

Code of Conduct for Chairperson, Board Members & Chief Executive Officer of BSCCL.

Applicability

This code is applicable to all Directors of the Company. This is in addition to the code framed under BSEC (Prohibition of Insider Trading Regulations), 1995, THE COMPANIES ACT 1994 and all other applicable policies, procedures as well as the existing act, rules and regulations applicable to the Company. This Code applies to all places/locations where the Company's business is conducted.

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 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 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 may be deemed to be interested. Such interest may include relationship with employees, customers and suppliers.

Business Opportunity

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



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Time and Attention

The Executive Directors 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 & Independency

Directors shall function with Independency to ensure that the Company preserves its reputation in the market, supplies quality products and valued services to the customers, internal and external, home and abroad and will continuously work towards accomplishment of Company's objective as well as enhancement of the Company's goodwill.

Dissemination of Information

Directors 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 Directors. The Company shall be entitled to take all such steps as may be required to prevent any unauthorized disclosure of information.

Compliance with Laws

The Directors shall take steps to ensure that the Company complies with applicable laws, regulations, rules and regulatory orders. All Directors shall comply with applicable laws in Bangladesh and non-compliance will render them susceptible to action by the Company.

Utilisation of Assets

The Directors 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.

Utilisation of Power

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



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Non-Discrimination

The Directors shall ensure that when all other factors being equal, there shall not be any discrimination 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 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.

Insider Trading

No Director shall derive any undue benefit from Insider Trading.


Gifts

The Directors 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 2,500/- in value (or as determined by the government time to time for this purpose, whichever is higher) 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.

Enforcement

1. All the present Directors of the Company shall be deemed to have accepted this Code from the date of adoption of 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 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 moto 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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