

Report on the Activities of Nomination and Remuneration Committee to the Shareholders

Dear Shareholders,

It is a pleasure on the part of the Nomination and Remuneration Committee to introduce this report, which the Committee hopes to be a useful insight into the work of the Nomination and Remuneration Committee and the issues it considered during the year. The report takes into account of the Guidance on Nomination and Remuneration Committees by the Bangladesh Securities & Exchange Commission's (BSEC) Notification No. SEC/CMRRCD/2006-158/207/ Admin/80 dated June 03, 2018 issued under section 2CC of the Securities and Exchange Ordinance, 1969 (XVII of 1969) under Condition No 6.

Constitution and Assistance of the Nomination and Remuneration Committee to the Board

The Nomination and Remuneration Committee of Kohinoor Chemical Company (Bangladesh) Limited was formed as a sub-committee of Board as per the terms of reference approved by the Board in accordance with the notification of BSEC. The task of the committee is to 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. The committee also support and assist the Board to formulate policy with regard to determining the remuneration criteria mainly for the Directors and top level executives.

The composition of the Nomination and Remuneration Committee as on June 30, 2023, is set out below:

Sl.	Members	Status with the Committee	Status with the Board
1	Prof. Dr. Anwar Hossainf	Chairman	Independent Director
2	Mrs. Arzuda Karim	Member	Non-Executive Director
3	Mr. Md. Ebadul Karim	Member	Non-Executive Director

Prof. Dr. Anwar Hossain, the Independent Director of the company acts as Chair of the Committee. The Board is confident enough that the leadership of Prof. Dr. Anwar Hossain as chairman of the NRC is in the best interests of the company, based on his extensive knowledge of the specific areas of responsibilities of that committee. Prof. Dr. Anwar Hossain will attend the ensuing AGM to answer shareholder's questions on the Committee's activities. As per regulatory guidelines, the Company Secretary acts as Secretary to the Committee.

Members of the Nomination and Remuneration committee are appointed by the Board of Directors with approval of the Shareholders of the company. Regarding the death, resignation, disqualification or removal of any members or any other reasons by any Committee members, there was no such situation arose during the year under review occurring vacancy in the committee.

The Nomination and Remuneration Committee, accordingly, performs in coherence and ensures compliance with the Corporate Governance Code imposed by Bangladesh Securities and Exchange Commission (BSEC).

Meeting of the Nomination and Remuneration Committee

The committee met once during the financial year ended June 30, 2023 and attendance of the members at the meetings is noted below:

Members	Status	Meeting Details	
		Held	Attended
Prof. Dr. Anwar Hossain	Chairman	1	1
Mrs. Arzuda Karim	Member	1	1
Mr. Md. Ebadul Karim	Member	1	1

Duties, Responsibilities and Activities of the Nomination and Remuneration Committee:

In performing its duties and responsibilities, the Nomination and Remuneration Committee followed the procedures of the Company's Nomination and Remuneration Committee Charter and conducted several activities including

I. NOMINATION FUNCTION

1. Advised and provided recommendations to the Board of Commissioners on:

- composition of the Boards of Commissioners and Board of Directors;
- policies and criteria on the nomination of members for the Boards of Commissioners and Board of Directors;
- performance evaluation policies for members of the Boards of Commissioners and Board of Directors;

2. Assisted the Board of Commissioners in assessing the performance of the respective members of the Boards of Commissioners and Board of Directors based on established evaluation benchmarks;

3. Proposed recommendation to the Board of Directors regarding development programs for the Board of Commissioners and Board of Directors

4. Proposed eligible candidates for the Boards of Commissioners and Board of Directors to be submitted to the GMS.

II. REMUNERATION FUNCTION

1. Advised and provided recommendations to the Board of Commissioners on:

- Remuneration structures;
- Remuneration policies; and
- Amount of the remuneration.

2. Assisted the Board of Commissioners in assessing the merits of the remuneration scheme provided to each member of the Boards of Commissioners and Board of Directors.

Nomination and remuneration policy

The committee formulated and recommended, to the Board for its approval, a nomination and remuneration policy as the guidelines to determine attributes and qualifications for appointment as well as appropriate pay package for the Board Members and top executives including the Key Managerial Personnel (KMP) and other senior executives of the company. Accordingly, the Board at its meeting held on November 04, 2023 has approved the same.

The remuneration and nomination policy consists of 3 (three) sections.

- The first section describes the matters to be dealt with, pursued and recommended to the Board by the committee;
- The second section is related to the determination of the criteria of nomination, appointment, performance evaluation and removal of Directors, KMP and Other Senior Executives; and
- The third section deals with the remuneration structure for Directors, KMP and Other Senior Executives.

The details of the Nomination and Remuneration Policy is also posted in our company's website: www.kohinoor-bd.com

APPOINTMENT OF INDEPENDENT DIRECTOR

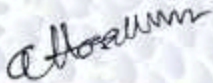
Mr. Lt. Col. Kamal Ahmed, PSC (Retd.), the Independent Director, will complete his tenure with great success and among the shortlisted candidates considering their qualification, skills, experience, expertise, positive attributes, the NRC has recommended to the Board of Directors to appoint Mr. Quazi Mamun-UI-Ashraf as the new Independent Director, in compliance with the Notification No. BSED/CMRRCD/2006-158/207/Admin/80 dated June 03, 2018 issued by BSEC, subject to the approval of the shareholders in the ensuing AGM.

Activities of NRC as on reporting Date :

1. Proposed the name of the Board members for retirement by rotation and re-election (being eligible) with regard to the appointment, retirement and re-appointment of Directors governed by the Articles of Association, the Companies Act 1994 and other related rules and regulations.
3. Evaluated the performance of the Board, its committees, individual members of the Board and the top level executives of the company.
4. Prepared a Nomination and Remuneration Committee report for publishing in the Annual Report 2022-23 of the company.

In conclusion, the Nomination and Remuneration Committee has fulfilled their duties as specified in the Corporate Governance Code imposed by BSEC, by employing their knowledge, ability with due care and independence as sufficient to provide the opinions and suggestions for the overall benefits of the Company.

On behalf of the committee



Prof. Dr. Anwar Hossain
Chairman