

Terms of Reference (TOR) for the Company Secretary

Background and Purpose

The Company Secretary is the focal point for communication with the Board of Directors and senior management and plays a key role in the administration of important corporate and governance matters. The Company Secretary works with the Board Chair to establish and administer the Company's governance framework. S/he provides advice to the Board, individual Directors, the Executives and Employees of the Organization to ensure compliance with that framework and on issues relating to Board decisions, requirements and requests. At the direction of the Chair, the Company Secretary assists the Board in the discharge of its duties by organizing and recording the activities of each meeting of the Board and its Committees. The details roles, duties and responsibilities of a Company Secretary are commonly specified in the appointment letter, job contract, placement order or service manual of a Company.

Bangladesh Securities and Exchange Commission (BSEC) has issued a notification regarding Corporate Governance Guidelines [Notification No. SEC/CMRRCD/2006-158/134/Admin/44 dated 07 August 2012]. The conditions of the Corporate Governance Guidelines are imposed on 'comply' basis aiming to enhance corporate governance in the interest of investors and the capital market. The companies listed with any stock exchange in Bangladesh shall comply with these conditions. As per condition 2.1 of the said guidelines, **"the Board of Directors of a listed company should clearly define the roles, responsibilities and duties of the Company Secretary."**

In view of the above, the Board of Directors of Bengal Windsor Thermoplastics Limited has framed the Terms of Reference (defining the roles, responsibilities and duties) of the Company Secretary in the Board Meeting held on 06 December 2012.

1. Appointment and Removal of Company Secretary

The Company Secretary shall be appointed and also removed by Board of the Directors.

2. Reporting Relationships and Accountability

The Company Secretary is an employee of the Company who:

- reports administratively to the MD/CEO and operationally to the Chairman of the Board;
- is also accountable to the Board of Directors;
- acts in the capacity of Secretary to the Board and its Committees;
- is responsible for providing strategic and operational support to the Board by providing resources and information links among the Board, Management and the Shareholders, with particular emphasis on facilitating the flow of information;
- is also responsible for maintaining effective working relationships with the Board Chairman, Committee Chairs, individual Directors and Management;
- has a broad understanding of the organization and its operations to effectively carry out his/her responsibilities.



