The Role of a Company Secretary in Pakistan

Ensuring Corporate Governance and SECP Compliance

A company secretary plays a crucial role in maintaining the legal, administrative, and compliance framework of a company registered in Pakistan. While the Board of Directors is responsible for strategic direction and operational management, the company secretary ensures all statutory obligations under the **Securities and Exchange Commission of Pakistan (SECP)** and the **Companies Act, 2017** are rigorously fulfilled.

For Pakistani businesses, startups, foreign subsidiaries, and listed entities, secretarial compliance goes far beyond routine paperwork. It establishes strong corporate governance, maintains statutory registers, protects shareholder interests, and prevents regulatory penalties.

Key Responsibilities of a Company Secretary in Pakistan

The company secretary acts as the primary bridge between the company, the board of directors, shareholders, and regulatory authorities such as the SECP and Federal Board of Revenue (FBR).

- **Maintaining Statutory Registers:** Ensuring updated registers of members, directors, officers, charges/mortgages, and debenture-holders as mandated by the Companies Act, 2017.
- **SECP Annual Filings & Statutory Returns:** Coordinating and submitting annual returns (such as Form A/B) and statutory notifications (such as Form 29 for changes in directors/officers) through the SECP eServices portal.
- **Ultimate Beneficial Ownership (UBO) Compliance:** Maintaining the mandatory register of Ultimate Beneficial Owners (UBO) to ensure full compliance with SECP's anti-money laundering (AML) and transparency regulations.
- **Board & Shareholder Meetings:** Drafting notices, setting agendas, recording accurate minutes, and managing logistics for Board Meetings, Annual General Meetings (AGMs), and Extraordinary General Meetings (EOGMs).
- **Drafting Corporate Resolutions:** Preparing formal board and special shareholder resolutions for banking operations, share allotments, capital increases, or director appointments.
- **Corporate Governance Support:** Assisting directors in understanding their fiduciary duties and ensuring compliance with the Listed Companies (Code of Corporate Governance) Regulations where applicable.

Regulatory Requirements in Pakistan

Under the Companies Act, 2017:

- **Public Listed and Unlisted Companies:** Must mandatorily appoint a qualified company secretary (typically a member of ICAP, ICMAP, or a recognized corporate secretarial body/legal professional).
- **Private Limited Companies:** While small private companies have flexible requirements, appointing a corporate secretarial consultant ensures ongoing statutory filing compliance with SECP and reduces legal exposure.

Common Secretarial Compliance Pitfalls

Pakistani companies frequently encounter regulatory friction due to:

- Missing SECP annual return and financial statement submission deadlines.
- Delays in notifying SECP of changes in directorship, registered office, or shareholding (via Form 29/Form 7).
- Incomplete or non-compliant Ultimate Beneficial Ownership (UBO) declarations.
- Poorly documented board minutes and shareholder resolutions during banking or investor due diligence.

Why Choose THK Group & Transformation Professional (Pvt) Ltd?

Managing corporate administration and regulatory compliance requires dedicated technical expertise. **THK Group**, through its specialized group company **Transformation Professional (Pvt) Ltd**, delivers end-to-end corporate and secretarial advisory tailored to businesses across Pakistan and cross-border ventures:

- SECP Company Incorporation & Structural Advisory
- Retainer-based Company Secretarial Services
- Statutory Filings, Return Submissions & Form Management
- Ultimate Beneficial Ownership (UBO) Compliance
- Corporate Restructuring, Share Transfers & Capital Allocation
- Corporate Governance Advisory & Meeting Management
- Tax, Accounting, and Regulatory Advisory (FBR & Provincial Revenue Authorities)

Keep your business compliant, legally protected, and primed for growth with specialized corporate support.

Contact **Transformation Professional (Pvt) Ltd / THK Group** to streamline your corporate secretarial workflow and SECP compliance today.

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