

<b>Job Title: Company Secretary</b>	
<b>Reports to</b>	Chief Executive Officer
<b>Function:</b>	The Company Secretary shall be responsible to manage and coordinate the Board affairs. The Company Secretary shall serve as a vital link between the company and its Board of Directors, shareholders, government and regulatory authorities. He/She ensures board procedures are followed and regularly reviewed and maintains an arm's length relationship with the Board.
<b>Accountabilities/Responsibilities</b>	
<p>The responsibilities are given below:</p> <ol style="list-style-type: none"> <li>1. The Chairman shall provide professional and administrative supervision for the functions of the Company Secretary to ensure independence in functioning; and</li> <li>2. Administrative support functions required by the Company Secretary and for administrative issues such as work decorum, code of conduct, behavioral aspects, attendance in the office, shall be under the supervision of the Chief Executive Officer (CEO).</li> <li>3. Ensure and support timely and necessary audits of the Corporate Governance of the Bank.</li> <li>4. Responsible for supporting the Board, preparing and ensuring that Board agendas serve and reflects appropriate planning cycles, papers are received in advance and that the Board and its members are cognizant of their duties and responsibilities and for ensuring that the Bank operates in line with good governance practice and in compliance of all Acts, Rules and Regulations in force; and</li> <li>5. Responsible for ensuring that the organization has appropriate and up-to-date policies and procedures in line with good practice.</li> <li>6. Prepare Board Meeting agenda in consultation with the Chairman and CEO of the Company;</li> <li>7. Coordinate and attend Board Meetings as Secretary to the Board and Board sub-committees;</li> <li>8. Draft, finalize and maintain record of the Board Meeting Minutes;</li> <li>9. Communicate the Board decisions to the Management of the Company and report actions taken on important Board decisions to the next Board for additional directives/further deliberation/to update the status;</li> <li>10. Communicate Board decisions to external agencies directly or through the relevant officials of BoB;</li> <li>11. Unless otherwise decided by the Company, coordinate and attend Board Committee Meetings;</li> </ol>	

12. Payment of Board sitting fees and proper accounting;
13. Act as focal person to coordinate any Board related events. Among others, identify capacity development needs of the Board Directors and act as focal point for Corporate Governance resources;
14. Meet the compliance requirements under the RMA Corporate Governance Rules and Regulations and DHI Corporate Governance Code;
15. Meet the statutory compliance requirements under the Companies Act and other relevant laws including renewal of business licenses and updating of other important documents required for Company's business as a going concern from the regulatory authorities;
16. Liaise with Statutory auditors of the Company to facilitate annual audit. Provide, among other things, access to statutory registers of the Company and the minutes of the Board Meetings, and clarification on Board related compliance issues;
17. To register and communicate with shareholders and to ensure that dividends are paid; and
18. Act as custodian of the important documents of the Company including:
  - 18.1. The Royal Charter;
  - 18.2. Articles of Incorporation;
  - 18.3. Certificate of Incorporation;
  - 18.4. Company Seal;
  - 18.5. Statutory registers of the Company;
  - 18.6. Share certificates of BoB;
  - 18.7. Business license;
  - 18.8. Shareholders Agreements;
  - 18.9. Memorandum of Understanding signed by BoB, etc.; and
  - 18.10. Maintain record of original minutes of the Board Meetings and Board Committee Meetings.
19. Any other work assigned by the Board and the CEO from time to time, including functional responsibilities and special projects; and
20. Maintaining confidentiality over personal and business information including procedures and documentation while handling sensitive tasks besides demonstrating honesty, flexibility, and sound work ethics of the Bank.
21. Any other matters not covered by these terms of reference will be as per the decision of the Management or the Board, if required.