tax & Tax Deducted		
	At Source (Net of Provision)	355,688	438,827
	Prepaid Expenses	148,839	115,984
	Input Tax	-	404,060
	Rental Deposit	-	59,430
		7,898,707	**7,025,969**

PROPERTY, PLANT & EQUIPMENT **NOTE NO.8**

Sl. No.	Fixed Assets	Gross Block				Depreciation				Net Block	
		As at 01.04.16	Addition During the year	Deduction During the year	As at 31.03.17	As at 01.04.16	Adjce ment	For The Year	As at 31.03.17	WDV as at 31.03.17	WDV as at 31.03.16
1	FREEHOLD LAND	1,213,103	-	0	1,213,103	-	-	-	-	1,213,103	1,213,103
2	GODOWN BUILDING	1,430,910	-	0	1,430,910	515,375	-	16,880	5325,255	898,655	915,535
3	FACTORY BUILDING	33,451,132	-	0	33,451,132	23,399,000	-	467,326	23,866,326	9,584,806	10,052,132
4	PLANT AND EQUIPMENTS	108,312,694	1,416,127	642568	109,086,253	91,150,417	(413,743)	2,204,942	92,941,616	16,144,637	17,162,277
5	FURNITURE AND FIXTURE	6,294,805	250,853	0	6,545,658	5,208,815	-	143,241	5,352,056	1,193,602	1,085,990
	FURNITURE AND FIXTURE (UK)	203,759	-	203759	-	172,613	(172,613)	-	-	-	31,146
6	VEHICLES (CARS)	3,175,839	-	0	3,175,839	633,967	-	344,068	978,035	2,197,804	2,541,872
	VEHICLE (UK)	1,099,411	-	1099411	-	1,078,317	(1,078,317)	-	-	-	21,094
7.	COMPUTERS	2,391,462	176,134	0	2,567,596	2,015,010	-	107,481	2,122,491	445,105	376,452
	Temporary Constructin		363,252		363,252			42,997	42,997	320,255	
	TOTAL	**157,573,115**	**2,206,366**	**1,945,738**	**157,833,743**	**124,173,514**	**(1,664,673)**	**3,326,935**	**125,835,776**	**31,997,967**	**33,399,601**
	PREVIOUS YEAR	**149,505,372**	**9,223,159**	**1,155,416**	**157,573,115**	**122,155,213**	**1,097,646**	**3,115,948**	**124,173,515**	**33,399,600**	**27,350,159**

15.	**REVENUE FROM OPERATIONS**		
	Sale Of Granite	87,759,763	89,824,918
	Other Operating Revenues		
	Exchange Gain	280,373	358,953
		88,040,136	**90,183,871**
16.	**OTHER INCOME:**		
	Interest Income	561,135	387,558
	Interest Received on Income Tax Refund	10,309	8,190
	Discount Received	-	15,000
	Profit on sale of Motor Vehicle	-	112,230
	Sundry Balances Written Back	9,506	1,131,220
		580,950	**1,654,198**
17.	**COST OF MATERIALS CONSUMED/PUR OF TRADING GOODS**		
	Name Of Materials		
	Stone	38,332,311	41,134,946
	Others	8,295,077	8,392,301
		46,627,388	**49,527,247**
18.	**CHANGES IN INVENTORIES OF FINISHED GOODS**		
	Stock At Commencement		
	Finished Goods	728,000	2,106,585
	Goods In Process	10,332,000	10,525,385
		11,060,000	**12,631,970**
	Stock At Close		
	Finished Goods	818,000	728,000
	Goods In Process	10,435,000	10,332,000
		11,253,000	**11,060,000**
	GRAND TOTAL	**(193,000)**	**1,571,970**
19.	**EMPLOYEE BENEFITS EXPENSE**		
	Salaries And Wages	7,797,680	7,718,973
	Contribution To Provident And Other Funds	30,900	40,900
	Staff Welfare Expenses	241,391	120,191
	Job Work Charges	2,992,316	2,549,295
		11,062,287	**10,429,359**
	FINANCIAL COSTS:		
	Interest Expense	2,770,583	2,905,119
20.	**DEPRECIATION AND AMORTZATION EXPENSE:**		
	Depreciation	3,326,935	3,115,948
21.	**OTHER EXPENSES:**		
	Manufacturing Expense :		
	Power & Fuel	3,245,010	2,807,139
	Repair To Machinery	1,088,896	986,883
	Repair To Buildings	219,498	72,423
	Repair & Maintenance(Air Conditioner0	67,051	48,420
	Manufacturing Expenditure - Other	1,849,483	1,021,337
		6,469,938	**4,936,202**
	Administartive Expense		
	Accounting Fees	-	185,812
	Exchange Loss	528,532	195,714

Insurance	146,459	432,862
Sundry balances Written off	-	(106,527)
Loss on Sale of Fixed Assets	290,727	
Bank Charges	117,454	175,271
Discount Expense	22,633	
Professional & Consultancy Charges	1,209,962	924,992
Rates & Taxes	294,455	233,003
Rent	122,197	664,253
Rent -Office	1,125,000	810,000
Bad Debts Written Off	-	8,233
Travelling and Accomodating Expenses	1,835,564	2,039,021
Miscellaneous Expenses	7,213,905	6,537,233
	12,906,888	**12,099,868**
Selling & Distribution Expense		
Freight & Cartage(Outward)	4,856,563	4,502,660
Other Selling Expenses	134,383	-
	4,990,946	**4,502,660**
GRAND TOTAL	**24,367,772**	**21,538,730**

22. Earnings Per Share (EPS):

Particulars	**2016-2017**	**2015-2016**
	Rs.	**Rs.**
Net Profit available for Equity Shareholders (Numerator used for calculation)	-10,81,743	-16,29,688
Number of Equity Shares (Used as denominator for calculating EPS)	50,17,500	50,17,500
Basic and Diluted earnings per Share of Rs.10/- each	(0.22)	(0.32)

23. Related Party Disclosures:

a. Related Party disclosures as required under Accounting Standard 18 – "Related Party Disclosures" issued by the Institute of Chartered Accountants of India are given below:

Name		**Designation**
Mr. Faiz Ahmed	-	Executive Director
Mrs. Alka Agarwal	-	Key Management Personnel
Miss Nikita Agarwal	-	Relative
Miss Ankita Agarwal		Relative

a. The following transactions were carried with related parties in the ordinary course of business:

Particulars	**Key Management Personnel and their Relatives**
	Rs.
Remuneration	19,91,400
	(19,18,600)
Rent	9,25,200
	(-)
Electricity Charges	90,000
	(-)

Figures in bracket are in respect of Previous year.

Note: Related Parties relationship is as identified by the Company and relied upon by the auditor

24. Segment Reporting:

The Company has only one business segment "Stone" as primarily segment. The secondary segment is geographical which is given as under :

	PARTICULARS	U.S.A.	EUROPE	NEW ZEALAND	INDIA	TOTAL
I	**SEGMENT REVENUE :**					
	External Sales	**6,93,64,272**	**1,70,59,116**	**13,36,375**		**8,77,59,763**
		(**7,46,80,456**)	(**1,38,48,219**)	(**12,96,243**)		(**8,98,24,918**)
	Inter-segment sales	-	-	-		-
	TOTAL REVENUE	**6,93,64,272**	**1,70,59,116**	**13,36,375**		**8,77,59,763**
		(**7,46,80,456**)	(**1,38,48,219**)	(**12,96,243**)		(**8,98,24,918**)
II	**SEGMENT EXPENSES**	**-**	**10,39,179**	**2,08,661**		**12,47,840**
		(-)	(**6,20,396**)	(**13,151**)		(**6,33,547**)
III	**SEGMENT RESULTS**	**6,93,64,272**	**1,60,19,937**	**11,27,714**		**8,65,11,923**
		(**7,46,80,456**)	(**1,32,27,823**)	(**12,83,092**)		(**8,91,91,371**)
	Common Expenses	-	-	-		**8,88,71,270**
		-	-	-		(**9,27,15,194**)
	Common Income	-	-	-		**8,61,323**
		-	-	-		(**20,13,151**)
IV	**NET PROFT/(LOSS) BEFORE TAX**	-	-	-		**-14,98,024**
		-	-	-		(**-15,10,672**)
	Provision for Taxation :					
	Current Tax	-	-	-		-1233
		-	-	-		(-426)
	Deferred Tax	-	-	-		415048
		-	-	-		(1,19,442)
	PROFT/(LOSS) AFTER TAX	-	-	-		-10,81,743
		-	-	-		(-16,29,688)
V	**SEGMENT ASSETS(Trade Receivables)**	**98,73,997**	**14,68,149**	**-**	**-**	**1,13,42,146**
		(**1,19,43,654**)	(**5,93,791**)	-	(-)	(**1,25,37,445**)
	Common Assets	**-**	**34,58,336**	**-**	**7,87,01,248**	**82,159,584**
		-	(**45,74,157**)	(**3,82,210**)	(**7,73,35,513**)	(**8,22,91,880**)
	Total Assets	**98,73,997**	**49,26,485**		**7,87,01,248**	**9,35,01,730**
		(**1,19,43,654**)	(**51,67,948**)	(**3,82,210**)	(**7,73,35,513**)	(**9,48,29,325**)
VI	**SEGMENT LIABILITIES**	**-**	**9,64,149**	**-**	**2,79,42,161**	**2,89,06,310**
		(-)	(**8,66,127**)	(-)	(**3,14,30,298**)	(**3,22,96,425**)
	Total Liabilities	-	**9,64,149**	-	**2,79,42,161**	**2,89,06,310**
		(-)	(**8,66,127**)	(-)	(**3,14,30,298**)	(**3,22,96,425**)
VII	**CAPITAL EXPENDITURE**	-	-	-		**22,06,366**
		-	-	-		**(92,23,159)**
VIII	**DEPRECIATION**	-	-	-		33,26,935
		-	-	-		(31,15,948)
IX	**OTHER NON-CASH EXPENDITURE**	-	-	-		-

Note: Figures in Brackets are in respect of Previous Year

25. CONTINGENT LIABILITIES:

Particulars	As at 31st March, 2017 Rs.	As at 31st March, 2016 Rs.
In respect of Claims (Including Claims made by Employees) not acknowledged as Debts	Amount Indeterminate	Amount Indeterminate

26. Previous year figures have been regrouped and recasted wherever necessary to conform to the classification for the Year.

As per our report of even date attached

For P.L. Tandon & Co.
Chartered Accountants

For and on Behalf of Board of Directors

Sd/-	Sd/-	Sd/-	Sd/-	Sd/-
(Partner)	**Alok Krishna Agarwal (Director)**	**Fiaz Ahmed (Director)**	**Smitha Tripathi (Company Secretary)**	**Renu Sharma (Chief Financial Oficer)**

Place: Delhi
Date: 27.05.2017

Note 27 :-Additional Information, as required under Schedule III to the Companies Act, 2013, of enterprises consolidated as Subsidiary/ associates / Joint Ventures

Name of Enterprise	Net Assets i.e. total asses minus total liabilities		Share in Profit or Loss	
	As % of consolidated Net Assets	Amount in Rs	As % of consolidated	Amount in Rs
Parent				
Milestone Global Limited (India)	111.69%	7,21,47,207	-92.43%	-9,99,884)
Subsidiaries				
Foreign				
Milestone Global (UK) Limited (United Kingdom)	-11.69%	(75,51,787)	-7.57%	(81,859)
TOTAL	100%	6,45,95,420	100%	(10,81,743)

Note 28 :-Salient Features of Financial Statements of Subsidiaries as per Companies Act, 2013

Amount in Rs.

Sr. No.	Name of Subsidiary Company	Reporting Currency	Share Capital	Reserves & Surplus	Total Assets	Total Liabilities	Investments	Turover / Total Income	Profit Before taxation	Provision for Taxation	Profit After Taxation	Proposed Dividend	% of Share holding
1	Milestone Global (UK) Ltd.,	GBP	70,63,305	(75,51,787)	43,22,519	48,11,001		1,58,63,026	(81,859)	-	(81,859)	-	100%

* Exchange rate Adopted for Conversion GBP 1 = Rs. 80.8797

CONSOLIDATED CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH 2017

	PARTICULARS		2016-17		2015-16
A	**CASH FLOW FROM OPERATING ACTIVITIES**				
	Net Profit /(Loss) before tax		(1,498,026)		(1,510,672)
	ADJUSTMENT FOR				
	Depreciation	3326935		3,115,948	
	Interest Received	-561135		(387,558)	
	Loss on Closer of Overseas Subsidiary	4,165,895		(390,316)	
	Interest Paid	2770583		2,905,119	
	Loss on sale of asset	290727			
	Profit on Sale of Motor Vehicle	-		(112,230)	
	Foreign Currency Translation Reserve	-		1021632	
		4,384,816			
	Exchange (Gain)/Loss	248,165	9,219,538	(163,239)	9,352,540
	Operating Profit before working capital changes		**7721512**		**7,841,868**
	(Increase)/Decrease in Sundry Debtors	1195299		2,422,828	
	(Increase)/Decrease in Inventories	(877,230)		1,219,101	
	(Increase)/Decrease in Loans and advances	-975921		1,490,587	
	(Increase)/Decrease in related party	-			
	Increase/(Decrease) in Trade payables & Other Current liabilities	-1270963	(1,928,815)	859,081	5,991,597
	Cash Generated from Operations		**5792697**		**13,833,465**
	Income Tax Paid(Net)		84,372		(175,730)
	Net cash generated from operating activities [A]		**5877069**		**13,657,735**
B	**CASH USED IN INVESTING ACTIVITIES(B)**				
	Purchase of fixed assets		(2,206,367)		(6,775,430)
	Sale of Fixed Assets		(9,662)		170,000
	Interest Received		561,135		387,558
	Net cash (used in) Investing Activity [B]		**(1,654,894)**		**(6,217,872)**
C	**CASH FLOW FROM FINANCING ACTIVITIES**				
	Repayment of Vehicle Loan		(362,962)		(29,438)
	Recovery of loan		600,000		600,000
	Exchange Gain		(248,165)		163,239
	Movement in Export Credit Loan		(1,756,190)		(3,117,988)
	Interest Paid		(2,770,583)		(2,905,119)
	Net Cash (used in) Financing Activities [C]		**(4,537,900)**		**(5,289,306)**
	Net Increase/(Decrease) in cash and cash equivalents (A+B+C)		**(315,725)**		**2,150,557**
	Cash and Cash Equivalent at the beginning of the year		11943910		9,793,353
	Cash and Cash Equivalent at the End of the year		**11,628,185**		**11,943,910**

As per our report of even date attached

For P.L. Tandon & Co.
Chartered Accountants

For and on Behalf of Board of Directors

Sd/-	Sd/-	Sd/-	Sd/-	Sd/-
(Partner)	**Alok Krishna Agarwal (Director)**	**Fiaz Ahmed (Director)**	**Smitha Tripathi (Company Secretary)**	**Renu Sharma (Chief Financial Oficer)**

Place: Delhi
Date: 27.05.2017

Milestone Global Limited

Reg. Off.: No 54-B, Hoskote Industrial Area (KIADB), Chintamani Road, Hoskote – 562114, Karnataka
Telephone: 080 27971334 Fax: 080 2797 1537 Website: www.milestonegloballimited.com
CIN - L85110KA1990PLC011082

Notice

NOTICE is hereby given that the 27th Annual General Meeting ("AGM") of the Members of Milestone Global Limited for the financial year 2016-17 will be held on Friday 29th day of September, 2017 at 54-B, Hoskote Industrial Area (KIADB) , Chintamani Road, Hoskote– 562 114, Karnataka at 11.00 a.m.at the registered office of the Company to transact the following Business:

ORDINARY BUSINESS:

1. To receive, consider, approve and adopt the Audited Balance Sheet of the Company as at 31st March 2017 and the statement of Profit and Loss for the year ended on that date, together with the Report of Board of Directors and Auditors thereon.
2. To appoint a Director in place of Mr. Alok Krishna Agarwal, Director who retires by rotation and being eligible, offers himself for re-appointment.
3. To consider and, if thought fit, to pass the following resolution as an Ordinary Resolution relating to the appointment and remuneration of Statutory Auditors of the Company:
   "**RESOLVED THAT** pursuant to the provisions of Section 139 and other applicable provision if any of the Companies Act 2013 and the Companies (Audit and Auditors) Rules 2014, M/s Gupta Vaish & Company, Chartered Accountants (Firm Registration No. 000186C) be and is hereby appointed as Auditors of the Company in place of the retiring auditors M/s P L Tandon & Co., Chartered Accountants, (Firm Registration No. 000186C), to hold office from the conclusion of this Annual General Meeting till the conclusion of the thirty second AGM *to be held in the* year 2022 (subject to rectification of their appointment at every AGM if so required under the Act) at such remuneration, as may be mutually agreed between the Board of the Directors of the Company and Auditors "

SPECIAL BUSINESS:

4. **Appointment of Ms. Nikita Agarwal as a Director of the Company**
   To consider thought fit, to the following resolution as an Ordinary Resolution:
   "RESOLVED that Ms. Nikita Agarwal (07106717) who was appointed by the Board of Directors as an Additional Director of the Company with effect from 10th March 2017 and who holds office upto the date of this Annual General Meeting of the Company in terms of Section 161(1) Companies Act, 2013, but who is eligible for appointment in respect of whom the Company has received a notice in writing from a member under Section 160(1) of the Act proposing his candidature for the office of the Director of the Company, be and is hereby appointed a Director of the Company, liable to retire by rotation"

By order of the Board of Directors of
Milestone Global Limited

Date: August 12, 2017
Place: Hoskote

Alok Krishna Agarwal
Chairman

NOTES:

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ENSUING ANNUAL GENERAL MEETING ("MEETING") IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF/ HERSELF AND SUCH PROXY NEED NOT BE A MEMBER OF THE COMPANY.
   PROXIES IN ORDER TO BE EFFECTIVE, AN INSTRUMENT APPOINTING PROXY, FORMAT ENCLOSED, MUST BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING.
   PROXIES SUBMITTED ON BEHALF OF COMPANIES, SOCIETIES ETC., MUST BE SUPPORTED BY APPROPRIATE RESOLUTION AS APPLICABLE.
2. Members holding shares in electronic form are requested to intimate any changes in their address, e-mail id and signature to their respective Depository Participants, with whom they are maintaining their demat accounts. Members holding shares in Physical form are requested to intimate such changes to **Integrated Registry Management Services ("RTA")**, the Company's Registrar and Share transfer Agent.

3. The Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013 with respect to the special businesses as set out in the Notice is annexed herewith.
4. Members/Proxies are requested to kindly take note of the following:

(i) Copies of Annual Report will not be distributed at the venue of the meeting;

(ii) Attendance Slip, as sent herewith, is required to be produced at the venue duly filled-in and signed, for attending the meeting;

(iii) In all correspondences with the Company/ RTA, Folio No. or DP & Client ID No., as the case may be, must be quoted.

5. The Register of Members and Transfer books of the company will remain closed from 20th September 2017 to 29th September 2017 (both date inclusive) as annual closure.
6. The Ministry of Corporate Affairs (vide Circular Nos. 17/2011 and 18/2011 dated 21 April and 29 April 2011, respectively), has undertaken a 'Green Initiative' and allowed companies to share documents with its shareholders through electronic mode. Therefore, Members are requested to support this green initiative by registering/updating their e-mail addresses, in respect of shares held in dematerialized form with their respective Depository Participants and in respect of shares held in physical form with the RTA.
7. Under the provisions of Sections 72 of the Companies Act, 2013, a shareholder is entitled to nominate, in the prescribed manner, a person to whom his shares in the company, shall vest after his lifetime. Members who are holding shares in physical form and are interested in availing this nomination facility are requested to write to the Company/RTA.
8. Corporate Members intending to send their authorized representative to attend the Meeting are requested to send to the Company a certified copy of the Board resolution authorizing their representative to attend.
9. The Company will be disclosing to the Stock Exchanges, as per Regulation 44, under SEBI Listing Regulation 2015 (LODR) ,the details of results of voting on each of the resolutions proposed in this Notice.
10. All documents referred to in the accompanying Notice and the Explanatory Statement shall be open for inspection at the Registered Office of the Company during business hours between 11.00 am to 1.00 pm except on holidays, up to and including the date of the ensuing AGM of the Company.
11. Pursuant to General Circular No.20/2014 dated June 17, 2014 issued by the Ministry of Corporate Affairs, Government of India, the e-voting process has not been considered as mandatory till December 31, 2014. Pursuant to Regulation 44 under SEBI Listing Regulation 2015 (LODR), the Company is providing facility of e-voting to all members as per the applicable regulations relating to e-voting. In this regard, a separate e-voting instructions slip has been sent to all the members explaining the process of e-voting with necessary user id and password along with procedure for such e-voting. Such e-voting facility is in addition to voting that may take place at the meeting venue on September 29, 2017.
12. The e-voting period will commence from Tuesday, 26th September, 2017 at 9.00 a.m. and will end at 6.00 p.m. on Thursday, September 28, 2017. The Members desiring to vote through electronic mode may refer to the detailed procedure on e-voting sent separately. Once the vote on a resolution is cast by a shareholder, he shall not be allowed to change it subsequently. The voting right of shareholders shall be in proportion to their shares held in the paid up equity share capital of the Company.
13. The Company has appointed Mr. Ruchir Agarwal, a Lawyer, to act as the Scrutinizer, to scrutinize the e-voting process in a fair and transparent manner. The Scrutinizer shall within a period not exceeding three (3) working days from the conclusion of the e-voting period unblock the votes in the presence of at least two (2) witnesses, not in the employment of the Company and make a Scrutinizer's Report of the votes cast in favour or against, if any, forthwith to the Chairman of the Company.
14. The results shall be declared after the Annual General Meeting of the Company. The results declared along with the Scrutinizer's Report shall be available on the Company's website within two (2) days of passing of the resolution at the Annual General Meeting of the Company and will accordingly be communicated to the stock exchanges.
15. **Important Information about Attending the Annual General Meeting**

Members are requested to bring their photo ID proof to the Annual General Meeting (registration) for the easy identification purpose.

For **Milestone Global Limited**

Date: August 12, 2017
Place: Hoskote

Alok Krishna Agarwal
Chairman

Milestone Global Limited

Reg. Off.: No 54-B, Hoskote Industrial Area (KIADB), Chintamani Road, Hoskote – 562114, Karnataka
Telephone: 080 27971334 Fax: 080 2797 1537 Website: www.milestonegloballimited.com
CIN - L85110KA1990PLC011082

Sl. No.		
1.	Name and address of the 1st shareholder	
2.	Joint-Holder(s)	
3.	Folio/DP ID/ Client ID	
4.	No. of shares held	

Dear Member,

Subject: Instruction for e-voting facility

The 27th Annual General Meeting ("AGM") of the Company will be held at Friday, the 29th day of September, 2017 at 54-B, Hoskote Industrial Area(KIADB), Chintamani Road, Hoskote – 562 114, Karnataka at 11.00 a.m.

The Notice of the above said AGM, Attendance slip and proxy form and instructions for e-voting are being sent by electronic mode to all the members whose e-mail addresses are registered with the Company/RTA and/or depository participant for communication purposes unless any member has requested for a hard copy of the same.

For members who have not registered their e-mail addresses, physical copies of all the above stated documents are being sent separately by the permitted mode.

In compliance with the provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, Milestone Global Limited (the "Company") is pleased to provide the 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 provided by Central Depository Services Limited (CDSL). The procedure for e-voting is as under:

EVSN No. (Electronic Voting Sequence Number)	**User ID**	**Password**

The e-voting period commences on Tuesday 26th September, 2017 at 9.00 a.m. and will end at 6.00 p.m. on Thursday 28th September 2017.

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

	For Members holding shares in Demat Form and Physical Form
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) • Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field. • In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.
DOB	Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.

Dividend Bank Details	Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio. • Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iv).

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

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

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

(x) Click on the EVSN for the relevant Milestone Global Limited on which you choose to vote.

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

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

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

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

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

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

(xvii) Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Please follow the instructions as prompted by the mobile app while voting on your mobile.

(xviii) Note for Non – Individual Shareholders and Custodians

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
- After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
- The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.

(xix) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com.

The e-voting period commences on **Tuesday 26th September, 2017 at 9.00 a.m. and will end at 6.00 p.m. on Thursday 28th September 2017.** During this period members of the Company, holding shares may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter. Once the vote on a Resolution is cast, the member(s) shall not be allowed to change it subsequently.

B. The voting rights of the member shall be in proportion to their share in the paid-up equity share capital of the Company

C. Mr. Ruchir Agarwal, a lawyer, has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.

D. Institutional shareholders (Corporate/FIs/FIIs/Trust/Mutual Funds/Banks etc.) are required to send scan (PDF/JPEG format) of the relevant Board resolution/Authority letter etc. together with attested specimen signature of the duly authorised signatory/ies) who are authorised to vote, to the Scrutiniser on callmeruchir@gmail.com marking a copy to helpdesk.evoting@cdslindia.com.

E. The Scrutinizer shall within a period of not exceeding 3 (three) working days from the conclusion of the e-voting period unblock the votes cast in the presence of at least 2 (two) witnesses not in the employment of the Company and prepare a Scrutinizer's Report forthwith to the Chairman of the Company.

The Results shall be declared on or after the date of the AGM. The Results declared along with the Scrutinizer's Report shall be placed on the Company's website www.milestonegloballimited.com and on the website of CDSL within 2 (two) days of passing of the Resolutions at the AGM of the Company and communicated to Stock Exchange

F The Results shall be declared on or after the date of the AGM. The Results declared along with the Scrutinizer's Report shall be placed on the Company's website www.milestonegloballimited.com and on the website of CDSL within 2 (two) days of passing of the Resolutions at the AGM of the Company and communicated to Stock Exchange.

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:	L85110KA1990PLC011082
Name of the company:	Milestone Global Limited
Registered office:	No 54-B, Hoskote Industrial Area (KIADB), Chintamani Road, Hoskote – 562114, Karnataka

Name of the 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 27th Annual general meeting of the company, to be held on the on Saturday, the 29th day of September, 2017 at 54-B, Hoskote Industrial Area(KIADB) : Chintamani Road, Hoskote- 562 114, Karnataka at 11.00 a.m. and at any adjournment thereof in respect of such resolutions as are indicated below:

Sl. No.	Particulars of resolution	Number shares held	For	Against
1.	To receive, consider, approve and adopt the Audited Balance Sheet of the Company as at 31st March 2017 and the statement of Profit and Loss for the year ended on that date, together with the Report of Board of Directors and Auditors thereon			
2.	To appoint a Director in place of Mr. Alok Krishna, Director who retires by rotation			
3.	Approval of appointment and remuneration of Statutory Auditors of the Company			
4.	Appointment of Ms. Nikita Agarwal as a Director of Company.			

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

Affix Revenue Stamp

Signature of shareholder

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.

Form No. MGT-12

Polling Paper

[Pursuant to section 109(5) of the Companies Act, 2013 and rule 21(1)(c) of the Companies (Management and Administration) Rules, 2014*]*

Name of the Company	**Milestone Global Limited**
Registered Office	**Reg. Off.: No 54-B, Hoskote Industrial Area (KIADB), Chintamani Road, Hoskote – 562114, Karnataka, Telephone: 080 27971334 Fax: 080 2797 1537, Website:** www.milestonegloballimited.com, **CIN - L85110KA1990PLC011082**

BALLOT PAPER

Sl. No.	**Particulars**	**Details**
1	Name of the First Named Shareholder (Inblock letters)	
2	Postal address	
3	Registered folio No. / * Client ID No. (*Application to investor holding shares in dematerialized form	
4	Class of Share	Equity Shares

I hereby exercise my vote in respect of Ordinary/ Special resolution enumerated below by recording my assent or dissent to the said resolution in the following manner:

No.	**Item No.**	**No. of sharesheld by me**	**I assent to the resolution**	**I dissent from theresolution**
1	Adoption and approval of annual accounts			
2	To appoint a Director in place of Ms. Alok Krishna Agarwal who retires by rotation and being eligible, offers himself for re-appointment.			
3	To consider and, if thought fit, to pass the following resolution as an Ordinary Resolution relating to the appointment and remuneration of Statutory Auditors of the Company			
4.	To appoint Ms. Nikita Agarwal as a Director of the Company			

Date : September 29, 2017

Place : Hoskote

Signature of the holder