

## Terms of Reference (TOR) for Chairman

### Background and Purpose

The Chairman is the presiding member of the Board of Directors ("Board"). As the Board has ultimate accountability for the management of the Company, the Chairman must ensure that the relationships between the Board and Management, shareholders, other stakeholders and the individuals on the Board are effective and efficient and further the best interests of the Company. In performing this role, the Chairman has to work with the Managing Director ("MD")/Chief Executive Officer ("CEO") for managing activities of the Board.

The Articles of Association of a Company generally specify the procedure/manner of appointment/selection of the Chairman. Article 121 of the Articles of Association of Bengal Windsor Thermoplastics Limited deal with this issue.

Bangladesh Securities and Exchange Commission (BSEC) has issued a notification regarding Corporate Governance Guidelines [Notification No. SEC/CMRRCD/2006-158/134/Admin/44 dated 07 August 2012]. The conditions of the Corporate Governance Guidelines are imposed on 'comply' basis aiming to enhance corporate governance in the interest of investors and the capital market. The companies listed with any stock exchange in Bangladesh shall comply with these conditions. As per condition 1.4 of the said guidelines, **"the Board of Directors of a listed company shall clearly define the roles and responsibilities of the Chairman."**

In view of the above, the Board of Directors of Bengal Windsor Thermoplastics Limited has defined the roles and responsibilities of the Chairman in the Board Meeting held on 06 December 2012.

### Appointment / Selection of the Chairman

As per the Articles of Association-

- The Board of Directors shall elect a Chairman from amongst the Directors.
- If at any meeting of the Directors the Chairman is not present at the time appointed for holding the same, the Directors shall choose another Director to preside over that meeting.

### Roles and Responsibilities of the Chairman

- The duties of the Chairman, which is a non-executive role, arise from his senior most position in the Company and his responsibility for presiding over the official business of the Company and the Board.
- While working with the Board, the Chairman shall :
  - (i) Ensure that the Board has full governance of the Company's business and affairs and that the Board is alert to its obligations to the Company, shareholders, management, other stakeholders as per the law;
  - (ii) Set the agenda for discussion at Board Meetings and General Meetings and ensure that adequate time is available for discussion of agenda items;



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