



7NR RETAIL LIMITED

(FORMERLY KNOWN AS 7NR RETAIL PRIVATE LIMITED)

6TH ANNUAL REPORT

2017-2018



7NR RETAIL LIMITED
(Formerly known as 7NR Retail Private Limited)

CORPORATE INFORMATION

▪ **Board of Directors**

Mr. Pinal Kanchanlal Shah
Mrs. Riddhi Pinal Shah
Mr. Vinay Arjunbhai Raval
Ms. Eity Suryanarayan Pandey

Managing Director
Non-Executive Director
Independent Director
Independent Director

▪ **Chief Financial Officer (CFO)**

Mr. Mittal Shah

▪ **Company Secretary & Compliance Officer**

Ms. Shaili Samir Mehta

▪ **Registered Office**

B-308 Titanium Heights,
Nr. Vodafone House Corporate Road,
Prahladnagar, Makarba,
Ahmedabad-380015.

▪ **Statutory Auditors**

Loonia & Associates
Chartered Accountants,
218, Ground Floor, New Cloth Market
O/S Raipur Gate
Ahmedabad-380002

▪ **Registrar & Share Transfer Agent**

Cameo Corporate Services Limited
Subramanian Building, No. 1
Club House Road
Chennai- 600 002.

▪ **Corporate Identity No.(CIN)**

L52320GJ2012PLC073076

▪ **Bankers**

Central Bank of India
Bandhan Bank

▪ **E-Mail**

info@7nrretailtd.in, cs@7nrretailtd.in

▪ **Website**

www.7nrretailtd.in



7NR RETAIL LIMITED
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NOTICE

Notice is hereby given that the 6th Annual General Meeting of the Members of **7NR RETAIL LIMITED** will be held on Friday 07th September, 2018 at 10:00 A.M. at the Registered Office of the Company at B-308, Titanium Heights, Nr. Vodafone House Corporate Road, Prahladnagar, Makarba Ahmedabad-380015 to transact the following business:

ORDINARY BUSINESS:

1. ADOPTION OF THE FINANCIAL STATEMENT AND REPORT OF THE BOARD OF DIRECTORS AND AUDITOR THEREON:

To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended on 31st March, 2018 and the Report of the Board of Directors' and Auditors' thereon.

2. TO DECLARE DIVIDEND ON EQUITY SHARES FOR THE FINANCIAL YEAR 2017-2018:

“RESOLVED THAT dividend at the rate of Re. 0.05 per equity shares of Rs. 10/- each fully paid-up of the Company be and is hereby declared for the financial year ended 31st March, 2018 and the same be paid as recommended by the Board of Directors of the Company, out of the Profits of the Company for the financial year ended 31st March, 2018.”

3. APPOINTMENT OF MRS. RIDDHI SHAH (DIN: 05197462), DIRECTOR OF THE COMPANY, LIABLE TO RETIRE BY ROTATION:

To appoint a Director in place of Mrs. Riddhi Shah (DIN: 05197462), who retires by rotation and being eligible, offers herself for reappointment.

SPECIAL BUSINESS:

4. REGULARISATION OF MR. VINAY RAVAL AS AN INDEPENDENT DIRECTOR:

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

“RESOLVED THAT pursuant to the provisions of section 149, 152 and read with Schedule IV and all other applicable provisions of the Companies Act, 2013, if any, and read with Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), Mr. Vinay Raval (DIN: 08066628) who was appointed as an Additional Independent Director by the Board of Directors at their meeting with effect from 08th February, 2018 pursuant to provision of Section 161 of the Companies Act, 2013 and the Articles of Association of the Company and who holds office up to the date of this Annual General Meeting, who has submitted a declaration that he meets the criteria for independence as provided in section 149(6) of the Act and being eligible for appointment and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company to hold office for 5 consecutive years for a term from 08th February, 2018 to 07th February, 2023 and he shall not liable to retire by rotation.”

“RESOLVED FURTHER THAT any of the Directors and Company Secretary of the Company be and are hereby authorized Jointly/Severally as to do all such acts, deeds and things incidental thereto to give effect to the aforesaid resolution.”

5. INCREASE IN THE AUTHORIZED SHARE CAPITAL AND ALTERATION IN MEMORANDUM OF ASSOCIATION OF THE COMPANY:

To consider and if thought fit to pass the following resolution with or without modification as an **Ordinary Resolution**:

“RESOLVED THAT pursuant to the provisions of Section 61 read with Section 64 and other applicable provisions, if any, of the Companies Act, 2013 (including any amendment thereto or re-enactment thereof) enabling provisions of the Memorandum and Articles of Association of 7NR RETAIL LIMITED (the Company), and other law, notifications and regulations as may be applicable, the consent of the member be and is hereby accorded to increase in Authorised Share Capital of the Company increased from the existing Rs. 7,00,00,000,-(Rupees Seven Crore Only) divided into 70,00,000 (Seventy Lakh Only) equity shares of Rs. 10/- (Rupees Ten only) each to Rs. 11,00,00,000 (Rupees Eleven Crore Only) divided into 1,10,00,000(One Crore and Ten Lakh Only) equity shares of Rs. 10/- (Rupees Ten only) ranking pari passu in all respect with the existing Equity Shares of the Company.”

“RESOLVED FURTHER THAT the Memorandum of Association of the Company be altered in the following manner i.e. existing Clause V of the Memorandum of Association be deleted and the same be substituted with the following new clause as Clause V:

V. The Authorised Share Capital of the Company is Rs. 11,00,00,000 (Rupees Eleven Crore Only) divided into 1,10,00,000 (One Crore and Ten Lakh Only) Equity Share of Rs. 10/- (Rupees Ten Only) each.”

“RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, any of the Directors and Company Secretary of the Company (hereinafter referred to as “Board” which term shall include a Committee thereof authorized for the purpose) be and are hereby authorized jointly/severally to take all such steps and actions and give such directions as may be in its absolute discretion deemed necessary and to settle any question that may arise in this regard, without being required to seek any further consent or approval of the shareholders or otherwise and that the shareholders shall be deemed to have given their approval thereto expressly by the authority of this resolution.”

6. ISSUE OF BONUS SHARES:

To consider and if thought fit, to pass with or without modification(s), the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT pursuant to Section 63 and other applicable provisions, if any, of the Companies Act, 2013 read with the Rules framed there under, the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”) and other applicable regulations and guidelines issued by SEBI and Reserve Bank of India (RBI), as amended from time to time and subject to Articles of Association of the Company, and subject to such approvals, consents, permissions, conditions and sanctions as may be considered necessary from appropriate authorities and subject to acceptance of such terms and conditions by the Board of Directors of the Company (‘the Board’, which term shall include any Committee authorised by the Board to exercise its powers including powers conferred on the Board by this resolution), consent of the members be and is hereby accorded to Board of Directors of the Company for capitalizing a sum upto Rs. 3,50,00,000/- (Rupees Three Crore and Fifty Lakh only) out of its Securities Premium Reserves in the books of the company for distribution among the holders of existing fully paid equity shares of Rs. 10/- each as fully paid-up “Bonus Shares” at par in proportion of 1(One) such new Equity share for every 2 (Two) existing equity

share, held by such members as on the Record Date, to be hereafter fixed by the Board) and the Bonus Shares so distributed shall for all purpose be treated as an increase in the paid- up share capital of the Company held by each such member, and not as income or in lieu of dividend.

RESOLVED FURTHER THAT the new Equity Shares shall be allotted subject to the Memorandum and Articles of Association of the Company and shall rank in all respects pari passu with the existing fully paid up Equity shares as on the “Record Date” save and except that the new Equity Shares shall not be entitled to participate in any dividend declared or to be declared for or in respect of any financial year ended March 31, 2018 and any other dividend that may be declared before the “Record Date” further that they shall be entitled to participate in the dividend, if any, that may be declared in respect of financial year of the company ending on March 31, 2019 and in respect of subsequent accounting years.

RESOLVED FURTHER THAT no allotment letters shall be issued in respect of said Bonus Shares and members who hold shares in dematerialized form, the Bonus Shares shall be credited to the respective beneficiary account of the members with their respective Depository Participants.

RESOLVED FURTHER THAT the Board be and is hereby authorized to take necessary steps for listing of such shares on the Stock Exchange where the securities of the Company are listed as per the provisions of the Listing Agreement with the concerned Stock Exchange(s) and other applicable guidelines, rules and regulations.

RESOLVED FURTHER THAT in case of fractional shares, if any, arising out of the issue and allotment of the Bonus Shares, the Board be and is hereby authorized to make such suitable arrangements to deal with the fractions or to decide to disregard or ignore the fractions and give appropriate effect.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, any of the Directors and Company Secretary of the Company be and are hereby authorized Jointly/Severally to do all such acts, deeds, matters and things, as they may in their absolute discretion, deem necessary to settle any question or difficulty whatsoever (including a question or difficulty in connection with any deceased or insolvent Member or a member suffering from any disability) that may arise in regard to issue and distribution of new Equity Shares as they think fit and its decision shall be final and binding on all members and other interested persons.”

Registered Office:
B-308, Titanium Heights,
Nr. Vodafone House, Corporate Road
Prahladnagar, Makarba
Ahmedabad- 380015.

**By the order of the Board of Directors
For, 7NR RETAIL LIMITED**

**Sd/-
Shaili Mehta
Company Secretary**

**Place: Ahmedabad
Date: 10th August, 2018**

Notes:

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING IS ENTITLED TO APPOINT ONE OR MORE PROXIES TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF AND THE PROXY NEED NOT BE A MEMBER.** Pursuant to provision of Section 105 of Companies Act, 2013 a person can act as proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as proxy for any other person or shareholder. The instrument 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 Annual General Meeting.
2. Corporate Members intending to send their authorized representatives to attend the Meeting pursuant to Section 113 of the Companies Act, 2013 are requested to send to the Company a certified copy of the relevant Board Resolution together with the specimen signatures of their authorized representatives to attend and vote on their behalf at the Meeting.
3. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, relating to Special Business setting out material facts is annexed hereto.
4. Information as required under Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 with respect to Brief resume of Directors proposed to be appointed/re-appointed, nature of their expertise in specific functional areas, names of companies in which they hold Directorships and the Memberships of Board Committees, shareholding and relationships between directors inter-se as stipulated under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, are provided in the **Annexure- I** to the explanatory statement attached to this Notice.
5. Shareholders may be aware that the Companies Act, 2013, permits service of the Notice of the Annual General Meeting through electronic mode. Further, in line with circular issued by the Securities and Exchange Board of India (SEBI) and consequent changes in the Rule 11 of the Companies (Accounts) Rules, 2014 as well as SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, companies can send Annual Report in electronic mode to Members who have registered their e-mail addresses for the purpose. In view of the above, the Company would communicate the important and relevant information, events and send the documents including the intimations, notices, annual reports, financial statements etc. in electronic form, to the email address of the respective Member. To support green initiative of the Government in full measure, Members who have not registered their e-mail addresses, so far, are requested to register their e-mail addresses in the following manner: The shareholders who are holding shares in demat form and have not yet registered their e-mail IDs with their Depository Participant are requested to register their e-mail address at the earliest. Electronic copy of the Annual Report including Notice of the 6th Annual General Meeting of the Company inter-alia indicating the process and manner of e-voting along with Attendance Slip and Proxy Form is being sent to all the members whose email IDs are registered with the Company/Depository Participant(s) for communication purposes. However, those members who desire to have a physical copy may request for the same to Company or RTA. For members who have not registered their email IDs, physical copies of the Annual Report are being sent in the permitted mode. The Annual Report of the Company will also be made available on the Company's website www.7nrretailtd.in.

6. Pursuant to the provisions of Section 91 of the Companies Act, 2013 the Register of Members and Share Transfer Books of the Company will remain close from Saturday 1st September, 2018 to Tuesday 4th September, 2018 (both days inclusive) in connection with the Annual General Meeting.
7. Subject to the Provisions of Section 126 of the Companies Act, 2013, dividend as recommended by the Board of Directors, if declared at the AGM, will be dispatched/remitted commencing on or after 7th September, 2018.
8. The dividend in respect of shares held in dematerialized form in Depository System will be paid to the beneficial owners of shares as on 31st August, 2018 as per the list provided by the Depositories for this purpose. The dividend will be payable within 30 days of the approval of the same in the Annual General Meeting.
9. The Company or its Registrars and Transfer Agents, Cameo Corporate Services Limited cannot act on any request received directly from the Members holding shares in electronic form for any change of bank particulars or bank mandates. Such changes are to be advised only to the Depository Participants.
10. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to the Depository Participants with whom they maintain their demat accounts.
11. To prevent fraudulent transactions, members are advised to exercise due diligence and notify the Company/Registrar of any change in address or demise of any member as soon as possible. Members are also advised not to leave their demat account(s) dormant for long. Periodic statement of holdings should be obtained from the concerned Depository Participant and holdings should be verified.
12. MEMBERS HOLDING EQUITY SHARES IN ELECTRONIC FORM, AND PROXIES THEREOF, ARE REQUESTED TO BRING THEIR DP ID AND CLIENT ID FOR IDENTIFICATION. Members are requested to bring their Attendance Slip along with copies of their Annual Report at the meeting.
13. Member / proxy holder shall hand over the attendance slip, duly filled in all respect, at the entrance for attending the Meeting along with a valid identity proof such as the PAN card, passport, AADHAR Card or driving license.
14. With a view to serving the Members better and for administrative convenience, an attempt would be made to consolidate multiple folios. Members who hold shares in identical names and in the same order of names in more than one folio are requested to write to the Company to consolidate their holdings in one folio.
15. Route-map to the venue of the Meeting is provided at the end of this Notice.
16. During the period beginning 24 hours before the time fixed for the commencement of Meeting and ending with the conclusion of the Meeting, a Member would be entitled to inspect the proxies lodged at any time during the business hours of the Company. All documents referred to in the notice and the explanatory statement and other statutory registers shall be available for inspection by the Members at the registered office of the Company during office hours on all working days between 11.00 a.m. and 4.00 p.m. on all days except Saturdays, Sundays and public holidays, from the date hereof up to the date of the Meeting and at the venue of the Meeting for the duration of the Meeting.
17. In case of joint holders attending the meeting, only such joint holder who presides in the order of name will be entitled to vote.

18. Members desirous for any information or queries on accounts / financial statements or relating thereto are requested to send their queries at least seven days in advance to the Company at its registered office address to enable the Company to collect the relevant information and answer them in the Meeting.

Registered Office:

B-308, Titanium Heights,
Nr. Vodafone House, Corporate Road
Prahladnagar, Makarba
Ahmedabad- 380015.

Place: Ahmedabad

Date: 10th August, 2018

**By the order of the Board of Directors
For, 7NR RETAIL LIMITED**

**Sd/-
Shaili Mehta
Company Secretary**

**Explanatory Statement
(Pursuant to Section 102 of the Companies Act, 2013)**

Item No. 4

Mr. Vinay Raval (DIN 08066628) was appointed as an Additional (Independent) Director of the Company with effect from 8th February, 2018 by the Board of Directors. In terms of Section 161(1) of the Companies Act, 2013, Mr. Vinay Raval holds office upto the date of this Annual General Meeting but is eligible for the appointment as a Director. The Company has received a Notice from a Member under Section 160 of the Act, proposing his candidature for the office of Director. Mr. Vinay Raval has given a declaration to the Board that he meets the criteria of independence as provided under Section 149(6) of the Act. The Board thinks that his presence in the Management will be beneficial for the Company.

Except Mr. Vinay Raval, being an appointee, none of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the said resolution.

The Board recommends resolution to be passed as an Ordinary Resolution.

Item No. 5

Increase in the Authorized Share Capital and Alteration in Memorandum

The present Authorised Capital of the Company is Rs. 7,00,00,000,-(Rupees Seven Crore Only) divided into 70,00,000(Seventy Lac Only) equity shares of Rs. 10/- (Rupees Ten only) which is not adequate to accommodate the issue of proposed Bonus Shares in proportion of 1:2 i.e, 1 (One) Fully Paid up Equity Share of Rs. 10/- each for 2 (Two) Fully Paid up Equity Share of Rs. 10/- each. It is therefore proposed to Increase from present authorised share capital of Rs. 7,00,00,000,-(Rupees Seven Crore Only) divided into 70,00,000(Seventy Lakh Only) equity shares of Rs. 10/- (Rupees Ten only) each to Rs. 11,00,00,000 (Rupees Eleven Crore only) divided into 1,10,00,000 (One Crore and Ten Lakh Only) equity shares of Rs. 10/- (Rupees Ten only) each. The proposed increase in Authorised Share Capital requires the approval of Members in Annual General Meeting. Consequent upon increase in Authorised Share Capital, the Memorandum of Association of the Company will require alteration so as to reflect the increased Authorised Share Capital.

The proposed Ordinary Resolution is in the interest of the Company and your Directors recommend the same for your approval.

None of the Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested, financial or otherwise, in the said resolution.

Item No. 6

Issue of Bonus Equity Shares

The Board of Directors at their meeting held on 10th August, 2018, recommended issue of bonus shares in proportion of 1 (One) share for every 2 (Two) equity shares held by the members on a "Record Date" to be hereafter fixed by Board of Directors, by capitalizing a part of the amount standing to the credit of the Securities Premium Reserves.

Pursuant to the provisions of Articles of Association of the Company and in terms of Guidelines of Securities and Exchange Board of India (SEBI) and Section 63 and other applicable provisions, if any, of the Companies Act, 2013 and rules made there under, the capitalization of reserves and bonus issue thereof require approval of the members in general meeting. Further, it is necessary to authorize the Board of Directors of the Company to complete all the regulatory formalities prescribed by Securities and Exchange Board of India (SEBI), the Stock Exchanges on which the Company's securities are listed and any other regulatory authority, in connection with bonus issue.