

**TOR of the Nomination and Remuneration Committee (NRC) Formed
by BoD of BSCCL.**

The NRC shall assist the Board of BSCCL in formulation of the nomination criteria or policy for determining qualifications, positive attributes, experiences and independence of directors and top level executive (Up to grade 2) as well as a policy for formal process of considering remuneration of directors, top level executive of BSCCL. NRC shall 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 (Up to grade 2), 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 (Up to grade 2) 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;

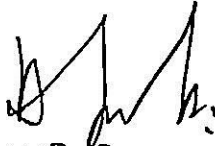
(ii) devising a policy on Board's diversity taking into consideration age, gender, experience, ethnicity, educational background and nationality;


(iii) identifying persons who are qualified to become directors and who may be appointed in top level executive position (Up to grade 2) in accordance with the criteria laid down, and recommend their appointment and removal to the Board;

(iv) formulating the criteria for evaluation of performance of independent directors and the Board;

and

(v) any other issue referred to NRC by BoD of BSCCL.


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