

NRC COMMITTEE CODE OF CONDUCT
Of
aamra networks limited

- (i) The committee shall be independent and responsible or accountable to the Board and to the shareholders.
- (ii) The committee shall oversee among others the following matters and make report with recommendation to the Board.
- (iii) The relationship of remuneration to performance is clear and meets appropriate performance benchmarks.
- (iv) 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 director's top level executive considering the following.
- (v) The level and composition of remuneration is reasonable and sufficient to attract retain and motivate suitable directors to run the company successfully.
- (vi) Remuneration to directors, top level executive involves a balance between fixed and incentive pay reflecting short and long-term performance objective appropriate to the working of the working of the company and its goals.
- (vii) Devising a policy on Board's diversity taking into consideration age, experience, ethnicity, educational background and nationality.
- (viii) Identify persons who are qualified in top level executive position 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.
- (ix) Formulating the criteria for evaluation of performance of independent directors and the Board.
- (x) Identifying the company's needs for employees at different levels and determine their selection, transfer or replacement and promotion criteria and
- (xi) Developing, recommending and reviewing annually the company's human resources and training politics.
- (xii) The company shall disclose the nomination and remuneration policy and the evaluation criteria and activities of NRC during the year at a glance in its annual report.



Syed Faruque Ahmed
Chairman