

**Terms of Reference for the Company Secretary / Legal Officer  
Thimphu TechPark Ltd.**

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**1. Overview**

This has reference to the announcement in Kuensel dated 6<sup>th</sup> September, 2019.

Employer	:	Thimphu TechPark Ltd (TTPL)
Location	:	Thimphu, Bhutan
Position	:	Company Secretary / Legal Officer
No. of vacancies	:	1
Employment type	:	Regular

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**2. Introduction**

Thimphu TechPark Pvt. Ltd (TTPL), then a joint venture company between Assetz Property Group (APG) of Singapore and DHI started operations formally from 7<sup>th</sup> May 2012. DHI held 26% of shares and rest were owned by APG. In October 2014, DHI assumed full ownership of TTPL after APG decided to exit from the partnership and transferred its shares to DHI.

TTPL is established to provide opportunities for innovation and development, and promoting the growth of IT industry in Bhutan. Currently, the Park hosts data centre, domestic companies dealing with IT and international IT/ITES companies (Scan Cafe from the USA, ZOOB from Canada, SELISE from Switzerland, MultiRational from Australia, Southtech from Bangladesh, Bid Ocean from Canada and Data Scientists from Australia etc.) employing more than 600 people. TTPL has also an incubation centre for entrepreneurs with furnished workstation. TTPL also provides with incubation facilities to foreign companies to run a pilot operation to test the opportunities offered by Bhutan.

Going forward, in line with the DHI Roadmap 2019 – 2030, the company is taking steps to evolve as an IT services provider – catering to companies within DHI Group as well as other clients. The company will focus on becoming the Centre of Excellence for IT, and will consolidate the Group’s IT services and resources (including the data centers), and replace all legacy systems and applications with up-to-date applications. It will provide IT and IT enabled services (system development) to all local agencies and then function as IT Manager to the Group, government agencies, and other independent agencies.

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**3. Roles and Responsibilities**

**1. Role as Company Secretary**

The following will be some of the roles and responsibilities, mostly taken from DHI Corporate Governance Code. But this list is far from being exhaustive.

- Serving as a vital link between the company and its board of directors, shareholders, government and regulatory authorities.

- Attending board meetings, shall have an arm's length relationship with the board
- Provide counsel to the board on corporate governance matters.
- Keep board members informed of their legal responsibilities.
- Register and communicate with shareholders, to ensure that dividends are paid and to maintain company records, such as lists of directors and shareholders, of directors' interests and annual accounts.
- Ensuring board procedures are both followed and regularly reviewed
- Provide guidance to chairman and the directors on their responsibilities under various laws and under this Code.
- Preparing board meeting agenda and board paper packs;
- Preparing meeting minutes and monitoring completion of actions arising from board meetings;
- Ensuring that resolutions of the board of directors are consistent with the law and the company's corporate governance policies;
- Providing governance, administrative, technical and other information support to the chairman, the directors and the board committees;
- Supporting effective board administration and providing counsel on the company's compliance with corporate governance requirements and procedures of the meetings;
- Ensuring that the conduct of general meetings of shareholders are consistent with the law and regulations and with the company's articles and policies;
- Ensuring that the board and board committee charters are regularly reviewed and current
- Coordinating communications with shareholders and assisting shareholder relations to ensure that the company discloses information in a timely and transparent manner; and
- Keeping the non-public information confidential as required by the law and the company's code of conduct.
- Carry out all roles and responsibilities of a Company Secretary under the Companies Act of Bhutan 2016.

## **2. Additional role as legal officer**

- Drafting agreements and MoUs between the company and its clients and partners
- Reviewing agreements and MoUs
- Draft letters and applications for the company if and when necessary due to inputs required from the legal standpoint
- Be the custodian of all important licenses, agreements and other legal documents of the company
- Provide legal advice to the CEO and all other departments and divisions of the company
- Represent the company in a court of law, if necessary.

## **3. Additional roles**

### **3.1 As Compliance officer**

Shall act as the compliance officer of the company and ensure that the company is compliant on all fronts when it comes to legal and regulatory matters. Shall be responsible for maintaining the compliance framework and compliance checklist.

### **3.2 As Compact focal person**

He/she shall also act as the compact and compact plus focal person for DHI and the Board and ensure that compact and compact plus targets are properly pursued, achieved and reported. Shall be responsible for preparing the compact plus and compact performance report and presentations half yearly and annually.

**3.3 In addition to all the above, he/she should be ready to shoulder any other responsibilities assigned to him/her in the interest of the company.**

## **4. Employment Type and Tenure**

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Regular

## **5. Qualification & Experience**

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- Minimum of Bachelor's Degree in Law with Post-graduate Diploma in National Law.
- Preference will be given to candidates with relevant experience and demonstrated aptitude, mainly in terms of written communication skills, for the position.

## **6. Salary & Others Benefits**

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Salary and benefits will be commensurate with the experience and qualification of the candidate. They will be placed at the minimum in grade M3 with basic pay of Nu. 21,370, but could also be placed in grade M2 with basic pay of Nu. 23,995 based on the number of years of relevant work experience and qualification. In addition, there will be following additional allowances and benefits as per the service rules.

Corporate allowance:	23% of the basic pay
Communication allowance:	Nu. 1,500/- per month
PBVA:	Maximum of 15% of the annual basic pay subject to fulfillment of annual Compact signed between DHI and TTPL.
Employer's PF Contribution:	11% of basic pay

## **7. Mandatory documents (required to submit along with application)**

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1. Curriculum vitae (CV) indicating clearly the details of applicant and with names and details of two referees.
2. Bachelor's Degree certificate and transcripts (for entire course).
3. Master's Degree certificate and transcripts (if applicable).
4. A valid document proof/evidence to show relevant work experience.
5. A valid Citizenship Identity Card.

6. A valid security clearance.

Non-submission of any of above documents or partial submission shall lead to rejection of application.

Additionally, the following documents shall be produced by the selected candidate, prior to his/her appointment:

1. Valid medical fitness certificate.
2. No objection certificate letter from the employer, if currently employed.