

Terms of Reference (TOR) for the Company Secretary

Background and Purpose

The Company Secretary [“the CS”] 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 CS 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 Company to ensure compliance with that framework and on issues relating to Board decisions, requirements and requests. At the direction of the Chair, the CS 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 CS are commonly specified in the appointment letter, job contract, placement order or service manual.

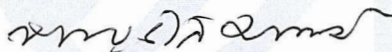
Bangladesh Securities and Exchange Commission (BSEC) has issued a notification regarding Corporate Governance Guidelines [Notification No. SEC/CMRRCD/2006-158/134/Admin/44 dated 07 August 2012]. The conditions of the Corporate Governance Guidelines are imposed on ‘comply’ basis aiming to enhance corporate 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 Doreen Power Generations and Systems Ltd. framed the Terms of Reference (defining the roles, responsibilities and duties) for the Company Secretary in its Meeting held on 29th November 2015

Appointment, Reporting Relationships and Accountability

The Company Secretary is an employee of the Company, who-


- reports administratively to the 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 shareholder, 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
- must have a broad understanding of the organization and its operations to effectively carry out his/her responsibilities

A handwritten signature in black ink, appearing to read "Parveen Alam".

Parveen Alam
Chairman
Doreen Power Generations & Systems Ltd.

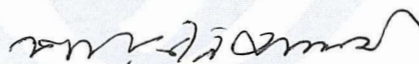
Duties and Responsibilities

- Regarding Management of Board and Committee Meetings, the CS shall
 - (i) initiate the development of agendas for Board and Committee Meetings, in consultation with the Board Chair, Committee Chairs and Management,.
 - (ii) facilitate, in consultation with Chairman, Committee Chairs or CEO, notification of meetings, preparation and distribution of agenda items etc, and ensure that:
 - physical meetings are called with at least seven clear days written notice or in emergency with a shorter time limit as soon as possible;
 - Board meetings are called when required by the Chairman or the CEO or any of the Directors and Committee Meetings are called when required by the CEO, or the Board Chairman or a Committee Member;
 - if possible, the agenda and any discussion material is included in the notice of the meeting and is sent to the Directors well before the meeting;
 - discussion material, as a minimum, includes a description of the background for the item and where required, a proposal for resolution.
 - the agenda for the Board Meeting identifies which items that require a resolution and which items that are only for information/discussion purposes;
 - (iii) facilitate the practical arrangements for a Board Meeting or Committee Meeting, such as meeting room, transports, lunch/dinner/tea etc. as required.
 - (iv) attend Board and Committee Meetings, and provide advice to the Chairman to support effective functioning of the Board or Committee and adherence to proper meeting procedure.
 - (v) prepare accurate, complete minutes of meetings which contain:
 - date, time and venue of meeting;
 - present and absent members, physical location of each attendee;
 - whether the present attendees constitute a quorum;
 - present members of management and their physical location;
 - record of all decisions taken, brief summary of all issues discussed and any directives or authorizations given to the management;
 - attachment of discussion material if required by a member or if required for the understanding of the content of resolutions passed;
 - record of whether resolutions were unanimous or include dissents, and if dissent, the identity of the dissenting party;
 - (vi) submit minutes for comments to members latest one week after the meeting.
 - (vii) where required, prepare and submit to the Directors accurate and complete proposal for written resolutions.
 - (viii) arrange for signatures of minutes and written resolutions.
 - (ix) in conjunction with management, clearly communicate directives from the Board and Committees to the person responsible for carrying out the directive.
 - (x) retain and safeguard the official Minute Books and Corporate documents.
 - (xi) verify and authorize Director's expenses for performance of Board-related duties.
 - (xii) review all minutes for consistency, appropriateness of recorded decisions and issues with broader implications.
 - (xiii) ensure that the record of minutes is at all times up to date.
 - (xiv) provide secretarial services in all Board and Committee Meetings.


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- Regarding Corporate Governance Services, the CS shall
 - (i) provide expertise and work with the Board Chairman to implement best practices in corporate governance by the Board and its Committees
 - (ii) provide advice and guidance to Directors and Management regarding policies, directives and processes regarding corporate governance and tax issues related to the Board and Directors
 - (iii) be responsible for promoting strong corporate governance practices within the organization
 - (iv) draft and maintain the currency of all governance documentation including the Governance Manual in collaboration with the Board Chair
 - (v) work with the Board Chair to ensure continuous improvement of the Board and Directors by:
 - managing the annual Board and Director evaluation process and working with the Board Chair and CEO to implement changes to policy or processes arising from the evaluations recommendations;
 - ensuring effective board orientation procedures;
 - promoting training and educational opportunities for directors;
 - keeping directors informed of changing or new requirements relating to their legal and fiduciary responsibilities.
 - (vi) keep up to date on evolving corporate governance practices and trends.
 - (vii) promote the role and responsibility of the CS both within the organization and externally, building networks to share ideas, discussing new trends in corporate governance and best practice
 - (viii) refer issues for legal review and opinions as required and may be directed to obtain advice on behalf of the Board
 - (ix) act as custodian for Company's corporate and historical records, meeting minutes and related Board information
 - (x) maintain a record of consolidated Board motions
- Regarding Board Evaluation & Succession Planning Processes, the CS shall assist the Board and/or Committees in
 - (i) evaluating and reporting on corporate governance commitments and the mandates of the various Committees.
 - (ii) implementing and reporting on the annual processes to assess the performance of the Board, Committees, Chairs and individual Directors.
 - (iii) implementing and reporting on the annual performance evaluation of the CEO.
 - (iv) facilitating Board appointment and renewal processes, and addressing Committee structures, composition and mandates.
 - (v) identifying and communicating any skill requirements for making recommendations to fill Board vacancies.
 - (vi) identifying and communicating the professional development needs of Directors.
- Regarding Policy Framework, the CS is responsible for
 - (i) overseeing the organization's Policy Framework as approved by the Board; and
 - (ii) providing advice and guidance to the Board, the CEO and Management on compliance with that framework.



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- Regarding Transparency, the CS supports the Board's commitment by-
 - (i) ensuring continuous disclosure of the governance framework;
 - (ii) ensuring all external reporting requirements are met including the disclosure of Board meeting attendance, Board remuneration and expenses;
 - (iii) ensuring that the appropriate controls are in place in relation to access to board information; and
 - (iv) ensuring the preparation of governance related materials for the Service Plan and Annual Service Plan Report in collaboration with the Board Chair.

- Regarding Communication, the CS shall
 - (i) be the liaison between the Board and the CEO and Management and is the main contact for Directors.
 - (ii) promote a strong and effective working relationship between the Board and Management.
 - (iii) at the direction of the Board Chair, provide Directors with timely information between Board Meetings.
 - (iv) ensure that all Directors have all the necessary information to discharge their responsibilities
 - (v) ensure that all Directors receive the same information to support the cohesive working relationship of the Board.
 - (vi) develop templates and guidelines to support the preparation of appropriate briefing material.
 - (vii) ensure that the appropriate tools and mechanisms are in place to manage Board information and communication to ensure that Directors are able to properly discharge their responsibilities.
 - (viii) ensure that the appropriate technical support is available to the Board in relation to any online or paperless communication platforms.
 - (ix) support the CEO in ensuring that all decisions made by the Board, or the Board Chair, are clearly communicated to Management in a timely manner and that all consequential actions are taken by the organization.
 - (x) additionally ensure the confidentiality of Board materials, records and deliberations as appropriate, or as directed by the Board Chair.

- Regarding Code of Conduct and Conflict of Interest,-
 - (i) The CS shall administer the Code of Conduct of the Board Members and advise the Board Chair in respect of any matters where conflict, potential or real, may occur between the Board and its Members.
 - (ii) If there is a conflict of interest, actual or potential, on any particular matter, between the Company Secretary's administrative or managerial responsibilities within the Company and his/her responsibilities as a Secretary to the Board, it is his responsibility to draw it to the attention of the Board.

- Regarding Statutory & Legal Matters, the CS shall-
 - (i) keep under close review all legislative, regulatory and corporate governance developments that might affect the Company's operations, and ensure the Board is fully briefed on these and that it has regard to them when taking decisions.
 - (ii) ensure proper and timely documentary filings and fulfillment of disclosure requirements to statutory authorities under applicable legislation and policy.



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- (iii) ensure that the standards and disclosures required by the different statutes are observed and, where required, reflected in the annual report of the directors.
 - (iv) make arrangements for and manage the process of the General Meetings.
 - (v) maintain the Company's books and records and ensure the security and application of the Company's Common Seal.
 - (vi) ensure that legal advice is made available in connection with all major contracts and transactions.
 - (vii) perform such other duties which usually pertain to the CS or which may from time to time be prescribed by the Board or be required by law.
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- Regarding Board Budget, the CS shall manage the Board Budget and review and ensure the effective administration of Board Expenditures including compliance with entitlements.
 - Regarding Special Projects, the CS, as directed and approved by the Board and its Committees, will undertake special projects and ensure that the Board has sufficient information on the resources required to complete any proposed special projects.

Conclusion

- This document is applicable with immediate effect.
- The Board shall have the authority to make amendment to this document at any time.


Parveen Alam
Chairman
Doreen Power Generations & Systems Ltd.