

Nomination and Remuneration Committee Report to the Shareholders For the year ended 30th June 2023

As per the requirements of the BSEC Code of Corporate Governance, The Board has constituted a Nomination and Remuneration Committee (NRC) in July 2018 with the following terms of Reference that the NRC would assist the Board in formulation of the nomination criteria or policy for determining qualifications, positive attributes, experiences and independence of directors and top level executives as well as policy for the formal process of considering remuneration of director and top level executives.

Composition of the Committee

The NRC consist of three Directors including one Independent Director who is the Chairman of the Committee. The Committee acts as per the terms and condition of the Corporate Governance Code of BSEC. The Committee members as follows:

Names	Designation	Position
Mr. Mohammad Kabiruzzaman	Independent Director	Chairman
Professor Dr. Muhammad Abdul Moyeen	Director	Member
Professor Mohammad Abdul Momen	Director	Member

Company Secretary Mr. Md. Wali Ullah act as the Secretary of the Committee.

The Managing Director, Chief Financial Officer (CFO) and Head of HR, attend the meeting as and when required by invitation.

Major Role and responsibilities of the Committee

1. The Committee is an independent sub-committee of the Board and responsible or accountable to the Board and to the shareholders of the Company;
2. The Committee discharges the responsibilities and acts as stipulated in the Terms of Reference (ToR) of the Nomination and Remuneration Committee adopted by the Board in line with the Corporate Governance Code 2018.

The activities of the NRC during the year were as follows:

1. During the year under review the Committee met once. The Managing Director, the Chief Financial Officer and the Head of Human Resources attended the meeting by invitation of the Committee;
2. Reviewed the management's proposals for the annual increment/ enhancement of salary and renewal of contract appointments of Senior Management of the Company;
3. Reviewed the set-up of the organization structure where reporting line is clearly defined for the directors and top management team along with standard manpower planning exercise for each and every position for identifying the total requirement;
4. Reviewed the set-up of standard pay structure for each job level based on education, experience and competency;
5. Reviewed the Employee Benefit policy to attract the job seekers and retain internal talents. Succession planning of the company to have our future leaders ready according to the requirements. Ensuring extensive training and development plan for the individual or group of people;
6. Reviewed that a transparent recruitment and selection policy is in existence where competent candidates get hired;
7. Reviewed that practicing a clear career path system for employees which reflect in organization structure.

The committee acknowledges the cooperation it received from related professionals of the senior Management and members of the Board of Directors.

On behalf of the Committee



Monammad Kabiruzzaman

Chairman

Nomination and Remuneration Committee

Date: November 11, 2023