



N. R. INTERNATIONAL LIMITED

"Draupadi Mansion", 3rd Floor, 11, Brabourne Road, Kolkata-700 001

2014 - 2015



24TH ANNUAL REPORT

Year Ended 31st March, 2015

N. R. INTERNATIONAL LIMITED

24th ANNUAL REPORT

2014-2015

Board of Directors

Mr. Nirmal Modi (Chairman cum CFO)
Mr. Deepak Agarwal (Managing Director)
Vinod Kumar Srivastav (Independent)
Rajendra Singh (Independent)
Amita Agarwal (Independent)

Auditors

Agarwal Vishwanath & Associates
Chartered Accountants

Registered Office

3rd Floor, Drupadi Mainson,
11, Braubourne Road,
Kolkata – 700 001

Bankers

Axis Bank Ltd
ICICI Bank Ltd

Registrars & Share Transfer Agents

ABS Consultants Private Limited
Room No. – 99, 6th Floor
Stephen House, 4, B. B. D. Bag (East)
Kolkata – 700 001

N. R. INTERNATIONAL LIMITED

Registered Office: Draupadi Mansion, 3rd Floor, 11, Brabourne Road, Kolkata - 700 001

Phone: 033-22318932/033- 22621530, Email ID: info@nrinternationalltd.in

Website: www.nrinternationalltd.in CIN: L74999WB1991PLC051738

Chairman's Message

Dear Shareholders,

It gives me immense pleasure in welcoming you to the 24th Annual General Meeting of your Company. The Director's Report and Audited Accounts for the year ended 31st March, 2015 are already with you and with your permission, I take them as read. Before I take up the agenda for today's meeting, I would like to share with you some of my perception relating to the manufacturing Industry and the performance of NRIL, as well as the growth opportunities pursued by the Company.

The company continue to suffer losses from it's manufacturing activities due to depressed prices and reduced volume in market resulting in reduced margins. The company has already closed it's steel business during the previous year and during the current year it has also closed it's coke manufacturing business. The company has sold it's entire assets relating to steel and coke industry including land, factory building, plant & machinery etc. With the surplus generated out of sale of assets, the company has settled it's dues with the Banks and has cleared all the long term and short term borrowings during the current year. Your directors now expect to reduce losses and make the company profitable in the next year.

Your company is doing well in the business of transportation and handling which is now the core business of the company. Though the turnover of your company has reduced from Rs. 24.68 crores to Rs. 17.68 crores, your company achieved it's objective to convert it in profits. Your company has earned a Profit before tax of Rs. 0.93 crore as against the 0.12 crore in the corresponding preivous year. Due to continued loss incurred by the company in previous years, your Board of Directors could not for recommend for any dividend even for the current financial year ended as on 31.03.2015.

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The Company has now consolidated its business activities and is now on a good track which will help to increase profit in future. Your directors are exploring other business opportunities wherein the growth will be stable and consistent beside concentrating on Logistic services like Handling and Coastal Sea Transportation business which will derive more earning for the future years.

On behalf of the Company and all of you, I take this opportunity to thank our valued customers, investors, suppliers, bankers, consultants, the Member of the Board, the Government of India, the Government of Orissa and in particular, the NRIL collective, for their excellent support and co-ordination to achieve yet another year of success for the Company. We are committed to strive together as a team to attain the main objective of the Company while ensuring our economical, social & moral commitments.

I once again welcome you and thank you for the confidence you have reposed on us.

Sd/-

Nirmal Modi

Chairman

Dated : 30.05.2015

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To

The Shareholders,

NOTICE is hereby given that **24th Annual General Meeting** of the shareholders of **M/s N. R. INTERNATIONAL LIMITED** will be held at its Registered Office at "Draupadi Mansion, 3rd Floor, 11, Brabourne Road, Kolkata - 700 001 on Monday, 28th day of September, 2015 at 10:00 A. M. to transact the following business;

Ordinary Business

1. To receive, consider and adopt the audited Annual Accounts as at 31st March, 2015 together with Auditors' and Directors' Reports thereon for the year ended on that date.
2. To appoint a Director in place of Mr. Nirmal Modi (holding DIN 00268371), who retires at the ensuing Annual General Meeting, and being eligible, offer himself for re-appointment.
3. To ratify the appointment of M/s Agarwal Vishwanath & Associates, Chartered Accountants, Kolkata (Firm Registration No. 323024E) as approved by members at the 23rd Annual General Meeting as Statutory Auditors of the Company, to hold office until the conclusion of 28th Annual General Meeting and to fix their remuneration for the Financial year ending 31st March, 2016.

Special Business

4. To consider and, if thought fit, to pass the following resolution as a Special Resolution:

"RESOLVED THAT pursuant to the provisions of Section 14 and other applicable provisions, if any, of the Companies Act, 2013 and Rules made thereunder, a new set of Articles of Association, placed before the Members, be and is hereby adopted and substituted in place of the existing Articles of Association of the Company.

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

"RESOLVED THAT pursuant to the provisions of Section 196, 197, 198 & 203 and other applicable provisions of the Companies Act 2013, if any, read with Schedule V of the said Act (including any amendment, modification, variation or re-enactment thereof), (corresponding to Section 198, 269, 309 Schedule XIII to the Companies Act, 1956), approval of the Company be and is hereby accorded to the re-appointment of Sri Deepak Agarwal (DIN. 00268483) as the Managing Director of the Company for a period of Five years effective from 1st October 2015 to 30th September 2020 on a monthly remuneration of Rs. 25000/- in the pay scale of Rs. 25000-5000-50000 all inclusive for the time being in force liable to retire by rotation .

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"RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all such acts things and deeds as may be necessary to give effect to the above resolution."

The 14th August, 2015

Regd. Office : -

"Draupadi Mansion", 3rd Floor,
11, Brabourne Road,
Kolkata - 700 001

By order of the Board

Sd/-

(Pooja Singh)

Company Secretary &

Compliance Officer

Membership No. 38308

Notes:

1. An Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 relating to the Special Business to be transacted at the Annual General Meeting is annexed hereto and form part of this Notice.
2. Details under clause 49 of the Listing Agreement with the Stock Exchanges in respect of the Director seeking appointment / re-appointment at the AGM form an integral part of the Notice. The Directors have furnished the requisite declaration for their appointment /reappointment.
3. **A member entitled to attend and vote is entitled to appoint a proxy to attend and vote, instead of him/her. A proxy need not be a member of the Company. In order to be effective, the instrument appointing proxy must reach the Registered Officer of the Company not less than forty-eight hours before the commencement of the meeting. 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 Paid up Capital of the Company carrying voting rights. A member holding more than ten percent of the Paid up 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.**

Members are requested to notify to the Registrar & Share Transfer Agents of the Company, **M/s. ABS CONSULTANT PVT LTD**, Stephen House, 6th Floor, Room No. 99, 4, B.B.D. Bag (East), Kolkata - 700 001, any change in their address.

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4. 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 their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the R&T Agent or to the Registered office of the Company.
5. The Annual Report of the Company for the year 2014-15 circulated to the Members of the Company will also be made available on the Company' website www.nrinternationalltd.in.
6. A route map: - The Route Map of the Venue of the meeting is given in the notice. The prominent landmark for the venue is that it is opposite to Tea Board of India, Dalhousie.
7. Copies of Annual Report 2014-15 and Notice of 24th AGM of the Company inter alia indicating the process and manner of e-voting along with Attendance Slip and Proxy Form are being sent by electronic mode only to all the Members whose email address are registered with the Company/ Depository Participant(s) for communication purpose unless any Member has requested for a hard copy of the same. Members are requested to update their email address with their Depository Participant(s) or send it to the Registered office of the Company, in case of Members holding shares in physical form, to enable us to send them correspondences via email. For members who have not registered their email address, physical copy of the Annual Report 2014-15 and notice of the 24th AGM of the Company inter alia indicating the process and manner of e- voting along with Attendance Slip and Proxy Form is being sent in the permitted mode.
8. 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 closed from 22.09.2015 to 28.09.2015 (both days inclusive)
9. Mr. Nirmal Modi was due to retire in the forth coming Annual General Meeting. Being eligible for appointment as director, he offers himself for re appointment. Mr. Deepak Agarwal term of office as Managing Director expires on 30th September, 2015. On recommendation of Nomination & Remuneration Committee, the Board of Directors have re- appointed him for a further period of 5 years w.e.f 1st October 2015 subject to approval of shareholders in general meeting.. The Board recommends their re appointment.

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10. Profile of the directors seeking re-appointment/retiring by rotation are given below :

(In pursuance of clause 49 of Listing Agreement & Secretarial Standards SS-2)

Name of Director	Nirmal Modi	Deepak Agarwal
Date of Birth	08/04/1959	14/06/1973
Date Of Appointment	01/11/2008	01/04/2009
Date of 1 st appointment on Board	24/01/1994	30/03/1994
Qualification	B.Com	B.Com
Experience in Specific Function area	35 years experience in the field of Accounts, Finance & Management.	25 years experience in the field of Operation and Marketing.
Directorship of other Companies (Except Private Limited Companies) (As on 31.03.2015)	NIL	NIL
No of Meeting of the Board attended during the year.	9	9
Chairman/Member of Committees of the Board of which he is a Director.	Stakeholder Relationship Committee(Member)	NIL
Shareholding as on 31 st March, 2015	131888 shares	120637 shares
Relationship with others Directors	N.A.	N.A.
Remuneration sought to be paid	Rs. 25,000/-	Rs. 25,000/-
Remuneration last drawn	Rs. 25,000/-	Rs. 25,000/-

11. Voting through electronic means

Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended and revised clause 35B of the Listing Agreement, Members are provided with the facilities to cast their votes on all resolutions set forth in the Notice of the AGM using electronic voting system from a place other than the venue of the Meeting ("remote e-voting) provided by Central Depository Services (India) Ltd. (CDSL).

The notice of the 24th Annual General Meeting (AGM) of the Company inter alia indicating the process and manner of remote e-Voting process along with printed Attendance Slip and Proxy Form is being dispatched to all the Members. The remote e-

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Voting particulars are provided at the bottom of the Attendance Slip for the 24th Annual General Meeting (AGM):

The remote e-voting period begins on 25.09.2015 from 9.00 A.M. and ends on 27.09.2015 till 5.00 P.M. During this period, shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off/entitlement date of 21.09.2015 may cast their vote electronically. The remote e-voting module shall be disabled by CDSL for voting thereafter.

Members also have the option to vote through Ballot Form. However, the duly completed Ballot Form should reach the Scrutinizer at 3A, Garstin Place, 4th Floor, Kolkata - 700001, not later than 27.09.2015 (5.00P.M.) (i.e. closing date of E-Voting) Ballot form received after this date will be treated as invalid. If member casts votes by both modes, then voting done through E-voting shall prevail and Ballot Form shall be treated as invalid.

The Instructions for E-Voting are as under:

- a. Log on to the e-voting website: www.evotingindia.com during the voting period.
- b. Click on "Shareholders" tab
- c. Now, select Electronic Voting Sequence No. as mentioned in the Attendance Slip along with "N R INTERNATIONAL LIMITED" from the drop down menu and click on "SUBMIT".
- d. Now Enter your User ID (as mentioned in the Attendance Slip) :
 - i. For CDSL: 16 digits beneficiary ID,
 - ii. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - iii. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- e. Next enter the Image Verification as displayed and Click on Login.
- f. 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.
- g. However, if you are a first time user, please use the e-Voting particular provided in the Attendance Slip and fill up the same in the appropriate boxes:
- h. After entering these details appropriately, click on "SUBMIT" tab.
- i. 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.
- j. 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.

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- k. For Members holding shares in physical form, the **details in Attendance Slip** can be used only for e-voting on the resolutions contained in this Notice.
- l. Click on the relevant EVSN “**N R INTERNATIONAL LIMITED**” for which you choose to vote.
- m. 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.
- n. Click on the “Resolutions File Link” if you wish to view the entire Resolutions.
- o. After selecting the resolution you have decided to vote on, click on “SUBMIT”. A Confirmation boxes 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.
- p. Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- q. You can also take out print of the voting done by you by clicking on “Click here to print” option on the Voting page.
- r. If Demat account holder has forgotten the **changed password** then enter the User ID and image verification code click on Forgot Password & enter the details as prompted by the system.
- s. **For Non – Individual Shareholders and Custodians:**
- t. ● Non Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to <https://www.evotingindia.com> and register themselves as Corporate.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be e-mailed 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.

II. 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.