

NOMINATION & REMUNERATION POLICY OF N R INTERNATIONAL LIMITED

The remuneration policy provides a framework for remuneration paid to the members of the Board of Directors ("Board"), Key Managerial Personnel ("KMP") and the Senior Management Personnel ("SMP") of the Company (collectively referred to as "Executives"). The expression "senior management" means personnel of the company who are members of its core management team excluding Board of Directors comprising all members of management one level below the executive directors, including the functional heads.

OBJECTIVES

To lay down criteria and terms and conditions with regard to identifying persons who are qualified to become Directors (Executive or Non -Executive) and persons who may be appointed in KMP and SMP positions and to evaluate the performance of Directors.

SELECTION & APPOINTMENT OF THE DIRECTORS

The qualifications and appointments shall be governed by the provisions of Companies Act, 2013 and the Rules thereof as amended from time to time.

Directors should possess high personal and professional ethics, integrity and values and should be able to devote sufficient time & energy as is prudent & necessary in carrying out their duties & responsibility effectively.

The Nomination & Remuneration committee of the Board (the committee) along with the Board should consider positive attributes, independence appropriate and diverse qualifications and skills appropriate characteristics & experience required of the Board as a whole and its individual members.

Term/ Tenure of the Directors shall be governed as per the provisions of the Companies Act, 2013 & Rules made thereunder as amended from time to time.

Remuneration to Managing Director and whole time director- Executive / Non Executive / Independent Directors / KMP/SMP and other employees.

The Committee shall approve the same for recommendation to the Board.

AMENDMENT

The right to interpret /amend/modify this policy rests in the hands of Board of Directors.