



འབྲུག་ཀྲུང་ཤོག་ཚད་འཛིན།

Bhutan Lottery Limited.

(State Owned Enterprise, Ministry of Finance)

Terms of Reference of a Company Secretary

A. Job Responsibilities:

1. Board Affairs

- a) Prepare Board Meeting agenda in consultation with the Chairman and Chief Executive Officer of the Company, and coordinate and attend Board Meetings.
- b) Draft, finalize and maintain record of the Board Meeting Minutes.
- c) Communicate the Board decisions to concerned division/unit heads and report actions taken on important Board decisions to the next Board for additional directives/further deliberation/to update the status.
- d) Act as focal person to coordinate any Board related events.

2. Compliance Requirements

- a) Meet the compliance requirements under the Corporate Governance Code including Board Charter by the Board and the Company.
- b) 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.
- c) 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, attend the Annual Audit Exit Meeting.

3. Legal services

- a) Represent the company in any lawsuit or legal process;
- b) Provide the Board and Management with legal advice on any matters asked by the board and the management.
- c) Provide basic legal advisory services on laws, regulations and policies that apply to the company in consultation with the supervisor/s and other legal personnel of the Legal Unit or any other law enforcing agencies of the Government.



འབྲུག་ཀྲུང་ཤོག་ཚད་འཛིན།།

Bhutan Lottery Limited.

(State Owned Enterprise, Ministry of Finance)

d) Review agreements/contracts, forms, letters of undertaking, memorandum of understanding, letters of guarantee, etc. upon references.

4. Custodial Function

a. Act as custodian of the important documents of the Company including:

- i. Articles of Incorporation;
- ii. Certificate of Incorporation;
- iii. Company Seal;
- iv. Statutory registers of the Company;

b. Maintain record of original minutes of the Board Meetings and Annual General Meetings.

c. Correspondent with media

B. Education Qualification:

- BA LLB with PGDNL pass certificate
- Minimum 60% in English Marks of Class X, XII and Degree

C. Remuneration: Starting basic salary of Nu.21,990 plus 20% House Rent Allowance and other benefits as per the service rules of BLL