

ADN Telecom Limited



Policy on Board's Diversity

[As per Condition no. 6 (5) (b) of the Notification on Corporate Governance Code issued by the Bangladesh Securities and Exchange Commission vide BSEC/CMRRCD/2006-158/207/Admin/80 Dated: 3 June 2018]



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 ADN Telecom Limited and based on the recommendation of Nomination and Remuneration Committee adopted this Policy on the Board's Diversity.

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 ADN Telecom 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 Head of Internal Audit & Compliance, Company Secretary, and Chief Financial Officer.

The Company believes that the Company's Board shall consist of people from diverse backgrounds possessing different skillsets, perspectives, and industry experience to achieve its strategic and commercial objectives without any discrimination to gender, age, race, religion, or ethnicity. Given the nature of the Company's business, it should also have adequate representation of persons having exposure to international business trends and best practices. The Board composition should be such that the members complement the knowledge, experience, expertise, and diverse skill sets so that the Board collectively functions to achieve the aforesaid objective.

NRC, while making its recommendation for board appointments, shall be guided by the aforesaid objectives and accord due weightage to multiple factors such as general understanding of the business, education, professional background, international exposure, and personal achievements. The NRC shall ensure that the candidates for board membership should be persons of high ethical standards and integrity.



NRC shall ensure that in making its recommendation it shall not discriminate, directly or indirectly, on grounds of religion, ethnicity, cultural background, country of origin, nationality, marital status, gender, age, or disability which does not hinder a person's ability to function as a Board member.

NRC shall also ensure that composition of Board meets the requirements of the Code, and other Rules and Regulations.

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.