

2020-2021

30TH ANNUAL REPORT

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



N.R.INTERNATIONAL LTD.

30TH ANNUAL REPORT 2020-2021

Corporate Information:

Board of Directors

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

Company Secretary

Ms. Pooja Singh**
Ms. Divya Sachdev#

Secretarial Auditors

B.K.Barik & Associates
Kolkata - 700 001

Auditors

L. N. More & Co
Chartered Accountants

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

Registered Office

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

*Appointed w.e.f. November 13, 2020

** Cessation w.e.f. February 01, 2021

#Appointed w.e.f. May 7, 2021

N. R. INTERNATIONAL LIMITED

Registered Office: Draupadi Mansion, 3rd Floor, 11, Brabourne Road, Kolkata - 700 001
Phone: 033-22318932/033- 22621530, Email ID: info@nrinternationaltd.in
Website: www.nrinternationaltd.in CIN: L74999WB1991PLC051738

Chairperson's Message

Dear Shareholders,

It gives me immense pleasure in welcoming you to the 30th Annual General Meeting of your Company. The Director's Report and Audited Accounts for the year ended 31st March, 2021 are already with you and with your permission, I take them as read. I feel obliged for the trust and responsibility that you have instilled in me and I assure you the best of administration and operations. 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 directors are exploring new opportunities. Like the Coke Oven Unit of the company has been fully renewed and refurbished in the last year and shall be in operation this current year as there was no business during the financial year. Other business verticals are also being explored and researched keeping in view the market analysis; the areas of interest include transportation of coal and coke. Your directors are hopeful of starting some new venture in the current year and turn your company into additional profits. Due to loss incurred by your company in the previous financial year, your Directors could not recommend any dividend for the current financial year ended as on 31.03.2021.

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: 31.08.2021

**Sd/-
Mrs. Sangeeta Nirmal Modi
Chairperson & C.F.O**

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To

The Shareholders,

NOTICE is hereby given that **30th Annual General Meeting** of the shareholders of **M/s N. R. INTERNATIONAL LIMITED** will be held on Thursday, 30th day of September, 2021 at 12:00 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, 2021 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 by rotation 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 31st day of July, 2021, 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 30th Annual General Meeting till the conclusion of 35th 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 Special Resolution:

“RESOLVED THAT pursuant to the provisions of the Section 149 and 152 read with Schedule IV and all other applicable provisions, if any, of the Companies act, 2013 and the Rules made there under (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) (“the Act”), and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations 2015, (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), Mr. Raju Singh (DIN: 08926983), who was appointed as an Independent Director on 13th November, 2020 in the meeting of the Board of Directors of the Company and hold office of up to the conclusion of this Annual General Meeting and subject to ratification of appointment in the upcoming 30th AGM of the Company by share holders’ approval, and in respect of whom the Company has received a notice in writing under section 160 of the act proposing his candidature for the office of director be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation and to hold office for a term of 5 (Five) consecutive years on the Board of the Company from the conclusion of 30th Annual General Meeting till the conclusion of 35th Annual General Meeting of the company.”

5. 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. Neetu Modi (DIN: 09164942), who was appointed as an Additional Director on May 07, 2017 be and is hereby appointed as a Director (Executive) of the Company who is liable to retire by rotation.

RESOLVED FURTHER THAT Mrs. Sangeeta Modi, Director (C.F.O.) and Ms. Divya Sachdev, Company Secretary of the Company, be and are hereby severally authorized 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.”

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6. To consider and if thought fit, to pass the following resolution with or without modification 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 ratification of appointment of Mr. Vineet Modi (DIN. 05247764) as the Whole Time Executive Director of the Company for a period of Five years effective from 07th May, 2021 to 6th May 2026 on a monthly remuneration of Rs. 25000/- inclusive for the time being in force liable to retire by rotation .

RESOLVED FURTHER THAT Mrs. Sangeeta Modi, Director (C.F.O.) and Ms. Divya Sachdev, Company Secretary of the Company, be and are hereby severally authorized 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 31st August, 2021

By order of the Board/-

Regd. Office : -"Draupadi Mansion",
3rd Floor, 11, Brabourne Road,
Kolkata - 700 001

Sd/-
(Ms. Divya Sachdev)
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 30th 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 30th 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. In terms of the MCA Circulars since the physical attendance of Members has been dispensed with, there is no requirement of appointment of proxies. Accordingly, the facility of appointment of proxies by Members under Section 105 of the Act will not be available for the 30th AGM. However, in pursuance of Section 112 and Section 113 of the Act, representatives of the Members may be appointed for the purpose of voting through remote e-Voting, for participation in the 30th AGM through VC/OAVM Facility and e-Voting during the 30th AGM.
5. 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.
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 closed from 24.09.2021 to 30.09.2021 (both days inclusive)

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7. 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.
8. 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.
9. 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.
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 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.
11. The Annual Report of the Company for the year 2020-21 circulated to the Members of the Company will also be made available on the Company's website www.nrinternationalltd.in.
12. Since the meeting will be conducted through VC/OAVM facility, the route map is not annexed to this Notice.
13. The Video link through which a member may be able to join the AGM will be shared separately.
14. Copies of Annual Report 2020-21 and Notice of 30th 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).
15. Physical copy of the notice of the AGM and the annual report for the financial year 2020-21 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

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annual report for the financial year 2020-21, upon sending a request to the company secretary at the registered office of the Company

16. 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.
17. 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 Modi	Neetu Modi	Vineet Modi	Raju Singh
Date of Birth	13/03/1965	20/02/1988	08/12/1993	01/10/1973
Date of 1 st appointment on Board	10/05/2017	07/05/2021	07/05/2021	13/11/2020
Qualification	Graduate	Graduate	Graduate	Graduate
Experience in Specific Function area	21 years experience in the field of Accounts, Finance & Management.	5 years of experience in administration and Coordination.	7 years of experience in the field of Business Management & Administration.	9 years of experience in the field of Business Management & Finance.
Directorship of other Companies (Except Private Limited Companies) (As on 31.03.2021)	NIL	NIL	NIL	NIL
No of Meeting of the Board attended during the financial year 2020-21.	5	N.A.	N.A.	N.A.
Shareholding as on 31 st March, 2021	6,83,624 shares	56,250 shares	2,86,065 shares	nil

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Relationship with others Directors	Wife of Mr. Nirmal Modi	Daughter in law of Mrs. Sangeeta Modi	Son of Mrs. Sangeeta Modi	N.A.
Remuneration sought to be paid	25,000/-	NIL	25,000/-	25,000/-
Remuneration last drawn	25,000/-	NIL	25,000/-	25,000/-

18. 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.

19. 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 30th 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 27.09.2021 from 9.00 A.M. and ends on 29.09.2021 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 23.09.2021 may cast their vote electronically. The remote e-voting module shall be disabled by CDSL for voting thereafter.

THE INSTRUCTIONS OF SHAREHOLDERS FOR REMOTEE-VOTING AND E-VOTING DURING AGM/EGM AND JOINING MEETING THROUGH VC/OAVMARE AS UNDER:

Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and