

ToR of Company Secretary cum Legal Officer

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| Office | Company Secretary & Legal Counsel, CEO's Office |
| Function | Support, coordinate, guide and facilitate the Board in discharging their roles and responsibilities in compliance with the Companies Act of Bhutan, Board Charter and other relevant laws and the governance code. Provide legal services and advise the management on legal matters. |
| Reporting | Functionally to the Board of Directors and administratively to the CEO. |
| Qualification | Minimum of Bachelor's degree in relevant fields (legal studies) |
| Knowledge, Skills & Abilities | Communication; Presentation; Coordination and facilitation; Business acumen; Integrity & ethics; Legal Drafting and translation; Legal Research & Analysis; Litigation; Client centric |
| Location | HO, Thimphu |
| Responsibilities | <p><u>Company Secretary:</u></p> <ul style="list-style-type: none"> • Prepare and ensure that board meetings are timely held and share relevant information among the board members and internal stakeholders; • Ensure that all the information and data of the company's board meetings and decisions are kept under the highest security and data protection; • Ensure that the board and board committee charters are regularly reviewed; • Provide governance, administrative and other information support to the Chairman, the Directors and the Board Committees; • Coordinate communications with shareholders and all the concerned authorities to ensure that the company discloses information in a timely and transparent manner; • Review and report regularly to the board on overall progress and results against operating and financial objectives and initiate courses of action for improvement; • Ensure that the conduct of general meetings of shareholders are consistent with the law and regulations and with the company's articles and policies; • Provide the board with accurate, relevant, timely and complete information and keep the Board fully informed on all aspects of the company's operational and financial affairs. <p><u>Legal Counsel:</u></p> <ul style="list-style-type: none"> • Provide legal opinions and advice to the management on legal and compliance issues affecting the company; • Draft legal documents including policies, guidelines, procedures, Memorandum of Understanding (MoU), Terms of Reference agreements or contracts and other legal documents; • Provide secretarial, legislative and legal services to the Company's management; • Ensure that all programs, activities and processes of the Company is in line with the Companies Act of the Kingdom of Bhutan and other regulations; • Manage and oversee the required interfaces between the Company and the public and act as the principle spokesperson for the Company; |

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| | <ul style="list-style-type: none">• Keep the non-public information confidential as required by the law and the company's code of conduct. |
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**** Any other tasks assigned by the Board and CEO.***