Code of Conduct of Nomination and Remuneration Committee

OBJECTIVE:

In keeping with the Corporate Governance Code issued by the Bangladesh Securities and Exchange Commission through its notification No. BSEC/CMRRCD/2006-158/207/Admin/80, dated 3 June 2018, the Board of Directors of Intech Limited and based on the recommendation of Nomination and Remuneration Committee adopted this Policy on Nomination of Directors, Key Managerial Personnel and Senior Management of the Company.

DEFINITIONS:

"Act" means the Companies Act, 1994 as amended from time to time.

"Code" means the Corporate Governance Code issued by Bangladesh Securities and Exchange Commission through its Notification No. BSEC/CMRRCD/2006-158/207/Admin/80, dated 3 June 2018 as amended from time to time.

"Board' means Board of Directors of the Company.

"Company" means Intech Limited.

"Employee" means employee of the Company,

"Key Managerial Personnel" (KMP) refers to key managerial personnel includes

(i) Managing Director (MD), or Chief Executive Officer (CEO);
(ii) Head of Internal Audit & Compliance (HIAC)
(iii) Chief Financial Officer (CFO); and
(iv) Company Secretary (CS);

"Listing Regulations" means DSE and CSE Listing Regulations 2015 as amended from time to time.

"Nomination and Remuneration Committee" (NRC) means Nomination and Remuneration Committee of Board of Directors of the Company.

"Senior Management" or "Senior Management Personnel" means employees of the company, who are one level below the MD/CEO, and shall include but not limited to, Head of Internal Audit & Compliance, Company Secretary, and Chief Financial Officer.

I) GENERAL APPOINTMENT CRITERIA:

a) The NRC shall consider the ethical standards of integrity & probity, qualification, positive attributes, expertise, experience and independence of the person for appointment as Director, KMP or at Senior Management level and accordingly recommend to the Board his/her appointment.

b) The Company should ensure that the person so appointed as Director and Independent Director does not stand disqualified under the Companies Act, 1994, Listing Regulations and Corporate Governance Code of BSEC or any other enactment for the time being in force.

c) The Director and Independent Director shall be appointed as per the procedure laid down under the applicable provisions of the Companies Act, 1994, Listing Regulations and Corporate Governance Code of BSEC or any other enactment for the time being in force.

II) **OTHER APPOINTMENT CRITERIA:**

Enhancing the competency of the Board and attracting as well as retaining talented employees for role of KMP/ Senior Management Personnel shall be the basis for the NRC to select a candidate for his/her appointment. When recommending a candidate for appointment, the Committee shall be: assessing the appointee against a range of criteria which includes but not be limited to qualifications, skills, regional and industry experience, background and other qualities required to operate successfully in the position, with due regard for the benefits in diversifying the Board;

a) The extent to which the appointee is likely to contribute to the overall effectiveness of the Board, work constructively with the existing Directors/ KMP/Senior Management Personnel and enhance the efficiency of the Company;

b) The qualification, skills and experience that the appointee brings to the designated role and how an appointee will enhance the skill sets and experience of the Board/Company as a whole;

c) The nature of existing positions held by the appointee including directorships or other relationships and the impact they may have on the appointee's ability to exercise independent judgment;

d) The appointment of Independent Directors shall be subject to compliance of provisions of the Condition No. 1(2) and (3) of the Code,

III) TERM/ TENURE OF APPOINTMENT OF MANAGING DIRECTOR AND INDEPENDENT DIRECTOR:

a) Managing Director:

The Company shall appoint or re-appoint any person as its Managing Director for a term not exceeding five years at a times

b) Independent Director:

i) An Independent Director shall hold office for a period of 3 (three) years, which may be extended for I (one) tenure only

ii) A former independent director may be considered for reappointment for another tenure after a time gap of one tenure, i.e., three years from his/her completion of consecutive two tenures [i.e., six years].

iii) At the time of appointment of Independent Director, it is to be ensured that, she/he is not serving in more than 5 (five) listed companies as Independent Director.

IV) REMOVAL:

Due to any disqualification mentioned in the Companies Act, 1994, Listing Regulations and Corporate Governance Code of BSEC or under any other applicable Act, rules, and regulations there under, the Committee may recommend to the Board with reasons recorded in writing, removal of a Director, KMP or Senior Management Personnel subject to the provisions and compliance of the said Act, rules and regulations. The removal shall also be based on principles of natural justice.

AMENDMENT AND DISCLOSURES:

Subject to the approval of the Board, the Nomination and Remuneration Committee reserves its right to review and recommend for amending this Policy, as and when required, to ascertain its appropriateness as per the needs of the Company.

A summary of this Policy will be included annually in the Annual Report. This Policy will also be available on the company's website.