

**N. R. INTERNATIONAL LIMITED**

CIN No. L74999WB1991PLC051738

To  
The Shareholders,

NOTICE is hereby given that 23<sup>rd</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 Saturday 27<sup>th</sup> day of September, 2014 at 10:00 A. M. to transact the followings business.

**As Ordinary Business**

1. To receive, consider and adopt the audited Annual Accounts as at 31<sup>st</sup> March, 2014 together with Auditors' and Directors' Reports thereon for the year ended on that date.
2. To appoint a Director in place of Mr. V. K. Srivastava (holding DIN 00271649 ), who retires at the ensuing Annual General Meeting, and being eligible, seeks re-appointment as independent director of the company for a period of 5 years.
3. To appoint the Auditors in place of the retiring auditors - M/s Sanjay Jagdish & Co, Chartered Accountants and fix their remuneration, and in this regard pass with or without modification(s), the following resolution passed as an Ordinary Resolution:

RESOLVED "That pursuant to the provisions of Section 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 (corresponding to Section 224 and other applicable provisions, if any, of the Companies act, 1956), M/s Agarwal Vishwanath & Associates (Firm Registration No. 323024E) Chartered Accountant, after receiving a recommendation in this regard from the Audit Committee, be and are hereby appointed as the Statutory Auditors of the Company in place of the retiring auditors - M/s Sanjay Jagdish & Co (Chartered Accountants) to hold office from the conclusion of this Annual General Meeting till the conclusion of the Annual General Meeting of the financial year 2018 - 2019, subject to ratification by the shareholders annually, at a remuneration to be decided by the Board of Directors of the Company in consultation with the Auditors and the Audit Committee."

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

By order of the Board  
SD/-  
Nirmal Modi  
(Nirmal Modi)  
Chairman

The 8<sup>th</sup> August, 2014

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## Notes:

1. A member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote instead of himself and such proxy need not be a member of Company.
2. Proxies, in order to be effective, must be received by the Company at its Registered Office, not less than 48 hours before the meeting.
3. The Register of Members and shares Transfer Books of the Company will remain closed from 19.09.2014 to 27.09.2014 (both days inclusive)
4. Mr. V. K. Srivastava who has been re appointed as independent director of the company in the Annual General Meeting held on 29.09.2012 and was due to retire in the forth coming Annual General Meeting. Being eligible for appointment as independent director, he offers himself for re appointment. The Board recommends for his re appointment for a period of 5 years from the conclusion of this AGM.
5. Profile of the director seeking appointment/retiring by rotation and seeking for re-appointment are given below :

(In pursuance of clause 49 of Listing Agreement)

Name of Director	V .K. SRIVASTAVA
Date of Birth	02/10/1954
Date Of Appointment	01/04/2008
Qualification	B.Com
Experience in Specific Function area	14 years
Directorship of other Companies (As on 31.03.2014)	NIL
Chairman/Member of Committees of the Board of which he is a Director.	Audit Committee Member, Chairman Remuneration Committee, Share/Investor Grievances Committee
Shareholding as on 31 <sup>st</sup> March, 2014	NIL

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6. The company has received a letter from the M/s Sanjay Jagdish & Co, Chartered Accountants expressing their unwillingness to be re appointed at the forth coming Annual General Meeting. The Board of Directors of the company has received recommendations from the audit committee for appointment of M/s Agarwal Vishwanath & Associates (Firm Registration No. 323024E), Chartered Accountants as auditors of the company for the period commencing from the conclusion of this Annual General Meeting till the conclusion of the Annual General Meeting of the financial year 2018 - 2019, subject to ratification by the shareholders annually. The committee has also received certificate from the chartered accountant that he is eligible for appointment as auditors of the company and that he is not disqualified under the Companies Act, 2013, the Chartered Accountants Act 1949 and the rules and regulations made there under and further that the proposed appointment is within the limits laid down by or under the authority of the Act and that there are no proceedings against the audit firm or any partner of the firm with respect to professional matters of conduct. Based on the recommendation of the audit committee, the Board considers and recommend appointment of M/s Agarwal Vishwanath & Associates (Firm Registration No. 323024E), Chartered Accountants as auditors of the company for the period commencing from the conclusion of this Annual General Meeting till the conclusion of the Annual General Meeting of the financial year 2018 - 2019,

## **7. Voting through electronic means**

I. In compliance with provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company is pleased to provide Members holding shares either in physical form or in dematerialized form the facility to exercise their right to vote at the 23<sup>rd</sup> Annual General Meeting (AGM) by electronic means and the business may be transacted through e-voting services provided by Central Depository Services (India) Limited (CDSL). The instructions for e-voting are as under:

The notice of the 23<sup>rd</sup> Annual General Meeting (AGM) of the Company inter alia indicating the process and manner of e-Voting process along with printed Attendance Slip and Proxy Form is being dispatched to all the Members. The e-Voting particulars are provided at the bottom of the Attendance Slip for the 23<sup>rd</sup> Annual General Meeting (AGM):

- 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"

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- e. 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.
- f. Next enter the Image Verification as displayed and Click on Login
- g. 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.
- h. 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:
- i. After entering these details appropriately, click on "SUBMIT" tab.
- j. 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 mandatory enter their login password in the new password field.

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.

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.

- k. Click on the relevant EVSN "N R International Limited" for which you choose to vote.

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.

- l. Click on the "Resolutions File Link" if you wish to view the entire Resolutions.
- m. After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box 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.

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- o. Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- p. You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- q. 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.
- r. ● Institutional shareholders (i.e. other than Individuals, H U F, and NRI etc.) are required to log on to <https://www.evotingindia.co.in> and register themselves as Corporate.
- They should submit a scanned copy of the Registration Form bearing the stamp and sign of the entity to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
  - After receiving the login details they have to create a user who would be able to link the account(s) for which they wish to vote on.
  - The list of accounts 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.
  - They should upload a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Authorised Person/Custodian, if any, 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.co.in](http://www.evotingindia.co.in) under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com). You can also contact the helpdesk on the toll free number: 1800-200-5533.
- III. The e-voting period begins from 21.09.2014 from 10.00 A.M. and ends on 23.09.2014 till 6.00 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 08.08.2014 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

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. The voting rights of shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off/entitlement date of 08.08.2014.

V. **Mr B. K. Barik**, A Practising Company Secretary, C. P. Membership No. 3897 has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.

VI. The Scrutinizer shall within a period not exceeding three (3) working days from the conclusion of the e-voting period 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 on or after the 23<sup>rd</sup> Annual General Meeting (AGM) of the Company. This Notice as well as the Results declared along with the Scrutinizer's Report shall be placed on the Company's website [www.mml.ind.in](http://www.mml.ind.in) and on the website of CDSL within two (2) days of passing of the resolutions at the 23<sup>rd</sup> Annual General Meeting (AGM) of the Company on 30<sup>th</sup> September'2014 and communicated to the Stock Exchange(s).

# **N. R. INTERNATIONAL LIMITED**

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## **Chairman's Message**

**Dear Shareholders,**

It gives me immense pleasure in welcoming you to the 23<sup>rd</sup> Annual General Meeting of your Company. The Director's Report and Audited Accounts for the year ended 31<sup>st</sup> March, 2014 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 Coal & Steel Industry and the performance of NRIL, as well as the growth opportunities pursued by the Company.

The Steel and its allied industries still continue to suffer depressed prices and reduced volume in market resulting in reduced margins. The high interest burden and other overheads has put a question mark on the viability of the business. NRIL even after trying hard could not control the losses incurred by it in the steel sector. The company had already sold 2 of it's steel furnaces during earlier years. Further, during the previous financial year 2014, the company has sold it's remaining assets relating to steel industry including land, factory building, plant & machinery etc. Thereby closing all operations relating to steel sector. Your directors are trying to reduce the debt burden on your company by selling off the assets and paying to banks. Your directors now expect to reduce cash losses and make the company profitable in the next few years.

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 marginally from Rs. 25.30 crores to Rs. 24.68 crores, your company achieved it's objective to convert it in profits. Your company has earned a Profit before tax of Rs. 0.11 crore as against the loss before tax of Rs. 0.88 crore in the corresponding previous year. Due to continued loss incurred by the company in previous years, your Board of Directors could not recommend for any dividend even for the current financial year ended as on 31.03.2014.

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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. The company is also waiting for the better time to start it's manufacturing activities in coke.

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 : 08.08.2014 /

SD/-  
Nirmal Modi  
Chairman



**N. R. INTERNATIONAL LIMITED**  
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**DIRECTOR'S REPORT**

To  
The Members of  
**N. R. INTERNATIONAL LIMITED**

Your Directors have pleasure in presenting their 23<sup>rd</sup> Annual Report together with the audited statement of accounts of the Company for the year ended March 31, 2014.

**FINANCIAL RESULTS**

The performance of the Company for the financial year ended 31<sup>st</sup> March, 2014 is summarized below:

	As at 31.03.2014 (₹)	As at 31.03.2013 (₹)
Working for the year yielded a Profit before depreciation, interest and tax	49,20,915	(28,33,337)
Less: Interest & Fiance Charges	12,20,843	1,918,350
Profit before Depreciation and Tax	3,70,00,72	47,51,687
Less: Depreciation	25,60,488	41,27,333
Profit before Tax	11,39,584	(88,79,020)
Less: Provision for Taxation	12,14,700	0
Deferred Tax	-74,59,555	20,36,007
Income Tax for earlier years	0	18,18,564
Profit after Tax	73,84,439	(86,61,577)
Add: Surplus / (Loss) brought forwards previous year	(20,216,315)	(1,15,54,736)
Surplus / (Loss) carried to Balance Sheet	(1,28,31,875)	(2,02,16,315)

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## **DIVIDEND**

Viewed from the curtailed revenue and consequent losses, in order to continue conserving the presently existing resources for operational requirements, your Directors do not recommend any dividend for the year under review and are confident of receiving your whole hearted support for this proposal.

## **REVIEW OF OPERATION**

During the year under review several steel plants were forced to shut down due to very low demand and increase in cost of production which continued from 2009-2010 and onwards resulting in steel plants up for sale. There was no sign of improvement to arrest the said fall in demand. The manufacturing operation in the steel units of the Company was closed on and from 14.08.2010 due to low demand and lack of competitive price for companies' product. Your company has fully closed the operations in the steel sector and sold entire assets including land, building, machinery and other fixed assets relating to steel industry. The company has also surrendered it's licenses / registrations under the VAT, Entry Tax, Central Excise and other statutory bodies. The production in coke unit is also closed and the Company will carry out the same once the market improves. Because of mounting losses the Company could not service its debts to banks. However part of the outstandings has been paid out of sale proceeds of fixed assets.

## **FINANCE:**

Your Company is passing through a difficult period to solve various finance related issues. The accounts with the banks has become bad and bank has initiated recovery proceedings against the company. However your company has paid Rs. 2.63 crore to the bank during the year out of sale proceeds of fixed assets and other receipts. Your Company has taken stringent measures to curtail various expenses till the situation improves.

## **FUTURE OUTLOOK**

As reported earlier the Company had previously planned to set – Up One 0.9 MTPA capacity of Coal Beneficiation Plant at Bainchua, Tangi, Cuttack to contribute to the profit of the Company. However at present the implementation of the same has been deferred till the present operations are revived.

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## **EXPANSION AND MODERNISATION**

Your Company has at present no plans for Expansion and Modernization. It is mainly concentrating on the operation of the existing business. No major capital expenditure is planned in the immediate following years.

## **INTERNAL CONTROL SYSTEM AND THEIR ADEQUACY**

Your Company remains committed to maintain, high standards of internal control designed to provide adequate assurance on the efficiency of operations and security of its assets. The adequate and effectiveness of the internal control across various activities, as well as compliance with laid – down system and policies are comprehensively and frequently monitoring by your companies management at all levels of organization. The Audit Committee, which meets at least four times a year, actively reviews internal control system as well as financial disclosures.

## **FIXED DEPOSITS**

Your company has not accepted any deposits as such no amount of principal or interest is outstanding on the date of the Balance Sheet.

## **PARTICULARS OF EMPLOYEES**

Your Directors place on record the sense of appreciation for the valuable contribution made by the staff members of the Company and hope that their continued support will help in achieving the goals of the Company. In accordance with the requirement of Section 217(2A) of the Companies Act, 1956, and read together with Companies (particulars of Employees) Amendment Rules 2011 it is stated that no employee of the Company is in receipt of remuneration aggregating to Rs. 60,00,000/- or more for the year or Rs. 5,00,000/- or more per month for the part of the year.

## **DIRECTORS**

Mr. V. K. Srivastava, Independent Director of the company, retire b, rotation at the ensuing Annual General Meeting and being eligible offer himself for re-appointment for a term of 5 years from the date of the AGM.

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## **AUDITORS**

M/s Sanjay Jagdish & Co, Chartered Accountants, Auditor of the Company retire at the conclusion of the Annual General Meeting and has expressed their unwillingness for re appointment. On the basis of recommendation of audit committee, the board recommends appointment of M/s Agarwal Vishwanath & Associates, Chartered Accountants as the auditors of the company. The Company has received a certificate from them to the effect that their re-appointment, if made, would be within the limits prescribed under section 224(1B) of the Companies Act, 1956 and that the appointment shall be in accordance with the provisions laid down in the Companies Act 2013.

## **AUDITORS' REMARKS**

The qualification made by the auditors' in their reports:

1. The interest on delay payment of statutory dues shall be accounted for on cash basis as it is not possible to ascertain the amount as on the date of the balance sheet.
2. Corporate Guarantee had to be executed as the Company had substantial stake in the said Company.
3. Steps will be taken for realization of advance to related parties.

## **DIRECTORS RESPONSIBILITY STATEMENT**

Your Directors hereby confirm:

- i. That in the preparation of the annual accounts, the applicable accounting standards had been followed along with proper explanation relating to material departures;
- ii. That the directors had selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and of the profit of the company for that period;
- iii. The directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- iv. that directors had prepared the annual accounts on a going concern basis.

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## PRATICULARS OF ENERGY CONSERVATION, ETC.

Particulars with respect to conservation of energy as per section 217 (1) (e) of the Companies Act, 1956 read with the Companies (Disclosures of Particulars in report of Directors) Rules, 1988 are as under:

1. Conservation of energy : NIL
2. Technology Absorption : NIL
3. Foreign Exchange Earning and out go
  - a. Foreign Exchange Earning : NIL
  - b. Foreign Exchange out go : NIL

## LISTING WITH STOCK EXCHANGES

The equity shares of the Company are listed in following Stock Exchanges as at 31.03.2014:

<u>Name of Stock Exchanges</u>	<u>Trading approval Obtained on</u>	<u>Scrip Code</u>
Calcutta St. Ex. Association Ltd. , Kolkata.	24.03.2005	NIL
The Stock Exchange, Mumbai.	07.04.2005	532623
The BBSR St. Ex. Association Ltd. , BBSR	07.04.2005	NIL
The Stock Exchange, Ahemdabad.	19.05.2005	41081

## CORPORATE GOVERNANCE

As per Clause 49 of the Listing Agreement with the Stock Exchanges, a separate section on Corporate Governance Practices followed by the Company together with a certificate from the Company's Auditors confirming compliance is set out in the Annexure forming part of this report.

## DEMATERIALISATION OF SHARES

The Company has got the approval for dematerialization of shares from National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) whereby shareholders have option to dematerialize the shares with any Depository under demat ISIN Number for both NSDL & CDSL is INE605F01017. Out of 1.06.74.395 Nos. of Equity Shares, the total number of shares held under NSDL & CDSL folios as at 31.03.2014 is furnished as under:

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NSDL Folio: 92,05,409 : 86.24% of the total Equity Shares  
CDSL Folio: 3,94,209 : 3.69% of the total Equity Shares

## **ACKNOWLEDGEMENT**

Your Directors would like to express their sincere thanks to various State and Central Government Department, bankers, Consultants, Advisors, shareholders and Investors for their valuable co-operation and continued support throughout the year to the Company. Your Directors would also sincerely acknowledge the significant contribution made by the Executives, Staff and workers for their dedicated services to the company.

**For and on behalf of the Board**

SD/-

**Deepak Agarwal  
Managing Director**

**The day of 8<sup>th</sup> August, 2014**

# N. R. INTERNATIONAL LIMITED

(CIN: No. L74999WB1991PLC051738)

## CORPORATE GOVERNANCE REPORT for the year 2013-14

### 1. COMPANY'S PHILOSOPHY ON CODE OF CORPORATE GOVERNANCE

The Company firmly believes that the principles of sound corporate governance not only encompass within its purview the statutory requirements but also that the enterprise is governed in a manner that it meets the objective of growth and prosperity, and has the competitive edge in the current market scenario. The company recognizes that transparent, credible and accountable governance is a must in today's scenario. A sound governance process consists of a combination of business practice, which results in enhanced shareholders value and enables the company to fulfill its obligations to customers, employees, financiers and to the society in general. The company further believes that such practices are founded upon the core values of transparency, accountability, independent monitoring and environmental consciousness. The company makes its best endeavor to uphold and nurture these core values across all aspects of its operations.

### 2. BOARD OF DIRECTORS

#### I. COMPOSITION AND CATEGORY

The current policy is to have an appropriate mix of executive and independent directors to maintain the independence of the Board. The Board consists of:

- Two promoter, executive directors
- Two independent non-executive directors

The composition of Board of Directors and all the number of other Board of Directors or Board Committees of which he is a member / Chairperson are as under:

Name of Director.	Category	No of other directorship (excluding*)	No. of membership of other Board Committee.	No. of Board Committee for Which Chairperson.
Shri Nirmal Modi	Promoter- executive	NIL	1	1
Shri Deepak Agarwal	Promoter- executive	NIL	NIL	2
Shri V. K. Srivastava	Independent non executive	1	3	1
Shri Abhishek Modi	Independent non executive director	1	4	NIL

\* Private Companies

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## II. ATTENDANCE OF EACH DIRECTOR AT THE BOARD MEETINGS AND THE LAST ANNUAL GENERAL MEETING.

During the financial year ended 31<sup>st</sup> March 2014, Board meeting were held on 6<sup>th</sup> May, 2013, 20<sup>th</sup> June 2013, 27<sup>th</sup> August, 2013, 26<sup>th</sup> September, 2013, 18<sup>th</sup> October, 2013, 8<sup>th</sup> November, 2013 and 12<sup>th</sup> February, 2014. The attendance of each director at these Board meeting and the last Annual General Meeting (AGM) was as follows:

Name of Director.	No. of Board Meeting attended	Attendance at last AGM held on 28 <sup>th</sup> September, 2013.
Shri Nirmal Modi	7	No
Shri Deepak Agarwal	7	Yes
Shri V. K. Srivastava	7	Yes
Shri Abhishek Modi	7	Yes

## 3. AUDIT COMMITTEE

### I. COMPOSITION.

The Audit Committee of the company comprises of three Directors, of whom two are independent non-executive. All these directors possess knowledge of corporate finance, accounts and law. The Chairman of the Committee is Promoter executive Director nominated by the Board. The Statutory Auditors of the company are permanent invitees at the meeting of the Committee.

The Constitution of the Audit Committee during the financial year 2013-14 was as follows:

1. Shri Nirmal Modi : Chairman, Promoter Executive
2. Shri V. K. Srivastava : Member, Independent, non – executive
3. Shri Abhishek Modi : Member, Independent, non – executive

As the company does not have any company secretary, there is no secretary to the audit committee.



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## II. BROAD TERMS OF REFERENCE

The terms of reference of the Audit Committee include:

- To review the Company's financial reporting process and its financial statements.
- To review the accounting and financial policies practices.
- To review the efficacy of the internal control mechanism and monitor risk management.
- To review policies adopted by the Company and ensure compliance with regulatory guidelines.
- To review reports furnished by the statutory auditors, and ensure that suitable follow-up action is taken.

## III. MEETING AND ATTENDANCE

During the financial year ended 31<sup>st</sup> March 2014, Five Audit Committee meeting were held on 16<sup>th</sup> April 2013, 22<sup>nd</sup> July, 2013, 20<sup>th</sup> August 2013, 17<sup>th</sup> October 2013, and 6<sup>th</sup> January, 2014.

Name of Director.	No. of Meeting attended
Shri Nirmal Modi	5
Shri V. K. Srivastava	5
Shri Abhishek Modi	5

## 4. NOMINATION AND REMUNARATION COMMITTEE

### I. COMPOSITION.

The committee consists of three Directors, Shri V K Srivastava (Independent & non – executive) as Chariman and Shri Nirmal Modi (Promoter Executive) and Shri Abhishek Modi (Independent & non – executive) as members during the financial year 2013-14.

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## II. DETAILS OF REMUNARATION TO THE DIRECTORS FOR THE YEAR ENDED 31.03.2014

Name of Director.	Salary	Benefits	Commis sion	Sitting Fees	Total
Shri Nirmal Modi (Chairman)	3,00,000	-	-	-	3,00,000
Shri Deepak Agarwal (Managing Director)	3,00,000	-	-	-	3,00,000
Shri V. K. Srivastava	-	-	-	-	-
Shri Abhishek Modi	-	-	-	-	-

## 5. SHAREHOLDER'S / INVESTORS GRIEVANCE COMMITTEE

The Company constituted the shareholder / Investor grievance committee to oversee the redressal of the shareholders and Investor grievance in related to transfer of shares, non – receipt of annual report etc. The Registrar and Share Transfer Agent of the Company is M/s ABS Consultants Pvt. Ltd. of Kolkata.

### I. COMPOSITION

- Shri Deepak Agarwal : Chairman, Promoter Executive
- Shri V. K. Srivastava : Member, Independent, non – executive
- Shri Abhishek Modi : Member, Independent, non – executive

### II. MEETING AND ATTENDANCE

During the Financial year ended 31<sup>st</sup> March 2014, 4 Numbers of Shareholder's / Investor Grievance Committee meeting was held.

### III. TERMS OF REFERENCE

The terms of references of the Committee are to approve transfer / transmission of shares, dematerialization and re – materialization of shares, approving the split and consolidation request and other matters relating to transfer and registration of shares and also further to look into the redressal of shareholders' and investors' complaints relating to non receipt of notices, share certificates, annual reports and other grievances.

# *N. R. INTERNATIONAL LIMITED*

*(CIN No. L74999WB1991PLC051738)*

## **IV. COMPLIANCE OFFICER**

The Board designation Sri Deepak Agarwal, Managing Director of the Company, as the compliance officer to monitor the share transfer process and to liaise with the regulatory authorities.

- V. During the year ended 31<sup>st</sup> March 2014, all complaints received from the shareholders / investors were sorted out. There were no pending complaints as on 31<sup>st</sup> March, 2014.

## **6. STAKEHOLDER RELATIONSHIP COMMITTEE**

The Company constituted the stakeholder relationship committee during the current year in the Board Meeting of the company held on 2<sup>nd</sup> June, 2014 in pursuance to the provisions of Companies Act, 2013.

### **II. COMPOSITION**

Shri Deepak Agarwal	: Chairman, Promoter Executive
Shri V. K. Srivastava	: Member, Independent, non – executive
Shri Abhishek Modi	: Member, Independent, non – executive

### **III. MEETING AND ATTENDANCE**

As the committee has been constituted in the current year, no meeting of the committee has been held till date.

### **IV. TERMS OF REFERENCE**

The committee is entrusted with the responsibility to resolve the grievances of security holders. The committee monitors and reviews the performance and service standards of the Registrar and Share Transfer Agents of the company and provide continuous guidance to improve the service level for investors.

# N. R. INTERNATIONAL LIMITED

(CIN: No. 274999(W)BI991PL(C051738)

## III. GENERAL BODY MEETING

- i. Location and time, where last three Annual General Meeting were held is given below:

Financial Year	Date	Location of the Meeting	Time
2010-2011	24.09.2011	Merchants Chamber of Commerce, 15-B, Hemanta Basu Sarani, Kolkata-700001	10:00 A.M.
2011-2012	29.09.2012	Merchants Chamber of Commerce, 15-B, Hemanta Basu Sarani, Kolkata-700001	10:00 A.M.
2012-2013	28.09.2013	Regd Office at Draupadi Mansion, 3 <sup>rd</sup> Floor, 11, Brabourne Road, Kolkata – 700 001.	10:00 A.M.

- ii. No Extra Ordinary General Meeting of the shareholders was held during the year.  
iii. No special resolution was put through ballot at the last AGM.

## IV. DISCLOSURES

Related party transactions are set out in the Notes to accounts, forming part of the Annual Report for the year ended on 31<sup>st</sup> March, 2014. There is no other pecuniary relationship of transactions with the non – executive independent directors. During the last three years there were no strictures or penalties imposed on the company by the Stock Exchange or SEBI or any statutory authority for non – compliance of matter related to Capital Markets. Details of adoption of non mandatory requirements are shown separately. , which may have potential conflict with the interests of the company large.

## V. MEANS OF COMMUNICATION

- i) The annual accounts are published in English daily the “Financial Express” and Bengali Daily, “Dainiklipi”  
ii) Management’s Discussions and Analysis forms part of this annual report.  
iii) Official news releases are given directly to the press

# *N. R. INTERNATIONAL LIMITED*

(CIN No. L74999WB1991PLC051738)

## **VI. GENERAL SHAREHOLDERS' INFORMATION.**

### **I. Company Registration Details**

The company is registered in the State of West Bengal, India. The Corporate Identity Number (CIN) allotted to the company by the Ministry of Company affairs (MCA) is L74999WB1991PLC051738.

### **II. ANNUAL GENERAL MEETING**

Date and time : 27.09.2014 at 10.00 AM

Venue : 'Draupadi Mansion', 3<sup>rd</sup> Floor,  
11, Brabourne Road,  
Kolkata – 700 001.

### **III. FINANCIAL YEAR CALENDAR FOR 2014 - 2015 (TENTATIVE)**

- Financial Year 1<sup>st</sup> April – 31<sup>st</sup> March.
- 1<sup>st</sup> Quarterly Results - Fourth week of July 2014.
- 2<sup>nd</sup> Quarterly Results - Fourth week of Oct 2014.
- 3<sup>rd</sup> Quarterly Results - Third week of Jan 2015.
- 4<sup>th</sup> Quarterly Results - Fourth week of June 2015.
- Annual results - Fourth week of June 2015.

### **IV. BOOK CLOSURE DATE**

19.09.2014 – 27.09.2014 (both days inclusive) on account of AGM.

### **V. DIVIDEND PAYMENT DATE**

The company did not declare any dividends for the year ended 31<sup>st</sup> March 2014.

# N. R. INTERNATIONAL LIMITED

(CIN No. L74999WB1991PLC051738)

## VI. STOCK EXCHANGE DETAILS

As on 31.03.2014 the Equity Shares consisting 1,06,74,395 Equity Shares @ Rs.10 each has been listed in following Stock Exchanges:

- i) Calcutta Stock Exchange Association Ltd.  
7, Lyons Range, Kolkata – 700 001.
- ii) Bombay Stock Exchange Limited  
Phiroze Jeejeebhoy Towers,  
Dalal Street, Mumbai – 400 001.
- iii) Ahmedabad Stock Exchange Limited  
Kamdhenu Complex, Opp Sahajanand College  
Ahmedabad – 380 015.
- iv) The Bhubaneswar Stock Exchange  
6<sup>th</sup> Floor, Idco Towers, Janpath,  
Bhubaneswar – 751022.

## VII. DEPOSITORIES

- i) National Securities Depository Ltd.  
Trade World, 4<sup>th</sup> Floor, Kamala Mills Compound  
Senapati Bapat Marg, Lower Parel Mumbai – 400093.
- ii) Central Depository Services (India) Ltd.  
Phiroze Jeejeebhoy Towers, 28<sup>th</sup> Floor, Dalal Street,  
Mumbai – 400023.

## VIII. STOCK CODES

Demat ISIN Number for NSDL & CDSL	:	INE605F01017			
Stock Code	-	BSE-NRINTER	Scrip Code	-	532623
Stock Code	-	ASE-NRINTER	Scrip Code	-	41081

# N. R. INTERNATIONAL LIMITED

(CIN No. L74999WB1991PLC051738)

## IX. MARKET PRICE DATA

The details of monthly High & Low price of the Equity Shares listed at Bombay Stock Exchange Limited, for the financial year 2013-14 are given as under

Month	BSE		
	High (Rs.)	Low (Rs.)	Volume (Nos.)
April, 2013	3.74	3.37	2,535
May, 2013	Data not available		
June, 2013	3.53	3.53	7
July, 2013	3.53	3.53	35
August, 2013	3.90	3.57	3,293
September, 2013	3.90	3.90	7
October, 2013	4.05	3.85	27
November, 2013	Data not available		
December, 2013	Data not available		
January, 2014	4.00	3.48	324
February, 2014	Data not available		
March, 2014	3.31	3.05	750

## X. SHARE TRANSFER AGENT

With a view to availing the expertise of a specialized R & T agency, the company has appointed M/s ABS Consultants Pvt. Ltd to act as Registrar and Share Transfer Agent of the company. The address and contact numbers of M/s ABS Consultant Pvt. Ltd are as follows:

### ABS Consultant Pvt. Ltd

Room No. 99, 6<sup>th</sup> Floor, Stephen House  
4 No. B. B. D. Bag (East) .Kolkata – 700 001.  
Telephone: +91-33-22301043 / 22430193  
e-mail : absconsultant@vsnl.net

## XI. SHARE TRANSFER SYSTEM.

The company has appointed M/s ABS Consultants Pvt. Ltd to act as Registrar and Share Transfer Agent of the company. Shareholders / Investors are requested to send share transfer related documents directly to our R & T Agent whose address is given above.

# N. R. INTERNATIONAL LIMITED

(CIN No. L74999WB1991PLC051738)

## XII. DISTRIBUTION OF SHAREHOLDING AS ON 31 MARCH 2014.

Nominal Value of Shareholding (in Rs.)	No. of Shareholders	Percentage (%)	No. of Shares	Percentage (%)
Upto 5,000	3628	83.67	7,42,985	6.96
5,001 – 10,000	355	8.19	2,86,767	2.69
10,001 – 20,000	203	4.68	3,06,888	2.87
20,001 – 30,000	56	1.29	1,43,641	1.35
30,001 – 40,000	14	0.32	47,388	0.44
40,001 – 50,000	22	0.51	1,00,868	0.94
50,001 – 1,00,000	29	0.67	1,94,342	1.82
1,00,001 and above	29	0.67	88,51,516	82.93
<b>Total:</b>	<b>4336</b>	<b>100</b>	<b>1,06,74,395</b>	<b>100</b>

## XIII. CATEGORIES OF SHAREHOLDING AS ON 31 MARCH 2014.

<u>Categories</u>	<u>No. of Shares</u>	<u>% of holding</u>
1. Promoters & Associates	64,54,347	60.47
2. Mutual Fund/UTI	2850	0.03
3. Financial Institutions, Banks	600	0.01
4. Corporate Bodies	20,68,085	19.37
5. Indian Public	21,48,405	20.12
6. Non Resident Indian	108	0.00
<b>Total:</b>	<b>106,74,395</b>	<b>100.00</b>



# N. R. INTERNATIONAL LIMITED

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## XIV. PLANT LOCATION

Coke Oven Plants	
I. B. Industries (a Unit of N. R. International Ltd.) Kantaikolia, Govindpur, Dhenkanal, ORISSA	Bharat Hardcoke Manufacturers (a Unit of N. R. International Ltd.) Tupudana, Hatia, Ranchi. JHARKHAND

## XV. INVESTOR CORRESPONDENCE

1) ABS Consultants Pvt. Ltd.  
Room No. 99, 6<sup>th</sup> Floor, Stephen House  
4 No.B.B.D.Bag (East). Kolkata – 700001.  
Telephone: 033 22201043 / 22430193  
e-mail : [absconsultant@vsnl.com](mailto:absconsultant@vsnl.com)

2) N. R. International Ltd.  
NR House, Plot No.-1050,  
Opp. Bombay Hotel, College Square, Cuttack-3  
Telephone: +91-671-2548187, Fax-2549202  
e-mail : [nril@satyam.net.in](mailto:nril@satyam.net.in)

## VII. CODE OF CONDUCT :

The Company has a Code of conduct applicable to all Board Members and Senior Management Staff for avoidance of conflicts of interest between each of the above individuals and the Company. Each Board members and senior Management Staff have to declare to their compliance with the code of conduct as at the end of each financial year. The required declaration in respect of financial year 2013 – 2014 have been received from all Board Members and Senior Management Staff. There were no material significant transactions during the Financial Year with the Board Members and Senior Management Staff, including their relatives, that had or could have had a potential conflict of interest with the company.

# *N. R. INTERNATIONAL LIMITED*

(CIN No. L74999WB1991PLC051738)

## **VIII. MANAGEMENT DISCUSSION AND ANALYSIS.**

### **I. OVERALL REVIEW**

The Company is dedicated to manufacture and serve highest quality LAM Coke & MS Ingots to the entire satisfaction of a large number of corporate while ensuring its economical, social & moral commitments. It has gained substantial expertise in Material Handling, Logistics Management & Services, Bulk Cargo Handling a Ports, Ship Chartering, Import & Trading of Non-Coking Coal, Coking Coal, Ferrous & Non-Ferrous Metals and Manufacturing of LAM Coke, Hard Coke, etc.

NRIL provides a one-stop shop for customers interested in procuring imported non-coking and coking coal, Low Ash Coke both imported and indigenous and also for customers interested in procuring services in procurement, supervision and handling of bulk cargo, chartering of ships etc.

NRIL has also engaged in the business of import and trading of the both ferrous & non-ferrous metals, including iron & steel items with an aim to cater the market by importing these materials from foreign countries as well as procurement & trading of those materials from indigenous market.

### **II. FUTURE OUTLOOK**

As the economic slowdown still persists and the steel industries are under severe distress, the company has closed it's iron and steel manufacturing business and sold all the assets like land, building, machinery etc relating to iron and steel industry and paid the proceeds towards bank dues. As the manufacturing activity in coke is also not fully viable, the company is not operating it's coke oven plants at present and also for the reasons sighted above, the company does not have any immediate plan for expansion of it's manufacturing business. The company is now concentrating on the logistics business where it expects to earn substantial amount of profits in the years to come. This will also help to strengthen the financial position of your company.

### **III. INTERNAL CONTROL SYSTEMS AND THEIR ADEQUACY**

NRIL has proper and adequate system of internal controls to ensure that all assets are safeguarded and protected against loss from misuse or disposition and that transaction are authorized, recorded and reported correctly.

The internal control is supplemented by an extensive program of internal audits, review by management and documented policies, guidelines and procedures. The internal control is designed to ensure that the financial and other records are reliable for preparing financial statements and other data, and for maintaining accountability of assets.

# N. R. INTERNATIONAL LIMITED

(CIN No. L74999WB1991PLC051738)

## IV. FINANCIAL PERFORMANCE

(Rs.....in Lacs)

Years	2013 - 14	2012 - 13
Paid-up Share Capital	1067.44	1067.44
Reserve & Surplus	829.51	1053.21
Annual Turnover	2585.63	2557.89
Net Profit	11.49	- 86.62
Fixed Assets (Depreciated Value)	588.91	983.47

## V. CAUTIONARY STATEMENT

Statements in the Management's Discussion and analysis report describing the Company's projections, plans, estimates, expectations, will, anticipates, believes, intends, predictions or other words of similar meaning, may be 'forward looking statements' within the meaning of applicable securities laws and regulations. Actual results could differ materially from those expressed or implied. Important factors that would make a difference to the Company's operations include demand-supply conditions, raw-materials prices, changes in Government regulations, tax regimes, economic developments within the country and other factors such as litigation and labour negotiations.

By order of the Board

Date: 8<sup>th</sup> August, 2014

SD/-  
Deepak Agarwal  
Managing Director

***N. R. INTERNATIONAL LIMITED***

*(CIN No. L74999WB1991PLC051738)*

**CERTIFICATE BY THE MANAGING DIRECTOR UNDER  
CLAUSE 49 (V) OF THE LISTING AGREEMENT**

Date: 8<sup>th</sup> August, 2014

The Board of Directors,  
**N. R. INTERNATIONAL LIMITED**  
Draupadi Mansion, 3<sup>rd</sup> Floor,  
11, Brabourne Road,  
Kolkata-700 001.

I, Deepak Agarwal, Managing Director of N. R. International Limited certify to the Board that I have reviewed the financial statement and cash flow statement of the Company for the financial year ended 31<sup>st</sup> March, 2014 and to the best of my knowledge and belief, I certify that :-

1. These statement do not contain any materially untrue statement or omit any material fact or contain statement that might be misleading; that the statement together present a true and fair view of the Company's affairs and are in compliance with existing Accounting Standards; applicable laws and regulations;
2. There are no fraudulent or illegal transactions;
3. I accept responsibility for establishing and maintaining internal control for financial reporting and I have evaluated the effectiveness of the internal control system of the Company pertaining to financial reporting. Deficiencies in the design or operation of such internal control, if any, of which I am aware, have been disclosed to the auditors and the Audit Committee and steps have been taken to rectify these deficiencies.
4.
  - i) There has not any significant changes in internal control over financial reporting during the year under reference;
  - ii) There has not any significant changes in accounting policies during the year requiring disclosure in the notes to the financial statement; and
  - iii) There have been no instances of frauds of which I am aware during the year.

SD/-  
Deepak Agarwal  
Managing Director

# SANJAY JAGDISH & CO.

Chartered Accountants



## CERTIFICATE

To  
The Members of  
**N. R. INTERNATIONAL LIMITED**

We have examined the compliance of conditions of corporate governance by N. R. INTERNATIONAL LIMITED, for the year ended on 31<sup>st</sup> March, 2014, as stipulated in clause 49 of the Listing Agreement of the said Company with the Stock Exchange.

The compliance of conditions of corporate governance is the responsibility of the management. Our examination was limited to procedures and implementation thereof, adopted by the Company for ensuring the compliance of the conditions of the Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.

In our opinion and to the best of our information and according to the explanations given and representations made by the Directors and the management to us, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in the above mentioned Listing Agreement.

We state that as per the records maintained by the Registrar and Share Transfer Agent of the company and presented to the Shareholders / Investor Grievance Committee, no investor grievances are pending for a period exceeding one-month against the Company.

We further state that such compliance is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the management has conducted the affairs of the Company.

For, Sanjay Jagdish & Co.  
Chartered Accountants  
FRN : 324645E

SD/-  
Sanjay Kumar Agarwal  
Proprietor  
Membership No.: 057794

Place : Kolkata  
Date : 8<sup>th</sup> August, 2014



## Independent Auditor's Report

To  
The Members of  
**N. R. INTERNATIONAL LIMITED**

### Report on the Financial Statements

We have audited the accompanying financial statements of **M/s N. R. INTERNATIONAL LIMITED** ("the Company") which comprise the Balance Sheet as at 31 March 2014, the Statement of Profit and Loss and the Cash Flow Statement for the year then ended, and a summary of significant accounting policies and other explanatory information.

### Management's Responsibility for the Financial Statements

Management is responsible for the preparation of these financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the Accounting Standards referred to in sub-section (3C) of section 211 of the Companies Act, 1956 ("the Act"). This responsibility includes the design, implementation and maintenance of internal control relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

### Auditor's Responsibility

Our responsibility is to express an opinion on these financial statements based on our audit. We conducted our audit in accordance with the Standards on Auditing issued by the Institute of Chartered Accountants of India. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the Company's preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of the accounting estimates made by management, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

# SANJAY JAGDISH & CO.

Chartered Accountants



## Opinion

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid financial statements give the information required by the Act in the manner so required and subject to :

- (i) Note No 29.8(d) regarding non ascertainment and provision of interest on delay payments of statutory dues such as TDS, Service Tax, etc.

give a true and fair view in conformity with the accounting principles generally accepted in India:

- i. in the case of the balance sheet, of the state of affairs of the Company as at 31 March 2014;
- ii. in the case of the statement of profit and loss, of the profit for the year ended on that date; and
- iii. in the case of the cash flow statement, of the cash flows for the year ended on that date.

## Reference to Accounting Standards in Audit Report

"In our opinion, the Balance Sheet and the Statement of Profit and Loss comply with the Accounting Standards notified under the Companies Act, 1956 read with the General Circular 15/2013 dated 13 September 2013 of the Ministry of Corporate Affairs in respect of section 133 of the Companies Act, 2013."

## Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2003 ("the Order"), as amended, issued by the Central Government of India in terms of sub-section (4A) of section 227 of the Act, we give in the Annexure a statement on the matters specified in paragraphs 4 and 5 of the Order.
2. As required by section 227(3) of the Act, we report that:
  - a. we have obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit;
  - b. in our opinion proper books of account as required by law have been kept by the Company so far as appears from our examination of those books [and proper returns adequate for the purposes of our audit have been received from branches not visited by us];

# SANJAY JAGDISH & CO.

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- bb. the **report on the accounts of the proprietorship unit–M/s Bharat Hardcok Manufacturers** audited under section 228 by a person other than the company's auditor has been **forwarded to us** as required by clause (c) of sub - section (3) of section 228 **and have been dealt** with in preparing our report in the manner considered necessary by us;"
- c. the Balance Sheet, Statement of Profit and Loss and Cash Flow Statement dealt with by this Report are in agreement with the books of account [and with the returns received from branches not visited by us];
- d. in our opinion, the Balance Sheet, Statement of Profit and Loss and Cash Flow Statement comply with the Accounting Standards referred to in sub-section (3C) of Section 211 of the Companies Act, 1956; and
- e. on the basis of written representations received from the directors as on 31 March 2014, and taken on record by the Board of Directors, none of the directors is disqualified as on 31 March 2014, from being appointed as a director in terms of clause (g) of sub-section (1) of Section 274 of the Companies Act, 1956.

For, **Sanjay Jagdish & Co.**

Chartered Accountants

**Firm's Registration Number: 324645E**

**Place : Cuttack**  
**Date : 8<sup>th</sup> August, 2014**

**SD/-**  
**Sanjay Kumar Agarwal**  
**Proprietor**  
Membership Number: 057794





## Annexure to the Auditors' Report

The Annexure referred to in our report to the members of **M/s N. R. INTERNATIONAL LIMITED** ("the Company") for the year ended 31 March 2014. We report that:

- i) (a) The company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets;
- (b) As explained to us, the fixed assets of the company have been physically verified by the management at reasonable interval and no material discrepancies were noticed on such verification.
- (c) The company has disposed off during the year balance of Tangi Land along with building, shed & plant & machinery. With this the entire fixed assets of the company relating to iron and steel business has been disposed. However, the going concern status of the company is not affected.
- (ii)(a) The management has conducted physical verification of inventory at reasonable intervals during the year.
- (b) In our opinion, the procedures of physical verification of inventory followed by the management are reasonable and adequate in relation to the size of the Company and the nature of its business.
- (c) The Company has maintained proper records of inventory. No material discrepancies were noticed on physical verification carried out at the end of the year.
- (iii) (a) The company has provided interest free advances in the form of advance aggregating to Rs. 6,56,78,243/- (Previous year Rs. 10,00,000/-) and share application money aggregating Rs. NIL (Previous year Rs. 18,25,20,000/-) to the firms / companies covered in the register maintained u/s 301 of the Companies Act, 1956.
- (b) In our opinion and according to information's and explanations given to us, the terms and conditions of such advances are prima facie not prejudicial to the interest of the company.
- (c) In the absence of stipulations regarding repayment of such advances, we are unable to comment upon the regularity of repayment of the same.
- (d) As stated above, no repayment schedule has been specified and hence we are unable to comment upon any overdue amount in excess of Rs. 1.00 Lac in this regard.
- (e) The Company has not taken any loans, secured or unsecured from companies, firms or other parties covered in the register maintained under section 301 of the Companies Act 1956. Accordingly, clauses (f) and (g) of paragraph (iii) are not applicable.

# SANJAY JAGDISH & CO.

Chartered Accountants



- (iv) In our opinion and according to the information and explanations given to us, there are adequate internal control procedures commensurate with the size of the company and the nature of its business, for the purchase of investments and fixed assets and for the sale of goods and services. During the course of our audit, no major weakness has been noticed in the internal control system in respect of these areas.
- (v) (a) According to information and explanations provided by the management, we are of the opinion that the particulars of contracts or arrangements referred to in section 301 of the Act that need to be entered into the register maintained under section 301 have been so entered.  
  
(b) In our opinion and according to the information and explanation given to us, the transactions in pursuance of such contracts or arrangements exceeding value of Rupees five lakhs have been entered during the financial year at prices which are reasonable having regard to the prevailing market prices at the relevant time.
- (vi) The Company has not accepted any deposit during the year from the public within the meaning of the provisions of Section 58A and 58AA of the Companies Act, 1956 or any other relevant provisions of the Companies Act, 1956 and the Rules framed there under.
- (vii) The internal audit of the company has been done by the audit committee under the supervision of the Managing Director on periodical basis. In our opinion, the Internal Audit System of the company is needs to be strengthened commensurate to the size and nature of its business.
- (viii) We have reviewed the books of account maintained by the Company pursuant to Rules made by the Central Government for the maintenance of cost records u/s 209(1)(d) of the Companies Act, 1956 and are of the opinion that prima-facie the prescribed accounts and records have been made and maintained. However, we have not made a detailed examination of the same.
- (ix) (a) According to the records of the Company, the Company is regular in depositing with the appropriate authorities undisputed statutory dues including Provident Fund, Investor Education and Protection Fund, Employees' State Insurance, Income-tax, Sales-tax, Wealth-tax, Service-tax, Custom Duty, Excise Duty, Cess and any other material statutory dues wherever applicable to it. However in certain cases the said amount has been deposited beyond the due date.  
  
(b) According to the information and explanations given to us, no undisputed amounts payable in respect of sales tax, PF, ESI, Service Tax, Income Tax and other statutory dues were in arrears as at 31<sup>st</sup> March 2014 payable for a period of more than six months from the date they become payable.

# SANJAY JAGDISH & CO.

Chartered Accountants



- (c) According to the information and explanation given to us, there are no dues of income tax, sales-tax, wealth tax, service tax, custom duty, excise duty and cess which have not been deposited on account of any dispute except the following :

Statute Name	Period to which it relates	Forum where matter is pending	Amount (Rs)
Orissa VAT Act	01.04.2005 - 31.03.2008	Under appeals with respective department	3,06,76,978
Orissa CST Act	01.04.2005 - 31.03.2008	--- Do---	9,97,627
Orissa Entry Tax Act	01.04.2005 - 31.03.2008	--- Do---	23,48,038
Service Tax	2008-09 and 2009-10	--- Do---	27,33,189

- (x) The Company has accumulated loss of Rs. 1,28,31,875/- as at the end of the financial year. It has incurred cash loss of Rs. 14,20,904/- (Previous Year - 65,65,761/-) during the year.
- (xi) **Based on our audit procedures and as per the information and explanations given by the management, it is observed that the credit facilities of the company with The Federal Bank Ltd, 1 R N Mukherjee Road, Kolkata - 700 001 has become non performing assets and the bank has initiated recovery proceedings against the company. Apart from that the Company has not defaulted in repayment of dues to a financial institution or debenture holders.**
- (xii) According to records of the Company and on the basis of information and explanations given to us, the Company has not granted any loans and advances on the basis of security by way of pledge of shares, debentures and other securities.
- (xiii) In our opinion, the Company is not a chit fund or a nidhi / mutual benefit fund / society. Therefore, the provisions of clause 4(xiii) of the Companies (Auditor's Report) Order, 2003 (as amended) are not applicable to the Company.
- (xiv) In our opinion, the Company is not dealing in or trading in shares, securities, debentures and other investments. Accordingly, the provisions of clause 4(xiv) of the Companies (Auditor's Report) Order, 2003 (as amended) are not applicable to the Company.
- (xv) **The Company has given corporate guarantee for loans taken by an associate company from a Bank without complying with the provisions of section 295 and 372 A of the Companies Act, 1956. Further, in the absence of express terms and conditions of such guarantee and availability of financial information about borrower, we do not opine on the reasonableness thereof.**

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Chartered Accountants



- (xvi) The company has not obtained any term loan during the year hence sub clause 4(xvi) is not applicable.
- (xvii) According to the Financial Statements and other records examined by us and the information and explanations given to us, on an overall basis, it appears that portion of funds raised on short term basis have been utilized for long term investments. We are not in a position to quantify the same in the absence of proper segregation and audited accounts of associate concerns.
- (xviii) The Company has not made any preferential allotment of shares to parties and companies covered in the Register maintained under section 301 of the Act.
- (xix) The Company has not issued any debentures during the year.
- (xx) The Company has not raised any money by public issue.
- (xxi) According to the information and explanations given to us, no fraud on or by the Company has been noticed or reported during the year.

For, **Sanjay Jagdish & Co.**  
Chartered Accountants  
**Firm's Registration Number: 324645E**

**Place : Cuttack**  
**Date : 8<sup>th</sup> August, 2014**

**SD/-**  
**Sanjay Kumar Agarwal**  
**Proprietor**  
Membership Number: 057794

## BALANCE SHEET

Particulars	Note No.	As at 31 March. 2014	As at 31 March. 2013
		₹	₹
<b>A EQUITY AND LIABILITIES</b>			
<b>1 Shareholders' funds</b>			
(a) Share Capital	3	106,743,950	106,743,950
(b) Reserves and Surplus	4	82,950,813	105,320,579
		<b>189,694,763</b>	<b>212,064,529</b>
<b>2 Non-current liabilities</b>			
(a) Long-Term Borrowings	5	89,501,136	115,986,978
(b) Long-Term Provisions	7	129,046	107,066
		<b>89,630,182</b>	<b>116,094,044</b>
<b>3 Current liabilities</b>			
(a) Short-Term Borrowings	8	123,735,474	123,735,474
(b) Trade Payables	9	5,364,878	6,296,588
(c) Other Current Liabilities	10	5,971,841	12,023,506
(d) Short Term Provisions	11	1,214,700	-
		<b>136,286,893</b>	<b>142,055,567</b>
<b>TOTAL</b>		<b>415,611,838</b>	<b>470,214,141</b>
<b>B ASSETS</b>			
<b>1 Non-current assets</b>			
(a) Fixed Assets			
(i) Tangible Assets	12A	57,889,334	96,686,398
(ii) Intangible Assets	12B	-	-
(iii) Capital Work-in-Progress	12A	1,001,409	1,660,373
		<b>58,890,743</b>	<b>98,346,771</b>
(b) Non-Current Investments	13	175,250,000	15,500,000
(c) Deferred Tax Assets (Net)	6	7,459,555	-
(d) Long-term Loans and Advances	14	5,231,731	190,019,656
(e) Other Non-Current Assets	15	41,881	88,677
		<b>187,983,167</b>	<b>205,608,333</b>
<b>2 Current assets</b>			
(a) Inventories	16	987,690	2,017,939
(b) Trade Receivables	17	75,677,173	124,695,256
(c) Cash and Cash Equivalents	18	5,562,700	11,175,861
(d) Short-Term Loans and Advances	19	82,193,347	23,997,555
(e) Other Current Assets	20	4,317,017	4,372,427
		<b>168,737,927</b>	<b>166,259,037</b>
<b>TOTAL</b>		<b>415,611,838</b>	<b>470,214,141</b>
The notes are an integral part of these financial statements			

In terms of our report attached.

For SANJAY JAGDISH &amp; CO

Chartered Accountants

Firm Registration No : 324645E

For and on behalf of the Board of Directors

SD/-  
SANJAY KUMAR AGARWAL  
PROPRIETOR

Membership No. 057794

SD/-  
Nirmal Modi  
Chairman  
Din No. 00268371

SD/-  
Deepak Agarwal  
Managing Director  
Din No. 00268483

Place : CUTTACK

Date : 8th August, 2014