

Conflict of Interest Policy



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Preamble

Punjab Model Bazaars Management Company (PMBMC) a Public Sector Company incorporated under section 42 of Companies Ordinance 1984. PMBMC is the attached Company of Industries, Commerce & Investment Department and IC&ID is the administrative department of the said Company.

Model Bazaars is a special initiative of Chief Minister Punjab for Welfare of Public in which daily use items are provided on notified/competitive rates as compared to open market in a family environment and in neat and clean atmosphere with value added services. Moreover, identify the sites for establishment of new Model Bazaars in the province.

The Company chalks out its policies on various subjects to achieve its goals in line with its vision, mission, objectives, and core values.

The Management of PMBMC realizes the importance of conducting business with honesty, transparency and with good corporate governance. Therefore, the Company has retreated its responsibility and set up a Conflict of Interest Policy to restrict directors and employees from the company matters where they have any interest, pecuniary or otherwise.

This Policy is developed under Code of Corporate Governance for Public Sector Companies issued by SECP, which clearly sets out under Section 5- (5)(b) (ii) that a Conflict of Interest Policy needs to be developed and implemented to lay down circumstances or considerations when a person may be deemed to have actual or potential conflicts of interests, and the procedure for disclosing such interest.

The Conflict of Interest Policy is applicable on all Directors, Employees and any one acting on behalf of PMBMC.

Conflict of interest:

A conflict of interest shall occur when personal interests of an employee interferes, or appear to interfere, in any way, with the interests of PMBMC. Conflicts of interest may also arise when an employee takes action or have interest, or a member of the employee's family have interest, that may make it difficult for the employee to perform his/her duties objectively and effectively.

Procedure for addressing conflict of interest:

A written complaint should be given to Manager Admin &HR. Manager Admin & HR will first manage to address the reported issue and may forward his recommendation to Redressal of grievance committee.



1. Disclosure of interest by Members of Board of Directors

1. Any Member of the Board of Directors having any interest in any matter to be discussed or decided by the Company, the Board or a committee shall, or other employee has a conflict of interest in a particular matter, such person shall play no part in the relevant discussion, decision or action;
2. A disclosure of interest under sub-section (2) shall be recorded in the minutes of the Company, the Board, or a Committee, as the case may be, prior to any discussion of, or decision on, the matter and employee/director concerned will play no part in the discussion as specified at sub-section (1) and in continuation of the Code of Corporate Governance Rules 2013/amended 2017 rule 5(5)(b)(iv) the same will also be recorded in "register of interests".
4. Any Member of Board of Director or the Member of a Committee who fails to disclose his interest as required by this section shall be guilty of an offence and shall on conviction be liable to imprisonment for a term which may extend to one year, or a fine not exceeding one million rupees, or both.
5. It shall be a valid defense for a person charged with an offence under sub-section (4), if he proves that he was not aware of the facts constituting the offence and that he exercised due care and diligence in discovering those facts which he ought reasonably to have known in the circumstances.
6. Each Member of Board of Directors shall give written notice to the Company of all direct or indirect pecuniary interests that he has or acquires in a body corporate carrying on a business in Pakistan. The nature of such interests and the particulars thereof shall be disclosed in the annual report of the Company.

2. Employees Conflict Of Interest

- i) The employee of PMBMC will not hold a position of director, consultant, employee, representative or agent with any supplier or contractor either doing or seeking to do business with PMBMC without prior written consent of the COO/CEEO in due consultation with the Board.
- ii) Employee will report to Management of PMBMC in case any one of his immediate family member seeks to apply for any position in PMBMC or intends to do business in PMBMC.
- iii) Employee will not hold commercial interest in any organization doing business with PMBMC.
- iv) Employee will seek permission from the Board in case he wishes to take position as non-executive director, trustee, honorary or supervisory position with any external organization.
- v) Employee will not participate in an inquiry/ decision making process on matter of any other employee who is my close/immediate relative unless explicitly directed by Chairman.

3. Notification of interest by others

1. Where a person who, in the course of
 - a. Performing a function, or exercising a power, as a delegate of the Company.



- b. Performing a function or services in any capacity by way of assisting or advising the Company, the Board, any Committee or any delegate of the Company is required to consider a matter in which he has an interest, such person shall forthwith give to the Company a written notice stating that he is required to consider the matter and has an interest in it and setting out particulars of the interest.
2. The person referred to in sub-section (1) shall also declare his interest in accordance with the said sub-section whenever it is necessary to avoid the conflict of interest.

4. Consequences of deliberately hiding of Conflict of interest

Any deviation from or violation of the above mentioned Conflict of interest may result in disciplinary action which may lead to termination or dismissal from service.



Anti-Corruption Policy



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Preamble

Punjab Model Bazaars Management Company (PMBMC) a Public Sector Company incorporated under section 42 of Companies Ordinance 1984. PMBMC is the attached Company of Industries, Commerce & Investment Department and IC&ID is the administrative department of the said Company.

Model Bazaars is a special initiative of Chief Minister Punjab for Welfare of Public in which daily use items are provided on notified/competitive rates as compared to open market in a family environment and in neat and clean atmosphere with value added services.

The Company chalks out its policies on various subjects to achieve its goals in line with its vision, mission, objectives and core values.

PMBMC realizes the importance of conducting business with honesty, transparency and with good corporate governance. Therefore, the Company has retreated its responsibility and set up an Anti-Corruption Policy to prohibit employees and directors from accepting bribes or benefits for corrupt purposes to the benefit of themselves or others.

One of the guiding principles of the Company is "complying with anti-corruption laws". The Anti-Corruption Policy extends on these principles to all Directors and Employees and anyone acting on behalf of PMBMC.

This Policy is developed under Code of Corporate Governance for Public Sector Companies issued by SECP, which clearly sets out under Section 5- (5) (b)(vi) that an Anti-Corruption Policy needs to be developed and implemented to minimize actual and perceived corruption.



Corrupt practice:

“corrupt practice” means the offering, giving, receiving or soliciting of anything of value to influence the action of a public official, bidder or contractor in the procurement process or in contract execution to the detriment of the procuring agency; or misrepresentation of facts in order to influence a procurement process or the execution of a contract, collusive practices among bidders (prior to or after bid submission) designed to establish bid prices at artificial, noncompetitive levels and to deprive the procuring agency of the benefits of free and open competition and any request for, or solicitation of anything of value by any public official in the course of the exercise of his duty; it may include any of the following:

- i. Coercive practice by impairing or harming, or threatening to impair or harm, directly or indirectly, any party or the property of the party to influence the actions of a party to achieve a wrongful gain or to cause a wrongful loss to another party;
- ii. collusive practice by arrangement between two or more parties to the procurement process or contract execution, designed to achieve with or without the knowledge of the procuring agency to establish prices at artificial, noncompetitive levels for any wrongful gain;
- iii. Offering, giving, receiving or soliciting, directly or indirectly, of anything of value to influence the acts of another party for wrongful gain;
- iv. any act or omission, including a misrepresentation, that knowingly or recklessly misleads, or attempts to mislead, a party to obtain a financial or other benefit or to avoid an obligation;
- v. obstructive practice by harming or threatening to harm, directly or indirectly, persons or their property to influence their participation in a procurement process, or affect the execution of a contract or deliberately destroying, falsifying, altering or concealing of evidence material to the investigation or making false statements before investigators in order to materially impede an investigation into allegations of a corrupt, fraudulent, coercive or collusive practice; or threatening, harassing or intimidating any party to prevent it from disclosing its knowledge of matters relevant to the investigation or from pursuing the investigation, or acts intended to materially impede the exercise of inspection and audit process;]

Responsibilities of Directors

The responsibilities of Member of Board of Directors of PMBMC, who comes to possess, receives, obtains or comes across any information regarding involvement/indulgence of any director in corruption or corrupt practices directly or indirectly, or observe any action or activity on part of a director that falls within the ambit of corruption or corrupt practices as defined hereunder, to report the same to the Chairman of Board of Directors or his authorized representative. A failure on part of the Board Member in fulfilling this obligation will be deemed as abetment/connivance in the offense and will be cognizable under the Rules.



Obligation of Employees

It will be the duty of every employee of the PMBMC, who comes to possess, receives, obtains or comes across any information regarding involvement/indulgence of any employee in corruption or corrupt practices directly or indirectly, or observe any action or activity on part of an employee that falls within the ambit of corruption or corrupt practices as defined hereunder, to report the same to the Chief Operating Officer or authorized representative. A failure on part of the employee in meeting this obligation will be deemed as abetment/connivance in the offense and will be cognizable under the Staff Service Regulations.

Confidentiality and Protection

Anonymity of an employee who meets the above obligation is strictly maintained and appropriate protection provided by the management in terms of his/her job and career.

Applicability of the Policy

Policy is applicable on all Directors, Executive Management, Employees and any one acting on behalf of PMBMC.

Procedure for reporting and handling of corrupt practices:

How to report:

Company Secretary, PMBMC

E-mail: cs.pmbmc@gmail.com or may contact through letter at the registered address of the Company by addressing to Company Secretary



Corruption and Corrupt Practices May Include

- i) If an employee or director accepts or obtains from any person or offer any gratification directly or indirectly, other than legal remuneration, as a motive or reward such as is specified in Section 161 of Pakistan Penal Code (Act XLV of 1860) for doing or for – bearing to do any official act, or for showing or for bearing to show, in the exercise of his official functions, favour or disfavor to any person, or for rendering or attempting to render any service or dis-service to any person; or
- ii) If any employee or director accepts or obtains or offers any valuable thing without consideration, or for a consideration which he knows to be inadequate, from any person whom he knows to have been, or likely be, concerned in any proceeding or business transacted or about to be transacted by him, or having any connection with his official functions or from any person whom he knows to be interested in or related to the persons so concerned; or
- iii) If an employee or director dishonestly or fraudulently misappropriates or otherwise converts for his own use, or for the use of any other person, any property entrusted to him, or under his control, or willfully allows any other person so to do; or
- iv) If the employee or director by corrupt, dishonest, or illegal means, obtains or seeks to obtain for himself or for his spouse or dependents or any other person, any property, valuable things, or pecuniary advantage; or
- v) If an employee or director misuses his authority so as to gain any benefit or favour for himself or any other person, or render or attempts to render or willfully fails to exercise his authority to prevent the grant, or rendition of any undue benefit or favour which he could have prevented by exercising his authority; or
- vii) If an employee or director has issued any directive or policy or any other order which grants or attempts to grant any undue concession or benefit in any matter or law or otherwise so as to benefit himself or any relative or associate or any other person; or
- viii) If an employee or director aids, assists, abets, attempts or acts in conspiracy with a person within or outside the Company accused of an offence as provided in above sub para (i-vii).

