

# **Kattali Textile Limited**

## **Code of Conduct**

**Recommended by – Nomination and Remuneration Committee (NRC)**

### **Applicability**

This Code of Conduct (“this Code”) shall be called “The Code of Conduct for the Chair of the Board, other Board members and Chief Executive Officer of “Kattali Textile Limited”. This Code of Conduct is in compliance with the requirement of the Corporate Governance Code 2018 of the Bangladesh Securities and Exchange Commission

### **Standards of Conduct**

The Company expects all Directors, Employees, Agents and Contractors to take steps for furthering safety and welfare of citizens and for ensuring a cooperative, efficient, positive, harmonious and productive work environment

Those who neglect or willfully breach this Code may be subject to corrective action, which may include termination.

### **Shareholder Value**

The Directors and Employees of the Company shall be fully committed to enhancing shareholder value and net worth. Every member of the Board and all employees shall take adequate steps and measures that would have been taken by a person of ordinary prudence towards achieving this objective.

### **Conflict of interest**

The Directors and Employees shall not participate in the decision making process in respect of any subject matter where there is a conflict of interest between the interest of the Company and the personal interest of such persons. The Directors and Employees shall also not participate in taking decisions in respect of any matter or transaction involving an organization, firm or a person in which case such Directors or Employees may be deemed to be interested.

### **Gifts**

The Directors and Employees shall not accept any gift, hospitality or material benefits from any agent/contractors/vendors or other parties with whom the Company has a business relationship. Gifts customarily given on special occasions like New Year, Eid, Christmas, etc. not exceeding Tk 2,000/- in value or distributed generally and openly at ceremonies and a business lunch or dinner which is not excessive in nature shall not come under purview of this Clause.

Participation by employees in general customer meets, seminars conferences organized by business partners an open invitation will also not fall under the purview of this clause.

### **Business Opportunity**

The Directors and Employees shall not take advantage of any business opportunity belonging to the Company and known to them to be so belonging.

### **Time and attention**

The whole-time Directors and Employees shall devote full time and attention to the affairs of the Company and shall not engage in any other profession or calling which impairs their ability to do so.

### **Quality**

Directors and Employees shall function so as to ensure that the Company preserves its reputation in the market, supplies quality products and valued services to the customers, both internal and external, and will continuously work towards enhancement of the Company's goodwill.

### **Confidentiality and Information Handling**

Directors and Employees shall ensure that all information, which is made available by the Company to the public, is correct, and is free from ambiguity. Information related to the Company and not in the public domain will be generally treated as confidential. Confidential information will be deemed to be a valuable asset and shall be treated as such by all employees and Directors. The Company shall be entitled to take all such steps as may be required to prevent any unauthorized disclosure of information. Share confidential information when we are authorized to do so and there is a legitimate reason for doing so, do not discuss sensitive topics in public places and treat information from third parties with the same level of confidentiality and care as our own information.

### **Relationship with Environment**

Directors and Employees shall support environmentally friendly and energy efficient technologies and we seek to minimize carbon emissions from all parts of our operations. Secure sustainable waste management and we reuse, recycle or safely dispose of all electronic waste

Always consider the environment when purchasing, and we use sustainable criteria in our procurement processes for major contracts. Transparent about our environmental footprint, and we accurately report our environmental performance including energy use, carbon emissions, and waste/recycling. Focus on extreme weather and climate change and protect existing infrastructure and plan network expansion accordingly and shall be report immediately if we see an incident that is actively harming the environment.

## **Insider Trading**

Directors and Employees do not trade, engage in tipping or suggest others should trade in any securities when in possession of inside information about Kattali Textile Limited. Treat all inside information that is not generally available to the investing public as proprietary and confidential and do not discuss sensitive topics in public places

## **Records:**

Every Employee shall take necessary steps to preserve records as may be necessitated by law and the Company's business. Records include written documents, CDs, computer hard disks, USB drive, microfilm, microfiche and all other media.

## **Compliance with Laws, Rules and Regulations**

The Directors and Employees shall take steps to ensure that the Company complies with applicable laws, regulations, rules and regulatory orders. They will also seek such compliance from the Company's contractors and agents.

All employees shall comply with applicable laws in Bangladesh and non-compliance will render them susceptible to action by the Company.

## **Utilization of Assets**

The Directors and employees shall ensure that the assets of the Company are utilized in the best interest of the Company and not for their personal benefit, unless specifically allocated for such purpose.

## **Non-Discrimination**

All other factors being equal, Directors and employees shall not discriminate on the basis of race, religion, colour, creed, sex, disability or marital status. Any form of sexual harassment is prohibited. Complaints of sexual harassment will be investigated and action taken against offending persons.

## **Benefits**

No Director or employee shall derive any undue benefit from the Company which would not be otherwise available to him or her in the course of the Company's business.

## **Enforcement**

1. All the present Directors and employees of the Company shall be deemed to have accepted this Code. All other persons who may become Directors and employees shall be deemed to have accepted the Code from the date when they become Director or employee of the Company.
  2. The Company Secretary shall be the compliance officer for the purpose of this Code.
  3. All Directors and Managers will have to make an annual affirmation of the Code. Any person aware of violation of the Code may lodge a written complaint with the Compliance Officer.
  4. The Company may suo motu undertake internal investigation or enquiry in respect of suspected breach of the Code.
  5. This Code may be amended by the Board of Directors of the Company.
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