



Code of Conduct of the Chairperson of the Board, Other Board Members and the Managing Director & CEO of RATANPUR STEEL RE-ROLLING MILLS LIMITED

Introduction:

The Code of Conduct for the Chairperson of the Board, Other Board Members and the Managing Director & CEO of Ratanpur Steel Re-Rolling Mills Limited is formulated under the Code 1(7)(a) of Corporate Governance Code 2018 of Bangladesh Securities and Exchange Commission Notification No: BSEC/CMRRCD/2006-158/207/Admin/80, Dated: June 03, 2018 will be called Code of Conduct for the Chairperson, other Board Members and the Managing Director & CEO.

Applicability:

This code of conduct shall be applicable and binding upon the Chairperson of the Board, the Managing Director & CEO and other Board Members of the Company ("the Board" Collectively).

Accountability:

The Directors shall discharge their duties in good faith and integrity in business judgment and in the best interests of the Company and its stakeholders. They are expected to use their best endeavors and organize the resources for advancing the Company's objectives. They shall act ethically, honestly, diligently and in good faith to protect the company's brand equity and image.

Conflict of Interest:

The Chairperson of the Board, Other Board Members and The Managing Director & CEO of Ratanpur Steel Re-Rolling Mills Limited shall not enter into any transaction which is or is likely to be in conflict with the interest of the Company. They shall not take up any position or engagement that may be prejudicial to the interest of the Company and the minority Shareholders. Any situation which may rise, or might rise to a conflict of interest shall be disclosed as soon as it arises.

Prudent Conduct and Behavior:

The Chairperson of the Board, Other Board Members and The Managing Director & CEO shall at all times in discharging their duties & responsibilities act with honesty, ethics, in utmost good faith and to protect the best interest of the Company and minority shareholders.

Statutory Compliance, Rules and Regulation:

The Chairperson of the Board, Other Board Members and The Managing Director & CEO shall comply with laws, rules and regulations applicable to their roles, additionally; they shall be compliant to internal rules and regulation as may be approved by the Board from time to time.

Prohibition of Insider Trading:

The Chairperson of the Board, Other Board Members and The Managing Director & CEO shall observe all applicable insiders Trading Legislation and Regulation, including the duties of the confidentiality and prohibitions against Trading, and shall comply with the Insider Trading Manual of the Company, as amended from time to time. This 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.

Financial Record Keeping & Reporting:

The Company shall prepare and maintain its accounts fairly and accurately and in accordance with the accounting and financial reporting standards which represent the generally accepted guidelines, principles, standards, laws and regulations of Bangladesh. Every business transaction undertaken by the Company must be recorded in its books accurately and in a timely manner. The Directors must ensure that accurate information is provided for preparation of these documents and they shall never make any false or misleading entries. All reasonable efforts are expected to ensure that all business records and reports are accurate, complete and reliable.

Impartiality:

All attempts should be made to maintain equity and fair justice while dealing on behalf of the Company. The Directors shall be committed to provide a work environment free from unlawful discrimination, harassment and intimidations of any nature. Any kind of harassment and discrimination based on gender, religion, age, ethnic origin and other such characteristics shall be strictly prohibited. They shall strive for maintaining a safe workplace by following safety and health rules and practices.

Relationship with environment, employees, customers and suppliers:

The Chairperson of the Board, Other Board Members and The Managing Director & CEO are expected to monitor that the Company complies with the applicable laws, rules and regulation of the Country related to the environment, employees, customers and suppliers. They shall deal fairly with competitors, employees, customers and suppliers accordance with the law.

Independency:

The Chairperson of the Board, Other Board Members and The Managing Director & CEO shall exhibit high standards of integrity, commitment and independence in regard to discharge of their respective duties and responsibilities entrusted upon them, within the jurisdiction of the law and the best interest of the Company.

Confidentiality:

The Chairperson of the Board, 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 permissible.

Amendments to this Code:

Subject to recommendations from the Nomination and Remuneration Committee (NRC), the Board of Directors, from time to time may amend or modify the provisions of this Code of Conduct.

Publication of the Code of Conduct:

Pursuant to Condition 01(7) (b) of Corporate Governance Code Notification BSEC/CMRRCD/2006 158/207/Admin/80 Dated, 03 June, 2018 of Bangladesh Securities and Exchange Commission, this Code of Conduct and any amendments thereto shall be published/posted on the website of the Company i.e. www.rsrbmd.com