

**CODE OF CONDUCT**  
FOR  
THE CHAIRPERSON, OTHER BOARD MEMBERS AND CHIEF EXECUTIVE OFFICER



**Jamuna Oil Company Limited**  
(A Subsidiary of Bangladesh Petroleum Corporation)  
Jamuna Bhaban, Sheikh Mujib Road, Agrabad C/A, Chattogram.

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## **CODE OF CONDUCT FOR THE CHAIRPERSON, OTHER BOARD MEMBERS AND CHIEF EXECUTIVE OFFICER**

### **1. PREFACE**

This code of Conduct ("Code") shall be called "The Code of Conduct of the Chairperson of the Board, other Board members and Chief Executive Officer" of Jamuna Oil Company Limited (the "Company" or "JOCL") in compliance with the requirements of the condition no.1(7)(a) &(b) of Corporate Governance Code as notified vide Notification no. BSEC/CMRRCD/2006-158/207/ Admin/80 dated 03 June, 2018 of Bangladesh Securities and Exchange Commission (BSEC). This Code sets forth the guiding principles on which The Chairperson & other members of the Board and Chief Executive Officer of the Company shall conduct themselves and discharge their responsibilities towards the Shareholders, Government, regulatory agencies, stakeholders, customers, society at large and all others with whom the company is connected. The Code is also intended to maintain the high ethical standards of transparency, business conduct, corporate culture and the values. The Code is the manifestation of the Company's commitment to successful operation of the Company's business in the best interest of the shareholders, customers, creditors, employees and other business associates.

### **2. DEFINITIONS & INTERPRETATION**

- (a) "Board" means the Board of Directors of Jamuna Oil Company Limited.
- (b) "Directors" means directors of the Board including Independent Directors.
- (c) "Chief Executive Officer" means The Managing Director (MD) of the company.
- (d) "Company" means Jamuna Oil Company Limited.
- (e) "JOCL" means Jamuna Oil Company Limited.
- (f) "Code" means the 'code of conduct for the chairperson, other Board Members and Chief Executive officer.

### **3. APPLICABILITY**

This Code shall be applicable to The Chairperson of the Board, other Board members and Chief Executive Officer of the Company.

### **4. CONDUCT SPECIFICATION**

The Chairperson of the Board, other Board members and the Chief Executive Officer of the Company shall act within the authority conferred upon them in the Articles of Association of the Company and relevant policies, code, guidelines and other directives as time to time issued and assigned by the Board of Directors of the Jamuna Oil Company Limited in the line of interests of the Company and observe the following specified code of conduct:

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#### **4.1. PRUDENT CONDUCT AND BEHAVIOUR:**

The Chairperson of the Board, other Board members and Chief Executive Officer should:

- (a) conduct their activities with honesty, integrity, fairness and in the best interest of the Company.
- (b) use their best endeavours and organize the resources for advancing the Company's objectives.
- (c) ensure that it is executed in terms of the authorizations set-forth and within the limits prescribed under relevant policies, codes, guidelines and other directives issued by The Board of Directors of the Company from time to time.
- (d) use the Company's assets, properties, proprietary information and intellectual rights for business purposes of the Company and not for any personal benefits or gains.
- (e) refrain from indulging in any discriminatory practice or behaviour based on race, colour, sex, age, religion, ethnic or national origin, disability or any other unlawful basis.

#### **4.2. CONFIDENTIALITY:**

- (a) The Chairperson of the Board, other Board Members and Managing Director shall maintain confidentiality of information entrusted upon them to carry out their duties and responsibilities. Confidential information includes information on business secrets, confidential and privileged information regarding customers, suppliers, employees etc., which are not publicly available and to which the Board of Directors has access or they possess such information because of their position in JOCL.
- (b) Unless otherwise required by law, maintain Confidentiality and shall not divulge/disclose any information obtained in the discharge of their duty and no such information shall be used for personal gain.

#### **4.3 CONFLICT OF INTEREST:**

The Chairperson of the Board, other Board members and The Chief Executive Officer should:

- (a) not engage in any business, relationship or activity, which is or may likely to have a conflict with the interest of the Company.
- (b) disclose to the board whether they directly, indirectly or on behalf of third parties have a material interest in any transaction or matter directly affecting the Company.
- (c) promptly disclose their relationships with other individuals, firms or body corporate wherever such relationship may affect their independence of judgment while performing their duties and responsibilities towards Jamuna Oil Company Limited in their respective capacities.
- (d) carried out all transactions having conflict of interest in accordance with law and be fully disclosed to the Board of Directors.
- (e) act in the best interest of the company at all times.

#### **4.4 COMPLIANCE WITH LAWS, RULES AND REGULATIONS:**

The Chairperson of the Board, other Board members and The Chief Executive Officer should ensure compliance with the regulatory requirements and other laws as applicable to the business of the Company and endeavor that before any directions are given or decisions taken, relevant regulatory and legal requirements are taken into consideration.



#### **4.5 PROHIBITION OF INSIDER TRADING:**

The Chairperson of the Board, other Board Members and The Chief Executive Officer should:

- (a) not derive benefit by buying and selling company's shares based on undisclosed Price Sensitive Information or assist others to derive benefit by giving investment advice from the access to and possession of information about JOCL in any manner that constitutes insider information.
- (b) comply with the provision of the Companies Act, 1994 and applicable rules and regulations issued by the Bangladesh Securities and Exchange Commission, Dhaka Stock Exchange and Chittagong Stock Exchange, Central Depository Bangladesh Limited in so far as they relate to prohibitions on insider trading.

#### **4.6 HEALTH & SAFETY ENVIRONMENT:**

- (a) The Chairperson of the Board, other Board Members and The Chief Executive Officer should cause the Company to strive to provide a safe and healthy working environment and comply with the conduct of business affairs of the Company with all regulations regarding the preservation of the environment of the industry it operates in.
- (b) The Company should take necessary steps to prevent the wasteful use of natural resources and minimize any hazardous impact at the time of providing services on the ecological environment in accordance with the applicable laws.

#### **4.7 RELATIONSHIP WITH THE EMPLOYEES:**

The Chairperson of the Board, other Board Members and The Chief Executive Officer should:

- (a) take necessary initiatives for causing the Company to maintain pleasant and cordial employer-employee relations.
- (b) cause the Company to build an excellent competency based human resource system and develop and maintain human resource policies that helps to achieve the objectives of the company efficiently.

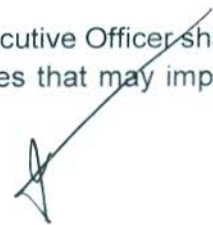
#### **4.8 RELATIONSHIP WITH THE CUSTOMERS AND SUPPLIERS:**

The Chairperson of the Board, other Board Members and The Chief Executive Officer should:

- (a) ensure that the Company is committed to distributing and marketing its products (Petroleum Product and Lubricants) to the customers in accordance with the government policies and other rules.
- (b) ensure that the Company will engage in activities that support the customers and suppliers if any problem arises.
- (c) ensure that the company committed to supply products and services of the highest quality standards backed by efficient aftersales services consistent with the requirements of the customers to ensure their total satisfaction.

#### **4.9 INDEPENDENCE:**

The Chairperson of the Board, other Board Members and The Chief Executive Officer shall perform their duties in an independent and objective manner and avoid activities that may impair or may appear to impair their independence, objectivity or official duties.



## 5. COMPLIANCE WITH THE CODE:

The Chairperson of the Board, other Board members and The Chief Executive Officer should:

- a) be accountable for complying with this Code. The Code does not specifically address every potential form of unacceptable conduct and it is expected that The Chairperson of the Board, other Board members and The Chief Executive Officer will exercise good judgment in compliance with the principles set out in this Code.
- (b) have a duty to avoid any circumstances that would violate the spirit of the Code.  
If any question arises regarding the scope and interpretation of this code or its application to a particular situation, it should be referred to the legal department of the company.

## 6. AMENDMENTS/MODIFICATIONS TO THE CODE OF CONDUCT:

- (a) 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.
- (b) The Chairperson of the Board, other Board members and The Chief Executive Officer shall be duly informed of such amendments and modifications.

## 7. PUBLICATION OF THE CODE OF CONDUCT:

Pursuant to Condition no 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., <http://www.jamunaoil.gov.bd>

