

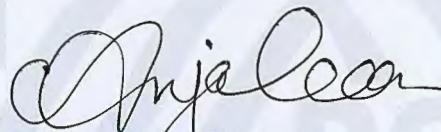
## Terms of Reference of the Nomination and Remuneration Committee (NRC)

### 1. Background and Purpose

The terms of reference of the Nomination and Remuneration Committee (NRC) have been determined by the Board as per BSEC Notification. The NRC as a sub-committee of the Board shall assist the Board in formulation of the nomination and remuneration policy and the evaluation criteria 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 and top level executive.

### 2. Composition of the NRC

- a) The members of the Nomination and Remuneration Committee ("NRC") shall be appointed by the Board of Directors ("Board") from among the board members. NRC shall consist of at least three (3) non-executive directors including an independent director and Chairperson of the committee will be an independent director.
- b) In the event of any vacancy in NRC the Board shall within three (3) months appoint such number of new members as may be required to make up the minimum number of three (3) members.
- c) The appointment of a NRC member shall automatically be terminated if the member ceases to be a Director, or as determined by the Board.
- d) The Board shall have authority to remove and appoint any member of the Committee;
- e) The Chairperson of the Committee may appoint or co-opt any external expert and/or member(s) of staff to the Committee as advisor who shall be a non-voting member, if the Chairperson feels that advice or suggestion from such external expert and/or member(s) of staff shall be required or valuable for the Committee;
- f) The Company Secretary shall act as the Secretary of the NRC.
- g) The quorum of the NRC meeting shall not constitute without attendance of at least an independent director;
- h) No member of the NRC shall receive, either directly or indirectly, any remuneration for any advisory or consultancy role or otherwise, other than Director's fees or honorarium from the company.

A handwritten signature in blue ink, appearing to read "Anjabeen Alam Siddique".

**Anjabeen Alam Siddique**  
Chairman  
Doreen Power Generations & Systems Ltd.

### 3. Chairperson of the NRC

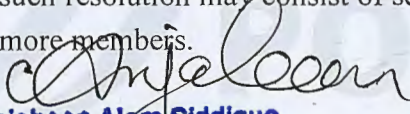
- a) The Chairperson of the NRC shall be elected from among the members who shall be an Independent Director.
- b) In the absence of the Chairperson of the NRC, the remaining members present shall elect one of the independent members as Chairperson for that particular meeting, the reason of absence of the regular chairperson shall be duly recorded in the minutes.
- c) The Chairperson 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
- d) The Chairperson of the NRC shall attend the annual general meeting (AGM) to answer the queries of the shareholders:
- e) Provided that in absence of Chairperson of the NRC, any other member from the NRC shall be selected to be present in the annual general meeting (AGM) for answering the shareholder's queries and reason for absence of the Chairperson of the NRC shall be recorded in the minutes of the AGM.

### 4. Meetings and Quorum of the NRC

- a) The NRC shall conduct at least one meeting in a financial year;
- b) The Chairperson of the NRC may convene any emergency meeting upon request by any member of the NRC;
- c) The quorum of the meeting of the NRC shall be constituted in presence of either two members or two third of the members of the Committee, whichever is higher, where presence of an independent director is must as required under condition No. 6(2)(h);
- d) The proceedings of each meeting of the NRC shall duly be recorded in the minutes and such minutes shall be confirmed in the next meeting of the NRC.

### 5. Circular Resolution

- a) The NRC shall deal with matters by way of circular resolutions in lieu of formally convening a meeting.
- b) A resolution in writing signed or approved by letter, telefax or other written electronic communications by the majority of the members who are sufficient to form a quorum, shall be valid and effectual as if it had been passed at a meeting. All such resolutions shall be forwarded or otherwise delivered to the Secretary and shall be recorded by the Secretary in the minutes book. Any such resolution may consist of several documents in like form, each signed by one (1) or more members.

  
**Anjabeen Alam Siddique**  
Chairman  
Doreen Power Generations & Systems Ltd.

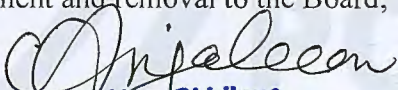
## 5. Authority

The NRC is authorized by the Board to review and recommend any matters within its Terms of Reference with sufficient resources be provided in undertaking its duties. The NRC shall have:

- c) access to such information and/or appropriate professional advice, both from within the Company and the Group and externally, as it deems necessary or appropriate in discharging its responsibilities at the cost of the Company.
- d) access to the advice and services of the Secretary.
- e) request other Directors, members of Management, counsels, consultants or any employee as applicable, to participate in NRC meetings, as necessary, to carry out the NRC's responsibilities.

## 7. Role of the NRC

- a) NRC shall be independent and responsible or accountable to the Board and to the shareholders;
- b) 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 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;
    - (b) the relationship of remuneration to performance is clear and meets appropriate performance benchmarks; and
    - (c) 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;
  - (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, and recommend their appointment and removal to the Board;



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- (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; and
- (vi) developing, recommending and reviewing annually the company's human resources and training policies;

### 8. Evaluation

The Committee shall carry out evaluation of performance of Director and top level executives yearly or at such intervals as may be considered necessary.

### 9. Removal

The MD or CEO, CS, CFO and HIAC shall not be removed from their position without approval of the Board as well as immediate dissemination to the Commission and Stock Exchange(s).

### 10. Implementation

The Committee may issue guidelines, procedures, formats, reporting mechanism and manuals in supplement and for better implementation of this Policy as considered appropriate with the proper approval of the Board.

### 11. Review of the 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.



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