

Natural Resources Development Corporation Limited

Terms of Reference of Company Secretary cum Legal Officer

Job Title	Company Secretary cum Legal Officer
Reports to	Chief Executive Officer
Office	Head Office, Thimphu

1. Responsibilities of Company Secretary

- i. Preparing board meeting agenda and board paper packs.
- ii. Preparing meeting minutes and monitoring completion of actions arising from the board meetings.
- iii. Ensuring that resolutions of the board of directors are consistent with the law and the company's corporate governance policies.
- iv. Providing governance, administrative, technical and other information support to the chairman, the directors, board committees and CEO.
- v. Supporting effective board administration and providing counsel on the company's compliance with corporate governance requirements and procedures of the meetings.
- vi. Ensuring that the conduct of general meetings of shareholders is consistent with the laws and regulations and with the company's articles and policies.
- vii. Ensuring that the board and board committee charters are regularly reviewed.
- viii. Coordinating communications with shareholders and assisting shareholder relations to ensure that the company discloses information in a timely and transparent manner, and
- ix. Keeping the non-public information confidential as required by the law and the company's code of conduct.

2. Responsibilities of Legal Officer

- i. Represent the Company in the Court of Law or other relevant government authorities where required in the capacity of Legal Counsel.
- ii. Draft, review and advice on the required legal documentations such as contracts, letters, legal notices and other legal documentations related to the operations of the Company.
- iii. Attend to all legal matters relating to discussions, meetings and negotiations with third parties in the capacity of legal counsel as required by the Corporation.

- iv. Create awareness and ensure compliance with the relevant Acts of Kingdom of Bhutan applicable to NRDCL.
- v. Maintain all the litigation files and maintain confidentiality.

3. Other responsibilities of CS cum Legal Officer

- i. Focal Person on the compliance to the Company Registry.
- ii. Organize Executive Committee Meetings (ECM) as and when required in the position of Member Secretary. The Member Secretary shall be required to prepare agenda, maintain minutes of the EC meeting and follow up on the resolutions of the meetings.
- iii. Representative of various committees:
 - (a) Sundry Debtors' Recovery Committee
 - (b) Staff Welfare Scheme Committee
- iv. Perform any other related duties as assigned by the Supervisor.

4. Qualification and Experience Requirements

- Minimum Bachelor's Degree with LLB+ PGDNL with Jabmi licence from the Bar Council of Bhutan.
- Preferably with at least five years of relevant work experience in leading organizations. However, work experience is not mandatory.

5. Grade, Pay and Allowances

- Grade – M7 (for fresh candidate)
- Appointment Type – Regular
- Gross Pay - Nu. 56,890 per month
- Other benefits – as per company's Service Rules and Regulations

6. Skills and Competencies Requirement

- Required Skills and Attributes
- Demonstrate sharp business acumen and analytical thinking
- Leadership and team management skills.
- Good presentation skills and ability to represent the company in the court of law.
- Excellent communication and negotiation abilities both in Dzongkha and English
- Exhibit integrity, ethical judgment, and a results-driven mindset.
- Ability to work with diverse teams and foster collaboration across functions.