

Terms of Reference (TOR) of ELBL Nomination and Remuneration Committee (NRC)

1. Introduction

- 1.1 The Nomination and Remuneration Committee ("NRC") shall be appointed by the Board of Directors ("Board") from among their members and shall consist not less than 3(Three) members,
- 1.2 In the event of any vacancy in the NRC, the Board shall within 6 (six) months appoint such number of new members.
- 1.3 The appointment of a NRC member shall automatically be terminated if the member ceases to be a Director, or as determined by the Board.

2. Composition

Nomination and Remuneration (NRC) Committee of Eastern Lubricants Blenders Limited (ELBL) was formed on 20 December 2018 by the Board of Directors of the Company in accordance with the Bangladesh Securities and Exchange Commission's Notification No-SEC/CMRRCD/2006-158/207/Admin/80 dated 3 June 2018.

The composition of present Nomination and Remuneration (NRC) Committee is as under:

Advocate Munshi Golam Mostofa, Independent Director	: Chairman
Quazi Mohammed Hasan, Director	: Member
Mr. Md. Quamrul Hasan, Independent Director	: Member
Mr. Ali Absar, Company Secretary	: Secretary

3. Duration of appointments

Unless otherwise determined by the Board, the duration of appointments of the Committee shall commensurate with the term and condition of appointment of the respective member to the Board of directors of the Company.

4. Chairman

- 4.1 The Chairman of the NRC shall be appointed by the board from among the members who is an Independent Director.
- 4.2 In the absence of the Chairman of the NRC, the remaining members present shall elect one of their members as chairman of the meeting.
- 4.3 The Chairman of the NRC shall report to the Board on any matter that should be brought to the Board's attention and provide recommendations of the NRC that require the Board's approval at the Board Meeting.

5. Secretary of the NRC

- 5.1 The Board Secretary shall act as Secretary to the Committee and attend all meetings.
- 5.2 The Secretary shall draw up an agenda for each meeting, in consultation with the Chairman of the NRC. The agenda shall be sent to all members of the NRC.
- 5.3 The Secretary shall prepare the Minutes of the NRC meeting and distribute it to each member. The Minutes of the NRC shall be signed by the Chairman of the meeting.
- 5.4 The Minutes of the NRC meeting shall be maintained by the Secretary and be made available for notation to the Board.

6. Frequency of Meetings

The Committee shall meet at least 1 (one) time a year and otherwise as required. Meetings of the Committee may be called by the Chair of the Committee at any time to consider any matters falling within these Terms of Reference.

7. Responsibilities

7.1 To oversee, among others, the following matters and make report with recommendation to the Board:

- (i) Formulating the criteria for determining qualifications, positive attributes and independence of a director under directives of concerned Ministry and Bangladesh Petroleum Corporation (BPC) and recommend a policy to the Board, relating to the remuneration of the directors, top level executive, considering the following :
 - (a) The level and composition of remuneration is reasonable and sufficient to attract, retain and motivate suitable directors to run the company successfully under directives of concerned Ministry and Bangladesh Petroleum Corporation (BPC).
 - (b) The relationship of remuneration to performance is clear and meets appropriate performance benchmarks; and
 - (c) Remuneration to directors, top level executive involves as balance between fixed and incentive pay reflecting short and long-term performance objectives appropriate to the working of the company and its goals.
- (ii) Devising a policy on Board's diversity taking into consideration age, gender, experience, ethnicity, educational background and nationality;
- (iii) 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 by the concerned Ministry and Bangladesh Petroleum Corporation (BPC) and recommend their appointment and removal to the Board;
- (iv) Formulating the criteria for evaluation of performance of Independent Directors and the Board;
- (v) Identifying the company's needs for employees at different levels and determine their selection, transfer or replacement and promotion criteria;
- (vi) Developing, recommending and reviewing annually the company's human resources and training policies.
- (vii) To review and recommend the outcome of the evaluations and assessments to the Board concerning the areas for continuous improvement.
- (viii) To carry out such other duties or functions as may be delegated by the Board from time to time or required by the regulatory authority.

8. Reporting

- 8.1 Minute of each Committee meeting will be disclosed at the next meeting of the Board. Periodically the Chair of the Committee shall report to the Board on matters within its duties and responsibilities.
- 8.2 The Committee shall compile a report of the work of the Committee in discharging its responsibilities for inclusion in the Annual Report, including a description of significant issues dealt with by the Committee.

- 8.3 The Committee shall in its decision making, give due regard to any relevant legal or regulatory requirements, and associated best practice guidance, as well as to the risk and reputation implications of its decisions (liaising where relevant with other committees).
- 8.4 The Committee shall have access to sufficient resources in order to carry out its duties and have the power to engage independent counsel and other professional advisers and to invite them to attend meetings.

9. Self-Assessment

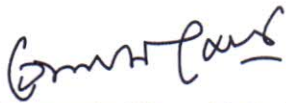
The Committee shall conduct an annual self-assessment of its activities under the Terms of Reference and report any conclusions and recommendations to the Board and, as part of this assessment, shall consider whether or not it receives adequate and appropriate support in fulfilment of its role and whether or not its annual plan of work is manageable.

10. Terms of Reference

The NRC shall review and assess the adequacy of this Terms of Reference on a periodic basis determined by the NRC or as and when necessary. Any revision or amendments to the Terms of Reference shall be approved by the Board.

11. Publication of Terms of Reference (TOR)

The TOR shall be made available on the company's website.



(Advocate Munshi Golam Mostofa)
Chairman
NRC, ELBL