

level executive position in accordance with the criteria laid down, and recommend their appointment and removal to the board;

- (vi) Formulating the criteria for evaluation of performance of independent directors and the board;
- (vii) Identifying the company's needs for employees at different levels and determine their selection, transfer or replacement and promotion criteria;
- (viii) Developing, recommending and reviewing annually the company's human resource and training policies and any other services that the board of Directors determines time to time.

Authority

The board authorizes the committee to:

- a) Investigate any activity within its terms of reference and make recommendations to the board that it deems appropriate in any area within its limit where action or improvement is needed.
- b) Seek any information it requires from or request attendance at any of its meetings or any employee of the group and all directors and employees are expected to co-operate with any request made by the committee.
- c) Use any form of resource that it considers to be appropriate, including obtaining, at the company's expense (such expense to be agreed in advance with the committee chair).

Activities and recommendations of the NRC for the year ended on 30 June 2024

As per terms of reference (ToR), during the financial year from 01 July 2023 to 30 June 2024, the nomination and remuneration committee's meeting was held **on 23 May 2023** and reviewed the existing policy and procedures for hiring, recruiting, remuneration package, qualification, performance indication procedures and gave their recommendation to the board for consideration.

Gratitude

The member of the Nomination and Remuneration Committee express their gratitude and thanks to the board of directors for their prudent guidance and the management for their cooperation in performing their duties and responsibilities.



Prof. Md. Mizanur Rahman, Chairman
Nomination and Remuneration Committee

Nomination and Remuneration Policy (NRC)

Under Condition # 6(5)(c)



Introduction

The Nomination and Remuneration Policy is prepared and adopted in compliance with Corporate Governance Code 2018 of the Bangladesh Securities and Exchange Commission in view to formulate and recommend proper, fair, transparent, and non-discriminatory nomination and remuneration for the Directors and Top-Level Executives of **Dominage Steel Building Systems Ltd.**

The Nomination and Remuneration Policy of Directors and Top Level Executives have been formulated by the Nomination and Remuneration Committee and have been approved by the Board of Directors of **Dominage Steel Building Systems Ltd.**

Definitions

“NRC or the Committee” means Nomination and Remuneration Committee

“the Company” means Dominage Steel Building Systems Ltd.

“Board” means Board of Directors of Dominage Steel Building Systems Ltd.

“Director” means Member of the Board.

“Top Level Executive” means the Managing Director or Chief Executive Officer, Additional or Deputy Managing Director, Chief Operating Officer, Chief Financial Officer, Company Secretary, Head of Internal Audit and Compliance, Head of Administration and Human Resources or equivalent positions and same level or ranked or salaried officials of the company.

Nomination and Remuneration Committee

The Nomination and Remuneration Committee has been constituted by the Board of Directors of the Company as a subcommittee to assist the Board under Condition No. 6 of the Corporate Governance Code 2018 of the Bangladesh Securities and Exchange Commission.

NRC is independent and responsible or accountable to the Board of Directors and to the Shareholders of the Company.

The NRC consists of the following Non-Executive Directors on the Board:

| Name of the Members | Position in the Committee |
|---|---------------------------|
| Prof. Mizanur Rahman Independent Director | Chairman |
| Sujit Saha Director | Member |
| Rakibul Islam Director | Member |
| Md. Shamim Bhuiyan Company Secretary | Secretary |

The Terms of Reference of the NRC have been defined and adopted by the Board of Directors of the Company.

Objective

The objective of the NRC is to oversee, assist and guide the Board of Directors: -

- To formulate the criteria for determining qualifications, positive attributes and independence of a director and recommend to the Board a policy relating to the remuneration of Directors and Top Level Executives.
- To devise a policy on Board's diversity taking into consideration of age, gender, experience, ethnicity, educational background, and nationality.
- To the appointment, fixation of remuneration and removal of Directors and Top-Level Executives.

- To formulate the criteria with respect to evaluating the performance of the Independent Director and the Board.
- To identify the company's needs for employees at different levels and determine their selection, transfer or replacement and promotion criteria.
- To develop, recommend and review the company's human resources and training policies.
- To retain, motivate and promote talent and to ensure long-term sustainability of talented Top-Level executives and create competitive advantage.
- To recommend Code of Conduct for the Chairman and other Members of the Board and Managing Director.
- To Implement and monitor policies and processes regarding principles of corporate governance.

Nomination and Appointment of Directors and Top-Level Executives

The committee is responsible to ensure that the procedures for nomination and appointment of Directors and Top-Level Executive are taken place in transparent, rigorous and non-discriminatory way. The committee also responsible to identify and ascertain the combination of age, gender, educational background, experience, knowledge, ethnicity, diversity, nationality and other relevant personal values & attributes for nomination and appointment of Director and Top-Level Executives.

Remuneration for Directors and Top-Level Executive

The committee shall oversee, review and make a report with a recommendation to the Board that the level and composition of remuneration are reasonable and sufficient to attract, motivate and retain suitable, dependable, and skilled Directors and Top-Level Executives. They also consider and review the relationship of remuneration to performance is clear and meet appropriate performance benchmarks, remuneration to Director and Top-Level Executive involves a balance between fixed and incentive pay reflecting short and long-term performance objectives appropriate to the working of the company and its goals.

Valuation of the Policy

This policy on Nomination and Remuneration of Directors and Top-Level Executives of the Company has been formulated by the Nomination and Remuneration Committee and has been approved by the Board of Directors of **Dominage Steel Building Systems Ltd.**

Amendments to the Policy

The Board preserve the rights to amend and review time to time the provisions of the policy depending on the legal and other requirements or for a bona fide purpose.

Evaluation of Performance

Evaluation of performance of Directors be carried out through completion of a preset confidential questionnaire and/or collective feedback or any other effective criteria adopted by the Board yearly or at such intervals of its work, function and performance as may be considered necessary in order to ascertain the effectiveness and to measure the contribution of the Directors as well as the Top-Level Executives of the Company.

Activities of the NRC Carried out during the reporting period

The NRC carried out the following activities in line with the Committee's Terms of Reference during the reporting period:

1. Reviewed and recommended the Code of Conduct for the Chairman, other Members of the Board and the Managing Director.
2. Reviewed the Company's existing policy relating to the remuneration of Directors and Top Level Executives.
3. Discussed and decided in regard to formulating the criteria of evaluation of the performance of the Board and Independent Directors.
4. Reviewed the Company's existing Human Resource and Training policies.