



མངའ་བདག་ཀྱིས་པོ་འཇམ་མགས་།
HIS MAJESTY'S SECRETARIAT
DE-SUUNG SKILLING PROGRAMME
NORION RENEWABLE ENERGY LIMITED
Motithang, Thimphu: Bhutan



Term of Reference (TOR)

1. **Position Title:** Company Secretary (CS)

2. **Grade:** NRG 6

3. **Duration and Remuneration:**

- i. The employment will be on a regular, full-time basis, subject to a probation period of six (6) months, and will continue unless terminated by either party in accordance with the company's policies and applicable employment terms.
- ii. The remuneration package and other benefits shall be as per **Annex 1**.

4. **Duties, Responsibilities, and Accountability for Company Secretary:**

The responsibilities are given below:

- i. The Company Secretary shall report to the CEO and will be a member of the Management team with collective responsibility for achieving the Company's objectives and targets.
- ii. Provide support, and advice to the board of directors and CEO.
- iii. The Chairman/board shall provide professional and administrative supervision for the functions of the Company Secretary to ensure independence in functioning, while administrative support functions and administrative issues such as work decorum, code of conduct, behavioral aspects, and attendance shall be under the supervision of the Chief Executive Officer (CEO).
- iv. Responsible for supporting the NREL Board, including preparing Board agendas in consultation with relevant officials, ensuring proper planning cycles, timely circulation of papers, and that the Board and its members are cognizant of their duties and responsibilities, while ensuring compliance with all Acts, Rules, and Regulations in force.
- v. Ensure the effective maintenance of the statutory registers in accordance with section 228 of this Act and their availability for inspection in accordance with section 229 of this Act.
- vi. Ensure the effective maintenance of books of account in accordance with section 232 of this Act;
- vii. Ensure all legal compliance by the company.
- viii. Coordinate and attend NREL Board Meetings, Board sub-committee meetings, and Board Committee meetings as Secretary to the Board, unless otherwise decided by the NREL.
- ix. Draft, circulate, finalize, and maintain records of Board and Board Sub Committee Meeting Minutes.
- x. Communicate Board decisions to the Management and external agencies, and report actions taken on important Board decisions to subsequent Board meetings for further directives, deliberation, or status updates.



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- xi. Act as a focal person to coordinate NREL Board-related events, including identifying capacity development needs of Board Directors and acting as a focal point for corporate governance resources.
 - xii. Ensure that the NREL has appropriate and up-to-date policies and procedures in line with good practice, including regular review of board and board committee charters.
 - xiii. Meet statutory compliance requirements under the Companies Act and other relevant laws, including renewal of business licenses and updating required documents from regulatory authorities.
 - xiv. Ensure effective NREL board administration and guide corporate governance requirements and procedures of meetings.
 - xv. Ensure that the conduct of general meetings of shareholders is consistent with laws, regulations, and the company's articles and policies.
 - xvi. Coordinate communications with NREL shareholders and ensure timely and transparent disclosure of information, while maintaining confidentiality of non-public and sensitive information.
 - xvii. Perform any other duties as assigned by the NREL Board, and CEO from time-to-time basis.

Skills and Competencies Requirement

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

5. Qualifications:

The candidate for the position of Company Secretary (CS) shall possess the following qualifications:

- i. Minimum Bachelor's Degree with LLB+ PGDNL / CPA.
- ii. Minimum of 60% in Degree and 60% in Class X and XII (Average).



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6. Reporting and Supervision

The CS will report to the Chief Executive Officer & Board.

Annex 1:

Remuneration Package shall be fixed based on relevant working experience.

A) Company Secretary (CS)

Position Title	Position Level	Basic Pay	Increment	Maximum	Corporate Allowance (20%)	Fixed Allowance (60%)	Gross	Remarks
Company Secretary (CS)	NRG 6	34,765.00	870	52,165.00	6,955.00	20,860.00	62,580.00	

Remarks: All other benefits are based on performance and other entitlements as per NREL SRR.