

2015-2016

25TH ANNUAL REPORT

N.R.INTERNATIONAL LIMITED

3RD FLOOR, DRAUPADI MAINSON,
11, BRABOURNE ROAD,
KOLKATA-700 001

N. R. INTERNATIONAL LIMITED

25th ANNUAL REPORT

2015-2016

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 25th Annual General Meeting of your Company. The Director's Report and Audited Accounts for the year ended 31st March, 2016 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 performance of the company as well as the growth opportunities pursued by it.

Your company is doing well in the business keeping its pace of earning profits. The turnover of your company has reduced from Rs. 17.68 crores to Rs. 6.75 crores due to stress in the economy and continued slow down of business. Your company has earned a Profit before tax of Rs. 0.07 crore during the financial year. Due to nominal profit earned by the company, your Board of Directors could not recommend for any dividend even for the current financial year ended as on 31.03.2016.

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.

Dated : 30.05.2016

**Sd/-
Nirmal Modi
Chairman**

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To

The Shareholders,

NOTICE is hereby given that **25th 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 Thursday, 29th day of September, 2016 at 10:00 A. M. to transact the following business;

Ordinary Business

1. To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended March 31, 2016 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. Ratification of Appointment of Auditors

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

"RESOLVED that pursuant to the provisions of Section 139 and all other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014, as amended from time to time, the Company hereby ratifies the appointment of M/s Agarwal Vishwanath & Associates, Chartered Accountants, Kolkata (Firm Registration No. 323024E), as Auditors of the Company to hold office until the conclusion of 26th Annual General Meeting at such remuneration as may be mutually agreed between the Board of Directors of the Company and the Auditors."

Dated: -The 13th August, 2016

By order of the Board

Regd. Office : -

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

Sd/-

(Pooja Singh)

**Company Secretary &
Compliance Officer
Membership No. 38308**

Notes:

1. 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 23.09.2015 to 29.09.2015 (both days inclusive)

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2. **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.

3. Corporate Members intending to a to send their authorized representatives are requested to send to the Company a duly certified copy of the Resolution passed by the Board of Directors authorizing their representatives to attend and vote at the Annual General Meeting
4. Pursuant to Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, information of Director seeking re-appointment is provided in the Notice.
5. 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 RTA or to the Registered office of the Company.
6. The Annual Report of the Company for the year 2015-16 circulated to the Members of the Company will also be made available on the Company's website www.nrinternationalltd.in.
7. 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.
8. Copies of Annual Report 2015-16 and Notice of 25th AGM of the Company inter alia indicating the process and manner of remote 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 2015-16 and notice of the 25th 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.

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9. To protect the environment and disseminate all the communication promptly, Members who have not registered their E-mail ID so far are requested to register the same with the DP / RTA for receiving all the communications including Annual Reports, Notices, etc.
10. Copies of any documents referred to in the Notice are available for inspection at the Company's registered office on all days except Saturdays, Sundays or Public holidays between 2.00 p.m. to 4.00 p.m.
11. 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.

Profile of the director retiring by rotation is given below :

(In pursuance of under Regulation 36(3) of SEBI (LODR) Regulations, 2015 & Secretarial Standards SS-2)

Name of Director	Nirmal Modi
Date of Birth	08/04/1959
Date of 1 st appointment on Board	24/01/1994
Qualification	B.Com
Experience in Specific Function area	36 years experience in the field of Accounts, Finance & Management.
Directorship of other Companies (Except Private Limited Companies) (As on 31.03.2016)	NIL
No of Meeting of the Board attended during the year.	4 out of 4
Chairman/Member of Committees of the Board of which he is a Director.	Stakeholder Relationship Committee (Member)
Shareholding as on 31 st March, 2016	1800558 shares
Relationship with others Directors	None
Remuneration sought to be paid	Rs. 25,000/- per month
Remuneration last drawn	Rs. 25,000/- per month

12. As per the provisions of Section 72 of the Act, the facility for making nomination is available for the Members in respect of the shares held by them. Members who have not yet registered their nomination are requested to register the same by submitting Form No. SH-13.

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13. 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 Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulation, 2015 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 25th 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-Voting particulars are provided at the bottom of the Attendance Slip for the 25th Annual General Meeting (AGM):

The remote e-voting period begins on 26.09.2016 from 9.00 A.M. and ends on 28.09.2016 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 22.09.2016 may cast their vote electronically. The remote e-voting module shall be disabled by CDSL for voting thereafter.

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 and Custodians respectively.

● 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.

III. Once the vote on a resolution is cast by the shareholder by electronic means, the shareholder shall not be allowed to change it subsequently or cast his vote by any other means.

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IV. If a person became the member of the company after the dispatch of notice, then such member may contact the company for Login ID and other e-voting related details.

V. Voting facility at Annual General Meeting:

Facility for voting through ballot/polling paper shall also be made available at the AGM and members attending the meeting who have not already cast their vote by remote e-voting shall be able to exercise their right to vote at the meeting. Members who have cast their votes by remote e-voting prior to the meeting may attend the meeting, but shall not be entitled to cast their vote again. In the event, a member cast his/her votes through both the process i.e. e -voting and Poll at AGM, the vote cast in the electronic system would be considered and the votes cast through Poll would be ignored.

VI. The voting rights of shareholders shall be in proportion of their shares of the paid up equity share capital of the Company as on the cut-off/entitlement date of 22.09.2016.

VII. Mr B. K. Barik, Practising Company Secretary, C. P. Membership No. 3897 has been appointed as the Scrutinizer to scrutinize the e-voting & voting at the venue of the annual general meeting through poll paper in a fair and transparent manner.

VIII. The Scrutinizer shall within a period not exceeding two (2) working days from the conclusion of AGM 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.

The Results shall be declared after the 25th Annual General Meeting (AGM) of the Company. This Notice as well as the Results declared along with the Scrutinizer's Report shall be communicated to **CDSL** and **BSE Limited** on or after 29th September, 2016. The resolution will be deemed to be passed on the AGM date subject to receipt of requisite no of votes in favour of the resolutions.

Dated: - The 13th August, 2016

By order of the Board

Regd. Office: -

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Sd/-

(Pooja Singh)
**Company Secretary
& Compliance Officer
Membership No. 38308.**

ROUTE MAP FOR THE VENUE OF AGM

