



# Tamijuddin Textile Mills Limited

## Code of Conduct

### Code of Conduct for the Chairman, other Board members and Managing Director determined by the NRC.

#### 1. Introduction:

The Code of Conduct has been prepared and adopted by the Board of Directors of Tamijuddin Textile Mills Limited on the recommendation of the Nomination and Remuneration Committee (NRC) to set out key principles and ethical standards that govern the conduct of Chairman, Other Board members and Managing Director individually and collectively in accordance with the Condition No. 1(7) of Corporate Governance Code vide Notification No.BSEC/CMRRCD/2006-158/207/Admin/80 Dated 3<sup>rd</sup> June 2018 of Bangladesh Securities and Exchange Commission (BSEC) . This Code of Conduct has been agreed by the Chairman, all Board members and the Managing Director/ (CEO) to operate and conduct themselves with the shareholders, Government, regulatory authorities , stakeholders and customers, suppliers, employees and any others else with whom Tamijuddin Textile Mills Ltd. is connected.

#### 2. Principles of the Code of Conduct:

This Code of Conduct is a guideline of the Chairman, other Board members and the Managing Director/(CEO) to discharge their duties and responsibility as well as the affairs of the Tamijuddin Textiles Mills Ltd. in an ethical, honest and in a good faith for the greater interest of the Company and to avoid all sorts of conflict of interest.

#### 3. Objective of the Code of Conduct:

The core objective of this Code of Conduct is to provide sound standards of governance, clear understanding of the outline of the Tamijuddin Textile Mills Ltd., to balance out among Tamijuddin Textile Mills goal, principal activities and the way in which the Board operate, to foster full development of all individual abilities and skills in the Board and also growth the value of Tamijuddin Textile Mills and for all Stakeholders, to recognize the integrity, honesty & accountability and to serve in all spheres of activities of Tamijuddin Textile Mills Ltd.

#### 4. Compliance Guidance:

The Chairman, other Board members and the Managing Director/(CEO) must act in a professional and ethical way and in the best interests of Tamijuddin Textile Mills Limited and shall uphold the highest standards of honesty, trust, fairness, integrity and diligence, and also observe the following:

##### 4.1 Prudent Conduct and Behavior:

The Chairman, other Board members and the Managing Director/(CEO) shall at all times in discharging their duties and responsibilities act prudently, ethically and in good faith and in the best interest of the Company.

Head Office : Sena Kalyan Bhaban (11th Floor), 195, Motijheel C/A  
Dhaka-1000, Tel: +88-02-9551545, Fax : 880-2-47116116, E-mail : tamijtextile@gmail.com  
Factory : BSCIC Industrial Estate, Konabari, Gazipur, Bangladesh, Tel : 9297129, 9297758



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## 4.2 Confidentiality:

The Chairman, other Board members and the Managing Director/(CEO) shall maintain the confidentiality of information not generally known to the public and entrusted to them, except when disclosure is authorized or legally mandated.

## 4.3: Conflict of Interest:

The Chairman, other Board members and the Managing Director/(CEO) shall act in the best interest of the Company at all times and always conduct themselves, without having any prejudice towards any person or entity not enter into any transaction which is or is likely to be in conflict with the interest of the Company. Any situation which gives rise, or might give rise to a conflict of interest shall be disclosed as soon as it arises.

## 4.4: Compliance with Laws, Rules and Regulations:

Tamijuddin Textile Mills corporate policy shall comply with laws, rules and regulations applicable to their roles. Additionally, they shall adhere to internal rules and regulations as may be approved by the Board with the recommendation of NRC from time to time. Each Member shall note that the Company shall never be liable for or to defend any Member who, acts in contradiction to applicable laws. The violation of any law, regulations, rules and orders may make members liable for criminal or civil action, in addition to any disciplinary action that the Company may take for such violation.

## 4.5: Prohibition of Insider Trading:

The Chairman, other Board members and the Managing Director/ (CEO) shall observe all applicable insider trading legislation and regulation, including the duties of confidentiality and prohibitions against trading and are prohibited from dealing in securities market in a fraudulent manner, engaging in manipulative share trade practices, unfair trade practices relating to Company's securities, making misleading statements to induce sale or purchase of company's securities. This also includes the prohibition to purchase or sell the Company's securities on the basis of any undisclosed price sensitive information and also the prohibition to disclose such information to any other person including relatives.

## 4.6 : Relationship with Shareholder/Investor:

The Chairman, other Board members and the Managing Director/(CEO) shall preserve the lawful benefits and interests of its shareholders/investors. They shall provide with accurate, relevant, truthful information on the Company's operation, shall make utmost endeavor to maximize the profit and dividend payment ethically and lawfully and do not deliberately omit any important facts or shall not be of misleading nature.

## 4.7 : Relationship with environment, employees, customers and suppliers:

The Chairman, other Board members and the Managing Director/(CEO) are expected to monitor that the Company complies with the applicable laws, rules and regulations of the country related to the environment, employees, customers and suppliers. They shall deal honestly, responsibly and fairly with customers, suppliers, competitors and employees in accordance with the law.

## 4.8 Independency:

The Chairman, other Board members and the Managing Director/(CEO) shall exhibit high standards of integrity, commitment and independence in regards to discharge of their respective duties and responsibilities entrusted upon them, complied with the law and for the best interest of the Company.

## 4.9 Amendments to the code of Conduct:

The provisions of this code can be amended or modified by the Board from time to time, subject to recommendation from Nomination and Remuneration Committee.