

Code of Conduct for the Board Members

Background and Purpose

A Board of Directors is a body of elected or appointed members who collectively oversee the activities of a company. Its activities are determined by the powers, duties and responsibilities delegated to it or conferred on it by an authority and these matters are typically detailed in the Articles of Association. The Articles of Association commonly also specify the number of members of the Board, how they are to be appointed, when they are to meet and the manner/ procedure they should follow. In addition to that the Board may lay down a code of conduct for its members.

Bangladesh Securities and Exchange Commission (BSEC) has issued a notification regarding Corporate Governance Guidelines [Notification No. SEC/CMRRCD/2006-158/134/Admin/44 dated 07 August 2012]. The conditions of the Corporate Governance Guidelines are imposed on 'comply' basis aiming to enhance corporate governance in the interest of investors and the capital market. The companies listed with any stock exchange in Bangladesh shall comply with these conditions. As per condition 1.2(v) of the said guidelines, the Board of Directors of a listed company shall lay down a code of conduct of all Board Members and annual compliance of the code to be recorded.

In view of the above, the Board of Directors of Bengal Windsor Thermoplastics Limited has laid down a Code of Conduct of Board Members in its Meeting held on 06 December 2012.

Code of Conduct

1. The Chairman

- The Board Members shall elect a Chairman from amongst themselves. If at any meeting of the Board, the Chairman be not present at the time appointed for holding the same, the Board Members shall choose another Director to preside over that meeting.
- The Chairman is expected to lead the Board of Directors with reasonable restraint and should at all times strive to build consensus on all contentious matters where there is divergence of opinion expressed in the course of performance of their jobs as such.
- The Chairman as the first among equals should act as an honest spokesperson of the Board and air only views already debated and decided upon by the Board. In other words his/her personal opinions/wish lists should be avoided in press conferences and meets. It would be proper to have certain key issues decided at the Board before they are made public.

2. General Duties

- Fiduciary Duties
The duties imposed on Board Members are fiduciary duties, similar to those that the law imposes on those in similar positions of trust : agents and trustees.
- Powers vs Duties
The duties apply to each Board Member separately, while the powers apply to the Board jointly.
- Contribution in Meetings/Debates
The Board Members are expected to contribute to the debates in the Board without any personal biases or other prejudices with the conviction and belief

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