

2019-2020

29TH ANNUAL REPORT

N.R.INTERNATIONAL LIMITED
3RD FLOOR, DRAUPADI MAINSON,
11, BRABOURNE ROAD,
KOLKATA-700 001

N. R. INTERNATIONAL LIMITED

29th ANNUAL REPORT

2019-2020

Board of Directors

Mr. Nirmal Modi (Managing Director)
Mrs. Sangeeta Modi (Chairperson cum CFO)
Vinod Kumar Srivastav (Independent)
Rajendra Singh (Independent)

Company Secretary

Pooja Singh

Auditors

L. N. More & Co
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

Chairperson's Message

Dear Shareholders,

It gives me immense pleasure in welcoming you to the 29th Annual General Meeting of your Company. The Director's Report and Audited Accounts for the year ended 31st March, 2020 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.

During the year there has been no business in your Company. Now your directors are exploring new opportunities. Like the Coke Oven Unit of the company has been fully renewed and refurbished in the last year but could not restart it due to some reason. So we expect to restart the coke manufacturing unit in the current year. Your Directors are also exploring other areas like import and trading of coal which your company was doing in past. Your directors are hopeful of starting some new venture in the current year and turn your company into profits. Due to loss incurred by your company, your Directors could not recommend any dividend for the current financial year ended as on 31.03.2020.

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 : 31.08.2020

**Sangeeta Nirmal Modi
Chairperson**

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To

The Shareholders,

NOTICE is hereby given that **29th Annual General Meeting** of the shareholders of **M/s N. R. INTERNATIONAL LIMITED** will be held on Wednesday, 30th day of September, 2020 at 1:00 P. M. through Video Conferencing ('VC')/Other Audio Visual Means ('OAVM') facility 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, 2020 together with Auditors' and Directors' Reports thereon for the year ended on that date.
2. To appoint a Director in place of Mrs. Sangeeta Nirmal Modi (holding DIN 01963973), who retires at the ensuing Annual General Meeting, and being eligible, offer herself for re-appointment.
3. Appointment of Statutory Auditors (Ordinary Resolution)

To ratify the appointment of Auditors of the Company and to fix their remuneration and to pass the following resolution as an ordinary resolution :

"RESOLVED that pursuant to the provisions of Section 139, 141, and 142 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, pursuant to the resolution passed by Board of Directors on 4th day of July, 2020, the appointment of M/s L. N. More & Co. Chartered Accountants, Cuttack (Firm Registration No. 307042E), as Auditors of the Company to hold office from the conclusion of 29th Annual General Meeting till the conclusion of 34th Annual General Meeting, be and is hereby ratified and the Board of Directors of the company be and is hereby authorized to fix such remuneration as may be determine by the Audit Committee in consultation with the Auditors."

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Special Business

4. To consider and if thought fit to give your assent or dissent to the following Resolution as an Ordinary Resolution:

“RESOLVED THAT the consolidation of books of accounts of Bharat Hardcoke Manufacturer (a unit of N R International Limited) and N R International Limited be and is hereby approved and from the financial year 2020-21 and a single Financial statement will be prepared by the Auditors of N R International Limited M/s L.N.More & Co, Chartered Accountant.

5. To consider and if thought fit to give your assent or dissent to the following Resolution as an Special Resolution:

“RESOLVED THAT pursuant to the provisions of Section 185 and all other applicable provisions, if any of the Companies Act, 2013 read with the Companies (Amendment) Act, 2017 and Rules made thereunder, including any statutory modification(s) thereto or re-enactment(s) thereof, for the time being in force, and subject to such other consents, permissions, approvals, as may be required in that behalf, the approval of the members of the Company be and is hereby accorded to the Board of Directors of the Company to advance any loan including any loan represented by a book debt, or give any guarantee or provide any security in connection with any loan taken by any other person in whom any of the Directors of the Company is interested/deemed to be interested, up to limits 60% of the paid-up share capital, free reserves and securities premium account of the Company or 100% of free reserves and securities premium account of the Company, whichever is more., provided that such loans are utilized by the borrowing company for its principal business activities.

Dated: -The 31st August, 2020

By order of the Board

Regd. Office : -

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

(Pooja Singh)
**Company Secretary &
Compliance Officer**

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Notes:

1. The statement pursuant to Section 102(1) of the Companies Act, 2013 and the Rules made there under in respect of the special business set out in the notice, Secretarial Standard on General Meetings (SS2), wherever applicable, and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, (Listing Regulations) wherever applicable, is annexed hereto.
2. In view of the continuing COVID19 pandemic, for maintaining social distancing norms and pursuant to General Circular No.s 14/2020, 17/2020 and 20/2020 dated 8 April 2020, 13 April 2020 and 5 May 2020, respectively, issued by the Ministry of Corporate Affairs (MCA) and Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated 12 May 2020 issued by the Securities and Exchange Board of India (collectively referred to as 'the Circulars') permitted the holding of AGM through VC/OAVM, without the physical presence of the members at a common venue. Accordingly, the 29th AGM of the company will be convened through VC/OAVM in compliance with the provisions of the Companies Act, 2013 and Rules made there under, Listing Regulations read with the aforesaid Circulars. The deemed venue for the 29th AGM shall be the registered office of the company i.e. Draupadi Mansion, 3rd Floor, 11, Brabourne Road, Kolkata-700001
3. Members attending the AGM through VC/OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
4. Since this AGM will be held through VC/OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.
5. 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 24.09.2020 to 30.09.2020 (both days inclusive)
6. 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.
7. Corporate members whose authorized representatives are intending to attend the meeting are requested to send to the company at info@nrinternationalltd.in a certified copy of the board resolution authorizing such representative to attend the AGM through VC/OAVM, and cast their votes through e-voting.

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8. 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.
9. 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 the process and 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.
10. The Annual Report of the Company for the year 2019-20 circulated to the Members of the Company will also be made available on the Company's website www.nrinternationalltd.in.
11. Since the meeting will be conducted through VC/OAVM facility, the route map is not annexed to this Notice.
12. The Video link through which a member may be able to join the AGM will be shared separately
13. Copies of Annual Report 2019-20 and Notice of 29th AGM of the Company inter alia indicating manner of remote e-voting 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. Members may note that the notice of AGM and annual report are also available on the company's website www.nrinternationalltd.in. The notice of AGM and annual report will also be available on the website of Stock Exchanges (www.bseindia.com).
14. Physical copy of the notice of the AGM and the annual report for the financial year 2019-20 has not been sent to members who have not registered their email addresses with the company/depository participants. The members will be entitled to a physical copy of the annual report for the financial year 2019-20, upon sending a request to the company secretary at the registered office of the Company
15. 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.

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16. 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	Sangeeta Nirmal Modi
Date of Birth	13/03/1965
Date of 1 st appointment on Board	10/05/2017
Qualification	Graduate
Experience in Specific Function area	21 years experience in the field of Accounts, Finance & Management.
Directorship of other Companies (Except Private Limited Companies) (As on 31.03.2020)	NIL
No of Meeting of the Board attended during the year.	4
Chairman/Member of Committees of the Board of which he is a Director.	Member- 0 Chairperson-0
Shareholding as on 31 st March, 2020	32,83,624 shares
Relationship with others Directors	Wife of Mr. Nirmal Modi
Remuneration sought to be paid	NIL
Remuneration last drawn	NIL

17. 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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18. 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 29th Annual General Meeting (AGM) of the Company inter alia indicating the process and manner of remote e-Voting is being dispatched to all the Members.

The remote e-voting period begins on 27.09.2020 from 9.00 A.M. and ends on 29.09.2020 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 23.09.2020 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 "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.

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g. However, if you are a first time user follow the steps given below

	For Members holding shares in Demat Form and Physical Form
PAN	<p>Enter your 10 digit alphanumeric *PAN issued by Income Tax Department</p> <ul style="list-style-type: none">• (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.• Your sequence number is printed on bottom side of the address sticker.
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	<ul style="list-style-type: none">• 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).

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