

Tel : 02477783634

: 02477783307



রেনউইক, যাজ্ঞেশ্বর অ্যান্ড কোং (বিডি) লিঃ
RENWICK, JAJNESWAR & CO. (BD) LTD.
(An Enterprise of Bangladesh Sugar &
Food Industries Corporation)

ডাকঘর : কুষ্টিয়া - ৭০০০, জেলাঃ কুষ্টিয়া

Email: renwick.kushtia@gmail.com

Code of conduct for the Chairperson, other Board Members and Managing Director.

Renwick, Jajneswar and Co (BD) Ltd.
Renwick Road, Kushtia-7000

Recommended by Nomination and Remuneration Committee (NRC)

Approved by Board of Directors

Renwick, Jajneswar and Co (BD) Ltd.

Renwick, Jajneswar and Co (BD) Ltd. is an engineering company. The factory of the company is situated at Renwick Road, Post Office: Kushtia-7000, District-Kushtia. The main activities of the company is to make and manufacture all kinds of plant and machinery required for the purpose of preparing, making, and marketable the agricultural products of Bangladesh, such as sugar, edible oil, rice, wheat, and pulses, in addition to carrying on the business of mechanical and electrical products.

Board of Directors of Renwick, Jajneswar and Co (BD) Ltd. consists of 9 (nine) 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 Notification No. BSEC/CMRRCD/2006-158/207/Admin/80 dated: 3 June 2018 of Bangladesh Securities and Exchange Commission.

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.

Code of Conduct

1. Prudent Conduct and Behavior:

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 the 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 matters 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 the 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 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 regulations issued by Bangladesh Securities and Exchange Commission, Dhaka Stock Exchange Ltd., and Chittagong Stock Exchange Ltd., in so for as they relate to prohibitions on inside trading.

6. Relationship with the Environment:

- (i) The Chairperson, other Board Members, and Managing Director should strive to provide a safe and healthy 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 resources, 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 or external commercial or compliance auditors for assistance and provide full disclosure in any situation under investigation.

10. Independency:

The Chairperson, other Board Members 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.

