



TERMS OF REFERENCE

COMPANY SECRETARY

AASANDHA COMPANY LIMITED
28 JANUARY 2026

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Terms of Reference: Company Secretary

1. Purpose

The Company Secretary acts as the chief governance officer for the company. The primary purpose of this role is to ensure the Board of Directors operates efficiently and in compliance with all relevant statutory and regulatory requirements. The Company Secretary serves as the primary liaison between the Board, management, and stakeholders.

2. Appointment and Reporting

- a) The Company Secretary shall be appointed as per the recruitment policy of the company with the endorsement of the Board of Directors.
- b) The Company Secretary shall report to the Board of Directors through the Chairman (and administratively to the Managing Director, where applicable)

3. Key Responsibilities

- a) Facilitating the efficient administration of Board meetings, including their planning, calling, conducting and record-keeping consistent with the law, the securities market's regulations and with the Company's articles and by-laws.
- b) Ensuring that the conduct of the general meetings is consistent with the law, the PCB regulations and with the Company's articles and by-laws.
- c) Supporting effective Board administration and serving as liaison between the Directors and Management.
- d) Providing the Board as a whole and directors individually with detailed guidance as to how their responsibilities should be properly discharged in the best interests of the Company.
- e) Assisting and advising the Chairperson of the Board and reporting to the Board on the Company's compliance with the Corporate Governance requirements, corporate governance code, and other internal corporate rules and policies, the Company charter and by-laws and any other relevant laws or regulations.
- f) Assisting the Board in reporting the Company's compliance with the Corporate Governance code in the Annual Report and on the Company's website.



- g) Monitoring and arranging procedures for compliance with relevant regulatory and legal requirements, providing clarifications to the Board regarding the requirements of laws, Corporate Governance code, rules of corporate conduct for the Company, charter and other legal acts, and introducing to newly elected Board members this Code and the legal acts regulating the Company's corporate governance and provides any clarifications requested by the Board.
- h) Ensuring timely, accessible, and accurate filing of corporate statutory records as required by the law (Board meeting minutes), PCB and by the Company's articles and by-laws.
- i) Ensure that the Board meeting minutes are signed by the Board Directors present at the meeting.
- j) Sign the minutes of Board meetings.
- k) Ensure that the Company complies with its constitution and all relevant statutory and regulatory requirements, codes of conduct and rules established by the Board.
- l) Send the Board Meeting attendance to PCB quarterly and monthly to Human Resources for remuneration calculation.
- m) Update and share the information received from relevant authorities in the form of circulars, letters, mails, etc. to the Chairman.
- n) Keep and maintain an accurate record of papers and electronic correspondence.

4. Qualification and Experience

MQA level 9 Certificate in a related field (Legal, Corporate Governance, Management or Business) with 7 years of Work Experience (5 years of Management Experience),

OR

MQA level 7 Certificate in a related field (Legal, Corporate Governance, Management or Business) with 9 years of Work Experience (5 years of Management Experience).



5. Key Competencies

a) Corporate Governance Expertise

- strong knowledge of company law, corporate governance code and regulatory requirements.
- Understanding of Board dynamics, committees and decision-making processes.
- Awareness of governance trends and best practices.

b) Legal and Regulatory Compliance

- Ability to interpret and apply laws, regulations
- Ability to liaise effectively with regulators and external advisors.

c) Board and Meeting Management

- Expert planning and coordination of Board and Committee meetings,
- Accurate minute-taking and resolution drafting skills.
- Follow-up and tracking of Board decisions.

d) Advisory and Professional Judgement:

- Sound judgement and discretion when advising Board directors and Management.
- Confidence to raise governance concerns constructively.
- Ethical decision-making and integrity.

e) Communication and Interpersonal Skills

- Clear, concise written communication (minutes, resolutions, and reports).
- Effective verbal communication with Board Directors and Senior Management.
- Ability to manage sensitive conversations and conflicting viewpoints.

f) Organizational and Administrative Excellence

- Strong planning, time management, and attention to detail
- Ability to manage multiple deadlines and complex documentation.

g) Leadership and Relationship Management

- Ability to build effective working relationships with the Chairman and Managing Director.
- Support Board of Directors induction, training, and evaluation processes.
- Calm, professional presence in high-level settings.



6. Independence and confidentiality

- a) The Company Secretary shall act impartially and in the best interests of the company.
- b) All information obtained in the course of duty shall be treated as confidential, unless disclosure is legally required.

7. Performance Evaluation

The performance of the Company Secretary shall be reviewed biannually by the Board.

8. Review

The Terms of Reference shall be reviewed at least once every three years and updated as necessary to reflect changes in law, regulations or governance practices.

