

N. R. INTERNATIONAL LIMITED

Registered Office: Draupadi Mansion, 3rd Floor, 11, Brabourne Road, Kolkata - 700 001
CIN: L74999WB1991PLC051738

A.CRITERIA FOR SELECTION OF DIRECTORS & PERSONS IN SENIOR MANAGEMENT

INTRODUCTION:

The Board will ensure constitution with optimum combination of Executives and Non Executives Directors and act accordingly to its obligation under circumstances it faces. There will be guiding principles defining criteria for selection of Directors in the Board and persons in Senior Management to assist the Directors in performance of its duties.

B. SELECTION AND COMPOSITION OF THE BOARD

BOARD MEMBERSHIP CRITERIA & DIVERSITY

The Nomination & Remuneration Committee will review annually, appropriate skills & characteristics of Board Members. The composition of the Board shall meet the conditions prescribed under Companies Act, 2013 & SEBI (LODR) Regulations, 2015.

The following attributes may be considered as desirable for any candidate for Board of Director:

- Experience
- Education
- Individual Characteristics
- Availability
- Compatibility
- Compliance
- Performance of Independent Directors

Not less than required number of Directors shall consists of Independent Director who meet the criteria for Independence as required under Companies Act, 2013, Listing Agreement and other prescribed Rules & Regulations applicable to the Company. Besides the Board will consider all relevant facts and circumstances in making a determination of Independence.

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SELECTION AND ORIENTATION OF NEW DIRECTORS

The Nomination and Remuneration committee shall identify candidates from the Board and recommend them for appointment by Board and subsequently for approval by the shareholders as prescribed under the law.

Assessing Performance of Board and committees:

This Nomination and Remuneration Committee shall evaluate performance of each Director and report annually to the Board. The performance evaluation of Independent Director will be done by the entire Board of Directors. The Independent Directors in their meeting shall review the performance of Non-independent Directors and Board as a whole. While assessing the performance, the Board or the Nomination and Remuneration shall take into account attendance of Directors, performance of business, role & function of various committees, compliance and other matter as may think fit.

C. SELECTION OF KMP

Above criteria shall also apply for selection of KMP excepting those which are not applicable for persons in Senior Management.

The KMP shall meet the conditions prescribed under companies Act, 2013 & other rules and Regulations as may be applicable.

D. REVIEW

The Nomination and Remuneration committee may review this policy periodically and suggest decisions to the Board to ensure the policy serves its purpose and accurately reflects the sense of the Board & Company.