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জিলা বাংলা সুগার মিলস লি.

Zeal Bangla Sugar Mills Ltd.

(An Enterprise of Bangladesh Sugar & Food Industries Corporation)

ডাকঘর: দেওয়ানগঞ্জ, জেলা: জামালপুর

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Code of Conduct for

- ❖ Chairperson,
- ❖ Board Members
- ❖ Managing Director.

Recommended by Nomination and Remuneration Committee (NRC)

Approved by Board of Directors

Zeal Bangla Sugar Mills Ltd.

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Zeal Bangla Sugar Mills Ltd. is situated at Dewangonj, upozala: Jamalpur., district: Jamalpur. The main activities of the Company is to produce sugar from sugarcane and molasses as by products.

Board of Directors of Zeal Bangla Sugar Mills Ltd. consists of 8(Eight) members including 2(Two) Independent Directors. Key purpose of the Board is to ensure the company continues prosperity by collectively directing the company's affairs and meeting the appropriate interests of the shareholders and stakeholders. In addition to business and financial issues, Board should deal with challenges and issues relating to corporate governance, corporate social responsibility and corporate ethics.

This Code of Conduct for the Chairperson, other Board Members and Managing Director has been framed and adopted by the Company in compliance with the requirements of the Condition 1(7) of Corporate Governance Code vide Notification No.BSEC/CMRRCD/2006-158/207/Admin/80 dated 3 June 2018 of Bangladesh Securities and Exchange Commission.

This Code is intended to provide guidance to the Chairperson, other Board Members and Managing Director to manage the affairs of the Company.

Applicability

This Code shall be applicable and binding on the Chairperson, other Board Members and Managing Director of the Company. They will continue to comply it with other applicable/to be applicable policies, rules and procedures of the Company.

Principles of the Code

The Chairperson, other Board members and Managing Director of the Company shall act within the authority conferred upon them, in the best interests of the Company and observe the following:

Code of Conduct

1. Prudent Conduct and Behaviour:-

The Chairperson, other Board members and Managing Director should;

- (i) act honestly, ethically, in good faith and in the best interest of the Company.
- (ii) conduct themselves in a professional, courteous and respectful manner and shall not take any improper advantage of their position.
- (iii) use the company's assets, property, proprietary information and intellectual rights for business purposes of the Company and not for any personal benefits or gains.

2. Confidentiality:

The Chairperson, other Board members and Managing Director should conduct themselves so as to meet the expectations of operational transparency of the stakeholders while at the

same time maintaining confidentiality of information in order to foster a culture conducive to good decision making.

3. Conflict of Interest:

The Chairperson, other Board members and Managing Director shall not enter into any transaction which is or may likely to have a conflict with the interest of the Company. They should disclose to the board whether they directly or indirectly or on behalf of third parties have a material interest in any transaction on matter directly affecting the Company.

4. Compliance with laws, Rules and Regulations:

The Chairperson, other Board Members and Managing Director should strive to ensure that all activity by or on behalf of the Company is in compliance with applicable laws, rules and regulations of Bangladesh.

5. Prohibition of Insider Trading:

The Chairperson, other Board Members and Managing Director should

- (i) comply with all laws, rules and regulations governing trading in the shares of the Company and the Company Code of Conduct for prohibition of Insider. Trading in dealing with the securities of the company which, inter-alia, prohibits buying or selling of the company's securities on the basis of any unpublished price sensitive information and prohibits disclosure of such information to any other person where such information may be used by such person for his or her personal benefit or gain.
- (ii) comply with the provision of the companies Act, 1994 and applicable rules and regulation issued by Bangladesh Securities and Exchange Commission, Dhaka Stock Exchange and Chittagong Stock Exchange, in so far as they relate to Prohibitions on inside trading.

6. Relationship with Environment:

- (i) The Chairperson, other Board Members and Managing Director should strive to provide a safe and healthy working environment for employees of the company. They also should comply all regulations regarding the preservation of the environment of the industry it operates in.
- (ii) The Company should be committed to prevent the wasteful use of natural resources and minimize any hazardous impact of the development, production, use and disposal of any of its products and services on the ecological environment in accordance with the applicable laws.

7. Relationship with Employees:

The Chairperson, other Board Members and Managing Director should strive to influence the company to maintain cordial employee relations, encourage employees to use best knowledge, skills and professionalism while discharging their responsibilities, assist the Company further aligning its human resource, Policies, Processes and initiatives to meet its business needs.

8. Integrity and Accuracy of Financial Records:

The preparation and Maintenance of accurate books, records and accounts are required by law and essential to the proper discharge of financial legal and reporting obligations. Ensure that all financial data must be completely and accurately recorded in compliance with applicable laws and the company's accounting policies and procedures.

9. Cooperation with Auditors:

Every Board member is expected to comply promptly with any request from internal and / or external / commercial /compliance auditors for assistance and provide full disclosure at any situation under investigation.

10. Independency:

The Chairperson, other Board Member and Managing Director should remain independent in all material respects and act impartial to the Employees, Customers, Suppliers, Shareholders and other Stakeholders.

Amendment to the Code of Conduct

The provisions of this Code can be amended/ modified by the Board of Directors, based on the recommendation of the Nomination and Remuneration Committee (NRC), from time to time and all such amendments/ modifications shall take effect from the date stated therein. The Board shall be duly informed of such amendments and modifications.