



Building for the Future

TOR for Company Secretary

| | |
|---------------------|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| Job Position/Title | Company Secretary |
| Function | Corporate Office |
| Reporting Authority | Chief Executive Officer and The Board |
| Job Description | <p>Core Objectives</p> <p>The primary objectives of the Company Secretary are to:</p> <ul style="list-style-type: none"> Ensure compliance with all statutory and regulatory requirements. Facilitate the smooth functioning of the Board and its Committees. Act as a central source of guidance and advice to the Board and management on matters of governance and best practice. Serve as a primary point of communication between the Company, its shareholders, and regulatory bodies. <p>Key Responsibilities and Duties</p> <p>Governance and Board Support:</p> <ul style="list-style-type: none"> Advise the Board on its responsibilities under laws, regulations, codes of corporate governance, and its own rules. Ensure the Board is properly constituted, and that the balance of skills, knowledge, and experience is reviewed. Manage the induction and ongoing development program for Directors. Maintain and update the Company's governance policies, including the Board Charter and Committee Terms of Reference. <p>Board and Committee Meetings:</p> <ul style="list-style-type: none"> In consultation with the Chairman, plan the annual schedule of Board and Committee meetings. Prepare and distribute meeting agendas, papers, and supporting documents in a timely manner. Attend all Board and Committee meetings, and minute the proceedings accurately and impartially. Ensure that minutes are ratified, signed, and stored securely. Monitor and follow up on actions arising from meetings. <p>Compliance and Statutory Obligations:</p> <ul style="list-style-type: none"> Ensure the Company complies with its constitutional documents (Memorandum & Articles of Association). File all necessary returns, forms, and documents with the relevant regulatory authorities (e.g., Registrar of Companies, Securities Exchange Commission) within statutory |

CORPORATE OFFICE AND BUSINESS UNITS: PHUNTSHOPELRI (GOMTU)

DZONGKHAG: SAMTSE, BHUTAN

EPABX: 00975-5-371013/14/34, FAX: 00975-5-371015/70; Post Box No. 79

Phuentsholing Depot Tel: 00975-5-252885, Fax: 00975-5-252258; Gelephu Depot Tel: 00975-6-251605, Fax: 00975-6-251621;

Samdrup Jongkhar Depot Tel: 00975-7-251790, Fax: 00975-7-251791

www.pendencement.bt



Building for the Future

| | |
|--|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| | <p>deadlines.</p> <p>Maintain the Company's statutory registers (e.g., Register of Members, Directors, Secretaries, and Charges) and ensure they are up-to-date and available for inspection as required by law.</p> <p>Manage the process for changes in Directors and Company Secretary.</p> <p>Shareholder Relations and Communications:</p> <p>Organize the Annual General Meeting (AGM) and any other General Meetings, including preparing notices, agendas, and proxy materials.</p> <p>Act as the primary point of contact for shareholder enquiries and ensure effective communication with shareholders.</p> <p>Manage the payment of dividends and other shareholder entitlements.</p> <p>Oversee the operation of the share scheme (if applicable).</p> <p>Corporate Records and Seals:</p> <p>Serve as the custodian of the Company Seal and ensure its use is properly authorized and recorded.</p> <p>Maintain and ensure safe custody of all corporate records, legal documents, and contracts (e.g., minutes, statutory registers, seal register, title deeds).</p> <p>Risk and Insurance:</p> <p>Work with the Risk/ Audit Committee to ensure that Directors are aware of their legal obligations regarding risk management and internal control.</p> <p>Manage the Directors' and Officers' (D&O) insurance policy and ensure appropriate cover is in place.</p> |
|--|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|

-The Management