

Report of the Nomination and Remuneration Committee (NRC)

A Nomination and Remuneration Committee (NRC) was formed on 11 November 2018 as a sub-committee of the Board in accordance with the condition no. 6 of Bangladesh Securities and Exchange Commission's Code of Corporate Governance, BSEC/CMRRCD/2006-158/207/Admin/80, dated 3 June 2018. The committee is comprised of three members of the Board and the Company Secretary Mr. Md. Equb Khan is acting the secretary of the committee. The committee is comprised as follows :

1	Mr. Md. Saidur Rahman	Chairperson
2	Engr. Mohammad Mynul Islam	Member
3	Mr. Saifuddin Ahmed Bhuiyan	Member

The scope of the NRC

The scope of the NRC covers all matters specified under Corporate Governance Code-6(5)(b) of BSEC's notification dated 3 June, 2018. Scope of the NRC covers mainly :

- Formulating the criteria for determining qualifications, positive attributes and independence of a director and recommend a policy to the Board, relating to the remuneration of the directors, top level executives;
- Devising a policy on Board's diversity taking into consideration age, gender, experience, ethnicity, educational background and nationality;
- Identifying persons who are qualified to become directors and who may be appointed in top level executive position in accordance with the criteria laid down and recommend their appointment and removal to the Board;
- Formulating the criteria for evaluation of performance of independent directors and the Board;
- Identifying the company's needs for employees at different levels and determine their selection, transfer or replacement and promotion criteria; and
- Developing, recommending and reviewing annually the company's human resources and training policies.

Appointment of Director and top level executives

Any Director may be appointed by the company in General Meeting at the option of Petrobangla/the Government. Any vacancy in the office of Director's shall be filled in from the nominees of Petrobangla/the Government. Top level executives are promoted according to the service rules approved by the Board.

Retirement

Directors retire as per Petrobangla/Government order and the top level executives retire as per service rules of the company which is approved by the Board afterwards.

Recruitment

Company recruits employees at different levels according to the Board's approved recruitment policy. Company always follows transparent and non-discriminatory recruitment policy.

Policy for Remuneration to Directors and Top Level Executives

Each Director receives a fee fixed by the Board for every meeting attended by him. For determining the remuneration of employees including top level executives Company Board adopts National Pay Scale declared by the Government.

Evaluation

The committee reviews the effective representation of the Directors along with the Independent Directors in company's Board in pursuant with BSEC's code of conduct. It also responsible for formulating the criteria for evaluation of performance of Independent Director.



Activities During the Year

During the year the NRC held one meeting on 26 June 2022. Two members of the committee were present in the meeting. The honourable chairperson wasn't present. NRC thoroughly discussed the matter in the light of scope set by BSEC.

Acknowledgement

Nomination and Remuneration committee expressed their sincere thanks to the members of the Board and management of the company for their excellent support and cooperation.



(Md. Saidur Rahman)

Chairperson

Nomination and Remuneration Committee

