TERMS OF REFERENCE (TORs)

Company Secretary

1. Introduction

The Pakistan Horticulture Development & Export Company (PHDEC), registered under Section 42 of the Companies Act 2017, is dedicated to promoting, coordinating, and enhancing Pakistan's horticulture sector. PHDEC plays a pivotal role in advancing the export of high-quality horticultural products to premium international markets through strategic initiatives, integrated value chain interventions, and stakeholder collaboration. To support its governance framework and ensure compliance with regulatory requirements, PHDEC seeks to appoint a qualified and experienced Company Secretary to provide professional expertise in statutory compliances, corporate governance, regulatory affairs, and board coordination.

2. Scope of Work and Deliverables

The Company Secretary will be responsible for ensuring PHDEC's adherence to legal, regulatory, and governance standards while supporting the Board of Directors and management in achieving the organization's strategic objectives. The key responsibilities and deliverables include:

a. Compliance Management

- Ensure full compliance with all applicable laws, rules, and regulations, including the Companies Act 2017, State-Owned Enterprises Act 2023, State-Owned Enterprises (SOEs) Ownership & Management Policy 2023, Securities and Exchange Commission of Pakistan (SECP) compliances and filing, and Public Sector Companies (Corporate Governance) Rules, 2013 if and where applicable.
- Monitor changes in regulatory frameworks and implement necessary adjustments to maintain compliance.
- Conduct periodic compliance audits and report findings to the Board with actionable recommendations.
- Transition from manual SECP filing to SECP LEAP system, ensuring all compliances and requirements.

b. Board and Committee Support

- Plan, organize, and facilitate meetings of the Board of Directors and its committees, including preparing and circulating agendas, working papers, and presentations at least seven days in advance.
- Record accurate and comprehensive minutes of meetings, ensuring timely circulation and approval by the Board.

- Maintain statutory registers, including records of directors, shareholders, and resolutions, in compliance with legal requirements.

c. Regulatory Filings and Reporting

- Prepare and submit all statutory returns, forms, and reports to SECP and other relevant authorities within prescribed timelines, ensuring accuracy and completeness.
- Coordinate with external auditors and legal advisors to facilitate annual filings, including financial statements and governance reports.
- Maintain a compliance calendar to track deadlines and ensure proactive submission of regulatory documents.

d. Governance and Advisory Role

- Provide expert advice to the Board and management on SOEs Act & Management Policies, Public Sector Corporate Governance best practices, regulatory updates, and emerging trends in compliance.
- Assist in developing, reviewing, and updating PHDEC's policies, procedures, and governance frameworks to align with national and international standards.
- Support the Board in ethical decision-making and transparency in organizational operations.

e. Record Maintenance and Safeguarding

- Maintain secure and organized records of all legal documents, contracts, minutes, resolutions, and other official records in both physical and digital formats.
- Implement robust data protection measures to safeguard sensitive information in accordance with legal and cybersecurity standards.
- Ensure accessibility of records for audits, inspections, or Board reference while maintaining confidentiality.

f. Liaison and Coordination

- Serve as the primary point of contact between the Board, management, shareholders, regulatory authorities (e.g., SECP, Ministry of Commerce), and other stakeholders.
- Facilitate effective communication and coordination to ensure alignment on governance and compliance matters.
- Represent PHDEC in engagements with government agencies and external partners as directed by the Board or CEO.

g. Budget Preparation and Presentation

- Collaborate with the finance team to compile PHDEC's annual budget, ensuring alignment with strategic objectives and financial projections.
- Present the budget to the Board with clear documentation, justifications, and variance analyses for review and approval.
- Monitor budget compliance and provide updates to the Board on financial performance as required.

3. Essential Qualifications and Experience

To ensure the candidate possesses the requisite expertise for the role, the candidate must meet **any ONE** of the following qualifications, together with the experience stated below:

a. **Professional Accountant**: Member of a recognized body of professional accountants (ICAP / ICMAP).

b. **Chartered Secretary**: Member of a recognized body of corporate or chartered secretaries (ICSP).

c. **Master's / Law Graduate**: Master's degree in Business Administration / Commerce / Finance, or a Law graduate (LLB / LLM), from a university recognized by the Higher Education Commission (HEC). Foreign degrees must be accompanied by an HEC equivalence certificate.

Experience: At least five (05) years of relevant post-qualification experience in company secretarial, corporate, legal or regulatory affairs. Preference will be given to candidates with experience as Company Secretary / in the Secretariat of a Public Sector Company or State-Owned Enterprise. Certification in corporate governance / company secretarial practice (e.g. PICG) will be an added advantage.

Desirable Skills

- Strong knowledge of SOE Act and its compliances, Public Sector Corporate Governance frameworks and SECP regulations.
- Excellent organizational, communication, and interpersonal skills.
- Proficiency in drafting legal and governance documents.
- Familiarity with budgeting and financial reporting processes.

4. Time Frame

The Company Secretary will be appointed for an initial term of three years, subject to annual performance evaluations. The contract may be extended based on mutual agreement and satisfactory performance, as determined by the Board of Directors.

5. Remuneration

> **PHDEC will offer PKR 300,000/- all inclusive.**

6. Reporting Structure

The Company Secretary will report directly to the Chief Executive Officer (CEO) and functionally to the Board of Directors, ensuring independence in governance-related duties.

7. Application Process

Interested candidates must submit their applications, including a detailed CV, copies of educational and professional certifications, and a cover letter highlighting their suitability for the role to PHDEC's online portal on its website www.phdec.gov.pk. Shortlisted candidates will be invited for interviews by the HR Committee of the Board.