

N. R. INTERNATIONAL LIMITED

Regd. Office 3RD FLOOR, DRAUPADI MANSION, 11, BRABOURNE ROAD, KOLKATA-700001, WEST BENGAL
PH.NO +91-33-22318932, +91-33-22621530, CIN - L74999WB1991PLC051738. E-mail itsnril@rediffmail.com

Quarterly Compliance Report On Corporate Governance

Name of the Company : **N. R. International Limited**

Quarter ending on : **31st December, 2014**

Particulars	Clause of Listing Agreement	Compliance Status Yes / No	Remarks
II. Board of Directors	49(II)		
(A) Composition of Board	49(IIA)	Yes	Out of 4 Directors, 2 are Executive Director. and 2 Non- Executive Independent Directors. Woman Director is to be appointed.
(B) Independent Directors	49(IIB)	Yes	2 Independent Directors are on the Board of the Company complying with the provisions of clause 49.
(C) Non-Executive Directors' compensation & disclosures	49(IIC)	Yes	
(D) Other provisions as to Board and Committees	49(IID)	Yes	
(C) Code of Conduct	49 (IIE)	Yes	Code of Conduct is uploaded on the website of the Company i.e. www.nrinternationaltd.in
(F) Whistle Blower Policy	49(IIF)	Yes	Whistle Blower Policy is in place which is uploaded on the website of the Company i.e. www.nrinternationaltd.in
III. Audit Committee	49(III)		
(A) Qualified & Independent Audit Committee	49(IIIA)	Yes	Committee consists of 3 members out of which 2 are Independent.
(B) Meeting of Audit Committee	49(IIIB)	Yes	Atleast four meetings are held in a year and time gap <i>between</i> the meetings is not more than 4 months. Normally all Independent members attend the meetings.
(C) Powers of Audit Committee	49(IIIC)	Yes	
(D) Role of Audit Committee	49(IIID)	Yes	
(E) Review of information by Audit Committee	49(IIIE)	Yes	
IV. Nomination and Remuneration Committee	49 (IV)	Yes	Committee consists of 3 members out of which 2 are Independent Directors.
V. Subsidiary Companies	49(V)	Yes	Company has no subsidiary company.
VI. Risk Management	49 (VI)	N.A	As per cir no CIR/CFD/POLICY CE:LL/7/2014 dated 15.9.2014 not applicable to our company

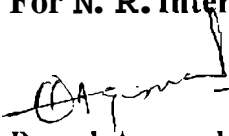


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VII.	Related Transactions	49 (VII)	Yes	Related Party Transaction Policy is in place which is uploaded on the website of the Company.
VIII.	Disclosures	49(VIII)		
(A)	Related party transactions	49 (VIII A)	Yes	There is no Material Transactions with related parties during the quarter ended 31.12.2014
(B)	Disclosure of Accounting Treatment	49 (VI ^{II} B)	Yes	
(C)	Remuneration of Directors	49 (VIII C)	Yes	For the year 2014-15 will be complied in Annual Report of 2014-15.
(D)	Management	49 (VIII D)	Yes	For the year 2014-15 will be complied in Annual Report of 2014-15.
(E)	Shareholders	49 (VIII E)	Yes	For the year 2014-15 will be complied in Annual Report of 2014-15.
(F)	Disclosure of resignation of directors	49 (VIII F)		Stands deleted vide SEBI Cir No CIR/CFD/POLICY CELL/7/2014 dated 15.9.2014
(G)	Disclosure of formal letter of appointment	49 (VIII G)		Stands deleted vide SEBI Cir No CIR/CFD/POLICY CELL/7/2014 dated 15.9.2014
(H)	Disclosures in the Annual report	49 (VIII H)		Stands deleted vide SEBI Cir No CIR/CFD/POLICY CELL/7/2014 dated 15.9.2014
(I)	Proceeds from public issues, rights issue, preferential issues etc.	49(VIII I)	Yes	Company has not come out with any Public Issues, Rights Issue, Preferential Issues etc.
IX.	CEO/CFO Certification	49 (IX)	Yes	CEO/CFO certificate for the year ended 31 st March, 2014 was placed in the Board Meeting held on 8 th August, 2014. For the year 2014-15 will be complied in Annual Report of 2014-15
X.	Report on Corporate Governance	49 (X)	Yes	For the year 2014-15 will be complied in Annual Report of 2014-15.
	Compliance	49 (XI)	Yes	For the year 2014-15 will be complied in Annual Report of 2014-15.

For N. R. International Limited


Deepak Agarwal
Managing Director / Compliance Officer
(DIN: 00268483)

