

**SERVICE
REGULATIONS
(BYE-LAWS)**


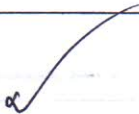



OF

Teletalk Bangladesh
Limited

December, 2011

Honorable Directors of BoD, Teletalk Bangladesh Ltd. (TBL)
who framed the Service Regulations (Bye-Laws) of TBL-2011 as
per Para no. 68(a) of Articles of Association of TBL.

Sl. No.	Name of the Directors	Signatures
1.	Md. Rafiqul Islam Additional Secretary Ministry of Post and Telecommunications	
2.	Kazi Shofiqul Azam Joint Secretary, Budget-1 Finance Division, Ministry of Finance	
3.	Md. Sayed Ahmed Joint Secretary , Legislative & PA Division Ministry of Law, Justice & Parliamentary Affairs	
4.	Abbas Uddin Khan -FCA Council Member, The Institute of Chartered Accountants of Bangladesh	

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CONDUCT REGULATIONS (BYE-LAWS)

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1. SHORT TITLE AND COMMENCEMENT-

- 1.1 These Regulations (Bye-Laws) may be called the Employees (Conduct) Regulations(Bye-laws) of Teletalk Bangladesh Ltd. (TBL).
- 1.2 They shall come into force immediately after the approval by the Board of Directors (BoD) of TBL

2. DEFINITIONS-

- 2.1 In these Regulations, unless there is anything repugnant in the subject or context,
 - a) "Employee" means any person employed in TBL and who is holding any position in the organogram.
 - b) "HoD" means Head of the Department.
 - c) "Member of family" means-His/her spouse, Child or Step-Child, Parents, Grand Child, whether residing with the TBL employee or not.

3. OBLIGATIONS-

Every employee shall:

- 3.1 Conform to and abide by these Regulations, procedures & policies;
- 3.2 Observe, comply with and obey all lawful orders and directions which may from time to time, be given by the Company and any person or persons under whose jurisdiction, superintendence or control he/she may be;
- 3.3 Serve the Company and discharge his/her assigned duties faithfully honestly and diligently;
- 3.4 Use his/her utmost endeavors to promote the interests of the Company;
- 3.5 Observe proper decorum and show courtesy in all matters to all concerned and the members of the Public; and
- 3.6 Maintain strict secrecy regarding the affairs of the Company.

4. PROHIBITIONS-

No employee shall:

- 4.1 Absent him/her from duties, or leave his/her station without obtaining permission from his/her controlling officer;
- 4.2 Make any public statement through "press, radio or television" unless specifically authorized to do so by the Company other than regarding Company's day to day routine matters;
- 4.3 Accept or seek any other employment or office or part-time work, whether on payment, stipendiary or honorary, without previous sanction of the appointing Authority;
- 4.4 Engage in any trade or business without specific approval of the appointing authority;
- 4.5 Indulge in parochialism, favoritism, victimization, willful abuse of office, seizure (Gherao) of office or any officer or coercion to officer/staff in a group or individually;
- 4.6 Own wholly or in-part, or conduct or participate in the editing or management of any newspaper or other periodic publications. (Except with the previous sanction of the Management of the company)
- 4.7 Ask for or accept or in anyway participate in raising of any subscription or other pecuniary assistance in pursuance of any objective whatsoever except with the previous sanction of the Management;
- 4.8 Be a member, office bearer or representative of any association or union other than that of a philanthropic, religious, social or professional organization unless such association or union is organized for the welfare and to safeguard the interest of the employees under the terms and conditions of the Company Regulations in-force;
- 4.9 Associate himself/herself with any political organization, form or be a member of any political party or otherwise take active part in politics or any political demonstration;

- 4.10 Exert or attempt to exert political or other outside influence, directly or indirectly on the management or on any employee in support of any claim arising in connection with his employment;
- 4.11 Assemble in a gathering (assemble in more than two persons at a time) forgoing their duties during office hours;
- 4.12 ~~Submit an application in a group to press the authority to fulfill their demand;~~
- 4.13 Exert undue pressure on the authority to fulfill their demand;
- 4.14 Without having any special or general order of the Management, communicate directly or indirectly any official documents or information to the unauthorized, or to a non-official person or to the press;
- 4.15 Directly or indirectly approach any Minister or Member of Parliament or any other non-official person to intervene on his behalf in any matter;
- 4.16 Accept a foreign award, title or decoration, except with the approval of the Management/ Government;
- 4.17 Accept any gift or concession from any employee or person having or likely to have dealings with the Company;
- 4.18 Lend money to, or borrow money from, or place himself / herself under any pecuniary obligation to any person or firm having or likely to have dealings with the Company;
- 4.19 Hold meeting, procession or public demonstration either to praise or to blame anybody. In cases of farewell or any such occasion arranged for an employee prior permission of the Management has to be taken;
- 4.20 Give evidence before a public committee except with previous sanction of the management. No employee giving such evidence shall criticize the policy or decision of the Government or the company. *This regulations shall not apply to evidence given before statutory committee which has power to compel attendance and the giving of answers or to evidence given in judicial enquiries;*

- 4.21 Use any language or behave with colleagues of opposite gender in any manner which is improper and goes against the official decorum and dignity of the affected colleagues;
- 4.22 Propagate or indulge in sectarian partiality and favoritism which might embarrass the management or create discontent or displeasure amongst the TBL employee(s) and
- 4.23 Involve in Business/Tender related to TBL or his/her family member/members either.

5. VINDICATION BY EMPLOYEE OF THEIR PUBLIC ACTS OR CHARACTER-

An employee may not, without the previous permission of the management, take recourse to any court or to the press for the vindication of his public acts or character from defamatory attacks. In granting permission, generally the company will bear the cost of the proceedings. The company may also allow the employee to institute them at his/her own expenses. In the later cases, if he/she obtains a decision in his/her favor, the company may reimburse him / her to the extent of the whole or any part of the cost.

Nothing in this Regulations limits or otherwise affects the right of an employee to vindicate his/her private acts or character.

6. REGULATIONS NOT TO DEROGATE ANY LAW-

Nothing in this Regulations shall derogate the provision of any law, or any order of any competent authority for the time being in force, relating to the conduct of the employees.

7. CONTRAVENTION OF REGULATIONS-

Contravention of any provision of these Regulations shall be construed as misconduct within the meaning of the "Disciplinary and Appeal Regulations " of TBL. If any employee is found guilty of such contravention he/she shall be liable to disciplinary action for misconduct.

ATTENDANCE REGULATIONS (BYE-LAWS)

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1. OFFICE TIME & HOLIDAYS-

Standard office hour of TBL is from 09:00 AM to 05:00 PM on the working days starting from Sunday to Thursday. There is a half hourly break for Prayer and Lunch starting from 01:00 PM to 01:30 PM in the office days. Friday and Saturday are the weekly holiday. Apart from the weekly holiday, the company will declare yearly public holidays / festival holidays at the beginning of the calendar year. In the interest of Company, the management can call any officials to be in the office even after office hour or on the holidays or on leave period.

2. ATTENDANCE -

- 2.1 Attendance will be controlled through Bio-Metric Device, wherever possible. The attendance through the Bio-Metric device will be monitored everyday by HR department.
- 2.2 Attendance register will be maintained in the offices where Bio-Metric Devices are not installed. The register shall have to be placed before the controlling officer within 15 minutes of commencing the office time. If somebody delays in the office more than 15 minutes, he shall have to sign before the controlling officer and the controlling officer shall note the late attendance of the respective employee.
- 2.3 No excuse will be allowed for problems of vehicles, traffic jam, personal ground etc. against the delayed presence in the office. If delayed presence happens frequently, necessary actions will be taken against the employee as per Attendance Regulations.
- 2.4 No employee shall be allowed to leave the office without the permission of controlling officer. Permission of leaving the office can be allowed under special circumstances. In such case, the respective employee has to mention the reasons, time of departure and arrival in the office in a register to be maintained for the purpose.

3. PENALTIES FOR DELAYED PRESENCE OR UNAUTHORIZED ABSENCE IN THE OFFICE-

- 3.1 If an employee remains absent in the office without the permission of the competent authority, then one day's basic salary will be deducted for every day's unauthorized absence in the office.
- 3.2 If an employee leaves the office during office hour without the prior permission of controlling authority, then one day basic salary will be deducted for every such case.
- 3.3 If any employee attends late in the office , then one days basic salary will be deducted for every two days late attendance in a month.
- 3.4 Frequent occurrence of late attendance in the office amounts to misconduct and be treated accordingly.
- 3.5 If an employee submits an application within 48 hours after imposing the penalties as mentioned above in clause 3.1 or 3.2 or 3.3 to reconsider the decision, the authority may take decision after taking hearing about penalties imposed on him.
- 3.6 Head of the Departments shall send monthly absent statement of the employees under their control to HR Department to facilitate regular attendance and HR Department shall ensure the enforcement of Regulations mentioned above in clause 3.1 or 3.2 or 3.3 or 3.4 against the absent statement, as the case may be.

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**DISCIPLINE
AND
APPEAL REGULATIONS
(BYE-LAWS)**

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1. STATEMENT OF PRINCIPLE-

Teletalk Bangladesh Limited (TBL) intends to observe progressive disciplinary policies with an objective to treat all its employees in a fair and equitable manner as well as to motivate its employees to the extent possible to improve performance by adhering to the company's policies, procedures and Regulations and that may be in force from time to time. Disciplinary action(s) should address behavior within the control of the employee and whenever possible towards improved behavior. Disciplinary policies aren't intended to alienate the employee from the company unless/until as a last resort but it is mainly to educate its employees to demonstrate desired and consistent behavior to better contributes to the attainment of continuous growth and progress of the company.

During the disciplinary proceedings, the company shall give the opportunity to the accused employee to defend himself for ensuring natural justice. Whenever disciplinary action is required, it is important that penalty fits the offense appropriately (after assuring that there was indeed an offense) as per disciplinary Regulations of the company.

2. DEFINITIONS-

In these Regulations, unless there is anything repugnant in the subject or context-

- a) "accused" means an employee of TBL against whom any action is taken under these Regulations;
- b) "authority" means the appointing authority or, an officer designated by it to exercise, subject to such general or specific guideline as may be issued by the TBL authority from time to time, the powers of the authority under these Regulations and shall include a superior officer, if any, of the appointing authority in the chain of command;
- c) "employee" means any person employed in TBL and who is holding any position in the organogram or any person who is serving in TBL either on lien or on contract or through outsourcing.

- d) "desertion" means remaining absent from duty for a period of 30 (thirty) days at a stretch or more or remaining absent from duty after expiry of leave of any form for a period of thirty days or more without further permission or leaving the country without permission or remaining abroad after the expiry of permitted period for more than five days without any suitable reason;
- e) "misconduct" means conduct prejudicial to good order or service discipline or unbecoming of an officer /staff and includes the following acts:
- i. Disobedience to lawful orders of superiors;
 - ii. Gross negligence of duty;
 - iii. Flouting of authority's orders, circulars and directives ;
 - iv. Submitting petitions before TBL authority containing wild, vexatious, false or frivolous accusation against an employee/ employees;
 - v. Willful insubordination, misbehavior or disobedience, whether alone or in combination with others to any rational order of a superior;
 - vi. Riotous or disorderly behavior within the premises of the company;
 - vii. Any act subversive to the state or discipline;
 - viii. Resorting to strike or 'go slow' exhibiting any visible signs of protest or inciting others to do such acts;
 - ix. Falsifying, tampering with, damaging or causing loss of records/ documents of the company; any act against the interest / goodwill of this company or act/ acts causing breach of law of the state;
 - x. Unnecessary delay in disposal of files and records harming the company's interest/reputation;
 - xi. Engages in any activity which causes disaffection among the employees;

- xii. Interferes with the discipline of, or obstructs the performance of duties by, any other employees;
- xiii. Frequent late attendance, or leaving place of duty without permission or willful misrepresentation or suppression of fact or misbehavior with other employees or members of the public;
- xiv. Without any reasonable excuse or proper permission absents himself or otherwise abstains from, or fails to perform, his duties, whether or not in concert with others;
- xv. Incites or in any manner persuades any other employee to be absent or to abstain from, or not to perform, his duties;
- xvi. Prevents any employee from attending to or performing his duties;
- xvii. Seizure, coercion to any office or officer;
- xviii. Sexual harassment;
- xix. Addiction to drug and
- xx. Non-compliance of conduct Regulations of TBL.

3. SOURCE OF COMPLAINT-

- 3.1 Complaints may be from line managers or employees. It may also be from subscribers, vendors, stakeholders or public.
- 3.2 Complaints regarding alleged non-compliance of Company Codes of Conduct, policies, procedures and Regulations or violation of law of the land may be addressed to the management.

4. GROUNDS FOR PENALTY-

Where an employee-

- a) Is guilty of negligence to his duties; or
- b) Is inefficient, or has ceased to be efficient, whether by reason of -

- i. Infirmity of mind or body, or
 - ii. Failing to qualify any examination set forth by the management to evaluate the level of performance and efficiency ; or
 - iii. Having, without reasonable cause, failed to appear at any such examination as aforesaid, or
- c) Is guilty of misconduct; or
- d) Is guilty of desertion; or
- e) Is corrupt, or may reasonably be considered corrupt because-
 - i. The employee, or any of his dependants or any other person through him or on his behalf, is in possession of wealth which is disproportionate to his known source of income; or
 - ii. He has assumed a style of living beyond his ostensible means; or
 - iii. He has persistent bad reputation of being corrupt; or
- f) Is engaged, or is reasonably suspected of being engaged in subversive activities, or who is reasonably suspected of being associated with other engaged in subversive activities and whose retention in service is, therefore, considered prejudicial to national security; or
- g) Is guilty of moral turpitude and is convicted by any Court of Law .

The authority may impose on him one or more penalties regarding the offenses mentioned above.

5. PENALTIES-

Penalties are of the following

- 5.1 Written warning;
- 5.2 Censure;
- 5.3 Withholding of increment for a particular period;
- 5.4 Recovery of money in full or part due to the loss of the company caused by the accused;
- 5.5 Withholding of promotion for a particular period ;

- 5.6 Reduction to a lower post or scale of pay for a particular period ;
- 5.7 Termination / Removal from service;
- 5.8 Dismissal from service.

For any offense as mentioned in sub-clauses of 4, any penalty or a combination of penalties mentioned in the sub-clauses of 5 may be imposed.

6. PROCEEDINGS FOR IMPOSING PENALTIES-

- 6.1 After receiving complaint against an employee, first show cause notice will be served to the accused employee for the alleged offense. The accused employee shall have to submit the reply of the 'show cause notice' within 7(seven) working days. However, upon written request from the accused, the date of submitting the reply to the show cause notice may be extended up to another 7 (seven) working days;
- 6.2 After getting the reply of the show cause notice , if the authority deems that the reply is satisfactory and there exist no ground to impose penalty, then the authority shall quash it ;
- 6.3 If the reply to the show cause is not satisfactory, then the authority shall appoint an inquiry committee comprising the member(s) not below the rank of the accused;
- 6.4 The inquiry committee shall have to submit its report within 10 (ten) working days from the date of its appointment. However, the authority may further extend the time of submitting the inquiry report by another 7(seven) working days upon the written request from the inquiry committee;
- 6.5 Considering the findings of the inquiry committee and the explanation or statement or both of the accused, as the case may be, the authority shall take final decision regarding the imposition of any penalty / penalties mentioned in clauses 5.1 to 5.6. If the authority deems that there is a good ground to impose penalty mentioned in clauses 5.7 to

5.8, then the authority shall serve the second show cause notice to the accused stating as to why the proposed penalty shall not to be imposed on him and whether he is interested to be heard in person or not. The accused employee shall give the reply of the 2nd show cause notice within 7 (seven) working days.

6.6 After getting the reply of the 2nd show cause notice from the accused employee, the authority shall consider all the relevant documents relating to the offense, the authority may impose any penalty/penalties mentioned in clause 5 (i.e. penalty mentioned in sub clauses 5.1 to 5.8) depending on the gravity of the offense established through the inquiry proceedings.

7. APPEAL-

An employee shall have the right to appeal to the Board of Directors. The Board of Directors may reconsider the punishment against the accused employee.

7.1 Every appeal shall comply with the following requirements, namely-

- i. It shall contain all material statements and grounds relied upon and shall be complete in all respects;
- ii. It shall specify the relief desired;
- iii. It shall be submitted through proper channel;
- iv. It shall not be composed of improper language; and
- v. It shall be submitted within 30(Thirty) days from the date of receipt of the order of penalty.

7.2 The management shall place the appeal before the BoD within 60 (sixty) days upon receipt of the appeals.

7.3 The appellate authority shall examine-

7.3.1 Whether the facts on which the order of penalty is based have been established;

7.3.2 Whether the penalty is adequate, inadequate or excessive;

and after examination the BoD shall pass such order as it considers proper.

8. SUSPENSION-

- 8.1 An employee may be placed under suspension, pending inquiry, for any offense. The suspension letter must be in writing and shall take effect immediately after the delivery of the order.
- 8.2 The power of suspending an employee shall vest in the Appointing authority.
- 8.3 During suspension, an employee shall be entitled to a subsistence allowance at the rate of one-half of his basic pay. He will also be entitled to get House Rent Allowance/Ceiling, Medical Allowance at full rate. Such allowances and benefits shall continue up to maximum 6(six) months.
- 8.4 An employee shall not, while under suspension, leave the headquarters/place of posting without prior permission of the authority suspending him.
- 8.5 An employee taken to custody on a criminal charge shall be considered under suspension from the date of arrest. In such case, the provisions of clause 8.3 shall be applied in respect of subsistence and other admissible allowance.

9. COMPENSATION AND OTHER BENEFITS WHEN TERMINATED/ REMOVED OR DISMISSED FROM SERVICE-

- 9.1 A TBL employee terminated/removed shall be entitled to compensation, pension or gratuity or provident fund benefits as will be admissible to him on the date of termination / removal from service.
- 9.2 A TBL employee if dismissed from service shall not be entitled to get any benefit other than his own contribution to the provident fund .

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LEAVE REGULATIONS (BYE-LAWS)

1. These Regulations shall be called "TBL Employee Leave Regulations".
2. These Regulations shall apply to the TBL Employees who are minimum one year contract service with the Company.
3. The employees on probation shall get the annual leave after the expiry of probation period.
4. For all types of leaves except casual leave 'the competent authority' means Managing Director while for casual leave controlling officer is the competent authority.

5. ENTITLEMENT OF LEAVE-

Subject to the conditions set forth in these Regulations, an employee will be entitled to the following leaves:

5.1 CASUAL LEAVE-

An employee may be granted Casual Leave up to 10 (ten) days in a calendar year. Casual Leave shall not ordinarily be granted for more than 3 days at a time except under special circumstances. Casual Leave cannot be combined with any other kind of leave and these are non-cumulative. If an employee falls sick during casual leave and stays away from the office more than the granted Casual Leave period, then it will be treated as annual leave subject to the submission of Medical certificate. In such case, the granted period of Casual Leave will be retained in the balance of Casual Leave of that employee. Controlling officer is the granting authority of Casual leave.

5.2 ANNUAL LEAVE-

5.2.1 For permanent employee, 30 days annual leave shall be accrued. Annual leave will be carried forward to the succeeding years and it can be accumulated to a maximum 1 (one) year throughout the tenure of service of an employee.

5.2.2 Accumulated annual leave can not be encashed.

- 5.2.3 The Managing Director of the company is the approving authority to sanction/approve annual leave or he can delegate the authority up to General Manager.
- 5.2.4 A maximum 3 (three) months of annual leave can be granted at a time.
- 5.2.5 No annual leave shall be admissible to any temporary employee or an employee on probation. Annual leave shall be accrued for the probationer employee from the date of confirmation.
- 5.2.6 For the employee on contract, the annual leave shall be set forth by the contractual terms.
- 5.2.7 The employee concerned will make over full charge of his office before proceeding on annual leave.
- 5.2.8 Other type of Leaves required for pilgrim, study, medical purpose etc. shall fall within the annual leave and shall be debited from the annual leave.

6. MATERNITY LEAVE-

- 6.1 Maternity leave will be granted to the female employees up to maximum 180 days in full pay and this leave shall not be debited from the annual leave account.
- 6.2 The expectant should inform to her controlling authority in writing confirming the date of delivery along with a medical certificate.
- 6.3 Maternity leave with full pay shall be admissible for maximum 2 (two) instance.
- 6.4 Managing Director is the approving authority for Maternity Leave.

7. EXTENSION OF LEAVE-

Application for extension of leave must be received in the Company's office well before expiry of the period of leave granted; otherwise it may be considered as "Overstay" and shall be imposed penalty against such incident. Extension of leave will be continued only when approved by the competent authority.

8. RECALL FROM LEAVE-

An employee may be recalled from leave compulsorily to duty before the expiry of his leave in the exigencies of service. Employee so recalled shall be entitled to avail the balance of his leave which may be admissible at the time of recall.

9. PROCEDURE FOR APPLYING LEAVE-

An employee who desires to proceed on leave shall make an application through proper channel in the following schedule:

Casual Leave - Generally 24 hours in advance.

Annual Leave - Generally 10 days in advance.

Maternity Leave - Generally 30 days in advance.

The leave application shall be submitted by the employee to his/her controlling authority through proper channel who shall pass it on to the HR Department with necessary comments.

The HR department shall furnish the entitlements of the applicant and submit the same to the competent authority for final orders.

When final order is passed, the HR department shall issue leave order to the applicant and others concerned and also shall keep record of the leave granted and file the application.

Notwithstanding anything provided herein, leave applied for may be refused when it appears to be necessary to do so, at the discretion of the management competent to grant the leave, in view of the exigencies of the Company's service.