

Report on the Nomination & Remuneration Committee (NRC):

The Nomination and Remuneration Committee, as a sub-committee of the Board of directors of National Feed Mill Limited has been constituted with three board of directors with one Independent director as a chairman as per the requirement of the code of conduct of Bangladesh Securities and Exchange Commission (BSEC). The company Secretary acts as Secretary to the Committee. The Nomination and Remuneration Committee assists the Board in formulation of the nomination criteria or policy for determining qualifications, positive attributes, experiences and independence of directors and top level executive as well as a policy for formal process of considering remuneration of directors, top level executive of the company. NRC is responsible to the Board of Directors and its roles and responsibilities are clearly set forth.

The Composition of the NRC

In Accordance with Corporate Governance Code, 2018 of Bangladesh Securities and Exchange Commission (BSEC) the Board of Directors has appointed the Nomination & Remuneration Committee comprising three members including of whom one is independent director who is the chairperson of the committee and other two are non-executive directors. Company Secretary is the secretary of the committee. The following members of the Committee are:

Chairman	: Mr. Mahbub Hasan, Independent Director
Member	: Mrs. Lipy Sultana Karim
Member	: Mr. Adib Hossain Babul
Member Secretary	: Mr. Arifur Rahman

Scope and role of NRC

NRC shall be responsible to the Board and to the shareholders of the company.

NRC shall oversee and 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 executive, considering the following;

- (i) the level and composition of remuneration is reasonable and sufficient to attain, retain and motivate suitable directors to run the company successfully;
- (ii) the relationship of remuneration to performance is clear and meets appropriate performance benchmarks;
- (iii) remuneration to directors, 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;
- (iv) devising a policy on Board's diversity taking into consideration age, gender, experience, ethnicity, educational background and nationality;
- (v) 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;
- (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 resources and training policies and any other services that the board of Directors determines time to time.

Objectives of NRC

The objectives of the NRC are as follows:

- 1) To ensure the remuneration of the top-level management if satisfied with their activities.
- 2) The directors and top-level management working activities evaluation, accountability and reporting efficiency impact on economic decision of the company.

Appointment and removal of Director, Top Level Executives and Senior Management

- I) The committee identifies the qualification, efficiency, experience and expertise who appointed as director, top level management and senior management.
- II) The committee shall evaluate of his experience and expertise for the position.
- III) The Committee shall also exercise the appropriate experience and educational qualification for the said position.

NATIONAL FEED MILL LIMITED

Meeting of NRC and Attendance

During the financial year 1 (One) NRC meeting were held. The attendance record of the members is given below:

Name of Members	Position	Attendance
Mr. Mahbub Hasan	Chairman	1
Mrs. Lipy Sultana Karim	Member	1
Mr. Adib Hossain Babul	Member	1
Mr. Arifur Rahman	Member Secretary	1

Activities of NRC

During the financial year 2020-2021 the NRC arranged 1 (One) meetings and carried out following activities:

- Reviewed and approved the Code of Conduct to members of the Board and key management personnel or top-level executives which was adopted by the Board;
- Reviewed the human resources principles of the Company including recruitment, performance evaluation across all levels of members and skill value proposition of the Company.
- Reviewed the appointment of Directors and their remuneration.
- Reviewed the appointment of Managing Directors and his remuneration
- Reviewed the performance of top level management.

On behalf of the Nomination & Remuneration Committee



Mr. Mahbub Hasan, Chairperson

Nomination & Remuneration Committee (NRC)