



**N.R.INTERNATIONAL LTD.**

Date: September 07, 2021

To  
BSE Limited.  
Department of Corporate Services.  
1st Floor, New Trading Wing  
Rotunda Building,  
Phiroze Jeejeebhoy Towers,  
Dalal Street, Fort  
Mumbai-400001

Dear Sir,

**Sub: Intimation of Notice of Thirtieth Annual General Meeting (AGM), e-voting Information, Record date and Book Closure.**

Pursuant to Regulation 30 read with Para A of Part A of Schedule III and Regulation 34 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), please find enclosed herewith, the Notice of the 30th (Thirtieth) Annual General Meeting ("AGM") of the Company scheduled to be held on Thursday, September 30, 2021 at 12.00 P.M. (IST) through Video Conferencing ("VC")/ Other Audio-Visual Means ("OAVM").

The Annual Report of the Company for the Financial Year 2020-2021 [comprising of, inter alia, Audited Standalone Financial Statements, Reports of the Board of Directors and the Statutory Auditors for the Financial Year ended March 31, 2021, Notice of the AGM], is also available on the website of the Company, viz., [www.nrinternationaltd.in](http://www.nrinternationaltd.in)

We further wish to inform that pursuant to Regulation 42 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), the company has fixed Thursday, September 23, 2021, as the record date and date of book closure for the financial year ended March 31, 2021 and also for the purposes of the AGM. Further, the Register of Members and Share Transfer Books of the Company will remain closed from Friday, September 24, 2021 to Thursday, September 30, 2021 (both days inclusive) for the purpose of the AGM.



☎ 91 33 22318932    ☎ 91 33 22621530    🌐 [www.nrinternationaltd.in](http://www.nrinternationaltd.in)    📧 [deepaknr@gmail.com](mailto:deepaknr@gmail.com)

📍 Regd. Office: 3rd Floor, Draupadi Mansion,  
11 Brabourne Road, Kolkata - 700001, West Bengal, India

CIN - L74999WB1991PLC051738

Further, in terms of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management & Administration) Rules, 2014. The remote e-voting period commences on Monday, September 27, 2021 (at 9.00 a.m. IST) and ends on Wednesday, September 29, 2021(at 5.00 p.m. IST). During this period, the Shareholders of the Company, holding-shares either in physical form or in dematerialized form, as on the cutoff date for the purpose of E – voting may cast their votes by remote e-voting.

This is for your information and dissemination.

Thanking you,  
For N R International Limited

*Divya Sachdev*



Ms. Divya Sachdev  
Company Secretary & Compliance Officer

CC to:

- 1. Central Depository Services (India) Limited**  
Marathon Futurex, A-Wing, 25th floor,  
NM Joshi Marg, Lower Pare), Mumbai 400013
- 2. National Securities Depository Limited**  
Trade World, A wing, 4th Floor,  
Kamala Mills Compound, Lower Parel,  
Mumbai-400013

# N R INTERNATIONAL LIMITED

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

Phone: 033-22318932/ 033- 22621530, Email ID: [info@nrinternationalltd.in](mailto:info@nrinternationalltd.in)

Website: [www.nrinternationalltd.in](http://www.nrinternationalltd.in) CIN: L74999WB1991PLC051738

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To

**The Shareholders,**

NOTICE is hereby given that **30<sup>th</sup> Annual General Meeting** of the shareholders of **M/s N. R. INTERNATIONAL LIMITED** will be held on Thursday, 30<sup>th</sup> day of September, 2021 at 12:00 P. M. through Video Conferencing ('VC')/Other Audio Visual Means ('OAVM') facility to transact the following business;

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## Ordinary Business

1. To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended March 31, 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 30<sup>th</sup> Annual General Meeting till the conclusion of 35<sup>th</sup> 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 13<sup>th</sup> 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 30<sup>th</sup> 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 30<sup>th</sup> Annual General Meeting till the conclusion of 35<sup>th</sup> 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 07<sup>th</sup> May, 2021 to 6<sup>th</sup> 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 31<sup>st</sup> August, 2021**

**By order of the Board/-**

**Regd. Office :** -“Draupadi Mansion”,  
3<sup>rd</sup> 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, 3<sup>rd</sup> 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 30<sup>th</sup> 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 30<sup>th</sup> AGM through VC/OAVM Facility and e-Voting during the 30<sup>th</sup> 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, 6<sup>th</sup> 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](mailto: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](http://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 30<sup>th</sup> 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](http://www.nrinternationalltd.in). The notice of AGM and annual report will also be available on the website of Stock Exchanges ([www.bseindia.com](http://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 <sup>st</sup> 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 <sup>st</sup> 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 30<sup>th</sup> 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

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Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

In terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Pursuant to above said SEBI Circular, Login method for e-Voting and joining virtual meetings for Individual shareholders holding securities in Demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL	<ol style="list-style-type: none"><li>1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are <a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a> or visit <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on Login icon and select New System Myeasi.</li><li>2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the e-voting is in progress as per the information provided by company. On clicking the e-voting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the</li></ol>

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	<p>meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers i.e. CDSL/NSDL/KARVY/LINKINTIME, so that the user can visit the e-Voting service providers' website directly.</p> <p>3) If the user is not registered for Easi/Easiest, option to register is available at <a href="https://web.cdslindia.com/myeasi/Registration/EasiRegistration">https://web.cdslindia.com/myeasi/Registration/EasiRegistration</a></p> <p>4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the e-voting is in progress and also able to directly access the system of all e-Voting Service Providers.</p>
Individual Shareholders holding securities in demat mode with NSDL	<p>1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: <a href="https://eservices.nsd.com">https://eservices.nsd.com</a> either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</p> <p>2) If the user is not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsd.com">https://eservices.nsd.com</a>. Select "Register Online for IDeAS" "Portal" or click at <a href="https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp</a></p> <p>3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsd.com/">https://www.evoting.nsd.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat</p>

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	<p>account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting</p>
Individual Shareholders (holding securities in demat mode) login through their <b>Depository Participants</b>	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</p>

**Important note:** Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

**Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL.**

<b>Login type</b>	<b>Helpdesk details</b>
Individual Shareholders holding securities in Demat mode with <b>CDSL</b>	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at 022- 23058738 and 22-23058542-43.
Individual Shareholders holding securities in Demat mode with <b>NSDL</b>	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at toll free no.: 1800 1020 990 and 1800 22 44 30

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## Login method for e-Voting and joining virtual meeting for shareholders other than individual shareholders holding in Demat form & physical shareholders.

- 1) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
- 2) Click on “Shareholders” module.
- 3) Now enter your User ID
  - a. For CDSL: 16 digits beneficiary ID,
  - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
  - c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
- 4) Next enter the Image Verification as displayed and Click on Login.
- 5) 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 e-voting of any company, then your existing password is to be used.
- 6) If you are a first-time user follow the steps given below:

	<b>For Shareholders holding shares in Demat Form other than individual and Physical Form</b>
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"><li>• Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.</li></ul>
Dividend Bank Details <b>OR</b> Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. <ul style="list-style-type: none"><li>• If both 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 (v).</li></ul>

- (ii) After entering these details appropriately, click on “SUBMIT” tab.
- (iii) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders 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. Kindly note that this password is to be also used by

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CIN: L74999WB1991PLC051738

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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.

- (iv) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (v) Click on the EVSN for the relevant <Company Name> on which you choose to vote.
- (vi) 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.
- (vii) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (viii) 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.
- (ix) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (x) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xi) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xii) **Facility for Non - Individual Shareholders and Custodians -Remote Voting**
  - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves in the “Corporates” module.
  - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
  - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
  - The list of accounts linked in the login should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.

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- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- Alternatively Non Individual shareholders are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; \_\_\_\_\_ (designated email address by company) , if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

## **I. INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE AGM/EGM THROUGH VC/OAVM & E-VOTING DURING MEETING ARE AS UNDER:**

1. The procedure for attending meeting & e-Voting on the day of the AGM/EGM is same as the instructions mentioned above for Remote e-voting.
2. The link for VC/OAVM to attend meeting will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for Remote e-voting.

## **II. PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/DEPOSITORIES.**

1. For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to **Company/RTA email id**.
2. For Demat shareholders - Please update your email id & mobile no. with your respective Depository Participant (DP)
3. For Individual Demat shareholders - Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.

If you have any queries or issues regarding attending AGM & e-Voting from the CDSL e-Voting System, you can write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or contact at 022-23058738 and 022-23058542/43.

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL, ) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or call on 022-23058542/43.

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- III.** Once the vote on a resolution is cast by the shareholder by electronic means, the shareholder shall not be allowed to change it subsequently or cast his vote by any other means.
- IV. If a person became the member of the company after the dispatch of notice, then such member may contact the company for Login ID and other e-voting related details.**
- V.** The voting rights of shareholders shall be in proportion of their shares of the paid up equity share capital of the Company as on the **cut-off/entitlement date of 23.09.2021.**
- VI. Mr B. K. Barik**, Practising Company Secretary, C. P. Membership No. 3897 has been appointed as the Scrutinizer to scrutinize the e-voting & voting at the venue of the annual general meeting through poll paper in a fair and transparent manner.
- VII.** The Scrutinizer shall within a period not exceeding two (2) working days from the conclusion of AGM unblock the votes in the presence of at least two (2) witnesses not in the employment of the Company and make a Scrutinizer's Report of the votes cast in favour or against, if any, forthwith to the Chairman of the Company.

The Results shall be declared after the 29<sup>th</sup> Annual General Meeting (AGM) of the Company. This Notice as well as the Results declared along with the Scrutinizer's Report shall be communicated to **CDSL** and **BSE Limited** on or after 30<sup>th</sup> September, 2021. The resolution will be deemed to be passed on the AGM date subject to receipt of requisite no of votes in favour of the resolutions.

## **INSTRUCTIONS FOR MEMBERS ATTENDING THE AGM THROUGH VC/OAVM ARE AS UNDER:**

Member will be provided with a facility to attend the AGM through VC/OAVM through the CDSL e-voting system. The link for VC/OAVM will be available in shareholders login where the EVSN of company will be displayed. Please note that the members who do not have the User ID and Password for e-voting or have forgotten the User ID and Password may retrieve the same by following the remote evoting instructions mentioned in this notice to avoid last minute rush.



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## **EXPLANATORY STATEMENT**

### **Item No. 4**

#### **Ratification of appointment of Mr. Raju Singh as an Independent Director**

Mr. Raju Singh (DIN: 08926983), was appointed as an Independent Director on 13<sup>th</sup> November, 2020 of the Company pursuant to the provision of the Section 149 of the Act read with the Companies (Appointment and Qualification of Directors), Rules, 2014 and the erstwhile clause 49 of the Listing Agreement with the Stock Exchange. He holds office as an Independent Director of the Company up to the conclusion of ensuing Annual General Meeting of the Company.

The Director has given a declaration to the Board that they meet the criteria of independence as provided in Section 149(6) of the Act. Pursuant to the declaration of independence, the present composition of the Board of Directors is in conformity with the provisions of Section 149 of the Companies Act, 2013. The Company has also received from the above director: - (i) the consent in writing to act as director and (ii) intimation that he is not disqualified under section 164(2) of the Companies Act, 2013.

The above non-executive Independent Directors is experienced, competent and highly renowned person from the field of accounting, finance, auditing and technical. The Board considers that their service of the above Independent Director would be of immense benefit to the Company and it is desirable to avail their service.

The Nomination & Remuneration Committee of Directors have recommended the appointment of director as an Independent Directors for a term of 5 years and in the opinion of the Board, the director fulfills the conditions specified in the Act and the Rules framed there under for appointment as Independent Director and are independent of the management.

Reappointment of these directors as Independent Director is recommended by the Board and is now placed before the Members for their approval.

A copy of draft letter for the appointment of the above Directors as Independent Directors setting out the terms & conditions would be available for inspection without any fee for the members at the registered office of the Company during normal business hours on any working day. Other details of both the Independent Directors whose appointments are proposed have been given in the annexure attached.

Mr. Raju Singh & is concerned or interested in the resolution relating to his own appointment and does not hold any shares of the Company.

None of the other Directors, Key Managerial Personnel and relatives thereof are concerned or interested in the Resolutions at Item No.4.

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## **Item No. 5.**

Mrs. Neetu Modi was appointed as an Additional Director of the Company with effect from 7<sup>th</sup> May, 2021, pursuant to section 161 of the Companies Act, 2013. Mrs. Neetu Modi holds office of the Director upto the date of this Annual General Meeting. The Company has received notice in writing from a member proposing the candidature of Mrs. Neetu Modi for the office of Director under the provision of section 160 of the Companies Act, 2013.

The Company has received from Mrs. Neetu Modi (i) consent to act as director of the Company; and (ii) a declaration that he is not disqualified from being appointed as a director of the Company.

Your Directors recommend the resolution set out at Item No.5 of the Notice for approval of the Members.

The above may be treated as an abstract of the terms of appointment and Memorandum of concern or interest, pursuant to Section 102 of the Companies Act, 2013.

Save and except Mrs. Neetu Modi and her relatives, to the extent of their shareholding interest, if any, in the Company, none of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 5 of the Notice.

## **Item No. 6**

Mr. Vineet Modi was appointed as the Whole Time Executive Director of the Company until the conclusion of the ensuing AGM with effect from 7th May 2021 on the terms and conditions of ratification of his appointment as a Whole Time Executive Director and remuneration as approved by the Members at the ensuing Annual General Meeting to be held on 30<sup>th</sup> September 2021. Keeping in view the experience of Mr. Vineet Modi for the growth of the Company, the Board of Directors of the Company and the Nomination & Remuneration Committee hereby seek the approval of shareholders for appointment of Mr. Vineet Modi for a period of Five (5) years effective from 7th May 2021 at a monthly remuneration as set out in the resolution.

Your Directors recommend the resolution set out at Item No.6 of the Notice for approval of the Members.

The above may be treated as an abstract of the terms of appointment and Memorandum of concern or interest, pursuant to Section 102 of the Companies Act, 2013.

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None of the Director, Key managerial personnel and relatives of such person except Mr. Vineet Modi, as appointee, is in any way, concerned or interested, financial or otherwise, in the resolution.

**Dated: -The 31<sup>st</sup> August, 2021**

**By order of the Board/-**

**Regd. Office : -"Draupadi Mansion",**  
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Kolkata - 700 001

**Sd/-**  
(Ms. Divya Sachdev)  
**Company Secretary &**  
**Compliance Officer**