

**2016-2017**

# **26TH ANNUAL REPORT**

**N.R.INTERNATIONAL LIMITED**

3<sup>RD</sup> FLOOR, DRAUPADI MAINSON,  
11, BRABOURNE ROAD,  
KOLKATA-700 001

# **N. R. INTERNATIONAL LIMITED**

## *26<sup>th</sup> ANNUAL REPORT*

**2016-2017**

### ***Board of Directors***

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

### ***Company Secretary***

Pooja Singh

### ***Auditors***

Agarwal Vishwanath & Associates  
Chartered Accountants

### ***Registered Office***

3<sup>rd</sup> 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, 6<sup>th</sup> Floor  
Stephen House, 4, B. B. D. Bag (East)  
Kolkata – 700 001

# **N. R. INTERNATIONAL LIMITED**

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

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

Website: www.nrinternationaltd.in CIN: L74999WB1991PLC051738

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## **Chairman's Message**

**Dear Shareholders,**

It gives me immense pleasure in welcoming you to the 26<sup>th</sup> Annual General Meeting of your Company. The Director's Report and Audited Accounts for the year ended 31<sup>st</sup> March, 2017 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. 6.75 crores to Rs. 4.76 crores due to stress in the economy and continued slow down of business. Your company has earned a Profit before tax of Rs. 0.10 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 31.03.2017.

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 : 25.05.2017**

**Nirmal Modi**  
**Chairman**

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To

**The Shareholders,**

NOTICE is hereby given that **26<sup>th</sup> Annual General Meeting** of the shareholders of **M/s N. R. INTERNATIONAL LIMITED** will be held at its Registered Office at "Draupadi Mansion, 3<sup>rd</sup> Floor, 11, Brabourne Road, Kolkata - 700 001 on Thursday, 31<sup>st</sup> day of August, 2017 at 10:00 A. M. to transact the following business;

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## **Ordinary Business**

1. To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended March 31, 2017 together with Auditors' and Directors' Reports thereon for the year ended on that date.
2. To appoint a Director in place of Mr. Deepak Agarwal (holding DIN 00268483), 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 27<sup>th</sup> Annual General Meeting at such remuneration as may be mutually agreed between the Board of Directors of the Company and the Auditors."

## **Special Business**

4. To consider and if thought fit, to pass the following resolution with or without modification as an Ordinary Resolution.

**RESOLVED THAT** pursuant to Sections 160 & 161 of the Companies act, 2013 and any other applicable provisions if any, Mrs. Sangeeta Modi, who was appointed as an Additional Director on May 10, 2017 be and is hereby appointed as a whole time Director of the Company who is liable to retire by rotation.

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**RESOLVED FURTHER THAT** Mr. Nirmal Modi, Managing Director and Pooja Singh Company Secretary of the Company, be and are hereby severally authorised to file relevant forms with the Registrar of companies, Kolkata, and to do such other acts, deeds and things as may be considered necessary in connection with the above appointment.

**Dated: -The 15<sup>th</sup> July, 2017**

**By order of the Board**

**Regd. Office : -**

"Draupadi Mansion", 3<sup>rd</sup> Floor,  
11, Brabourne Road,  
Kolkata - 700 001

(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. 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 25.08.2017 to 31.08.2017 (both days inclusive)
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, 6<sup>th</sup> Floor, Room No. 99, 4, B.B.D. Bag (East), Kolkata - 700 001, any change in their address.

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4. Corporate Members intending 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
5. Pursuant to Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, information of Director seeking appointment/re-appointment is provided in the Notice.
6. 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.
7. The Annual Report of the Company for the year 2016-17 circulated to the Members of the Company will also be made available on the Company's website [www.nrinternationalltd.in](http://www.nrinternationalltd.in).
8. 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.
9. Copies of Annual Report 2016-17 and Notice of 26<sup>th</sup> 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 2016-17 and notice of the 26<sup>th</sup> 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.
10. 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.
11. 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.

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12. Information pursuant to the Listing Regulations and Secretarial Standards in respect of Appointment/Re-appointment of Directors

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

Name of Director	Deepak Agarwal	Sangeeta Modi
Date of Birth	14/06/1973	13/03/1965
Date of 1 <sup>st</sup> appointment on Board	30/03/1994	10/05/2017
Qualification	B.Com	B.Com
Experience in Specific Function area	37 years experience in the field of Accounts, Finance & Management.	20 years experience in the field of Accounts, Finance & Managemt.
Directorship of other Companies (Except Private Limited Companies) (As on 31.03.2017)	NIL	NIL
No of Meeting of the Board attended during the year.	5 out of 5	NA
Chairman/Member of Committees of the Board of which he is a Director.	NIL	NA
Shareholding as on 31 <sup>st</sup> March, 2017	1,20,637 shares	32,83,624 shares
Relationship with others Directors	Brother of Mrs Sangeeta Modi	Wife of Mr Nirmal Modi
Remuneration sought to be paid	Rs. 25,000/- per month	Rs. 15,000/- per month
Remuneration last drawn	Rs. 25,000/- per month	Rs. 15,000/- per month

13. 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.

14. **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).

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The notice of the 26<sup>th</sup> 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 26<sup>th</sup> Annual General Meeting (AGM):

The remote e-voting period begins on 28.08.2017 from 9.00 A.M. and ends on 30.08.2017 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 24.08.2017 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](http://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](http://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.



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- 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.
- 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:**

● 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](mailto: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.

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- The list of accounts linked in the login should be mailed to [helpdesk.evoting@cdslindia.com](mailto: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](http://www.evotingindia.com) under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto: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.

**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 24.08.2017**.

**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.