

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
Website : www.nrinternationaltd.in, Email : info@nrinternationaltd.in

Dated: 30th May, 2022

To,
The Manager (Listing),
BSE Limited,
Phiroze Jeejeebhoy Towers,
Dalal Street,
Mumbai - 400 001.

Dear Sir/Madam,

Reference: BSE Scrip Code - NRINTER | 532623 | INE605F01017

Subject: Annual Secretarial Compliance Report for the year ended March 31, 2022.

Pursuant to Regulation 24A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, we are forwarding herewith the Annual Secretarial Compliance Report for the financial year ended 31st March, 2022 issued by B. K. Barik & Associates, Practicing Company Secretaries.

This is for your information and record please.

Thanking You

Yours' sincerely,
For N R International Limited

Divya Sachdev

Ms. Divya Sachdev
Company Secretary and Compliance Officer



(Encl: As Above)

B. K. BARIK & ASSOCIATES
Company Secretaries

3A, Garstin Place, 4th floor
Kolkata-700 001
Phone-033- 2262-1047/48
Mobile- 8017007180

E-mail: satyabrata_mika@yahoo.co.in

Form No. MR – 3
SECRETARIAL AUDIT REPORT
FOR THE FINANCIAL YEAR ENDED 31ST MARCH, 2022
[Pursuant to section 204(1) of the Companies Act, 2013 and rule No. 9 of the companies
(Appointment and Remuneration Personnel) Rules, 2014]

The Members,
N R INTERNATIONAL LIMITED
Draupadi Mansion, 3rd Floor,
11, Brabourne Road,
Kolkata-700001

We have conducted the Secretarial Audit of the compliance of applicable statutory provisions and the adherence to good corporate practice by M/s. **N R INTERNATIONAL LIMITED** (hereinafter called the "Company"). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conduct/ statutory compliance and expressing our opinion thereon.

The Company's Management is responsible for preparation and maintenance of secretarial and other records and for devising proper systems to ensure compliance with the provisions of applicable laws and Regulations.

Based on our verification of the books, papers, minute books, forms, and returns filed and other records maintained by the company and also the information provided by the company, its officers, agents and authorized representatives during the conduct of secretarial audit, we hereby report that in our opinion, the company has, during the audit period covering the financial year ended on 31st March, 2022 complied with all the statutory provisions listed hereunder and also that the company has proper Board -process and compliance – mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

We have examined the books

- (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009;
- (d) The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014
- (e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;
- (f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
- (g) The Securities and Exchange Board of India (Delisting of Equity Shares), Regulations, 2009; and
- (h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998;
- (i) Water (Prevention and Control of Pollution) Act, 1974 and Air (Prevention And Control of Pollution) Act, 1981
- (ii) Factories License under Factories Act, 1948 for its units situated in different places.

We also examined compliance with the applicable clauses of the following:-

- (i) Secretarial Standards issued by The Institute of Company Secretaries of India.
- (ii) The Listing Agreements entered into by the Company with BSE Limited and the provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The Company has paid its annual Listing fees "ALF" to the BSE Listing Department and there are no dues outstanding with regards to the same until F.Y. 2019-2020.

During the period under review the Company has complied with the provision of the Act, Rules, Regulations, Guidelines, Standards etc mentioned above.

The provisions under Section 135 of the Companies Act, 2013 and the rules made thereunder are not applicable to the Company.



We further report that

- a) The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. During the year, there was no changes in the composition of the Board of Directors.
- b) Adequate notice is given to all Directors to schedule the Board Meetings. Agenda and detailed notes on agenda were sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.
- c) None of the Directors in any meeting dissented on any resolution and hence there was no instance of recording any dissenting shareholder's opinion in the minutes.

We further report that there are adequate systems and processes in the Company commensurate with the size and operations of the company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

We further report that during the audit period there are no specific events/actions which have any major bearing on the Company's affairs.

Place: Kolkata

Date: 30/06/2022

For B.K.BARIK & ASSOCIATES

Company Secretaries

B.K.Barik

Practising Company Secretary

FCS-5856, C.M.No. 3897

UDIN: F00566D000425711

This report is to be read with our letter of appointment which is annexed to Annexure-A and forms an integral part of this report.



Annexure-A

The Members
N R INTERNATIONAL LIMITED
Draupadi Mansion, 3rd Floor,
11, Brabourne Road,
Kolkata-700001

Our report of even date is to be read along with this letter.

1. Maintenance of Secretarial record is the responsibility of the management of the Company. Our responsibility is to express an opinion on these Secretarial records based on our audit.
2. We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on test basis to ensure that correct facts are reflected in Secretarial records.
3. We have not verified the correctness and appropriateness of financial records and Balance Sheet of the Company.
4. Where ever required, we have obtained management representation about the completeness of records and transactions and reporting of events etc.
5. The compliance of the provisions of Companies Act, 2013 and other applicable regulatory standards is the responsibility of management. Our examination was limited to the verification of procedures on test basis.
6. The Secretarial Audit report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

Place: Kolkata
Date : 30/05/2022

For B.K.BARIK & ASSOCIATES
Company Secretaries




B.K. Barik

Practising Company Secretary
FCS : 5696, C.P.No. 3897
UDIN : F005696D000425711.