

PRINCIPLES ON DISCLOUSER OF
MATERIAL INFORMATION (MI) AND PRICE SENSITIVE INFORMATION (PSI) OF
TAMIJUDDIN TEXTILE MILLS PLC.
[INSIDER TRADING PROHBITION POLICY]

1. PREFACE

Tamijuddin Textile Mills PLC. (herein after referred to as the “**Company**”) endeavors to preserve the confidentiality and preventing the misuse of any un-published price sensitive information. The Company is committed to adherence to all applicable laws and regulations set forth by the Bangladesh Securities and Exchange Commissions (“BSEC”) or the Stock Exchanges with regards to prevention of insider trading. The Board of Directors of **Tamijuddin Textile Mills PLC.** has adopted a Policy named “Insider Trading Policy” in line with the Bangladesh Securities and Exchange Commission (Insider trading prohibition) Rules, 2022

2. PURPOSE

This insider trading policy (this “**Policy**”) aims to define and establish rules & process of the Company with respect to:

- prevention of insider trading of securities;
- ensure that there is no violation of the BSEC’s Prohibition of Insider Trading regulations, 2022.
- maintenance of confidentiality of unpublished price sensitive information; and
- adherence to the BSEC’s guidelines by all connected person and deemed connected persons including directors, sponsors, officers and designated persons for prevention of insider trading.

3. APPLICABILITY

The Company endeavors to preserve the confidentiality and prevent the misuse of un-disclosed price sensitive information. The Company is committed to transparency and fairness in dealing with all stakeholders and in ensuring adherence to all the applicable laws and regulations.

Every director, officer, employees of the Company has a duty to safeguard the confidentiality of all such information which he/ she obtain in the course of performance of official duties. Directors, Officers and Designated Person (CFO, CS, HIAC) of the Company should not use their position to gain personal benefit.

The Code is applicable to the following Insiders (persons):

- 1) Promoters/Sponsor Shareholders
- 2) Directors
- 3) Substantial Shareholder (Shareholders who hold 10% or more shares)
- 4) Auditors
- 5) Consultants

- 6) Bankers
- 7) Managing agents or its interest related party or its Bank
- 8) Asset appraiser
- 9) Credit Rating company
- 10) Advisers
- 11) Related party, officer or employee or close relative or any other person or entity associated with them

4. DEFINITIONS AND INTERPRETATIONS

Unless repugnant to the meaning or context thereof, the following expressions, wherever used in this policy, shall have the meaning assigned to them below:

“Legal entity” means any security issuing Company or Fund or Organisation

“Issuer Company” means **Tamijuddin Textile Mills PLC.**

“Board” means the Board of Directors of the Company.

“Directors” means the directors of the Company.

“Sponsors” means the Promoters or Sponsors of the company.

“Substantial Shareholders” means the Shareholders who hold 10% or more shares of the company.

“Immediate relative” means parents, spouse, sibling and child or any of such person who is either dependent financially on such person or consults such person in taking decisions relating to trading in securities.

“Chief Executives” means the top 5 executives of the company including CEO, CFO & CS.

“ Price Sensitive Information” shall have the meaning as defined under the BSEC Insider Trading Regulations 2022, 3 (1) which means any information, relating to a company or its securities, directly or indirectly, that is not generally available which upon becoming generally available, is likely to materially affect the price of the securities and shall, ordinarily including but not restricted to, information relating to the following:

- (i) Financial Results or Financially Related Material Information;
- (ii) Information regarding Declaration of Dividends and Corporate;
- (iii) Information regarding Change of Corporate Structure i.e. Amalgamation, Demerger, Absorption, Liquidation, Information regarding Transformation
- (iv) Information regarding change in capital structure;

- (v) Information regarding Expansion of Business or Alteration
- (vi) Any other information time to time published by the commission as Directive, Rule and regulation, Order, Circular etc.

“Material information” means those information relating to decision, occasion, circumstances, situation, conditions, events, financials or otherwise, any other changes in the affairs of the Company or its directors/ sponsors or its Chief Executive Officer/Managing Director/ Company Secretary/Chief Financial Officer/Compliance Officer that can have impact on investment decision of the holders of the securities or potential investors or otherwise users of such material information/changes.

“Stock” means securities of the Company trading on the Stock Exchanges.

“Insider” means as defined under Clause 2 (dau) of the BSEC (Prohibition of Insider Trading) Regulations, 2022, which includes: Promoters/Sponsor Shareholders, Directors, Principal Shareholder (Shareholders who hold 10% or more shares), Auditors, Managing agents or its interest related party or its Bank, Asset valuer, Credit Rating Company, Advisers or Other persons or relatives or Executive or officers who have relationship with the aforesaid persons and scope to know any undisclosed material information.

“Insider Trading” means to buy or sell or otherwise dispose of securities of the Company by the insider on the basis of undisclosed price sensitive information.

“Connected Officer/Employee” means the relevant authority or designated employee of the Company and the Stock Exchange who have a legal right or opportunity to know the price sensitive information of the company as referred in clause no. 3 (1) of the BSEC’s prohibition of insider trading regulations, 2022.

“Interested Party” means the parties as referred in the BSEC’s prohibition of insider trading regulations, 2022 are as follows:

- (i) **“Interested person”** means any person or any member of his family who by himself or jointly with another person, controls or exercises significant influence over an entity or is the chief executive officer or top management of such entity or company or its holding company remains.
- (ii) **“Affiliated entity”** means such an entity if it is an entity belonging to another entity or an entity belonging to the same group in which its interest relates or is related as a holding company, subsidiary company, associate entity or joint venture or both are joint ventures with a third entity or the said institutions or companies are managed or controlled by persons having the same interest, singly or jointly.

5.PROHIBITED ACTIVITIES

Every sponsors who are Directors, Chief Executive Officer , Concerned Employees, Auditors and persons engaged in audit works, Advisors or Legal Counsel, Asset Valuation Firm, Credit Rating Company of the Company, Holding Company or Directors of Holding Company, Subsidiary , beneficial owners of securities mentioned in section 12 of Securities and Exchange Ordinance 1969 and any other person as prescribed by BSEC in its directive or Circular, shall not buy, sell or otherwise receipt/handover of securities of the Company during the period from 2 months preceding of the end of the Financial Year up to the completion of Board Meeting regarding approval of the Financial Statements.

6.PROCEDURE OF DESEMATING THE PRISE SENSITIVE INFORMATION

The issuer of listed securities shall make full disclosure of all decisions, may mean price sensitive information, as defined in the "সুবিধাভোগী ব্যবসায় নিষিদ্ধকরণ বিধিমালা" 2022 or any other rules or regulations : Provided that the issuer of listed securities shall make written report (signed by Chairman or Managing Director/Chief Executive Officer or Company Secretary) of its price sensitive information within two hours of the decision on such information to the Exchange and the Commission by fax, through electronic communication and by special messenger or by courier service as the case may be and immediately ensure publication of such information/decision in two widely circulated daily newspapers, one in Bangla and the other in English:

Provided further that the board of directors of the issuer of listed securities shall hold the board of directors' meeting involving price sensitive decision either after the trading hour or on a holiday.

7.MAINTENANCE OF CONFIDENTIALITY

The Insiders shall maintain the confidentiality of all unpublished price sensitive information.

The Insiders shall also not pass on such information to any person directly or indirectly by means such as making a recommendation for the purchase or sale of securities etc.

Unpublished price sensitive information is to be handled on a "need to know basis" i.e., unpublished price sensitive information should be disclosed only to those within the company who need such information to discharge their duties;

All files, whether electronic or manual, containing confidential information shall be kept secure.

CONFLICT IN POLICY

In the event of conflict between this policy and the regulations of the Bangladesh Securities and Exchange Commission in force, the regulations shall prevail.

REVIEW OF THE POLICY

The Board of Directors shall be empowered to amend, modify, interpret these Policy and such Policy shall be effective from such date that the Board may notify in this behalf.

DISCLAIMER

This Policy is only the internal code of conduct and one of the measures to avoid insider trading. Every specified person is required to familiarize himself with the BSEC'S regulations as it will be the responsibility of each specified person (and his relatives) to ensure compliance with this code, BSEC'S regulations and other related rules.

DISCLOUSER

This policy shall be published in the official website of the Company in pursuance of regulatory requirement.

Tamijuddin Textile Mills PLC.

Schedule-KA

PRINCIPLES OF DISCLOSURE OF MATERIAL INFORMATION AND PRICE SENSITIVE INFORMATION
[As per “Schedule Ka” {Rule 3(2)} of Bangladesh Securities and Exchange Commission (Insider Trading Prohibition) Rules, 2022]

According to rule 3(2) of Insider Trading Prohibition Rules, 2022, following type of information shall be regarded as Material Information (MI) and of those that are with the category of rule 3(1) shall be regarded as Price Sensitive Information (PSI). All PSI and MI category information shall be duly published/disclosed in accordance with rule 3(3) of the BSEC Insider Trading Prohibition Rule 2022.

SI No.	Factors	Material Information	Nature of Disclosure	Revised
1	Changes in Financial Condition	a) Changes in financial statements, namely: material increase or decrease in income, expenditure, cash flows, receivables, assets or liabilities etc. and any information or statement on revaluation of assets or material increase or decrease of assets;	PSI	
		(b) Comparative financial information:	PSI	
		(i) Earnings Per Share (EPS):	PSI	
		(ii) Net Operating Cash Flow Per share (NOCFPS) and	PSI	
		(iii) Net Asset Value (NAV) Per Share;	PSI	
		(c) material changes in value of assets and combination of assets;	MI	
		(d) Changes in any special guideline by regulatory authority on maintaining provision or changes in any special guideline previously issued by the regulatory authority	MI	
		(e) Any changes in Accounting Policies.	MI	
2	Corporate Declaration	(a) Declaration of Dividend;	PSI	
		(b) Declaration of Rights, Bonus issue or decision of giving similar benefits to securities holders;	PSI	
		(c) Any other information/declaration regarding investors’ receivables; and	MI	
		(d) Changes in Dividend Distribution Policy.	MI	

3	Changes in Corporate Structure	(a) Acquisition or disposal of 5% or more of the Company's existing assets;	PSI	
		(b) Merger with other company or subscription and acquisition of substantial shares of other company;	PSI	
		(c) Demerger of any unit of the company;	PSI	
		(d) Conversion or disposal of any unit of the company;	PSI	
		(e) Changes in corporate operations through capital re-organization, consolidation or segmentation;	PSI	
		(f) Proposal for takeover of other company or proposal for acquisition of its internal services;	PSI	
		(g) Change of ownership that can have impact over the control of the company; and	PSI	
		(h) Change of Company's name or address.	MI	
4	Changes in Capital Structure	(a) Decision regarding private or public or rights offer of securities of the company or any changes of its capital structure;	PSI	
		(b) Re-purchase or redemption of securities in a planned manner;	PSI	
		(c) Decision regarding share consolidation, share exchange, conversion of securities into equity securities or conversion of debenture into share;	PSI	
		(d) material changes with regard to the rights of the security holders etc.	MI	
5	Expansion and Changes in Business Operations	(a) material development or changes in technology, production or infrastructure of the Company;	PSI	
		(b) material capital investment or material changes in objectives of the Company;	PSI	
		(c) material new agreement, production, patent, services or any other changes in business;	PSI	
		(d) material collection of long-term reserve for bad debts	MI	
		(e) Changes or resignation or dismissal in the Board of Directors, including MD or CEO, CFO and Company Secretary;	MI	
		(f) Changes of Statutory Auditors, Corporate Governance Auditors, Credit Rating Company;	MI	

		(g) Initiation of legal proceedings or development of regulatory affairs or any material Court Order or judgment;	MI	
		(h) Delisting from stock exchanges or changes of category of securities;	MI	
		(i) Material management contract, investors relation agreement, service agreement or related party transactions that can materially impact the financial statements	MI	
		(j) Decision regarding sale or purchase of any fixed asset, renovation or development or expansion of plant or machineries ((BMRE) or information regarding establishment of new units; and	PSI	
		(k) Payment or receive of material advances or loans between inter-companies or subsidiaries or associates or transactions of loans with directors, etc.	MI	
6	Debt Management	(a) Payment or receipt of loan amounting to 25% or more of the paid up capital or net assets whichever is higher.	PSI	
		(b) Mortgage or redemption of material assets or properties of the Company;	MI	
		(c) Failure of repayment of loan to the bank or to creditor or to debentures for more than six months;	MI	
		(d) New material loan agreement; and	MI	
		(e) Foreign Loan or investment agreement, etc.	MI	
7	Other Information	(a) Signing of any material agreement or termination or amendment of previously signed agreement;	MI	
		(b) Material loss of any property of company or issuer or any event detrimental to image of the Company or issuer;	MI	
		(c) Abandonment or material modification of any scheme/project previously declared by the Company; and	MI	
		(d) Submission of qualified report by the Auditors of the Company.	MI	