GOVERNMENT OF PAKISTAN
SECURITIES AND EXCHANGE COMMISSION OF PAKISTAN

Islamabad, the 12th February, 2024

NOTIFICATION

S.R.O__201__(I)/2024.–The following draft of the Companies Regulations, 2024, proposed to be made by the Securities and Exchange Commission of Pakistan, in exercise of the powers conferred by sub-section (1) of section 512 of the Companies Act, 2017 (XIX of 2017), is pleased to notify the following Companies Regulations, 2024 , the same having been previously published in the official gazette vide notification No. S.R.O. 1119 (I)/2022 dated July 20, 2022, namely—

CHAPTER I

PRELIMINARY

1. Short title and commencement.–(1) These regulations shall be called the Companies Regulations, 2024.

[1](2) These regulations shall come into force at once. [2][…]

(3) The provisions of these regulations shall have effect notwithstanding anything contained in the memorandum or articles of a company, or in any contract or agreement executed by it, or in any resolution passed by the company in general meeting or by its directors, whether the same be registered, executed or passed, as the case may be, before or after coming into force of the said provisions and any provision contained in the memorandum, articles, agreement or resolution aforesaid shall, to the extent to which it is repugnant to the aforesaid provisions of these regulations, become or be void, as the case may be.

---

[1] *Substituted sub-regulation (2) vide S.R.O. 459/2025 dated 26th March, 2025. The sub-regulation (2) originally read as "These regulations shall come into force at once except the following regulations which shall come into force on such date as the Commission may, by notification in the official Gazette, appoint, and different dates may be so appointed for different regulations.*

- *Chapter-II (Reservation of Name of a company and change thereof): Regulation 4 and 7;*
- *Chapter-IV (Provisions related to Foreign companies): Regulations 20 to 28;*
- *Chapter-V (Reporting & Compliance): Sr. No. 3, 6, 7, 11, 14, 15 to 19 of Regulation 30(1), Part-III of App-1 and App-4 of Regulation 30(1), Annexures-E, F & I of Regulation 30(2), R-2, R-3 & R-4 of Regulation 30(3), Regulation 43, Regulation 48 (except sub-regulation-5), Regulation 79 to the extent of its applicability under sections 106, 109, 426 and Chapter XII of the Act;*
- *Chapter-VI (Companies Registration Offices): Regulations-81(2) and 82; and*
- *Chapter-XII (Easy Exit of a defunct Company): Regulations 144 to 146."*

[2] *Omitted pursuant to the S.R.O. 1116(I)/2025 dated 20th June, 2025.*

- *Chapter-V (Reporting & Compliance): App-4 of Regulation 30(1) and Regulation 79 to the extent of its applicability under section 426 of the Act;*
- *Chapter-XII (Easy Exit of a defunct Company): Regulations 144 to 146.*

2. Definitions.–(1) In these regulations, unless there is anything repugnant in the subject or context, —

(i) **"Act"** means the Companies Act, 2017 (XIX of 2017);

(ii) **"Annexure"** means an annexure appended to these regulations;

(iii) **"authorized intermediary"** means a person registered by the Commission under these regulations and who is authorized by a company or promoters of a proposed company or a foreign company under an agreement for filing of documents on their behalf in pursuance of the Act;

(iv) **"authorized officer"** includes a chief executive officer, director, company secretary, chief financial officer of the company or a representative authorized by the Board or an authorized intermediary or principal officer in case of foreign companies to sign a document or proceeding requiring authentication by the company:

Provided that—

(a) in the case of a company in relation to which an administrator has been appointed under sub-section (1) of section 291 of the Act, the administrator of such company; or

(b) in the case of a company in liquidation, the liquidator of such company; shall be the authorized officer of the company;

(v) **"association"** means a group of persons united for a common object desirous of obtaining license under section 42 of the Act;

(vi) **"benefits"** means all monetary and non-monetary favors of any kind received from the company directly or indirectly including but not limited to company maintained car, medical plan, house rent, loans and advances but does not include official travelling reimbursements, boarding and lodging expenses incurred on attending official meetings or expenses incurred in attending office as per entitlement or any meeting fee for attending the meetings of the board or a committee of board as determined by the board of directors;

(vii) **"book closure"** means the period during which the register of members is closed in terms of section 125 of the Act;

(viii) **"close relative"** means spouse(s), siblings and their children, lineal ascendants and descendants;

(ix) **"Commission"** shall have the same meaning as assigned to it under the Securities and Exchange Commission of Pakistan Act, 1997 (XLII of 1997);

(x) **"Company Registration Office"** means an office established by the Commission under sub-section (1) of section 462 of the Act;

(xi) **"corporate unique identification number or "CUIN"** means a sequential computer-generated registration number assigned to every company including foreign company and includes corporate universal identification number assigned to the companies before the issuance of these regulations;

(xii) **"donation"** means contribution whether in cash or in kind, in the form of charity, grant, aid, contribution, gift, assistance, subsidy or any other form, received directly or indirectly, from any source whether local or foreign, for the purpose of achieving the objects of the company;

(xiii) **"electronic database"** means the system for maintaining a database electronically in respect of all the record of companies and includes the Corporate Registration System, Corporate Compliance and Facilitation System and Diary System;

(xiv) **"e-service"** shall have the same meaning as assigned to it under clause (27) of sub-section (1) of section 2 of the Act;

(xv) **"exercise"** means making of an application by an employee to a company for issue of shares against option vested in him in pursuance of a Scheme;

(xvi) **"exercise period"** means the time period after vesting within which an employee may exercise his right to apply for shares against an option vested in him in pursuance of the Scheme;

(xvii) **"exercise price"** means the price payable by an employee for exercising an option granted to him in pursuance of the Scheme;

(xviii) **"fee"** means fee as specified in Seventh Schedule to the Act;

(xix) **"foreign company"** shall have the same meaning as assigned to it under the Act;

(xx) **"Form"** means a form annexed to these regulations and includes a return;

(xxi) **"firm"** means a practicing firm of management consultants, financial consultants, corporate consultants or tax practitioners;

(xxii) **"further issue of shares"** means issue of shares under section 83 of the Act and does not include Initial Public Offer or offer for sale of shares by any person holding shares in listed company or further issue of shares pursuant to any scheme of arrangement including merger, demerger, amalgamation etc.;

(xxiii) **"Limited Liability Partnership"** shall have the same meaning as assigned to it under the Limited Liability Partnership Act, 2017;

(xxiv) **"initial public offer or IPO"** means first time offer of securities to the general public;

(xxv) **"issue"** for the purpose of these regulations, means further issue of shares;

(xxvi) **"issue of shares at discount"** means issue of shares at a price below face value of such share;

(xxvii) **"issue of shares by way of other than right"** means issue of shares out of the share capital of a company or body corporate to any person without right offer, either for cash or for consideration otherwise than in cash;

(xxviii) **"issue price"** means the price per share at which shares are offered or issued;

(xxix) **"issue size"** means the total number of shares issued or proposed to be issued by a company;

(xxx) **"market price"** for the purpose of a scheme means latest available closing price of the share on a securities exchange on which the shares of the company are listed and where share price is not traded on a given date, then the share price on the last trading day shall be considered;

(xxxi) **"option"** means a right but not an obligation granted to an employee in pursuance of a scheme to apply for shares of a company at a pre-determined price;

(xxxii) **"purchase"** means buy-back of its own shares by a purchasing company under section 88 of the Act and these regulations;

(xxxiii) **"purchasing company"** means a public unlisted or a private limited company that intends to purchase its own shares under section 88 of the Act and these regulations; and

(xxxiv) **"purchase period"** means the period of sixty days commencing from the date of dispatch of the offer letter;

(xxxv) **"preference shares"** mean the shares which carry or would carry such preferential rights or privileges as provided for in the articles of association of the company including but not limited to the following;

(a) preferential right over the rights of ordinary shareholders to receive dividend; preference dividend may be cumulative or non-cumulative;

(b) preferential right over the rights of ordinary shareholders to participate in profits of company;

(c) preferential rights over the rights of ordinary shareholders to be paid in the event of winding up of the issuer; and

(d) voting and non-voting rights

(xxxvi) **"promoter"** shall have the same meaning as assigned to it under the Act, and shall also include member of Association who has applied for the grant of a license under section 42 of the Act.

(xxxvii) **"registrar concerned"** means a registrar, who is in-charge of a Company Registration Office in whose territorial jurisdiction the registered office of the company is situated;

(xxxviii) **"Registrar of Companies"** means the Registrar of Companies designated as such by the Commission and posted at head office of the Commission and who is head of the offices for the registration of companies in Pakistan and performing other work under the Act;

(xxxix) **"registered intermediary"** means a person registered by the Commission under these regulations;

(xl) **"remuneration"** means reward or compensation for employment in the form of pay, salary or wage including all other perquisites and non-cash incentives but does not include meeting fee for attending meetings of board or committee of board and reimbursement for boarding or lodging for attending board meetings;

(xli) **"right issue"** means the shares offered by a company to its members strictly in proportion to the shares already held in respective kinds and classes;

(xlii) **"seal"** means the seal of the company registration office having the name of company registration office engraved on it;

(xliii) **"schedule"** means a schedule to the Act;

(xliv) **"scheme"** means an Employees Stock Option Scheme (ESOS) in accordance with procedure and on conditions specified through these regulations;

(xlv) **"vesting"** means to give or earn a right to apply for conversion of the options, granted under a scheme, into shares of the company; and

(xlvi) **"vesting period"** means the period during which the vesting of an option granted to an employee in pursuance of a scheme takes place.

(2) The words and expressions used but not defined in these regulations shall have the same meaning as are assigned to them in the Act, the Securities and Exchange Commission of Pakistan Act, 1997(XLII of 1997), the Limited Liability Partnership Act, 2017 (XV of 2017), Securities Act, 2015 (III of 2015) and any rules made thereunder.

CHAPTER II

RESERVATION OF NAME OF A COMPANY AND CHANGE THEREOF

3. Reservation of Name.–(1) Any person desirous of forming a company shall have the option to file either a separate application for reservation of name in the manner as provided in sub-regulation (2) or combined application for reservation of name and incorporation of company in the manner as provided in regulation 8.

(2) Separate application on specified format **App-1** for reservation of name in terms of sub-section (4) of section 10 of the Act shall be filed with the registrar along with non-refundable application fee as specified in Seventh Schedule to the Act, in the following manner—

(i) online application through e-service; or

(ii) physical application;

(3) The applicant may propose up to three names in order of priority for reservation of any one of them, ensuring that the proposed names fulfil the criteria specified in section 10 of the Act and these regulations. Subject to the provision of section 10 and regulation 8, the application for reservation of name of the company shall be accompanied with NOC/permission/letter of intent of competent authority (if applicable).

(4) The registrar, if satisfied that any one of the proposed names in the order of priority, fulfills the criteria specified in the Act and these regulations, may issue availability of name as per **Annexure-A** and reserve the name for a period of sixty (60) days from the date of availability of name letter.

(5) If the applicant fails to file application for incorporation of company along with evidence of payment of fee within sixty (60) days period, the name shall not remain available.

(6) In case of refusal of the proposed name(s), the registrar shall issue the order of refusal as per **Annexure-B.**

(7) The registrar, while considering the application for reservation of name may require the applicant to furnish such additional information or document as deemed appropriate:

Provided that where the requisite information is not provided within fifteen (15) days or any further time allowed by the registrar, the application shall be disposed of on the basis of available information.

4. Reservation of name by a foreign company.–(1) Subject to the requirements of section 435 of the Act, a foreign company desirous of establishing a place of business in Pakistan shall apply to Registrar for reservation of name in terms of sub-section (4) of section 10 read with section 442 of the Act on specified format **App-1** of these regulations along with a copy of certificate of incorporation or registration and any other document issued by a public authority in country of origin which is sufficient to prove that it is a recognized corporate entity and competent to use the name it has applied for in accordance with laws of the country of origin.

(2) The registrar, if satisfied that the proposed name fulfills the criteria specified in the Act and these regulations, may issue availability of name as per **Annexure-A** and reserve the name for a period of sixty days from the date of availability of name letter.

(3) If the applicant fails to file documents for registration under regulation 8 within sixty days period, the name shall not remain available.

(4) The provision of sub-regulations (2), (6) and (7) of regulation 3 shall *mutatis mutandis* apply to the foreign company.

(5) Subsequent to reservation of name, a foreign company shall be bound to obtain all necessary approvals from relevant authorities as per applicable laws and policy of the Federal Government of Pakistan.

5. Prohibition of certain names.–(1) Subject to section 10 of the Act, the following words and combinations thereof shall not be used in the name of a company in English or any of the languages depicting the same meaning—

(i) Federal Government, Provincial Government, Name depicting association with any foreign government, Name suggesting association with any political personality, Commission, Authority, Register or Registered, Co-operative, Bureau, Division, Department, Undertaking, Municipal, Union, Republic, Nation/National, President, Governor, Prime Minister, Chief Minister, Minister, Cabinet, Senate, National Assembly, Provincial Assembly, Parliament/ Parliamentary, Statute/ Statutory, Court/ Judiciary/ Judge, Jury, Administrator;

(ii) Names of International/National bodies and abbreviations thereof including, but not limited to, United Nations, South Asian Association for Regional Cooperation, Organization of Islamic Conference, World Bank, International Finance Corporation, Asian Development Bank, Islamic Development Bank, International Monetary Fund, Red Cross, Red Crescent, Pakistan Telecommunication Authority, State Bank of Pakistan, Pakistan Stock Exchange or name of any other strategic organization:

Provided that the Commission may allow any of the above names under special circumstances on the request of any government or authority.

(2) Subject to section 10 of the Act, the following words or acronyms and combinations thereof may only be used in the name of a company subject to the criteria mentioned in each case—

(i) **Association or Foundation** - In case of companies to be established on grant of license by the Commission under section 42 of the Act or which are licensed by the Directorate General of Trade Organizations under the Trade Organizations Act, 2013.

(ii) **Assurance/Assurer/Insurance/Insurer/Re-Assurance/Re-Assurer/Re-Insurance / Re-Insurer** - In case of companies to be established to undertake business of

Insurance, Assurance, Reinsurance and Re-assurance subject to prior approval of the Commission.

(iii) **Bahria/Askari/Fauji/Fazaiya/Cadet/Armed Forces or Forces/Army/Navy/Air Force/Shaheen/Military/Defence** - In case of companies to be established by the relevant agency.

(iv) **Bank/ Banking/ Banker -** In case of companies to be established to undertake banking business subject to prior approval of State Bank of Pakistan or an investment bank subject to prior approval of the Commission.

(v) **Board -** In case of a company desirous to engage in the business of Paper and/or Board or to public sector companies.

(vi) **Capital –** It shall only be allowed if proper justification is provided to the satisfaction of the Registrar.

(vii) **Chamber** - In case of an entity which is to be established as a Trade Organization under Trade Organizations Act, 2013.

(viii) **Chapter** – In case of companies where NOC or permission of the organization/entities having various chapters locally or globally, is provided.

(ix) **Charter/Chartered** - In case of companies having charter from the sovereign authority of the Federation or the Province.

(x) **Corporation -** In case of companies where proper justification is submitted to the satisfaction of registrar.

(xi) **Council** - In case of a company to be established on grant of license by the Commission under section 42 of the Act. Moreover, this expression may also be allowed to Sports Association, Trade Organization or a Professional Body.

(xii) **Exchange/Bourse** - In case of Securities Exchange, Commodity Exchange, Mercantile Exchange and Exchange Company, subject to prior approval from the relevant authority.

(xiii) **Federal/Province/Provincial -** In case of a company where it has a connection with or patronage of the Federal/Provincial Government subject to prior approval of the Commission.

(xiv) **Federation -** In case of a company licensed under section 42 of the Act or trade bodies under Trade Organizations Act, 2013.

(xv) **Finance, Financial, Investment Finance, Investment Advisory, Leasing, Asset Management, Housing Finance, Modaraba, Venture Capital, Private Equity,**

Invest/Investment/Investor - In case of Non-Banking Finance Company, investment company, Modaraba company, brokerage house subject to prior approval by the Commission. In case of any public sector financial institution subject to prior approval by the Commission or State Bank of Pakistan, as the case may be.

(xvi) **Fund** - In case of a public sector company, a trade organization, a Non-Banking Finance Company to be established to undertake asset management services or private equity and venture capital fund management services subject to prior approval of the Commission or a company to be established on grant of license by the Commission under section 42 of the Act.

(xvii) **Group** - In case of a company where this word implies several companies under single corporate ownership and applicants have to provide evidence of subsidiary/associate relationship with two or more companies.

(xviii) **Holding** - In case of a company where it qualifies to be a holding company as defined in clause 37 of sub-section (1) of section 2 of the Act to the satisfaction of the registrar.

(xix) **Institution** - In case of a company where it has submitted proper justification to the satisfaction of the registrar.

(xx) **Name of Company containing country name or nationality other than Pakistan -** In case of the companies where appropriate justification is submitted to the satisfaction of the registrar.

(xxi) **Name of Company containing names of two countries i.e., Pakistan/Pak and any other foreign country -** In case of companies where documentary evidence is provided to the satisfaction of the registrar to support the fact that the company is a Joint Venture of two Governments or companies or individuals of two relevant countries.

(xxii) **Names of Famous/Distinct Personalities** – In case of a company, where no objection certificate from the personality is provided or where proper justification is submitted to the satisfaction of registrar.

(xxiii) **New/ Modern/ The/ Al/ International/ Company/ Co./ Inc./ Firm/ Partnership/ LLP/ LLC/ Proprietor/ Enterprise/ Mills/ Factory/ Industry/Industries -** These expressions will not be acceptable if used to make proposed company name distinctive from existing companies. Whereas, the words Co./ Inc. / Firm / Partnership / LLP / LLC / Proprietor shall be allowed where proper justification is submitted to the satisfaction of the registrar.

(xxiv) **Sindh/ Punjab/ Baluchistan/ Khyber Pakhtunkhwa or KPK/ FATA/ Gilgit Baltistan or FANA/ Azad Jammu & Kashmir or AJK** - In case of a company where

it has no connection with or patronage of the concerned Government, where proper justification is provided to the satisfaction of registrar.

(xxv) **Security/Securities -** in case of a company where proper justification is provided to the satisfaction of the registrar.

(xxvi) **Society** - In case of a company where proper justification is provided to the satisfaction of the registrar.

(xxvii) **State -** In case of public sector companies.

(xxviii) **Trust** - In case of Non-Banking Finance Company to be established to undertake Real Estate Investment Trust (REITs) management services or asset management services subject to prior approval by the Commission and not for profit company to be licensed under section 42 of the Act where proper justification to the satisfaction of the Registrar.

(xxix) **University -** In case of University Management Company for the management of University in terms of guidelines of Higher Education Commission.

(xxx) **Islam/Islamic**- in case of a company, where it is incorporated as shariah compliant company subject to prior approval by the Commission.

(xxxi) **National -** In case of a company where it has a connection with or patronage of the Government subject to prior approval of the Commission.

(xxxii) **Non-dictionary words -** In case of companies, where proper justification is submitted to the satisfaction of the registrar.

(xxxiii) **Gymkhana -** In case of companies, where proper justification is submitted to the satisfaction of the registrar.

(xxxiv) **Arms and ammunition** - In case where company is incorporated to deal in arms and ammunition subject to prior NOC/ permission from Ministry of **Interior/Defence.**

(xxxv) **Commodity/Commoditie**s - In case where company is incorporated to deal in commodity trading subject to permission from the Commission.

(xxxvi) **Pay/Payment/Paisa/Money** - In case where the company is incorporated as Electronic money institution (EMI).

(xxxvii) **Brand name registered with IPO** - in case of a company, where documentary evidence of ownership of a trademark or copyright is submitted by the applicant to the satisfaction of the registrar.

(3) The name shall be considered undesirable, if—

(i) it includes any word or words which are offensive to any section of the people;

(ii) it is identical with or resemble or similar to name of Limited Liability Partnership registered under the Limited Liability Partnership Act, 2017;

(iii) any other word which in the opinion of registrar is undesirable.

6. Change of name – (1) In case a company changes its name, by passing a special resolution, it shall file an application to the registrar to change its registered name subject to compliance with the requirements of sections 12 and 13 of the Act and these regulations. The application for change of name of company shall be accompanied with name availability letter, amended copy of memorandum & articles of Association, affidavit, copy of NOC/permission/letter of intent of competent authority, if applicable from regulating authority in case of licensed entities.

(2) The registrar after being satisfied himself that the requirement under the Act and these regulations are fully met shall register the new name in place of the former name and shall issue a certificate as per **Annexure-D** to meet the circumstances of the case.

7. Change of name by a foreign company.– (1) In case a foreign company changes its name in the country of origin, it shall file an application to the registrar to change its registered name subject to compliance with the requirements of section 12 read with section 442 of the Act as far as applicable and these regulations. The application for change of name of foreign company shall be accompanied with name availability letter, letter from board of investment, copy of certificate of change of name or any other document containing new name of the company issued by the public authority in the country of origin, copy of the memorandum of association/statute/instrument duly certified as per these regulations, affidavit duly signed by the person who signed this application, duly verified and attested by oath commissioner and any other document deemed necessary.

(2) The registrar after satisfying himself that the requirement under the Act and these regulations are fully met shall register the new name in place of the former name and shall issue a certificate as per **Annexure-F** to meet the circumstances of the case.

CHAPTER III

INCORPORATION OF A COMPANY

8. Application for incorporation of company – (1) An application for incorporation of company along with fee as specified in Seventh Schedule to the Act, shall be filed in any of the following modes, namely: -

(i) separate application for incorporation of company in the manner as provided in sub-regulation (2); or

(ii) combined application for reservation of name and incorporation of company in the manner as provided in sub-regulation (3).

(2) An applicant shall make separate application for incorporation of company either online through e-service or in physical form to the registrar as per **Form-1** along with the following documents—

(i) memorandum (in case of online application, applicant can either attach soft copy of Memorandum as a PDF format or select predefined system generated Memorandum available in e-services except for companies having specialized business);

(ii) articles where required;

(iii) copies of valid CNIC/NICOP (Computerized national identity card/ national identity card for overseas Pakistanis) of the subscribers/ directors/chief executive officer/any other officer or copies of valid Passport in case of a foreigner;

(iv) in case of a single member company, also attach a copy of valid CNIC/NICOP of nominee or copy of valid Passport/ National Identity Card or any other identity document in the respective country, translated in English language, in case of a foreigner;

(v) copy of CNIC of witness in case of physical filing of application;

(vi) in case of physical application, authority letter on stamp paper of requisite value in favour of any one of the subscribers or registered intermediaries, authorizing him to file documents for incorporation of company on behalf of subscribers, make correction therein, if required after incorporation of company. The authority letter shall be witnessed with his particulars and shall also be notarized;

(vii) NOC/Letter of Intent/ License (if any)/ approval letter of the relevant regulatory authority in case of specialized business as mentioned in regulation 5;

(viii) in case of physical application, original paid bank challan or other evidence of payment of fee specified in Seventh Schedule to the Act;

(ix) copy of valid CNIC/NICOP/Passport of person duly authorized by the Board of directors of a body corporate which is a subscriber along with copy of Board resolution. In case of a subscriber which is a limited liability partnership, copy of valid CNIC/NICOP/Passport of designated partner/partner empowered to act as such, along with copy of instrument empowering him;

(x) in case the subscriber is an individual of foreign nationality, foreign company or a foreign body corporate, additional information and documents certified in the manner as specified in Regulation 19.

(3) The combined application for reservation of name and incorporation of a company limited by shares shall be filed online through e-service on payment of fee along with scanned copies of relevant and applicable documents, as mentioned in sub-regulation (2) of this regulation except memorandum of association and articles of association, which shall be generated by e-service:

Provided that facility of combined application shall not be available for companies to be formed to carry on or engage in any business which is subject to a license or registration, permission or approval as required under the respective law:

Provided further that the applicant may enter three names for the proposed company in the order of priority and the Registrar shall approve any one of the given names as per the given order of priority subject to fulfillment of criteria mentioned in section 10 of the Act and in these regulations:

Provided also that in case of refusal of the proposed names, the registrar shall issue the order of refusal as per **Annexure-B**.

9. Memorandum of Association.–(1) The memorandum of association shall be in conformity with Table B, C, D, E or F of the First Schedule to the Act and any other rules and regulations notified by the Commission/Federal Government, as applicable to the kind of the company.

(2) It shall contain an undertaking that the company shall not engage in any of the restricted business, launch multi-level marketing (MLM), Pyramid and Ponzi Schemes, or other related activities/businesses or any lottery business, or engage in any of the permissible business unless the requisite approval, permission, consent or license is obtained from competent authority as may be required under any law for the time being in force.

Explanation.—Notwithstanding anything contained in the foregoing sub-clauses of this clause nothing contained herein shall be construed as empowering the Company to undertake or indulge, directly or indirectly in the business of a Banking Company, Non-banking Finance Company (Asset Management Services, Leasing, Investment Finance Services, Investment Advisory Services, REIT Management Services, Housing Finance Services, Private Equity and Venture Capital Fund Management Services, Discounting Services, Pension Fund Scheme Business, Micro Financing), Corporate Restructuring Company, Insurance Business, Modaraba Management Company, Stock Brokerage business, forex, Clearing House, Securities and Futures Advisor, Commodity Exchange, managing agency, business of providing the services of security guards or any other business subject to license and restricted under any law for the time being in force or as may be specified by the Commission.

(3) The memorandum filed in physical form under sub-section (1) of section 16 of the Act, shall be properly stamped as required by the Stamp Act, 1899 (II of 1899), if applicable, duly subscribed and witnessed along with the declaration made thereunder:

Provided that in case of electronic submission of memorandum of association, the stamp duty shall not be paid till the time the Provincial Governments devise and implement appropriate measures for payment and recovery of stamp duty through electronic means in terms of section 10 of the Electronic Transactions Ordinance, 2002 (LI of 2002).

(4) The registrar may require any person who makes a declaration under sub-section (1) of section 16 of the Act or is a promoter or director of the proposed company or is a witness to the signatures of the subscribers to the memorandum to furnish such information, clarification or document as he may deem necessary to satisfy himself for purposes of sub-sections (2) and (4) of section 16 of the Act.

10. Articles of Association.–(1) In case, the subscribers opt to file combined application for reservation of name and incorporation of company in the manner specified under sub-regulation (3) of regulation 8, the articles as per Table A of First Schedule to the Act shall be the articles of the company.

(2) In case of separate application for incorporation of company, the subscribers of the company limited by shares may adopt the articles as per Table A of First Schedule to the Act and notify the same to the registrar concerned as per Form-1 and filing of articles separately shall not be required by company adopting Table A:

Provided that in case articles as per Table A of the First Schedule to the Act are not adopted, the company limited by shares shall file the articles with the registrar along with application for incorporation.

(3) In the case of a company limited by guarantee or an unlimited company, the company shall file the articles with the registrar along with application for incorporation.

11. Signing of memorandum of association and articles of association.–(1) Subject to sections 31 and 37 of the Act, the memorandum and articles of the company shall be signed physically or electronically, as the case may be, by each subscriber to the memorandum and articles of association and where required, to be witnessed.

(2) Where a subscriber is other than a natural person, the memorandum and articles of association shall be signed by a natural person on its behalf in the following manner:

(i) in case of a body corporate, duly authorized by a resolution of the board of directors;

(ii) in case of a limited liability partnership, a designated partner empowered to act as such, along with copy of instrument empowering him; and

(iii) in any other case by an authorized representative duly authorized to sign as such.

12. Appointment of First Directors and Chief Executive Officer.–(1) The subscribers to the memorandum shall determine the number of directors and the names of the first directors in terms of provisions of section 157 of the Act.

(2) The subscriber to the memorandum shall also determine the name of the first chief executive officer in terms of provisions of section 186 of the Act.

(3) The number of directors as determined by the subscribers and particulars of first directors and first chief executive officer shall be stated in the application for incorporation of company as per **Form-1.**

13. Other information to be obtained or provided.–(1) In addition to the particulars of subscribers as provided in section 31 and 37 of the Act, following further information shall be provided namely:-

(i) a subscriber, in case of a Pakistani national, shall also specify number of his valid CNIC/ NICOP and in the case of foreign national, number of his valid passport.

(ii) in case of a person other than a natural person, the address of its registered office or principal office shall be mentioned and the authorized representative signing the documents shall likewise provide his particulars.

(2) In case of a subscriber holding at least twenty five percent of the shares, voting rights or controlling interest [3]directly or indirectly, in the proposed company on behalf of some other natural or legal person, following additional particulars of ultimate beneficial owner(s), shall be obtained and maintained -

a. Name of the subscriber (natural or legal person)
b. Name of the natural person(s) who is/are the Ultimate Beneficial Owner (UBO) of subscriber
c. Father's name/Spouse's Name of UBO
d. [4]CNIC/NICOP/Passport no. of UBO along with date of issue and expiry

[5]di. Date of birth of UBO

dii. Gender of UBO

e. Nationality of UBO
f. Country of origin of UBO (in case of foreign national or dual national)
[6]fi. Address of UBO as per CNIC/NICOP/Passport
g. [7] Usual residential address of UBO (in case different than given in CNIC/NICOP/Passport)
h. Email address of UBO
i. Date in which the UBO status was acquired

---

[3] *Inserted the expression "directly or indirectly," vide S.R.O. 1355(I)/2025 dated 25th July, 2025.*
[4] *Substituted clause (d) vide S.R.O. 1355(I)/2025 dated 25th July, 2025. The original clause read as "CNIC/NICOP/Passport no. of UBO."*
[5] *Inserted new clauses "di. Date of birth of UBO" and "dii. Gender of UBO" vide S.R.O. 1355(I)/2025 dated 25th July, 2025.*
[6] *Inserted new clause "fi. Address of UBO as per CNIC/NICOP/Passport" vide S.R.O. 1355(I)/2025 dated 25th July, 2025.*
[7] *Substituted clause (g) vide S.R.O. 1355(I)/2025 dated 25th July, 2025.*

(3) In case of indirect shareholding, control or interest being exercised through intermediary companies, entities or other legal persons or legal arrangements in the chain of ownership or control through at least twenty-five percent of the shares, voting rights or controlling interest in the proposed company, reasonable measures shall be taken to obtain the following particulars of the ultimate beneficial owner of the legal persons or arrangements. If there is no natural person, it should obtain the identity of the relevant natural person who holds the position of senior managing official:

Name of entity	Legal form (Company/LLP/Partnership Firm/Trust/Any other body corporate (to be specified))	Date of incorporation/ registration	Name of registering authority	Business address	Country	Email address	Percentage of shareholding, control or interest of UBO in the legal person or legal arrangement	Percentage of shareholding, control or interest of legal person or legal arrangement in the Company	Identity of Natural Person who ultimately owns or controls the legal person or arrangement
(a)	(b)	(c)	(d)	(e)	(f)	(g)	(h)	(i)	(j)

Explanation:- For the purposes of this regulation the term "ultimate beneficial owner" means a natural person who ultimately owns or controls a company, whether directly or indirectly, through at least twenty five percent shares or voting rights or by exercising effective control in that company through other means. Control through other means may be exercised through a chain of ownership or through close relatives or associates having significant influence or control over the finances or decisions of the company.

14. Witness in case of physical submission of a document.–(1) In case of electronic submission of documents for incorporation of a company, a witness is not required in terms of Section 3 of Electronic Transactions Ordinance, 2002.

(2) In case of physical submission of documents for incorporation of a company, the same shall be witnessed by a Pakistani National having valid CNIC:

Provided that where a document is required to be attested by a notary public or an oath commissioner or class I magistrate, the same shall be witnessed in accordance with the relevant law.

15. Examination of documents by the registrar.–(1) The registrar shall examine the documents submitted for registration of a company and if satisfied that the same are complete in all respects and all the requirements of the Act and regulations relating to incorporation of the company have been complied with, shall register the memorandum and other documents delivered to the registrar.

(2) In case any discrepancies and deficiencies are observed by the registrar in the documents filed, the same shall be communicated to the applicant in writing for resolution and the applicant shall remove the discrepancies and provide requisite information within seven days of date of written communication from the registrar.

(3) In case no response is received within stipulated time period, a first reminder shall be issued and a final reminder shall be issued seven days thereafter by the registrar.

(4) In case no response is received from the applicant or the applicant fails to remove discrepancies or provide requisite information to the satisfaction of registrar within seven days of issue of final reminder, the registration of the memorandum and other documents may be refused.

16. Issuance of Certificate of Incorporation – (1) On registration of memorandum of association of a company, the registrar shall issue a certificate of incorporation, under his signatures or authenticated by his official seal, as per **Annexure-C**, which shall be conclusive evidence that the requirements of the Act as to registration have been complied with and that the company is duly incorporated under the Act.

(2) The certificate of incorporation may be issued electronically.

17. Additional requirements for a single member company.–(1) A person desirous of forming a single member company shall comply with all the requirements for incorporation of a company as per regulation 8 of these Regulations.

(2) The person to be nominated in a Single Member Company under section 14 of the Act shall be in accordance with the criteria mentioned in sub-section (3) of Section 79 of the Act.

18. Additional requirements for an association not for profit.–The subscribers to the memorandum of an association not for profit shall obtain license under section 42 of the Act, before filing application in terms of regulation 8 of these regulations.

19. Additional requirements for foreign subscribers and security clearance.–(1) In case the subscriber is a foreign company or a foreign body corporate, the registrar shall require additional information including but not limited to the profile of the foreign company or foreign body corporate including detail of its directors, their nationality and country of origin along with copy of passport, latest return/any other document showing particulars of directors, copy of its charter, statute or memorandum and articles, copy of the certificate of incorporation, Board resolution by the foreign company for appointment of nominee and authorization to acquire shares in the proposed company, an undertaking on the specified format as per **Annexure-S** duly attested by notary public, etc.:

Provided that the copy of the certificate of incorporation, any charter, statute, memorandum, articles or other instrument, constituting or defining the constitution of a foreign company or a foreign body corporate and board resolution, undertaking (if executed outside Pakistan) required to be filed with the registrar shall be duly –

(i) certified to be a true copy by the public officer in the country where the foreign company or foreign body corporate is incorporated to whose custody the original is committed; or

(ii) certified to be a true copy by a Notary public of the country where the foreign company or foreign body corporate is incorporated; or

(iii) certified to be a true copy of an affidavit from an authorized officer of the foreign company or foreign body corporate in the country where the company is incorporated or;

(iv) apostillised by the designated competent authority of the state of origin of the foreign public document, who have acceded to the Hague Convention abolishing the requirement of legalisation for foreign public documents (Apostille Convention) of 1961 and such state is also recognized by the Government of Pakistan for receiving of apostillised documents:

Provided further that the signature and seal of the official referred to in clause (i) or the certificate of the Notary Public referred to in clause (ii) above shall be authenticated by a Pakistan diplomatic consular or consulate officer and the affidavit of the officer of the foreign company or foreign body corporate referred to in clause (iii) above shall be signed before a Pakistan diplomatic consular or consulate officer.

(2) In case the subscriber to the memorandum is an individual of foreign nationality, the registrar shall require five sets of copies of bio data, valid passport and an undertaking (in original) on the specified format as per **Annexure-S** duly attested by notary public in the country of stay of the foreigner. Moreover, the registrar may also require to file the additional documents as deemed necessary.

(3) The Commission shall obtain security clearance from Ministry of Interior in following cases and in the manner prescribed hereunder:

(i) companies having foreign (other than Indian national or origin) subscribers/officers will be incorporated on the basis of an undertaking of each foreign subscriber /officer and case shall be forwarded for security clearance:

Provided that in case, name of subscriber/officer is not security cleared by Ministry of Interior, the subscriber/officer and the company, shall take immediate steps for replacement and shall transfer shares if any, held by the subscriber;

(ii) companies having foreign subscribers/officers/foreign subscriber companies/board of directors of foreign subscriber companies who are Indian national or of Indian Origin will be incorporated after receipt of security clearance;

(iii) security services and matrimonial services providing companies will be incorporated after receipt of security clearance from Ministry of Interior ("MOI") and as per policy formulated by MOI from time to time.

(4) The manner of security clearance shall be subject to any change in the security policy of government from time to time.

CHAPTER IV

PROVISIONS RELATED TO FOREIGN COMPANIES

20. Applicability – (1) This chapter shall apply to foreign companies except not for profit organizations (NPOs).

(2) For the purpose of this chapter; "ultimate beneficial owner" means a natural person who ultimately owns or controls a foreign company, whether directly or indirectly, through at least 25% of shares or voting rights or by exercising effective control in that company through other means. 'Control through other means' may be exercised through a chain of ownership or through close relatives or associates having significant influence or control over the finances or decisions of the foreign company.

21. Establishment of place of business or liaison office in Pakistan by a foreign company.–(1) Subject to the provisions of section 434 and 435 of the Act and regulation 4, every foreign company which establish a place of business in Pakistan shall deliver the information and documents as mentioned in section 435 of the Act to the registrar as per **Form-2**.

(2) The application for registration of documents of a foreign company shall be accompanied with certified copy of the certificate of incorporation/charter/statute/memorandum and articles of association or instrument defining the constitution of the foreign company, Board Resolution regarding appointment of the principal officer as well of person authorized to accept on behalf of the company service of process / any notice / document, persons authorized to accept on behalf of the company service of process / any notice / document, valid approval letter from board of investment latest return/any other document showing particulars of directors and copies of their passports/NIC or any other identity document in the respective country, translated in English language or any other document as notified by the Commission.

(3) Copies of documents required to be filed with the registrar shall be certified in the manner as provided in regulation 27 and the translation of any document in English or Urdu shall be certified in a manner as provided in regulation 28.

22. Issuance of certificate of registration – (1) On registration of documents of a foreign company as filed under regulation 21, the registrar shall issue a certificate of registration of documents as per **Annexure-E**:

Provided that the registrar may refuse to register the documents for its registration in case it fails to fulfil the requirements of the Act or these regulations and the registrar after giving opportunity of hearing to the applicant shall issue refusal order.

(2) Subsequent to registration of documents, a foreign company shall be bound to obtain all necessary approvals from relevant authorities as per applicable laws.

23. Maintenance of records of ultimate beneficial owners of foreign company.–In case of a member of a foreign company holding at least twenty five percent of the shares, voting rights or controlling interest [8]directly or indirectly, in the foreign company on behalf of some other person, following additional particulars of ultimate beneficial owner(s) shall be obtained, maintained and duly updated by the foreign company:

a. Name of the member of the foreign company not having beneficial interest in the foreign company;
b. Name of the natural person who is the ultimate beneficial owner of the foreign company;
c. Father's name/Spouse's Name;
d. NIC/NICOP/ Passport no. along with date of issue [9]and expiry;

[10]di. Date of birth;

dii. Gender;

e. Nationality;
f. Country of origin;

[11] fi. Address of UBO as per CNIC/NICOP/Passport;

g. [12] Usual residential address of UBO (in case different than given in CNIC/NICOP/Passport);
h. Email address;
i. In case of indirect shareholding or control, following particulars of legal persons or legal arrangement through whom shareholding, interest or control exercised in the chain of ownership or control:
    i. Name of the entity;
    ii. Legal form [Company/LLP/Partnership Firm/Trust/Any other body corporate (to be specified)];
    iii. Date of incorporation/ registration;

---

[8] *Inserted the expression ", directly or indirectly," after "voting rights or controlling interest" vide S.R.O. 1355(I)/2025 dated 25th July, 2025.*
[9] *Inserted the words "and expiry" vide S.R.O. 1355(I)/2025 dated 25th July, 2025.*
[10] *Inserted new clauses "di. Date of birth" and "dii. Gender" vide S.R.O. 1355(I)/2025 dated 25th July, 2025.*
[11] *Inserted new clause "fi. Address of UBO as per CNIC/NICOP/Passport" after clause (f) vide S.R.O. 1355(I)/2025 dated 25th July, 2025.*
[12] *Substituted clause (g) vide S.R.O. 1355(I)/2025 dated 25th July, 2025.*

iv. Name of registration authority;
v. Business Address;
vi. Country;
vii. Email address;
viii. Percentage of shareholding, control or interest of UBO in the legal person or legal arrangement;
ix. Percentage of shareholding, control or interest of legal person or legal arrangement in the foreign company;
x. Identity of natural person who ultimately owns or controls the legal person or arrangement.

24. Registration of alteration in documents or details of a foreign company other than change of name.–Pursuant to the provisions of section 436 of the Act, if any alteration is made or occurs in,–

(i) **the charter, statute or memorandum and articles of a foreign company or other instrument constituting or defining the constitution of the company**,–the company shall file **Form-5** containing the specified particulars of the alteration along with certified copy of the altered instrument constituting the foreign company, certified translation of the altered instrument and any other document which deemed necessary, within thirty days of the alteration to the registrar for registration;

(ii) **the address of the registered or principal office of the company in the country of origin**,–the company shall file **Form-5** containing the specified particulars of the alteration along with letter from board of investment for change of registered office in the country of origin along with board resolution of parent company for such change or any other document evidencing such changes issued by public authority in the country of origin duly authenticated by the principal Officer of the Branch in Pakistan, within thirty days of the alteration to the registrar for registration;

(iii) **directors, chief executive and secretary of the parent company in the country of origin**,–the company shall file **Form-5** containing the specified particulars of the alteration along with board resolution of parent company regarding appointment/resignation of directors/CEO/Other officers or any other document evidencing such changes issued by public authority in the country of origin duly authenticated by the principal Officer/Authorized Representative of the Branch in Pakistan. within thirty days of the alteration to the registrar for registration;

(iv) **principal officer of the company**,–the company shall file **Form-5** containing the specified particulars of the alteration along with copy of valid resignation letter of outgoing principal officer, Board Resolution of parent company regarding appointment/resignation of principal officer duly notarized & attested by the Pakistan Embassy, Consent of incoming Principal Officer, Provision of Security clearance

documents along-with undertaking (in case of a foreign national), within thirty days of the alteration to the registrar for registration;

(v) **person resident in Pakistan authorized to accept on behalf of the company service of process or notices**,–the company shall file **Form-5** containing the specified particulars of the alteration along with copy of valid resignation letter of outgoing person, board Resolution of parent company regarding appointment/resignation of authorized representative duly notarized & attested by the Pakistan Embassy, within thirty days of the alteration to the registrar for registration;

(vi) **the principal place of business in Pakistan in same city / same province /from one province to another**,–the company shall file **Form-5** containing the specified particulars of the alteration along with letter from Board of Investment regarding change of branch or liaison office in Pakistan, within thirty days of the alteration to the registrar for registration;

25. Filing of Accounts.–Every foreign company shall, in every year within the time period as mentioned in sub-section (2) of section 437 of the Act, file the following accounts together with a list of Pakistani members and debenture-holders and of the places of business of the company in Pakistan—

(i) three copies of accounts in respect of the company's operations in Pakistan, pursuant to clause (a) of sub-section (1) of section 437 of the Act; and

(ii) three copies of the accounts and documents as referred to in clause (b) of sub-section (1) of section 437, together with such additional documents, if not already attached, as are required to be annexed with the accounts referred to in clause (a) of sub-section (1) of section 437; or

(iii) three copies of the accounts together with the documents as referred to in clause (c) of sub-section (1) of section 437:

Provided that in case of online submission, the company shall file only one copy of the accounts as required to be filed by the company under this regulation.

26. Notice of ceasing to have place of business.–A foreign company shall at least thirty days before it intends to cease to have any place of business in Pakistan give notice to the registrar on **Form-6** along with copy of advertisement as published in two newspapers (one in Urdu and one in English language) and letter from Board of Investment regarding closure of Business.

27. Certification of documents required to be filed by a foreign company under Part XII of the Act.–(1) A copy of any charter, statute, memorandum, articles or other instrument, constituting or defining the constitution of a foreign company required to be filed with the registrar under clause (a) of sub-section (1) of sections 435 and 436 and any other document required to be filed under Part XII of the Act and these regulations, shall be duly –

(i) certified to be a true copy by the public officer in the country where the company is incorporated to whose custody the original is committed; or

(ii) certified to be a true copy by a Notary public of the country where the company is incorporated; or

(iii) certified to be a true copy by an affidavit of an authorized officer of the company duly authorized in the country where the company is incorporated; or

(iv) apostilled by the designated competent authority of the state of origin of the foreign public document, who have acceded to the Hague Convention abolishing the requirement of Legalization for foreign public documents (Apostille Convention) of 1961 and such state is also recognized by the Government of Pakistan for receiving of apostilled documents;

(2) The signature and seal of the official referred to in clause (i) or the certificate of the Notary Public referred to in clause (ii) of sub-regulation (1) shall be authenticated by a Pakistan diplomatic consular or consulate officer.

(3) The affidavit of the officer of the company referred to in clause (iii) of sub-regulation (1) shall be singed before a Pakistan diplomatic consular or consulate officer and the document regarding his authorization by the company for making such affidavit, shall be accompanied therewith and shall likewise be authenticated by a Pakistan diplomatic consular or consulate officer.

28. Certification of translation of documents required to be filed under Part XII of the Act and these regulations.–(1) The translation into English or Urdu of documents required to be filed with the registrar in pursuance of section 435, 436 or 437 or any other document required to be filed under Part XII of the Act and these regulations, shall be certified to be correct translation of the original in the manner provided in sub-regulation (2) or sub- regulation (3), as the case may require.

(2) Where any such translation is made outside Pakistan, it shall be authenticated by the signature and seal, if any, of –

(i) the public officer in the country where the company is incorporated to whose custody the original is committed; or

(ii) a Notary Public of the country where the company is incorporated:

Provided that signature or seal of the person so certifying shall be authenticated by a Pakistan diplomatic consular or consulate officer;

Provided further that such translation shall also be accepted if the translated document is apostilled by the designated competent authority of the state of origin of the foreign public document, who have acceded to the Hague Convention abolishing the requirement of Legalization for foreign public documents (Apostille Convention) of 1961 and such state is also recognized by the Government of Pakistan for receiving of apostilled documents.".

(3) Where such translation is made within Pakistan, it shall be authenticated by an affidavit of any person having, in the opinion of the registrar, an adequate knowledge of the language of the

original and of English or Urdu, as the case may be.

CHAPTER V

COMPLIANCE AND REPORTING

29. Specified particulars.–The particulars contained in the forms, annexures, appendixes or returns are hereby specified as the particulars, if any, required under the relevant provisions of the Act.

30. Specific forms and applications formats.–(1) The formats of various forms and applications required to be filed, submitted, provided or forwarded to the registrar or the Commission under the Act and these regulations for various matters as mentioned in the following Tables shall be on the formats as per Forms attached to these regulations:

Table of Statutory Forms

Sr. No.	Form No.	Description	Relevant section / regulation
1.	**Form-A**	Annual Return of a company	Sections 130(1), 130(2), 424(5) and Regulation 62
2.	**Form-1**	Application for company incorporation	Section 16 and Regulation 8, 9 & 10
3.	**Form-2**	Registration of documents of a foreign company	Section 435 and Regulation 21
4.	**Form-3**	Return of allotment of shares & Change of more than twenty-five percent in shareholding or membership or voting rights	Sections 70 & 465(4) and Regulations 39 & 41
5.	**Form-4**	Intimation about principal line of business or change therein	Sections 26, 27, 28, 29, 32(1)(b) and Regulation 36
6.	**Form-5**	Registration of alterations in documents or details of foreign company	Section 436 and Regulation 24
7.	**Form-6**	Notice by a foreign company on ceasing to have any place of business in Pakistan	Section 443 and Regulation 26
8.	**Form-7**	Notice of alteration in share capital	Section 85

9.	**Form-8**	Filing of copy of scheme of amalgamation	Section 284(5) and Regulation 60
10.	**Form-9**	Particulars of directors and officers, including the chief executive, secretary, chief financial officer, auditors, legal adviser and in case of single member company, nominee of sole member or of any change therein	Sections 14(1)(c), 167 & 197 and Regulations 50 & 54
11.	**Form-10**	Particulars of mortgage, charge or pledge etc. or any modification therein or satisfaction thereof or particulars of mortgage or charge subject to which property has been acquired	Sections 100, 106, 109 & 448 and Regulation 45
12.	**Form-11**	Return containing particulars of substantial shareholder/ officers and Companies, for companies' global register of beneficial ownership	Section 452(2), 452(3) & 452(4) and Regulation 63
13.	**Form-12**	Circular to be sent to the Members along-with the Offer letter	Section 83(3) and Regulations 39 & 108
14.	**Form-13**	Registration of entire series of debentures or redeemable capital / Particular of an issue of redeemable capital/debenture in a series when more than one issue in the series is made.	Sections 101, 106, 109 & 448 and Regulation 45
15.	**Form-14**	Public notice to holders of securities of bearer nature issued by a company	Section 60A and Regulation 43(1)
16.	**Form-15**	Register containing particulars of holders of securities of bearer nature and particulars of such securities surrendered or cancelled	Section 60A and Regulation 43(4) & 43(6)
17.	**Form-16**	Notice to members for providing particulars of ultimate beneficial owners	Section 123A(1) and Regulation 48(1)
18.	**Form-17**	Declaration by member about ultimate beneficial owners	Section 123A(1) and Regulation 48(2)
19.	**Form-18**	Declaration by member about change of ultimate beneficial owners or particulars thereof.	Section 123A (2) and Regulation 48(3)
20.	**Form-19**	Declaration of compliance with the provisions of section 123A of the Companies Act, 2017	Section 123A(2) and Regulation 48(5)
21.	**Form-20**	Pattern of Shareholding	Section 227(2)(f)

22.	**Form-21**	Notice of situation of registered office address or any change therein or Notice of address at which books of accounts are maintained	Sections 21, 220 & 449
23.	**Form-22**	Declaration by a public company before commencing business	Sections 19
24.	**Form-23**	Information to be furnished in relation to any offer of a scheme or contract involving the transfer of shares or any class of shares in the transferor company to the transferee company	Section 285(5) and Regulation 59
25.	**Form-24**	Annual return of companies in case there is no change of particulars since last Annual Return filed with the Registrar	Section 130(5)
26.	**Form-25**	Statutory Report	Section 131(6)
27.	**Form-26**	Special Resolution	Section 150
28.	**Form-27**	Final return for buy back of shares of unlisted companies	Section 88 and Regulation 121(1)(f)

Table of Applications

Sr. No.	Application No.	Description	Relevant Section/ Regulation
1.	**App-1**	Application for reservation of name for new incorporation or change of name	Sections 10(4), 12 & 442 and Regulations 3 & 4
2.	**App-2**	Application for obtaining status of inactive company and *vice versa*	Section 424(1) & (5) and Regulation 62
3.	**App-3**	Application for grant of licence under section 42 of the Act	Section 42 and Regulation 97
[13][3A	**App-3A**	Application for Change in Chief Executive Officer/Directors of a Company Licensed under Section 42 of the Act	Section 42 and Regulation 100
3B	**App-3B**	Application for Change in Object Clause of Memorandum of Association of a Company	Section 42 and Regulation 100]

[13] *Inserted new application entries vide S.R.O. 1221(I)/2024 dated 6th August, 2024.*

		Licensed under Section 42 of the Act	
5.	**App-5**	Application for registration as an intermediary and its renewal	Section 455 and Regulations 125 and 127
6.	**App-6**	Application for registration as a group, alteration therein or designation as a group for taxation	Regulations 138, 140 and 143

(2) The certificates, approvals, acknowledgements and refusals to be issued under the Act or these regulations for various matters as mentioned in the following Table shall be on the formats attached to these regulations as Annexures:

Table of formats of certificates, approvals, acknowledgements and refusals etc.

Sr. No.	Annexure No.	Description of Annexure	Relevant Section/ Regulation
1.	**Annexure-A**	Availability of name	Sections 10 & 442 and Regulations 3(4) & 4(2)
2.	**Annexure-B**	Refusal of name	Sections 10 & 442 and Regulations 3(6) and 8(3)
3.	**Annexure-B-1**	Refusal order in terms of Section 16(3) of the Act	Section 16(3) and Regulation 15(4)
4.	**Annexure-C**	Certificate of Incorporation	Section 16 and Regulation 16
5.	**Annexure-D**	Certificate of incorporation on change of company name	Section 12 & 13 and Regulation 6(2)
6.	**Annexure-E**	Certificate of registration of documents filed by a foreign company	Section 435 and Regulation 22
7.	**Annexure-F**	Certificate of registration on change of name of foreign company	Section 442 and Regulation 7(2)
8.	**Annexure-G**	License under section 42 of the Companies Act, 2017	Section 42 and Regulation 98(2)
9.	**Annexure-H**	Certificate of conversion of status of a company	Section 50 and Regulation 38
10.	**Annexure-I**	Certificate of registration of mortgage or charge or pledge.	Sections 100
11.	**Annexure-J**	Time frame for disposal of various matters	Regulation 78(2)
12.	**Annexure-K**	Acknowledgement of filing of returns	Regulation 79(1)

13.	**Annexure-L**	Acknowledgement of filing for financial statements	Regulation 79(2)
14.	**Annexure-M**	Certificate on allowing status of inactive com pany	Section 424 and Regulations 62
15.	**Annexure-N**	Certificate on granting status of active compa ny	Section 424 and Regulations 62(4)
16.	**Annexure-O**	Certificate of registration as an intermediary	Section 455 and Regulation 126
17.	**Annexure-P**	Certificate of renewal of registration as an Intermediary	Regulation 127(2)
18.	**Annexure-Q-1**	Certificate of registration of a group	Regulations 139 & 140
19.	**Annexure-Q-2**	Certificate of change in the composition of a group	Regulations 140
20.	**Annexure-R-1**	Designation letter for group taxation	Regulations 143
21.	**Annexure-R-2**	Designation letter for Group Relief	Regulations 143
22.	**Annexure-S**	Undertaking by an individual of foreign nationality or a foreign entity in case of security clearance	Regulation 19
23.	**Annexure-T**	Acknowledgement of filing for amalgamation	Regulation 60
[14][24	Annexure-U	standardization of the object clauses and requirement of education against each.	Section 42 and Regulation 97
25	Annexure-V	Information to be placed by a section 42 company on its website.	Section 42 and Regulation 97]

(3) The registers to be maintained by the Commission or the registrar or the company under the Act or these regulations for various matters as mentioned in the following Table shall be on the formats attached to these regulations:

Table of formats of various registers to be maintained by the Commission or the registrar or the Companies

Sr. No.	Register No.	Description	Relevant Section/ Regulation
1.	**Register R-1**	Register of companies	Section 2(56) and Regulation 81
2.	**Register R-2**	Register of Foreign Companies	Regulation 81

[14] *Inserted new entries vide S.R.O. 601(I)/2025 dated 11th April, 2025.*

3.	**Register R-3**	Register of Mortgages/Charges/Pledges	Section 102 and Regulation 82
4.	**Register R-4**	Chronological index of mortgages, charges, pledges etc., entered in register	Section 103 Regulation 82
5.	**Register R-5**	Register of mortgages, charges, pledge etc., to be maintained by a company	Section 112 & 448
6.	**Register R-6**	Register of inactive companies	Section 424 & Regulation 95
7.	**Register R-7**	Register of registered intermediaries	Regulation 135
8.	**Register R-8**	Companies' Global Register of beneficial Ownership	Section 452(7)
[15]9.	Register R-9	Register of UBO	Regulation 48A

31. Filing Procedure.–(1) Subject to the provision of sub-section (4) of section 471 of the Act, any form, return, application, document or report required to be filed, lodged or submitted by a company under any provision of the Act or these regulations shall be filed or lodged either online through e-service or in physical form in the following manner to the Commission or the Registrar, as the case may be:

(a) duly signed by the authorized officer or authorized intermediary as defined in regulation 2;

(b) accompanied by original paid bank challan or other evidence in respect of payment of fee as per Seventh Schedule to the Act (not applicable in case of online filing through e-service);

(c) accompanied by the documents as required under the Act or these regulations including the documents mentioned in the form annexed to these regulations;

(d) in case of documents in physical form, it shall be in printed form or typed;

(e) in case of application or appeal, it shall set out precisely the facts, grounds, claims or relief applied for and specifying the relevant provisions of the Act under which action is applied for or relief is sought; along with documents referred to in the application or appeal, as the case may be;

(f) the application or appeal, as the case may be, and the documents annexed with it shall be verified by an affidavit, duly witnessed and notarized, regarding the correctness of

[15] Inserted new serial no. 9 "Register R-9 Register of UBO" vide S.R.O. 1355(I)/2025 dated 25th July, 2025.

the contents of the application as well as the enclosures; and

(g) in case of appeal, other than appeal in the appellate bench of the Commission, or application, it shall, in addition to complying with any other requirement of the Act or the rules or regulations, be accompanied by a certified copy of such order or decision.

(2) The Commission or the registrar, as the case may be, may require such documentary proof with respect to the status, designation or entitlement of the person or individual making or authenticating the application as it or he may deem necessary.

32. Payment of fees, etc.– (1) Except as otherwise provided in the Act, all fees, charges or other amounts payable, under the Act, rules, regulations or any notification issued by the Federal Government, Commission or registrar shall be deposited with the designated bank branch and accounted for to the Commission.

(2) The fee required to be paid to the Commission and the registrar in respect of the several matters specified in Seventh Schedule to the Act, may be paid through -

(i) credit card; or

(ii) debit card; or

(iii) other mode of online payment approved by the Commission; or

(iv) challan in the designated branch of the bank.

(3) The original challan thereof shall be furnished to the Commission or the registrar, along with the relevant document, return or application:

Provided that in case of online submission, the paid challan or other evidence of payment of fee shall not be required to be furnished to the Commission or the registrar.

(4) The fee for any application or appeal filed under the Act and these regulations shall be paid as non-refundable processing fee as prescribed under Seventh Schedule to this Act.

33. Electronic Filing Procedure.–The Commission may provide e-service for the electronic filing or lodging of the application, document or report to be filed under any provision of the Act or under these regulations.

34. Service of documents on Commission, registrar or company.–(1) An application or any document required to be submitted to the Commission or the registrar in pursuance to or for the purposes of any of the provisions of the Act shall, unless otherwise proved, be deemed to have been received or delivered to it or him on the day on which it is received by its or his office.

(2) An application or any document required to be served on the company or any of its officers in pursuance to or for the purposes of any of the provisions of the Act or rules or regulations made thereunder shall be served at the registered office of the company against an acknowledgement

or by post or courier service or through electronic means including facsimile and email or by leaving it at the registered office of the company:

Provided that a document may also be served at the residential address of the officers of the company, wherever deemed necessary.

35. Circulation of reports and notices by companies.– Unless otherwise provided by the Act or these regulations, any report, notice, statement, circular or other document required under the Act or any rule or regulations made thereunder to be circulated, transmitted or forwarded to the members, debenture-holders or creditors shall, unless it is delivered against an acknowledgement be served on a member, debenture-holder or creditor at his registered address or, if he has no registered address in Pakistan, at the address provided by him to the company for the giving of notices to him against an acknowledgement or by post or courier service or through electronic means or in any other manner as may be notified by the Commission.

36. Time period for reporting of principal line of business by an existing company.– (1) If the object stated at serial number 1 of the object clause of the Memorandum of association of an existing company is not the principal line of business, the said company shall intimate to the registrar its principal line of business for the purpose of proviso of the clause (iii) of sections 27(A) or clause (c) of sub-section (1) of section 28 or clause (c) of section 29 of the Act, as the case may be, within three months from the commencement of these regulations on **Form-4** along with a revised copy of the memorandum of association indicating therein its principal business at serial number 1 of the object clause.

(2) Any change or alteration in Principal Line of Business shall be reported to the registrar within thirty (30) days from the date of change on **Form-4**.

37. Alteration of memorandum.–(1) Subject to the provisions of section 32 of the Act, a company shall submit a petition to the Commission for alteration in memorandum pursuant to clause (a) or clause (c) of sub-section (1) of section 32 of the Act within ninety days from the date of passing of special resolution along-with copies of the special resolution, amended copy of memorandum and articles of association, comparative statement containing existing provision, proposed provision of the memorandum, no objection certificate from all registered creditors and no objection certificate from relevant department of the Commission or other relevant authority, where applicable .

Provided that in case of failure to file petition within the specified period, the company shall be required to pass a fresh special resolution.

(2) Subject to sub-section (2) of section 32 of the Act, alteration so as to change of principal line of business by a company shall be affected by passing a special resolution and does not require filing of petition:

Provided that a company may, if so desire, convert its existing Memorandum of Association into a standard format as provided in Part-II of first schedule of the Act by passing a special resolution.

38. Conversion of status of a company.–(1) Subject to the requirements of sections 46, 47, 48 and 49 of the Act, a company desirous of converting its status shall, not later than ninety days from the date on which the special resolution was passed, make an application to the Commission for its approval, in any of the following circumstances, namely—

(i) conversion of a public company into a private company or a single member company; or

(ii) conversion of a private company into a single-member company; or

(iii) conversion of an unlimited company into a limited company; or

(iv) conversion of a company limited by guarantee into a company limited by shares.

Provided that application for conversion of status shall be accompanied with extract of special resolution, amended copy of Memorandum and Articles of Association, NOC of concerned authority in case doing licensed / specialized business, NOCs of registered charge holders/creditors. Moreover, in case of conversion of a company limited by guarantee to a company limited by shares, particulars of persons who have agreed to take shares in the proposed capital of the company along with number of shares against each and auditors' certificate verifying receipt of consideration money on the format of Appendix to Form 3.

Provided further that in case of failure to file application within the specified period, the company shall be required to pass a fresh special resolution.

(2) If a company alter its articles for the purpose of its conversion from—

(i) private company (including single member company) into a public company [Section 46(5)]

(ii) single member company into a private company [Section 47(5)]

(iii) limited company into an unlimited company [Section 48(4)]

(iv) company limited by shares into a company limited by guarantee [Section 49(5)],

the company shall file with the registrar a copy of the memorandum and articles of association as altered along with special resolution.

39. Return of allotments of shares.–(1) Subject to the provisions of section 70 and 83 of the Act, a company having a share capital shall file a return of allotment of shares, with the registrar as per **Form-3** within forty-five days after the date of allotment.

(2) Where shares are allotted against consideration otherwise than in cash, the documents which are to be filed with the registrar along with the return of allotment, as per requirements of clause (c) of sub-section (1) of section 70 of the Act, shall be verified in the following manner, namely—

(i) by an affidavit of an authorized officer that these are true copies;

(ii) by certification of the public officer having custody of the original document, where applicable:

(3) In case the shares are allotted to an individual of foreign nationality or a foreign company or a foreign body corporate, the company shall submit additional information and documents as specified in Regulation 19.

(4) In case the shares are allotted by a company to the scheduled bank or the financial institution or issued or deemed to have been issued in terms of sub-section (5) of section 70 of the Act but the default is made by a company in filing a return of allotment in respect of such shares, the scheduled bank or the financial institution as the case may be, may file a return of allotment in respect of such shares with the registrar together with a copy of the relevant agreements or contractual arrangements or court order or any other document evidencing the obligation of the company to issue shares to such scheduled bank or financial institution and consideration thereof.

(5) Subject to section 83 of the Act, a company may issue further shares either for cash or for consideration otherwise than in cash, by way of other than right, by passing a special resolution subject to the fulfillment of the conditions provided in regulation 110 of these regulations:

Provided that a public company after passing of special resolution shall also seek approval of the Commission before issuance of share by way of other than right.

(6) The letter of offer shall be accompanied by a circular under sub-section (3) of section 83 of the Act on prescribed **Form-12** duly signed by all directors or an officer of the company authorized by them in this behalf containing material information as provided therein, shall be sent to all the members giving not less than fifteen days and not exceeding thirty days from the date of the offer within which the offer, if not accepted, shall be deemed to have been declined:

Provided that the circular shall be delivered to the existing members in the manner provided under section 55 of the Act:

Provided further that a copy of such circular shall also be filed with the registrar simultaneously at the time it is dispatch to the shareholders.

Provided further that the company while issuance of further share capital shall also comply with the requirements of these regulations and any other relevant rules, regulations, instructions or notifications issued by the Commission from time to time.

40. Transfer of shares by member of a private company.–(1) Subject to the provisions of sub-section (1) of section 76 of the Act, a member of a private company, not being a single member company, desirous to sell any share(s) held by him shall intimate the board of his intention through a notice.

(2) The transferor shall offer shares for sale at a specific price or at some other price arrived at through negotiation between the offering member and the board of directors of the company.

(3) In case all the members decline to accept the offer or if any of the shares are left over, the shares may be sold to any other person:

Provided that shares shall not be offered to outsiders at a price lower than the offered price.

(4) Nothing in this regulation shall apply to—

(i) the transfer of qualification shares which are required to be held by the director under section 200 of the Act; or

(ii) the shares, which are required to be transferred by operation of law; or

(iii) the shares, which have been gifted to family.

Explanation.—For the purpose of this clause the word "family" means "spouse", "children", "siblings", lineal ascendants and descendants.

41. Return for change in shareholding etc.–Subject to the provisions of sub-section (4) of section 465 of the Act, a company other than a listed company, shall inform the registrar about any change of more than twenty five percent in its shareholding or membership or voting rights as per **Form-3** within fifteen days after the day on which the threshold of more than twenty five percent is reached:

Provided that in case of transfer of shares of more than twenty five percent, **Form-3** shall be supported by an affidavit on stamp paper, confirming the correctness of the contents contained therein, duly signed by the person who has signed **Form-3** and attested by an oath commissioner and witnessed.

42. Issue of certificate of shares.–(1) Subject to the provisions of section 62 of the Act, the physical certificate of any share or shares of a company shall be issued in the following manner, namely—

(i) in pursuance of a resolution passed by the Board; and

(ii) on surrender to the company of letter of allotment, save in cases of issues against letters of acceptance or of renunciation, or in cases of issue of bonus shares.

(2) No certificate of any share or shares shall be issued either in exchange for those which are sub-divided or consolidated or in replacement of those which are defaced, torn or old decrepit, worn-out, or in cases where space for recording transfers has been duly utilized, unless the certificate in lieu of which it is issued is surrendered to the company.

(3) The duplicate share certificate or letter of allotment shall be issued in accordance with the provision of section 73 of the Act.

(4) The certificate of shares issued in physical form shall specify the certificate number, folio number, name of company, authorized and paid up capital of the company at the time of issuance of certificate, date of issue, name(s) of the person(s) in whose favor the certificate is issued, class and kind of share, par value of share and in case of transfer, name of transferee, date of transfer, signature of authorized officer of the company:

Provided that in case duplicate share certificate is issued, that the date of initial issuance along with word "DUPLICATE" shall be mentioned on the certificate.

(5) Every share certificate issued by the company and signed by two directors duly authorized by the Board of Directors of the company for the purpose if so authorized by the Board:

Provided that, in case of a single member company, every share certificate shall be issued and signed by the single director of the company.

43. Procedure for registration or cancellation of securities of bearer nature.–(1) Where a company has issued any equity or debt security of a bearer nature, by whatever name called, it shall, within three months of coming into force of section 60A of the Act, publish a notice as per **Form-14**, in at least one daily English and Urdu language national newspaper having wide circulation in the province in which the registered office of the company is situated, requiring the holder(s) to surrender such securities to the company for their registration in the name of the holder(s).

(2) In reply to the notice, every person who is the holder of any security of a bearer nature mentioned in sub-regulation (1) shall, within three months of the publication of such notice, surrender the same to the company for its registration.

(3) Where any security of a bearer nature is surrendered for registration, the company after making such enquiry as deemed appropriate, shall enter the name of the holder in the register of members or the register of debenture holders, as the case may be, in respect of the securities represented by the instrument in accordance with the terms of issue thereof.

(4) Where the holder of any security of a bearer nature fails to surrender the same to the company within the period specified hereinabove, the company shall, not later than three months from the deadline for surrender of such securities, apply to the court for an order for cancellation of the security with effect from the date of the order, pursuant to the provisions of section 89 of the Act, and shall also publish a notice in at least one daily English and Urdu language national newspaper having wide circulation in the province in which the registered office of the company is situated, within fourteen days of such application, of the fact that an application has been made to the court under this provision.

(5) Any security of a bearer nature, which has been surrendered pursuant to sub-regulation (3) and registered or cancelled by the company, shall be duly accounted for in the next annual return to be filed by the company.

(6) A company which has issued securities of a bearer nature prior to the coming into force of the provision of regulation 16A of the repealed Companies (General Provisions and Forms Regulations) 2018, shall prepare and maintain a register of the number of such securities, as per **Form-15**, containing particulars of holders of such securities, the date of their issue, surrender and cancellation, if any, under sub-regulation (2) or sub-regulation (4).

44. Issuance of shares in book-entry form.–Subsequent to the notification under section 72 of the Act, all companies required to replace its physical shares with book-entry form shall apply to a Central Depository in terms of the relevant Regulations for declaration of company's shares as eligible securities and comply with the requirements of the Central Depository for issuance of shares in book entry form.

45. Verification of copies for purposes of sections 100, 101 and 106.–A copy of every instrument or deed creating or evidencing any charge or mortgage or pledge and required to be filed with the registrar in pursuance of section 100, 101 and 106 shall be verified as follows, namely—

(i) where the instrument or deed relates, whether wholly or partly, to property situated in Pakistan, the copy shall be verified in following manner—

(a) by an affidavit of an authorized officer that these are true copies; or

(b) by a certification of the public officer having custody of the original document;

(ii) where the instrument or deed relates solely to property situated outside Pakistan, the copy shall be verified by an affidavit of an authorized officer of the company, or of a person interested in the mortgage or charge or pledge on behalf of any person other than the company stating that it is a true copy.

46. Maximum limit of remuneration for the purpose of section 117.–The maximum limit of remuneration payable in terms of section 117 of the Act shall be such amount as fixed by the court while passing the order for appointment of receiver or manager.

47. Particulars of members and debenture-holders.–Subject to the provisions of section 119 and 122 of the Act, every company shall keep a register of its members and a register of debenture-holders containing the following particulars, namely—

(a) in case of a member or debenture-holder who is a natural person—

(i) folio number;

(ii) full name;

(iii) father's name;

(iv) CNIC/NICOP/Passport Numbegr;

(v) nationality;

(vi) mobile number/landline number;

(vii) email address, if available;

(viii) usual residential address;

(ix) occupation, if any;

(x) in case of foreign national or dual national, country of origin;

(xi) in case of minor member or debenture-holder, his date of birth along with name and address of his guardian;

(xii) date on which name was entered in the register as a member /debenture-holder;

(xiii) date on which the person ceased to be a member / debenture-holder and reason of cessation;

(xiv) Name of the person on whose behalf shares or debentures have been held; and

(xv) Number of shares or percentage of voting rights or controlling interest in the company held on behalf of a person not himself being a member or debenture holder of the company.

(b) in case of member or debenture-holder other than a natural person—

(i) folio number;

(ii) name of legal person;

(iii) official address;

(iv) name of authorized representative/designated partner and his particulars as required in (i)(b) to (i)(k) above;

(v) date on which name was entered in the register as a member/debenture-holder; and

(vi) date on which the person ceased to be a member/ debenture-holder and reason of cessation.

(c) additional particulars in the case of a company having a share capital—

(i) number of shares/debentures held by each member/ debenture-holder;

(ii) class or kind, if any, of shares/ debentures held

(iii) distinctive number of each share held, where applicable; and

(iv) number of shares / debentures held by member/debenture-holder which are subject to encumbrance, if any, along with nature of encumbrance.

48. Additional particulars of Ultimate Beneficial Owners.–(1) [16] (1) A company shall, take reasonable measures to identify and obtain the information of its ultimate beneficial owners, by issuing a notice as per Form -16 annually to every member.

Provided that in case of listed company, the company shall issue a notice as per Form-16 to every member who holds at least five percent of shares or voting rights in the company or to the representative of every legal person or legal arrangement which holds at least five percent of shares or voting rights in the company;

(2) In reply to the notice issued by the company, every [17] member to whom the notice has been issued under sub-regulation (1), shall submit a declaration to the company **as per Form-17**, within fourteen days of the notice, indicating the name, address and other particulars as specified therein, as are necessary to properly identify the ultimate beneficial owner.

Provided that any person becoming a new member subsequently shall also, within a period of fourteen days of his name being entered in the register of members, submit the said declaration to the company [18]on the specified Form-17.

(3) Where any change occurs in the particulars of ultimate beneficial owner or his ownership of the company, the person referred to in sub-regulation (2) shall, within a period of fourteen days from the date of any change, submit a declaration to the company **as per Form-18**, stating the nature of change and other particulars as mentioned therein.

(4) Where a declaration is made to a company under sub-regulation (2) or sub-regulation (3), the company shall make a note of such declaration in a register of ultimate beneficial owners to be maintained by it for such purpose containing the following particulars:-

(i) Name;

(ii) Father's Name/Spouse's Name;

---

[16] Substituted sub-regulation (1) vide S.R.O. 1355(I)/2025 dated 25th July, 2025.
[17] Substituted the word "person" with "member" vide S.R.O. 1355(I)/2025 dated 25th July, 2025.
[18] Added the expression "on the specified Form-17." vide S.R.O. 1355(I)/2025 dated 25th July, 2025.

(iii) [19]CNIC/NICOP/Passport no. along with date of issue and expiry;

[20] (iiia) Date of birth

(iiib) Gender;

(iv) Nationality;

(v) Country of origin (in case of foreign national or dual national);

[21] (va) Address of UBO as per CNIC/NICOP/Passport;

(vi) Usual residential address [22] (in case different than given in CNIC/NICOP/Passport);

(vii) Email address;

(viii) Date on which shareholding, control or interest acquired in the company;

(ix) Date on which shareholding, control or interest acquired in the company from former ultimate beneficial owner;

(x) In case of indirect shareholding, control or interest being exercised through intermediary companies, entities or other legal persons or legal arrangements in the chain of ownership or control, the company shall take reasonable measures to obtain names and particulars of the ultimate beneficial owner of the legal persons or arrangements, as specified below. If there is no natural person, it should obtain the particulars of relevant natural person who holds the position of senior managing official:

Name	Legal form (Company/LLP/Partnership Firm/Trust/ Any other body corporate (to be specified)	Date of incorporation/ registration	Name of registering authority	Business Address	Country	Email address	Percentage of shareholding, control or interest of UBO in the legal person or legal arrangement	Percentage of shareholding, control or interest of legal person or legal arrangement in the Company	Identity of Natural Person who ultimately owns or controls the legal person or arrangement
(a)	(b)	(c)	(d)	(e)	(f)	(g)	(h)	(i)	(j)

[19] *Substituted clause (iii) vide S.R.O. 1355(I)/2025 dated 25th July, 2025.*
[20] *Inserted new clauses "(iiia) Date of birth" and "(iiib) Gender" vide S.R.O. 1355(I)/2025 dated 25th July, 2025.*
[21] *Inserted new clause "(va) Address of UBO as per CNIC/NICOP/Passport" vide S.R.O. 1355(I)/2025 dated 25th July, 2025.*
[22] *Added the expression "(in case different than given in CNIC/NICOP/Passport)" vide S.R.O. 1355(I)/2025 dated 25th July, 2025*

(xi) Any other information incidental to or relevant to enable the company to evaluate this matter.

(5) Every company required to maintain a register of ultimate beneficial owners shall, within fifteen days from the receipt of declaration received under sub-regulation (2) or (3), and thereafter along with its annual return, submit to the registrar concerned a declaration of compliance in pursuance of sub-section (2) of section 123A of the Act, **as per Form-19**.

[23]Provided that in case annual return is not required to be filed by any company under the Act, such company shall submit declaration of compliance in pursuance of sub-section (2) of section 123A of the Act, as per Form-19 to the registrar concerned within thirty days of last day of calendar year:

Provided further that in case of change of particulars of UBO, the company shall file Form-19 with the Registrar within fifteen days from the receipt of declaration received under sub-regulation (3) of this regulation.

(6) The board of directors of every company required to maintain a register of ultimate beneficial owners shall authorize its chief executive officer or one of its directors or officers to provide the information required under this regulation to the registrar for verification purposes, or to any other authority or agency pursuant to the powers to call for information entrusted by law to such authority or agency, and to provide further assistance as may be required, and the name and particulars of such an officer shall be furnished to the registrar along with the declaration specified hereinabove.

(7) Without prejudice to the provisions of regulation 147, a company shall, to whom necessary information has not been provided by a member in reply to the notice issued under sub-regulation (1), make an application to the Commission, in the form and manner specified in regulation 5 of the Companies (Distribution of Dividends) Regulations, 2017.

Explanation.—For the purposes of this regulation, the term "ultimate beneficial owner" means a natural person who ultimately owns or controls a company, whether directly or indirectly, through at least twenty five percent shares or voting rights or by exercising effective control in that company through other means. 'Control through other means' may be exercised through a chain of ownership or through close relatives or associates having significant influence or control over the finances or decisions of the company.

[24]**48A. Register of Ultimate Beneficial Owners.— (**1) The company shall submit to the Registrar all the ultimate beneficial owners information maintained under sub-regulation (2) and sub-regulation (3) of the Regulation 13, Regulation 23 and/or sub-regulation (4) of the Regulation 48, as the case may be, on prescribed Form-1 (Application for Company Incorporation), Form-2 (Registration of documents of a Foreign Company) or Form-19 (Declaration of compliance with the provisions of section 123A of the Companies Act, 2017) respectively.

---

[23] *Omitted existing proviso and inserted two new provisos vide S.R.O. 1355(I)/2025 dated 25th July, 2025.*
[24] *Inserted new regulation "Register of Ultimate Beneficial Owners" vide S.R.O. 1355(I)/2025 dated 25th July, 2025.*

(2) The requirement to file UBO particulars as specified in sub-regulation (1) shall commence from financial years ending on or after 30th June 2025.

(3) The Commission shall keep record of the information in the Register of Ultimate Beneficial Owners as per format Register R-9 (Register of UBO).

(4) Every company shall take appropriate steps to verify the identity of any natural person(s) recorded as a beneficial owner and verify the basis of identification of a person as a beneficial owner.

49. Approval of capital expenditure and disposal of assets by the board. - For the purpose of clause (i) of sub-section (2) of section 183 of the Act:

(a) in case of a public interest company and a large sized company, the amount of capital expenditure to be incurred on any single item shall be more than twenty-five million rupees; and the amount of book value for the disposal of a fixed asset shall be more than five million rupees or one percent of the total assets of the company, whichever is lower; and

(b) in case of a medium sized and a small sized company, the amount of capital expenditure to be incurred on any single item shall be more than five million rupees and the amount of book value for the disposal of a fixed asset shall be more than one million rupees or one percent of the total assets of the company, whichever is lower.

Provided that any amount of an expenditure or disposal not exceeding the aforesaid limits as provided in clause (a) and (b), may be approved by a committee constituted by the board comprising at least one director; and the Committee shall submit to the Board on bi-annually basis a post facto report for information; and

(c) the board shall have the power to approve the capital expenditure or disposal of fixed assets as provided in clause (a) and (b) above irrespective of limits as specified above.

(d) any capital expenditure to be incurred on land and building irrespective of the amount, or disposal thereof, may be made only with the approval of the board subject to provisions of sub-section (3) of section 183 of the Act

50. Particulars of directors and officers.–(1) Subject to the provisions of section 197 of the Act, every company shall keep a register of its directors and officers, including the chief executive, company secretary, chief financial officer, auditors and legal adviser, containing their particulars as specified through **Form-9** which have been furnished to the company by each of the aforementioned director and officer in pursuance of the provisions of sub-section 2 of section 197 of the Act.

[25](2) The company shall file a return with the registrar as per Form-9 required under sub-section (3) of section 197 of the Act:

Provided that:

(a) in case of appointment or election of a director, or appointment of a chief executive, or resignation or retirement of a director or chief executive, as the case may be, the specified return shall be filed by the company through eZfile only which shall contain digital verification from the incoming or outgoing director or chief executive:

Provided that in case digital verification from outgoing director or chief executive is not received within five days, the company shall report impediment through eZfile to the registrar and the registrar on receipt of such impediment may allow the company, to file the specified return, after due diligence, as deemed appropriate:

Provided further that the aforesaid digital verification shall not be applicable upon cessation of nominee directors or Chief Executive and the company shall attach a notification or Board resolution, whichever is relevant, from the nominating body along-with specified return:

Provided also that the existing directors or chief executive officers of the companies who are currently not registered with the Commission through eZfile, shall get themselves registered within three months from the date of notification or earlier before their resignation or retirement;

(b) in case of removal of,-

(i) a director under section 163 of the Act, the specified return shall be filed by the company through eZfile only accompanied by a copy of minutes of general meeting in which resolution for removal of the director was passed containing, inter alia, the following information, namely: -

(a) total number of members of the company;

(b) members present in person or through proxy;

(c) minimum number of votes required under section 163 of the Act; and

(d) number of votes cast for and against the resolution;

(ii) a chief executive under section 190 of the Act, the specified return shall be filed by the company through eZfile only accompanied by copy of minutes of the meeting in which resolution for removal of the chief executive was passed in terms of sub-section (1) of the said section and in case

---

[25] *Substituted sub-regulation 2 vide S.R.O.1516 (I)/2024 dated September 25, 2024. The substituted sub-regulation read as under "The company shall file a return with the registrar as per Form-9 in pursuance of sub-section (3) of section 197: Provided that in case of resignation of a director or chief executive officer, Form-9 shall be supported by the resignation letter duly signed by the resigning director or chief Executive Officer, as the case may be, which shall be verified through an affidavit on stamp paper duly signed by the person who has signed Form-9 and attested by an oath commissioner and witnessed."*

of removal under sub-section (2) of the said section, a notification from the Government or an authority or an authorized person.

(c) in case of vacation of office of director under section 171 of the Act, the specified return shall be filed by the company through eZfile only accompanied by a copy of minutes of the meeting in which the resolution was passed;

(d) in case of death of a director or a Chief Executive Officer, the specified return shall be filed by the company through eZfile only accompanied by a copy of death certificate issued by the relevant authority:

Provided further that where filing of specified return containing particulars of induction or cessation of directors or Chief Executive is not possible through eZfile, the registrar of companies may for special reasons to be recorded in writing allow filing of specified return in physical form accompanied by relevant documentary evidences, as deemed necessary.

(2A) The registrar, upon acceptance of return, shall intimate the incoming and outgoing director or the Chief Executive, about the fact of his induction or resignation or retirement or removal or vacation of office through eZfile or in any other manner, as deemed appropriate by the Registrar.

Explanation. - The expression "eZfile" refers to the online service provided by the Commission for lodging or filing of electronic documents.".

(3) In case the director or chief executive of the company is an individual of foreign nationality or nominee of a foreign company or a foreign body corporate, the company shall submit additional information and documents as specified in Regulation 19.

(4) Subject to the provisions of section 128 and 197(9) of the Act, when the Court makes an order for rectification of the register of members or register of directors in respect of a company, the company shall file notice of the rectification with the registrar within fifteen days from the receipt of the order, giving therein, in addition to other facts, if any, the name of the Court, the date of order, case number and case title, details of rectification ordered by the Court and the rectification as made in compliance with the order.

(5) The relevant statutory returns subsequently filed by the company with the registrar shall be in accordance with Court order.

51. Particulars of contracts or arrangements in which directors are interested.–(1) Subject to the provisions of section 209 of the Act, the company shall keep one or more separate registers containing following particulars of all contracts or arrangements including particulars relating to the concern or interest of any director in any association having contract or arrangement with the company and other information relating to such director, namely—

(i) the date of the contract or arrangement;

(ii) the names of the parties thereto;

(iii) the principal terms and conditions thereof;

(iv) amount of contract or arrangement;

(v) the name of the director interested in the contract or arrangement;

(vi) name of the association and the extent or nature of interest of director therein and also his relationship with association; and

(vii) date on which interest or concern arises or changes.

(2) Subject to the provision of sub-section (2) of section 209, the particulars as mentioned in clauses (v), (vi) and (vii) of sub-regulation (1) or any change therein, shall be disclosed to the company by each of the relevant director within thirty days.

52. Qualifications and Experience of company secretary.–Subject to the provisions of section 194 of the Act, the public company shall appoint as company secretary—

(i) a person who is a member of—

(a) a recognized body of professional accountants; or

(b) a recognized body of corporate or chartered secretaries; or

(ii) a person holding a master degree in business administration or commerce or being a law graduate from a university recognized by the Higher Education Commission of Pakistan or in case of foreign qualification in the above disciplines, holds an equivalence certificate from Higher Education Commission of Pakistan and having at least five years relevant experience in case of listed company or two years relevant experience in case of other public company; or

(iii) a retired government servant in BS-18 or equivalent or above with at least fifteen years' service:

Provided that a person already engaged by a public company as company secretary in terms of the Companies (General Provisions and Forms) Rules, 1985 or the Companies (General Provisions and Forms) Regulations, 2018 may continue in that capacity.

53. Female representation on the board of public interest company.– Subject to provision of section 154(d) of the Act, the board of a public interest company not being a listed company, shall have at least one female director having at least bachelor's degree from an institution recognized by Higher Education Commission.

54. Intimation about change in nominee or his particulars.–A single member company shall report change in nominee or any change in his particulars thereof or appointment in case of conversion of status to a single member company, within fifteen days of the change or conversion of status to the registrar on **Form-9**.

55. Conduct of shareholders in the meeting.–(1) The chairman of the meeting shall read out the manner in which general meeting shall be conducted that includes providing opportunity to the members seeking any explanation and meaningful discussion, choice of suitable language and appropriate time allocated to members to participate in the proceedings of the meetings.

(2) The shareholders shall also observe following conduct in general meetings in terms of section 215 of the Act—

(i) shall not bring such material that may cause threat to participants or premises where meeting is being held;

(ii) shall confine themselves to the agenda items covered in the notice of meeting;

(iii) shall keep comments and discussion restricted to the affairs of the company; and

(iv) shall not conduct in a manner to disclose any political affiliation or offend religious susceptibility of other members.

56. Video link facility for meetings.–Where the company provides facility to its members for attending meeting through video link subject to the provisions of clause 73 of sub-section (1) of section 2, section 134 of the Act and its articles of association, the meeting shall be conducted in the following manner—

(i) the company shall ensure that the notice of general meeting specifically mentions therein that participation through video link shall be arranged on demand by members residing in a city and holding ten percent of the total paid up capital;

(ii) the chairman of the meeting and company secretary shall ensure that no person other than the member or proxy holder is attending the meeting through video link and shall take any further steps to maintain integrity of such meetings;

(iii) the chairman of the meeting and company secretary shall take the responsibility to ensure availability of adequate facilities at specified locations without interruption/distortion and appoint coordinator at the place of video conference facility to conduct voting and assist chairman of the meeting; and

(iv) the company secretary shall secure the tele/video recording of the proceedings of the meetings and keep the same in his custody along with other relevant record.

57. Fee payable under section 262.–The fee payable for furnishing a copy of the Inspector's report in pursuance of clause (b) of sub-section (2) of section 262 shall be the fee as is payable to the registrar under the Seventh Schedule to the Act for the supply of a certified copy or extract of any document or register kept by the registrar.

58. Authentication of copy of Inspector's Report under section 271.–A copy of the report of an inspector or inspectors, shall, for the purposes of section 271, be authenticated by an

officer of the Commission.

59. Manner of giving notice under section 285.–(1) A notice required to be given by a transferee company—

(i) to any dissenting shareholder of the transferor company in pursuance of sub-section (1) of section 285; or

(ii) to any shareholder of the transferor company who has not assented to the scheme or contract in pursuance of clause (a) of sub-section (2) of said section;

shall be given in the manner provided in section 55 and regulation 34 for the service of documents by a company on a member and the said notice may contain information including but not limited to date of approval, date of notice, number of shares if the offer is limited to a certain class or classes of shareholders, state description of that class or those classes along with kind of shares, date on which acquiring of shares is proposed etc. and shall be given in the following manner:

- In the matter of; (Please state the name of the transferor company)
- Notice by; (Please state the name of the transferee company)
- Notice To; (Please state the Names and Addresses of dissenting shareholders)

Whereas on the undermentioned date of notice, being a date within 120 days of the date of the making thereof such offer, the scheme involving the transfer of shares of the company (the transferor company) to the transferee company, was approved by the holders of not less than nine-tenths in value of the shares, given below, other than shares already held by or by a nominee for the transferee company or its subsidiary.

Now, therefore, the transferee company, in pursuance of section 285(1) of the Companies Act, 2017, hereby gives you (the dissenting shareholders) notice that it desires to acquire the shares held by you in the transferor company.

And further take notice that unless, upon application made to the Commission by you the above said dissenting shareholders on or before the date on which acquiring of shares is proposed, mentioned below, being thirtieth day from the date of this notice the Commission thinks fit to order otherwise, the transferee company will be entitled and bound to acquire the said shares held by you in the transferor company on the terms of the above-mentioned scheme, approved by the shareholders of the transferor company.

Name and Signature of authorized officer

*Date:*_____

(2) While making or issuing any offer or issuing any circular containing any recommendation from the directors of the transferor company to the members of that company to accept such offer, the company shall furnish to them the information specified in **Form-23** in addition to the statement referred to in clause (b) of sub section (5) of section 285.

60. Filing of copy of scheme of amalgamation in case of amalgamation of wholly owned subsidiary(ies) or companies wholly owned by a person.–(1) Subject to the provisions of section 284 of the Act, the transferee company shall file a copy of the scheme of amalgamation as approved by the board of each amalgamating company, on **Form-8** with the registrar within thirty days of date of resolution.

(2) Where the amalgamating companies have passed the resolution on different dates, **Form-8** along with scheme of amalgamation shall be filed within thirty days from the date of latest passed resolution.

(3) The registrar on being satisfied that all the requirements of the Act and these regulations have been complied with, shall issue an acknowledgement either physically or electronically in the form as set out in **Annexure-T.**

61. Investment of retained funds by liquidator in voluntary winding up.–Subject to the requirements of sub-section 4 of section 372 of the Act, any amounts retained by the liquidator for meeting any claim against the company which may be *subjudice* or subject matter of adjudication or assessment, shall be invested by the official liquidator in Special Saving Certificates or shall be deposited or invested in the National Savings Schemes in the name of the company in liquidation.

62. Inactive Company.–(1) Subject to the provisions of section 424 of the Act, a company other than a listed company may by a special resolution passed in a general meeting, file an application on a specified format **App-2** to the registrar for obtaining status of an inactive company. The registrar on consideration of the application shall allow the status of inactive company and issue a certificate in the form set out in **Annexure-M**.

(2) Subject to sub-section (4) of section 424 of the Act, in case of a company which has not filed financial statements or annual returns for two financial years consecutively, the registrar shall issue a notice to that company and enter the name of such company in the register maintained for inactive companies.

(3) An inactive company shall comply with the following requirements to retain its inactive status in the register—

(i) shall have minimum number of one director in case of a single member company, two directors in case of a private limited company and three directors in case of public limited company;

(ii) shall file Annual return on **Form-A** along with payment of annual fee as per Seventh Schedule to the Act within a period of 30-days from the close of each calendar year.

(4) Any company which was earlier granted status of inactive company and now desirous of starting operations may by a special resolution passed in a general meeting, shall apply to the registrar on a specified format **App-2** to become active company. The registrar on consideration of the application shall grant the status of active company and issue a certificate in the form set out in **Annexure-N.**

63. Global Register of Beneficial Ownership – (1) Subject to the requirements of section 452, every substantial shareholder or officer of a company having shareholding in a foreign company or body corporate shall report to the company in the following manner, his shareholding or any other interest as notified by the Commission, within thirty days of holding such position or interest:

Name of the Company: _____
CUIN: _____

I. Particulars of substantial shareholder/officer		
(i)	Name	
(ii)	NIC/NICOP	
(iii)	Other nationality, if holding dual citizenship	
(iv)	Address for correspondence	
(v)	Designation, if an officer of the company	

II. Particulars of beneficial ownership in foreign company or body corporate				
		Company 1	Company 2	*Company 3
(i)	Name of foreign company or body corporate in which ownership is held			
(ii)	No. of shares held in foreign company or body corporate			
(iii)	Cost of Investment			
(iv)	Currency			
(v)	Any interest other than shareholding in foreign company or body corporate			
(vi)	Percentage of shareholding or other interest in foreign company or body corporate			
(vii)	Date of acquiring shareholding/ investment			
(viii)	Registered office address of foreign company or body corporate			
(ix)	Name of registration authority of foreign company or body corporate			
(x)	Country of incorporation of foreign company or body corporate			

** Add additional columns for more companies, if needed.*

(2) The company shall submit all the information received by it, in terms of sub-regulation (1) of this regulation during the year and sub-section (3) of section 452 of the Act during the year to the registrar on **Form-11** along-with the annual return. In case the company is not required to file annual return, it shall only file **Form-11** within thirty (30) days from the last day of the calendar year to which it relates:

Provided that no such return is required to be filed by the companies in case of "Nil" information.

64. Maximum fees to be charged by companies.–The maximum limits of fees as are required to be paid to or charged by companies from members, creditors or other persons for supply of copies of documents, inspection of records and other services under the Act shall not exceed the fee specified in the Seventh Schedule to the Act for the inspection of a document or register or for the supply of a certified copy of an extract of any document or register kept by the registrar or for other services.

65. Copies of applications to various authorities, etc., to be forwarded to others.–A copy of every application together with a copy of each of the documents enclosed therewith shall be forwarded by the applicant—

(i) in the case of an application made to the Federal Government, to the Commission and the registrar concerned;

(ii) in the case of an application made to the Commission or the registrar who is head of the organization for the registration of companies in Pakistan, to the registrar concerned,

and this fact shall be stated in the application.

66. Translation of documents other than those under Part XII of the Act.–(1) If any document or portion of any document required to be filed or registered with the registrar or containing any fact required to be recorded by him in pursuance of any provision contained in any part of the Act (except Part XII) is not in English language or in Urdu language, a translation of that document or portion thereof either in English language or in Urdu language certified in the manner provided in sub-regulation (2) and (3), as the case may be, to be correct translation thereof, shall be attached to each copy of the document which is furnished to the registrar.

(2) Where any such translation is made outside Pakistan, it shall be authenticated by the signature and seal, if any, of—

(i) the public officer in the country where the company is incorporated to whose custody the original is committed; or

(ii) a Notary Public of the country where the company is incorporated:

Provided that signature or seal of the person so certifying shall be authenticated by a Pakistan diplomatic consular or consulate officer;

Provided further that such translation shall also be accepted if the translated document is apostilled by the designated competent authority of the state of origin of the foreign public document, who have acceded to the Hague Convention abolishing the requirement of Legalization for foreign public documents (Apostille Convention) of 1961 and such state is also recognized by the Government of Pakistan for receiving of apostilled documents.

(3) Where such translation is made within Pakistan, it shall be authenticated by an affidavit of any person having, in the opinion of the registrar, an adequate knowledge of the language of the original and of English or Urdu, as the case may be.

67. Persons authorized to represent in proceedings under sections 479 and 480 of the Act. –(1) Except as otherwise provided in the Act, the following persons shall be entitled to appear before the Federal Government or the Commission or the registrar in any proceedings under sub-section (5) of section 479 or section 480 of the Act, namely—

(i) If the proceedings are against a company—

(a) the chief executive of the company; or

(b) any other person who could make a declaration under clause (a) of sub-section (1) of section 16 of the Act; or

(c) secretary of the company; or

(d) an advocate, entitled to appear before any court in Pakistan; or

(e) a member of the Institute of Chartered Accountants of Pakistan or the Institute of Cost and Management Accountants of Pakistan practicing in Pakistan; or

(f) an intermediary registered with the Commission under these regulations;

(g) such other person who possesses the qualification as notified by the Commission; and

(ii) if the proceedings are against an officer of a company or some other individual allegedly responsible for the offence—

(a) the officer or person so alleged; or

(b) unless otherwise required by the Federal Government, the Commission or the registrar, any other person as mentioned in sub-clauses (b), (d), (e) and (f) of clause (i) above, duly authorized in writing by the said officer or person for the purpose of the proceedings.

(2) Where a person authorized under clause (i) or sub-clause (b) of clause (ii) of sub-regulation (1) proposes to appear on behalf of a company or any other person in any proceedings, the written authority entitling him so to do shall be furnished to the federal government, the Commission or the registrar as the case may be, prior to the proceedings.

68. Interpretation of the requirements of the forms.–For the application and interpretation of the requirements of the forms, unless the subject or context otherwise requires, the following shall apply, namely—

(i) if an information is required to be disclosed and, in the application of the provision to a company, there is no information which could be so disclosed, an express statement giving the factual position would be required to be made instead of the information to be stated;

(ii) if a certain information is required to be disclosed but it is not practicable for a company to disclose or provide information as required, the precise reasons as to why it is not practicable to provide the information or it is not possible to determine the required information or the circumstances which necessitate deviation from the actual requirements shall be included instead of the information required to be stated.

69. Permanent preservation of memorandum and articles of association of company.–Notwithstanding anything contained in any other regulations, a company shall maintain and preserve permanently at its registered office, copies of its original and altered memorandum and articles of association since incorporation.

CHAPTER VI

COMPANY REGISTRATION OFFICES

70. Establishment of Company Registration Offices.–(1) For registration of companies and performing other duties under the Act, the Commission shall have Company Registration Offices at the places specified in column (2) of the Table below, with jurisdiction extending to companies, not being companies to which section 3 applies, having registered offices in the territories specified in column (3) of the said table.

S. No.	Place.	Territory.
(1)	(2)	(3)
1.	Faisalabad	The Civil Divisions of Faisalabad and Sargodha except district of *Bhakkar* in the Province of Punjab.

2.	Gilgit	All districts of the Region of Gilgit-Baltistan.
3.	Islamabad	The Civil Division of Rawalpindi in the Province of Punjab and the Islamabad Capital Territory.
4.	Karachi	The Civil Divisions of Karachi, Hyderabad and Mir Pur Khas, district of Sanghar in the Province of Sindh.
5.	Lahore	The Civil Divisions of Lahore and Gujranwala, districts of Sahiwal and Pakpatan except tehsil of Chichawatni in the Province of Punjab.
6.	Multan	The Civil Divisions of Multan, Bahawalpur and Dera Ghazi Khan, district of Bhakkar and tehsil of Chichawatni in the Province of Punjab.
7.	Peshawar	The Province of the Khyber Pakhtunkhwa, the Federally Administered Tribal Areas and the Provincially Administered Tribal Areas to which the executive authority of the Province of the Khyber Pakhtunkhwa extends.
8.	Quetta	The Province of Baluchistan and the Provincially Administered Tribal Areas to which the executive authority of the Province of Baluchistan extends.
9.	Sukkur	The Civil Divisions of Sukkur, Larkana and Shaheed Benazirabad except district of Sanghar in the Province of Sindh.

(2) Notwithstanding the provisions of sub-regulation (1), Company Registration Offices may function beyond their territorial jurisdiction to the extent and manner as may be notified by the Commission from time to time.

(3) The Company Registration Offices shall be open for transaction of business with the public, except on public holidays, and will observe such working hours as may be notified by the Commission.

(4) Every Company Registration Office shall have a seal for authentication of documents required for or in connection with registration of companies:

Provided that the design of the seal shall require approval of the Registrar of Companies.

71. Centralized function at Business Center.–Notwithstanding anything contained in regulation 70 or 72, the Commission may as it may deem fit, establish Business Centre at its Head

office or at any other place(s) for registration of companies and performing other duties under the Act.

72. Establishment of Facilitation Centers.–(1) The Commission may, through notification, establish facilitation centers at such places for the purposes of facilitation of companies and other investors and performing such other duties as it may notify.

(2) These centers shall work under the supervision of registrar concerned of the Company Registration Office under whose territorial jurisdiction such center is established.

73. Assigning of CUIN.–(1) Every company which is incorporated shall be assigned a CUIN and in case of any company having no CUIN, the previous registration number shall also be replaced with a CUIN.

(2) Every company formed or incorporated outside Pakistan which has established a place of business in Pakistan and delivers documents pursuant to the provisions contained in section 435 of the Act shall also be assigned a CUIN.

74. Transfer of documents.–In case a company changes its place of registered office from the territorial jurisdiction of a Company Registration Office to another, the registrar concerned of such Company Registration Office shall, send within seven days, from the date of registration of the relevant returns, all the physical record relating to that company to the registrar concerned in whose territorial jurisdiction the registered office of the company is shifted.

75. Issuance of duplicate certificate.–(1) The registrar concerned may after making such inquiry as to the loss, destruction, defacement or mutilation of the original certificate as he may deem fit to make and subject to such terms and conditions as he may impose and after seeking approval of Registrar of Companies, issue a duplicate of any certificate issued electronically or physically under the provisions of the company law, or any rules or regulations made thereunder on application of the company.

(2) The duplicate certificate shall be a ditto copy of the certificate already issued except the following changes and additions–

(i) every such duplicate certificate shall bear the mark of "[**DUPLICATE**]" on top right side of it;

(ii) instead of signatures on the original documents, the parenthesis, hyphens and alphabets "(-Sd-)" shall be typed at the place of original signature;

(iii) duplicate certificate shall also contain name, designation and signatures of the registrar issuing the duplicate certificate; and

(iv) duplicate certificate shall also contain date of issuance in the following manner above the signatures of the registrar issuing the duplicate certificate—

"This duplicate certificate issued at _____, this ____ day of _____, 20_____ by me".

(3) Certified copy may be issued of the original certificate unless copy of duplicate is specifically demanded by the applicant.

76. Receipt of physical documents and uploading the same in e-service.–(1) Any physical document, return or application, filed, lodged or submitted in Company Registration Office pursuant to proviso to sub-section (4) of section 471 of the Act, shall be processed as under—

(i) every document shall be entered or cause to be entered by the registrar concerned in the electronic diary system immediately;

(ii) unique computer-generated sequential number assigned by the diary system, shall be mentioned on first page of each of the respective document along with date of receipt of the document:

Provided that the time of receipt of documents shall also be mentioned on the documents which are required to be disposed of within four working hours;

(iii) Acknowledgement receipt of the document may be provided to the person who has submitted the document on the counter:

Provided that the time of receipt of documents shall also be mentioned on the receipt of documents which are required to be disposed of within four working hours; and

(iv) every document containing diary number shall be scanned properly ensuring that the image of the document is legible after printing and no portion thereof is missing.

(2) The registrar concerned shall upload or cause to be uploaded the scanned images of all documents filed in physical form, if found in order, in relation to every company and enter or cause to be entered all the relevant information in the electronic database through e-service.

77. Maintenance of information in the electronic database.–It shall be the responsibility of the registrar concerned to maintain or cause to be maintained, correct information in the electronic database and in case of any discrepancy, he shall immediately rectify the same as per procedure communicated by the Registrar of Companies from time to time.

78. Examination of documents received electronically or in physical form.–(1) The registrar concerned shall examine or cause to be examined, every document and application received by him which is required or authorized by or under the Act and the rules and regulations made thereunder to be filed, recorded or registered, with the registrar.

(2) The registrar concerned shall observe the time frame as mentioned in Table contained in the **Annexure-J** for the disposal of various matters:

Provided that the matters, which require disposal under these regulations on the same day, shall be processed and disposed of, if received by 1200 hours and the matters received thereafter will be disposed of on next working day:

Provided further that the time frame mentioned in Table as per **Annexure-J** shall—

(i) be subject to receipt of prior approval/NOC from any department/authority;

(ii) be subject to compliance of all statutory and other requirements;

(iii) not apply in case where it is not possible due to any technical reason or during the bulk filing of returns period or in the event of *force majeure*; and

(iv) not apply in case where any litigation, dispute, complaint, investigation or inquiry whatsoever is involved.

79. Acceptance of documents.–(1) When a document other than the documents filed under sub-section (7) of section 223, section 233 and 237 of the Act, is accepted for being registered, filed or recorded, the registrar concerned shall issue an acknowledgement physically or electronically in the form as set out in **Annexure-K**:

Provided that the registrar shall not be held responsible for the correctness of the contents of the documents:

Provided further that acceptance of documents by the registrar shall not absolve the company or other person concerned of any other liability arising from the default in complying with the requirements of the Act.

(2) Where a document, as required under sub-section (7) of section 223, section 233 and 237 of the Act, has been filed, sent or transmitted and is under examination, the registrar concerned shall issue an acknowledgment physically or electronically in the form as set out in **Annexure-L**.

(3) There shall be maintained a log generated by e-service in respect of every registered, filed or recorded document.

(4) Where a document has been accepted for record and its data or any of the information contained therein or any of the supporting documents subsequently found to be defective or incorrect which is not possible of rectification or false or forged or it was accepted by mistake, the registrar concerned may for special reasons to be recorded in writing, after obtaining such evidence as he may deem appropriate and providing opportunity of being heard to the company and other relevant persons, if any, cancel the recording thereof.

80. Acceptance of documents presented after two years.–If any document is filed with or presented to a Company Registration Office after the expiry of more than two years of the period within which it was required or authorized to be filed or registered, not being particulars or documents requiring registration under sections 100, 101, 106, 108 or 109 of the Act, the registrar concerned

may, subject to the provisions of sub-section (3) of section 468 of the Act, receive the document and accept the same if found to be in order, on payment of fee as mentioned in clause (d) of sub-section (1) of section 468 of the Act.

81. Register of companies.–(1) There shall be maintained in the electronic database, a register of companies incorporated in Pakistan in the format as set out in **Register R-1**.

(2) There shall be maintained in the electronic database, a register of foreign companies in the form as set out in the format as provided in **Register R-2**.

(3) A list of all the documents filed, registered or recorded relating to each company shall be maintained in the respective register of companies.

82. Register of mortgages and charges.–(1) The register of mortgages and charges to be kept by the registrar as provided in section 102 of the Act shall be maintained in electronic database in the format as set out in **Register R-3**.

(2) There shall be maintained in the electronic database, a chronological index of the mortgages and charges registered with the Company Registration Office under the Act in the format as set out in **Register R-4**.

83. Record keeping.–The documents relating to a company shall be kept together, distinct and separate from those of other companies.

84. Submission of periodical statements.–The Registrar of Companies may, by general or special instruction, require any Company Registration Office to prepare and send to him, other Company Registration Offices and any other person, such periodical statements in such form and manner and within such time, as may be specified in the instruction.

85. Inspection of documents.–(1) The registrar concerned or an officer authorized by him shall permit members of the public to inspect such registers and records of documents as under the Act they are entitled to inspect subject to such payment of fee as provided in the Seventh Schedule to the Act.

(2) The inspection of documents permitted under sub-regulation (1), shall be carried out in the presence of the registrar concerned or an official authorized by him in this behalf and shall be completed by the applicant during the time specified for the transaction of business with the public .

(3) The registrar concerned or other authorized official supervising the inspection, may permit notes of the inspected documents to be taken, but verbatim copy or snap shot or electronic image of the document inspected may not be allowed to be taken.

(4) No person inspecting the document shall make any entry, mark, addition, deletion or alteration in the document maintained by the registrar and in case of violation, the registrar concerned or the authorized official may refuse further inspection and initiate appropriate legal action against such person.

86. Issuance of copies of documents.–(1) The registrar concerned shall, on the application of a person, cause copies of documents required to be filed, recorded, registered with or a certificate or order issued or register as maintained by the registrar under the Act on payment of such fee as provided in the Seventh Schedule to the Act.

(2) The copies to be issued under sub-regulation (1) may contain the qualifications or remarks under the particular circumstances including but not limited to the following—

(i) copy of this document is being issued on the request of the applicant, however this office does not take responsibility of its genuineness and correctness of the contents thereof as there is a dispute among the members/shareholders/directors regarding the information contained in this return/ parties are in litigation in the Court and the matter is pending adjudication/ there is a complaint and the matter is still not resolved/ there is an investigation or inquiry by (the Commission/ NAB/ FIA, etc.) and is pending finalization;

(ii) copy of this document is being issued on the request of the applicant, however this office does not take responsibility of its genuineness and correctness of the contents thereof as the information contained in the document is pending compliance requirements or has been forwarded to the concerned Ministry for clearance/ NOC and reply of which is still awaited;

(iii) copy of this document is being issued on the request of the applicant, however this office does not take responsibility of its contents as there are certain discrepancies in the documents as filed; or

(iv) certified to be true copy of the document as filed by the company, however, this office accepts no responsibility as to the correctness of the contents given in the document.

(3) If a certified copy of any document has been issued and, subsequently, it is found that the document was liable for rectification or cancellation under section 464 of the Act or the certified copy was otherwise, issued inadvertently or by mistake, the registrar concerned may revoke or cause to be revoked, certification thereof and may recall or cause to be recalled, the certified copy so issued.

87. Authentication of certificates, etc.–Every certificate or certified copy, granted under the provisions of the Act shall be signed, stamped and dated by the registrar concerned or an officer authorized for the purpose, bearing his name and designation, and shall also bear the official seal of the Company Registration Office:

Provided that the requirement of signature and stamp of the registrar concerned or the authorized officer and the official seal of the Company Registration Office shall not be mandatory in case the certificate or certified copy issued is computer generated:

Provided further that a log of the copies so issued shall be maintained electronically.

Explanation.—For the purpose of this regulation, "Stamp" means the rubber stamp where ink is applied to an image, pattern or text that has been molded onto a sheet of rubber and mounted on a block.

88. Notice of any omission to file or register documents.–The registrar concerned shall take notice of any omission to file or register documents on due date or any other infraction of the law.

89. Enquires.–The registrar concerned shall institute or cause to be instituted such enquires in respect of any matter as may be necessary to obtain information or evidence respecting defaults or any infraction of the law.

90. Legal proceedings.–The Commission or the Registrar of Companies may authorize the registrar concerned or any other person to institute or cause to be instituted any legal proceedings or defend or conduct or cause to be defended or conducted any prosecution or other legal proceedings under the Act.

91. Powers and duties of Registrar.–The registrar shall exercise such powers and perform such duties as are conferred on him by the Act or the rules and regulations made thereunder or delegated to him by the Commission.

92. Assignment of duties.–(1) The Commission or the Registrar of Companies may assign any of the duties under the Act, the rules or regulations made thereunder and generally regulate performance of duties and issue directions to the registrar concerned or officials subordinate to the registrar concerned in such manner as it or he may think fit and they shall follow and observe the orders and instructions of the Commission or the Registrar of Companies, as the case may be.

(2) Subject to the directions of the Commission or the Registrar of Companies, the registrar concerned may assign any duties under the Act, the rules or regulations made thereunder and generally regulate performance of duties and issue directions to any additional registrar, joint registrar, additional joint registrar, deputy registrar, assistant registrar or other officer, where such officers have been appointed in a particular Company Registration Office, and other officials of the Company Registration Offices as he may think fit and they shall follow and observe the orders and instructions of the registrar concerned.

(3) All references in these regulations to the registrar concerned shall be construed as references to any assistant, deputy, additional joint, joint or additional registrar to whom the particular duty has been assigned by the registrar concerned by a general or special order:

Provided that allocation of companies to a registrar shall reflect reasonability and objectivity and such number of companies shall be allocated to each officer as the Registrar of Companies with the concurrence of the Commission may decide from time to time which is to be efficiently and effectively dealt with by the officers in order to minimize the probability of errors and omissions.

93. Comments on applications.–Where a copy of an application, petition, appeals etc., addressed to the Commission or the Registrar of Companies, is received in a Company Registration Office and comments thereon are required by the Commission or the Registrar of Companies, the registrar concerned shall, as soon as may be possible but not later than the second working day, forward to the Commission or the Registrar of Companies, as the case may be, his para-wise comments on the application together with other information and documents which in his opinion, need to be taken into consideration while disposing of the application:

Provided that the Commission or, as the case may be, the Registrar of Companies may dispose of such application, petition, appeals etc., without waiting for comments of the registrar concerned, if so deemed fit.

94. Destruction of documents.–(1) Subject to the previous approval of the Registrar of Companies, the company records kept in a Company Registration Office in physical form under the Company Law may be destroyed, after the expiration of ten years from the date of filing of said record in case of companies in existence and five years from the date of dissolution in case of dissolved companies, if the same are not of sufficient public value to justify their further preservation, or have not been ordered by the Commission or any Court or any other competent authority to be preserved for a longer period, or are not likely to be needed in connection with any pending proceedings, before any Court or authority, of which the Company Registration Office has notice:

Provided that the physical documents and record filed at the time of incorporation of a company and record pertaining to dissolution of a company, if any, shall be preserved in the physical form permanently:

Provided further that before destroying any physical documents and record, it shall be ensured that each and every document is duly preserved in the electronic form permanently.

(2) Save as provided in sub-regulation (1), the physical record relevant to any legal proceeding, inquiry or investigation which has been initiated in respect of any company under any law for the time being in force, shall not be destroyed till the said proceeding attain finality or inquiry or investigation has been closed by the respective authority.

(3) The documents filed by a company through e-service shall be preserved permanently.

Explanation.—A company shall be deemed to be in existence unless its name has been struck off the register under sub-section (5) of section 425 or sub-section (3) of section 426 or unless it has been wound up and finally dissolved.

95. Register of Inactive Company.–The registrar shall maintain a register of inactive companies in the format as set out in **Register R-6** in terms of sub-section (3) of section 424 of the Act.

96. Material for annual report.–(1) Every registrar concerned shall furnish to the Registrar of Companies, annually, by the 31st July each year, a report on the working and

administration of the Act and other related matters, concerning the activities of the relevant Company Registration Office in such form and in such manner as may, from time to time, be specified by the Registrar of Companies.

(2) The Registrar of Companies shall furnish his annual report to the Commission, by the 31st August each year, in such form and in such manner as may, from time to time, be specified by the Commission.

CHAPTER VII

ASSOCIATION WITH CHARITABLE AND NOT FOR PROFIT OBJECTS

97. Application and procedure for grant of a license.–(1) An association desirous of obtaining a license under section 42 of the Act shall make an application to the Commission on a specified format **App-3** along with all supporting documents as specified therein through an authorized promoter or [26][authorized representative.].

(2) An application for license under sub-regulation (1) may be made for promotion of single or multiple objects as provided in section 42 of the Act. [27][The applicant may adopt any of the standard object clauses contained in Annexure-U to these Regulations. The applicant however, may update or include additional contents to the standard clauses.]

(3) [28][….]

(4) Where an association applies for a license for the promotion of multiple objects, [29][and the proposed Chief Executive Officer (CEO) does not have relevant experience in proposed objects] it shall have at least one promoter in each field of the proposed objects who possesses adequate experience in that field so that all promoters or directors collectively have sufficient experience related to each object.

[30][(5) An International Non-Governmental Organization (INGO) shall not be eligible to be registered with the Commission under section 42 of the Act in accordance with the Policy of the Federal Government for regulation for (INGOs) in Pakistan.]

---

[26] *Substituted expression "authorized intermediary" with "authorized representative" in Regulation 97(1) vide S.R.O. 1221(I)/2024 dated 6th August, 2024.*

[27] *Inserted new expression in Regulation 97(2) vide S.R.O. 601(I)/2025 dated 11th April, 2025*

[28] *Omitted sub-regulation (3) of Regulation 97 vide S.R.O. 601(I)/2025 dated 11th April, 2025. The omitted clause was read as under;*

"Where an association applies for a license for the promotion of single object, one of the promoters shall have adequate experience in the field of proposed object."

[29] *Inserted vide S.R.O. 601(I)/2025 dated 11th April, 2025.*

[30] *Inserted vide S.R.O. 1221(I)/2024 dated 6th August, 2024*

[31][(6) It shall have at least three promoters. All the promoters and/ or directors must be active tax payers and at least three promoters must be graduate;

(7) The existing trust or society may apply for its conversion to an association to be Licensed under section 42 of the Act.;

Provided that the conversion of the existing entity to a section 42 company will only be allowed if there are no legal restrictions or failure to meet any requirements under the law governing the existing entity's dissolution or takeover.]

98. Grant of license.–(1) The Commission, while considering the application for grant of license under regulation 97, may make such enquiry and obtain such other information or clarification as it may deem necessary.

(2) The Commission may, on being satisfied that the promoters, proposed directors and proposed chief executive officer of an association comply with the fit and proper criteria specified in regulation 101, that all other requirements for the grant of a license have been fulfilled, and it shall be in the public interest so to do, may grant a license under section 42 of the Act to the association in the manner as provided in **Annexure-G**, subject to such conditions as it may deem fit to impose.

(3) In case of refusal to grant the license, the Commission shall issue an order of refusal:

Provided that the Commission before issuing refusal order shall provide an opportunity of being heard to the applicant.

99. Incorporation of association.–(1) The association which has been granted a license by the Commission under regulation 98, shall apply for its incorporation as a public limited company under the provisions of the Act within [32][(90)] days of the date of issuance of such license:

Provided that the Commission may[33][….] on an application made by the promoters, [34][or authorised representative] extend such time as [35][for a maximum of 90 days subsequent to which this license shall be deemed cancelled].

(2) The license granted to an association under section 42 may be revoked by the Commission if the association do not apply for its incorporation as a company under the provisions of the Act within the time period as provided in sub-regulation (1) or such time as extended by the Commission:

---

[31] *Inserted S.R.O. 601(I)/2025 dated 11th April, 2025.*
[32] *Substituted word "(60) days" with "(90) days" in Regulation 99(1) vide S.R.O. 1221(I)/2024 dated 6th August, 2024.*
[33] *Omitted expression ", under special circumstances," in Regulation 99(1) vide S.R.O. 1221(I)/2024 dated 6th August, 2024.*
[34] *Inserted vide S.R.O. 1221(I)/2024 dated 6th August, 2024.*
[35] *Substituted clause in Regulation 99(1) for the expression "as deemed appropriate in the circumstances" with "for a maximum of 90 days subsequent to which this license shall be deemed cancelled" vide S.R.O. 1221(I)/2024 dated 6th August, 2024.*

[36][….]

100. Conditions applicable to section 42 companies.–(1) In particular and without prejudice to the generality of the powers of the Commission [37][or included in the license] under section 42 of the Act and regulation 98 of these regulations, a license may be granted subject to the following conditions and such other conditions as may be impose subsequently, namely—

(i) the conditions imposed under these regulations or any other additional conditions imposed by the Commission shall be deemed to be included in the memorandum of association of the company;

(ii) the company shall utilize all its money, property, donations or income or any part thereof solely for promoting its objects:

(iii) It shall be registered as a public limited company [38][…..];

(iv) the limit of liability for each of its members shall not be less than [39][two] hundred thousand rupees or such other amount as may be notified by the Commission;

(v) each promoter shall undertake to donate a reasonable amount but not less than two hundred thousand rupees as start-up donation or such other amount as may be required by the Commission:

Provided that this condition shall not be applicable in case of a promoter representing or nominated by an entity or by Government or an institution or authority or other statutory body of the Federal or Provincial Government(s) and in such case, the start-up donation shall be contributed by the said entity, Government, institution, authority or statutory body as the case may be;

(vi) The directors and the chief executive officer shall be entitled for the reimbursement or payment of actual expenses incurred by them for attending meetings and they may also receive fee for attending meetings of the board or a committee of board, as determined by the board:

Provided that the directors' report as attached to the financial statements of Association shall disclose the payment of meeting fee and reimbursement of actual

---

[36] *Omitted proviso vide SRO No. 1221(I)/2024 dated 6th August 2024. The omitted proviso was read as under:*
"Provided that before a license is so revoked, the Commission shall give an opportunity of being heard to the association against the revocation".

[37] *Inserted vide S.R.O. 601(I)/2025 dated 11th April, 2025.*

[38] *Omitted "having at least three promoters" vide S.R.O. 601(I)/2025 dated 11th April, 2025.*

[39] *Substituted "one" with "two" vide S.R.O. 601(I)/2025 dated 11th April, 2025.*

expenses incurred by each director including chief executive for attending meeting of board and committees of board:

Provided further that the board, in the case of public sector company, shall also comply with all applicable laws, instructions and policies of the relevant line ministry, if any, while approving amount of meeting fee for attending meetings of board and committee of the board;

(vii) payment of remuneration and other benefits shall be allowed only to the chief executive officer and directors who are non-members and are in the whole-time employment of the company:

Provided that this condition shall not be applicable on the chief executive officer and directors who are members and are in the whole-time employment of non-bank microfinance company licensed under the Non-Banking Finance Companies (Establishment and Regulation) Rules, 2003;

(viii) payment of remuneration or other benefits by the company or its subsidiary entity for services or otherwise to members of the company or to their close relatives whether holding an office in the company or its subsidiary or not, shall be prohibited:

Provided that the prohibition shall continue to apply for a period of one year after a member quits from the membership of the company;

(ix) the company may alter the provisions of its memorandum and articles of association subject to compliance of relevant provisions of the Act[40][:]

[41][Provided that any amendment addition or deletion in the object clause of its Memorandum of Association, shall only be made with the prior approval of the Commission.]

(x) patronage of any government or authority or renowned personalities and organizations whether local or foreign, express or implied, shall not be claimed unless such person has signified its consent thereto in writing;

(xi) the company shall not engage in any activities to function as a trade organization;

(xii) the company shall:

(a) not exploit or offend the religious susceptibilities of the people; and

[40] *Substituted full stop with a colon vide S.R.O. 601(I)/2025 dated 11th April, 2025.*

[41] *Inserted proviso vide S.R.O. 601(I)/2025 dated 11th April, 2025.*

(b) ensure that Islamic donations, including but not limited to zakat, sadaqah or in any other form, shall not be received, invested, or utilized by it in any way that is contrary to the Shariah principles:

Provided that it shall be the responsibility of the company to arrange a Shariah opinion in the form of a Fatwa from a Shariah Advisor registered with the Commission for collection and utilization of such Islamic donations, which shall be duly annexed with the audited financial statements of the company.

(xiii) the company shall not, directly or indirectly, participate in any political campaign for elective public office or other political activities akin to those of a political party or contribute any funds or resources to any political party or any individual or body for any such purpose;

(xiv) the company shall not admit any new member unless he meets the fit and proper criteria as contained in these regulations:

Provided that this condition shall not be applicable on members representing or nominated by Government or an institution or authority or other statutory body of the Federal or Provincial Government(s);

(xv) the company shall appoint directors and chief executive officer who meet the fit and proper criteria as specified under these regulations:

Provided that in case of appointment/re-appointment/election/re-election of directors and chief executive officer, the company:

(a) shall obtain an affidavit from the incoming director or the Chief Executive officer confirming that he/she meets the fit and proper criteria in terms of these regulations; and

(b) while notifying such appointment/re-appointment/election/re-election of directors and Chief Executive officer on specified form, shall file an affidavit on stamp paper with the registrar duly signed by the chief executive officer or authorized director, attested by an Oath Commissioner and witnessed, affirming that the fit and proper criteria as mentioned in these regulations has been assessed by the company and that the appointed/re-appointed/elected/re-elected chief executive officer or directors meet the criteria as mentioned in these regulations;

(a) [42][Provided further that subsequent to the grant of license, grant of license, [43][no change in Chief Executive Officer can take place unless prior permission from the Commission has been granted upon application.

Explanation: - Change does not include re-appointment.]

Provided further that this condition shall not be applicable on nominees of Government or an institution or authority or other statutory body of the Federal or Provincial Government(s):

Provided also that this requirement shall not be applicable on the chief executive officer and directors of a non-bank microfinance company licensed under the Non-Banking Finance Companies (Establishment and Regulation) Rules, 2003 as such persons shall be required to comply with the fit and proper criteria specified in Non-Banking Finance Companies and Notified Entities Regulations, 2008;

(xvi) the Company may make investment, whatsoever, in any of its associated companies or associated undertakings subject to compliance of the requirements of section 199 of the Act and the regulations made thereunder. The board shall also frame and follow a broad policy specifying mechanism for such investments and shall carry out due diligence before making such investment and shall also disclose interest of directors of the company, if any;

(xvii) the company shall state with its name, the phrase "***A company set up under section 42 of the Companies Act, 2017***", in all its letterheads, documents, signboards, and all other modes of communication;

(xviii) the income and any profits of the company, shall be applied solely towards the promotion of objects of the company and no portion thereof shall be distributed, paid or transferred directly or indirectly by way of dividend, bonus or otherwise by way of profit to the members of the company or their close relatives;

(xix) the company shall close its accounts on 30th of June each year;

(xx) notwithstanding anything stated in any object clause, the company shall obtain such other licenses, permissions, or approvals of the relevant public authorities as may be required under any relevant statutory regulations and laws for the time being in force, to carry out any specific object;

(xxi) the company shall not appeal, solicit, receive or accept donations from foreign sources except with the prior permission, clearance or approval from the relevant authorities

---

[42] *Inserted second proviso vide S.R.O. 1221(I)/2024 dated 6th August, 2024.*

[43] *Substituted vide S.R.O. 601(I)/2025 dated 11th April, 2025. The original clause was read as under:*

"Provided further that subsequent to the grant of license, no change in the directorship or object clause of memorandum can take place unless prior approval from the Commission has been granted upon application.";

as may be required under any law or specified by the Government[44][:]

[45][Provided that the company shall not receive funding/foreign funding from black listed International NGOs (INGOs) or INGOs having operations in Pakistan and not registered as INGOs in Pakistan.];

(xxii) the company shall receive all funds, grants, contributions and donations (except funds, grants, contributions and donations received in kind) through proper banking channels:

Provided that amounts equivalent to or less than twenty thousand rupees can be received in cash for which proper entries in the books and records of donor shall be maintained by the company and such amount shall be deposited not later than 3 working days of the receipt, in the bank account of the company;

(xxiii) the company shall ensure that the donations received and the charitable assets are utilized exclusively for charitable purposes and are not utilized or diverted to the benefit of the entities and individuals designated under the United Nations Security Council's (UNSC) sanctions list as maintained and periodically updated on UNSC's website;

(xxiv) the company shall ensure that a system of sound internal control is established, which is effectively implemented and maintained at all levels within the company to ensure safeguarding of its charitable assets. Such a system of sound internal control is characterized, *inter-alia*, by,

(a) the issuance and implementation of policies, procedures, delegation of decision-making powers, record management systems, financial management systems and tools, etc.;

(b) having appropriate controls in place to ensure that donors, beneficiaries, promoters, members, directors, stakeholders, employees, volunteers or other people associated with the company or its associated company are not listed as a designated individual or entity which is subject to targeted financial sanctions;

(xxv) the company shall separately maintain the following registers in addition to the books of account as required under the Act—

(a) register of donors and donations including information about donor's names, addresses, type of donation received *i.e* in cash or in kind, amount/value of donation received, date of receipt of donation, mode of payment, particulars

[44] *Substituted semi colon with a colon vide S.R.O. 601(I)/2025 dated 11th April, 2025.*

[45] *Inserted proviso vide S.R.O. 601(I)/2025 dated 11th April, 2025*

of payment instrument and the purpose of donation;

(b) register of donees and beneficiaries of the funds disbursed including information about their names, addresses, type of disbursement *i.e* in cash or in kind, amount/value of disbursement, date of disbursement and the purpose and other details of disbursement;

(xxvi) the company shall ensure compliance with the conditions prescribed in relations to anti-money laundering and counter financing of terrorism under the applicable laws; and

(xxvii) the company shall comply with any other condition(s) as may be imposed by the Commission at the time of grant of license or imposed from time to time subsequent to grant of license.

[46][(xxviii) Section 42 Companies classified under Regulation 100(xxxii) as large companies shall submit evidence of registration with the Pakistan Centre for Philanthropy (PCP) or the respective charity commission to the Commission within six months of their registration with SECP. For existing large companies, within six months of the promulgation of these Regulations.

Provided that the above requirement shall not apply on Companies holding valid license issued by SECP for other licensed activities.

(xxix) the company shall maintain its website with the information specified in Annexure V of these Regulations;

(xxx) Where an existing entity is converted into a section 42 company, the trust or society must be dissolved within ninety (90) days of the company's incorporation. Evidence of the dissolution must be submitted to the Commission, along with an auditor's certificate confirming the completion of the takeover process, within thirty (30) days of the dissolution. Failure to submit the required documentation within this timeframe will result in the initiation of the license revocation process, which may lead to the strike-off of the company's name;

Provided that in case the dissolution process of existing entity is not available under the current framework, the proposed company must submit a revocation letter from its registering authority to retain the same name.

(xxxi) the CEO of large sized section 42 companies must be full time employee;

(xxxii) for section 42 companies classified as medium the auditor should be QCR rated; and companies classified as large auditor should be registered with audit oversight board (AOB);

[46] *Inserted new clauses (xxviii) to (xxxiv) vide S.R.O. 601(I)/2025 dated 11th April, 2025.*

Explanation: - For the purpose of this clause the classification of section 42 Companies shall be;

1 Small sized Companies: - Annual revenue upto rupees fifty million.
2 Medium sized Companies: - Companies with annual revenue greater than rupees fifty million but not exceeding two hundred million.
3 Large sized Companies: - Annual revenue greater than two hundred million.

All licensed Section 42 companies are required to file their annual audited accounts within six months of the promulgation of this amendment. Failure to file such accounts will result in the classification of non-compliant companies as large-sized Companies.

(xxxiii) All directors must be promoter/member;

(xxxiv) Medium and large-sized Section 42 companies shall have at least one female director on the Board, effective from the next election of directors following the promulgation of these Regulations. Small sized section 42 companies be encouraged to have a female director on the board.]

(2) All the conditions provided in the license granted under section 42 of the Act, including renewal of license, which are in contradiction to these regulations shall have no effect henceforth.

101. Fit and proper criteria for promoters, members, directors and chief executive officer.–(1) Each of the promoters, directors, chief executive officer and members of an association shall meet the fit and proper criteria as provided in these regulations:

Provided that the Commission shall assess the fitness and propriety of the promoters, directors and the chief executive officer at the time of grant of license whereas the company shall assess the fitness and propriety of its members, directors and the chief executive officer for any subsequent changes after incorporation of the company;

Provided further that the fit and proper criteria shall remain applicable at all times and in case of any non-compliance at any point in time, the company shall be responsible for replacement of above referred persons.

(2) The fitness and propriety shall be assessed by taking in to account all the relevant facts including but not limited to the following, -

(i) **Integrity and track record.**–A person shall fulfil the following requirements in order

to act as promoter, member, director or chief executive officer of the company-

(a) he has not been found associated with any money laundering or terrorist financing activities, illegal banking business, illegal deposit taking or financial dealings, and also understand the company's unique risks including the money laundering and terrorism financing risks in the locations where the company operates;

(b) he or the companies in which he is a director or major shareholder have not been declared by tax authorities as a tax defaulter;

(c) he or the companies in which he was a promoter or is a director or major shareholder have not been found involved in any fraudulent activities or illegal activities;

(d) he has not been found convicted of fraud or breach of trust or of an offence involving moral turpitude by a court of law;

(e) he has not been actively involved in the management of a company whose registration or license has been revoked or cancelled or which has gone into liquidation or other similar proceedings due to financial irregularities or malpractices;

(f) he is not ineligible, under the Act and company law or any other legislation;

(g) he has not been found involved in any undesirable or anti-state activities;

(h) he has not been found involved in multi-level marketing (MLM), Pyramid and Ponzi Schemes, or other related activities/businesses or any lottery business and

(i) he has not entered into a plea bargain arrangement with the National Accountability Bureau or any other regulatory body or a law enforcement agency has not initiated a serious investigation against him.

(ii) **Solvency and financial soundness. –** In order to act as promoter, director or chief executive officer of the company, there shall not be any instance of overdue or past due payment to a financial institution [47][….] appearing in the latest Consumer Credit Information Report (CCIR) of,–

(a) such person; and

(b) the companies, firms, sole proprietorship etc. where such person is a beneficial owner, promotor, partner or proprietor:

[47] *Omitted expression "of an amount exceeding Rs. 200,000/-" vide S.R.O. 601(I)/2025 dated 11th April, 2025.*

Provided that this clause shall not be applicable:

(I) to a person who holds qualification shares or who is acting as an independent director; or

(II) in case, the overdue or past due payment [48][…] appearing in CCIR, has already been settled and the proof of the same may be provided; or

(III) in case, the instance of overdue or past due payment [49][….] appearing in CCIR is due to inadvertence or the said amount is in dispute with the financial institution.

Explanation.—For the purposes of sub-clause (III) an undertaking, affirming therein that the said instance of the such overdue amount is due to inadvertence or the said amount is in dispute with the financial institution, shall be provided by an individual himself, in case of his personal default, or in case of companies, by the chief executive officer of the companies or by a designated partner or owner of firms or owner of sole proprietorships where such person is a beneficial owner, promotor, partner or proprietor.

(iii) **Qualification and experience.–** [50] **[**The Chief Executive shall possess relevant experience in the proposed objectives, and at least three promoters or directors, including the CEO, shall have management experience]:

Provided that, in addition to adequate qualification, in case of single object company, the chief executive shall also possess adequate relevant experience in the field of that object; whereas, in case of multiple object company, it shall have at least one director in each field of object who possesses adequate relevant experience in that field so that all the directors collectively have adequate experience related to each object:

Provided further that, in addition to adequate qualification and experience as mentioned above, the chief executive in case of multiple object company, shall possess adequate relevant experience in the field of principal line of business of the Company.

---

[48] *Omitted expression "not exceeding Rs.200,000/-" vide S.R.O. 601(I)/2025 dated 11th April, 2025.*

[49] *Omitted expression "not exceeding Rs.200,000/- clauses in Regulation 101(2)(ii) (b)(III) vide S.R.O. 601(I)/2025 dated 11th April, 2025.*

[50] *Substituted vide S.R.O. 601(I)/2025 dated 11th April, 2025. The substituted clause was read as under:*

"A person shall possess adequate qualification and experience in order to act as promoter, director or chief executive officer of the company:

Provided that, in addition to adequate qualification, in case of single object company, the chief executive shall also possess adequate relevant experience in the field of that object; whereas, in case of multiple object company, it shall have at least one director in each field of object who possesses adequate relevant experience in that field so that all the directors collectively have adequate experience related to each object:

Provided further that, in addition to adequate qualification and experience as mentioned above, the chief executive in case of multiple object company, shall possess adequate relevant experience in the field of principal line of business of the Company".

102. Revocation of license.–(1) In addition to the grounds provided under sub-section (5) of section 42 for revocation of the license, where the promoters, directors or chief executive officer of the company licensed under section 42 of the Act and registered under these regulations or company law do not comply with any of the conditions imposed by these regulations or are disqualified under regulation 101 at any time or have violated any provision of these regulations or of the Act, the Commission may, after giving a notice in writing and an opportunity of being heard, revoke the license.

(2) Where the Commission revokes the license granted under section 42 of the Act, it shall send the revocation order to the company at its registered office address and place this information on the website of the Commission.

(3) Upon revocation of the license by the Commission, the company shall cease to enjoy the exemptions and privileges conferred upon it by virtue of license granted under section 42 of the Act.

(4) The company shall immediately prepare and arrange audit of its financial statements for the period starting from the day following the date of last audited financial statements till date of revocation of license in case the latest available audited financial statements are older than three months and the auditor shall submit its report within fifteen days of its engagement for the purpose or such other extended period as may be allowed by the Commission on the application of the auditor.

(5) Subject to the requirements of section 43 of the Act, the board of directors of the company shall within a period of ten days of revocation of license shortlist and approve the name of transferee company which has provided concurrence to receive the assets of the company.

(6) Subsequent to the approval of the board, the chief executive officer shall within ninety days from the revocation of license or such extended time period as may be allowed by the commission transfer the assets of the company after satisfaction of all debts and liabilities by entering into agreement with approved transferee company and such agreement shall set out the roles and responsibilities of transferor and transferee companies and mechanism for transfer of assets along with details of assets to be transferred.

(7) Within the period provided under sub-section (2) of section 43 of the Act, the board shall, file the report subsequent to transfer of assets upon revocation of license, duly signed by the authorized officer, to the registrar along with following documents, -

(i) copy of minutes of board meeting in which transferee company was short listed;

(ii) copy of letter of concurrence from the transferee company;

(iii) copy of agreement for transfer of assets;

(iv) latest audited financial statements along with auditors' report exhibiting complete details of total assets, total debts and liabilities along with net assets to be transferred to another company licensed under section 42 of the Act;

(v) certificate confirming completion of transfer of assets issued by the auditor of transferee company; and

(vi) affidavit by the chief executive officer stating that all requirements of the Act and these regulations have been fully complied regarding transfer of assets to another section 42 company.

103. Surrender of License.–(1) The Company may apply to the Commission for voluntary surrender of license along with reasons for the same and the Commission may revoke the license if it deems it expedient.

(2) Upon revocation of license, the company shall follow the procedure specified in sub-regulation (4), (5), (6) and (7) of regulation 102 and provisions of section 43 of the Act.

104. Financial statements.–(1) The company shall ensure that its income and expenditure accounts clearly exhibit a statement of all funds, grants, contributions, donations received from local and foreign sources separately.

(2) The company shall clearly disclose its policy for receipt, investment and utilization of Islamic donations, as mentioned in clause (xii) of regulation 100, in the financial statements and shall also disclose amount of such donations and avenues where utilized.

(3) The directors' report prepared under the Act shall also include information, pertaining to—

(i) compliance with the relevant provisions of the Act;

(ii) compliance with all the provisions and conditions of these regulations;

(iii) compliance with the all conditions provided in the license (if any); and

(iv) confirmation to the effect that prior security clearance in terms of these regulations, in respect of foreign donation, foreign member, foreign director and foreign chief executive officer, if any, has been obtained.

105. [51]**[….]**

[51] *Omitted Regulation 105 vide S.R.O. 601(I)/2025 dated 11th April, 2025. The omitted clause was read as under:*

"The company shall submit to the Commission a monthly statement of amount received from local and foreign sources equivalent to or in excess of five million rupees on the following format duly signed by an authorized officer of the company–

Details of Funding for the month of _____						
				Amount Received		

[52][106. Approval of foreign directors/members shall only be granted upon receipt of prior security clearance from Ministry of Interior.]

CHAPTER VIII

FURTHER ISSUE OF SHARES BY UNLISTED COMPANIES

107. This chapter shall apply to unlisted companies issuing further capital by way of:

(i) right shares;
(ii) other than right shares;
(iii) bonus shares;
(iv) employee stock option schemes; and
(v) shares with different rights including preference shares.

Explanation:- *For the purposes of these regulations the term "unlisted companies" includes all companies other than listed & foreign companies.*

108. Conditions for right issue.–(1) Subject to requirements of section 83 of the Act, an unlisted company issuing right shares shall comply with the following general conditions, namely.

(i) The board shall approve the decision to increase share capital;
(ii) Fractional shares, if any, shall not be offered and all fractions less than a share shall be consolidated and disposed of by the company and the proceeds from such

				In Foreign Currency, if applicable		*In Pakistan currency*		
S. No	*Donor Name*	*Donor Address*	*Transaction Date*	*US$ etc*	*Equivalent in Pak Rupees*	*Rupees*	*Bank & Branch Name where funds are received*	*Account Number where funds are received*

"

[52] *Substituted vide S.R.O. 601(I)/2025 dated 11th April, 2025. The substituted clause was read as under:*

"(1) The Commission shall obtain prior security clearance in accordance with policy approved by the Government in respect of foreign funding or donation or foreign promoters, foreign directors, or foreign chief executive officer of applicant seeking license under these Regulations.

(2) The Company, subsequent to grant of license, shall obtain prior security clearance through an application made to the Commission in case it intends to:

(i) Receive foreign funding or donation; or
(ii) Induct foreign member; or
(iii) Appoint foreign director or chief executive officer"

disposition shall be paid to such of the entitled shareholders as may have accepted such offer;

(iii) the decision of board shall clearly state the following: -

(a) quantum of the issue both in terms of number of shares and percentage of existing paid up capital;

(b) issue price;

(c) purpose of the issue;

(d) utilization of the proceeds of the issue;

(e) benefits and risks associated with the issue to the company and its shareholders;

(f) justification for issue of shares at premium or at discount to face value (if applicable);

(iv) where decision for the issue of bonus and right shares is made simultaneously, the resolution of the board shall specify whether such bonus shares qualify for right entitlement or not;

(v) the letter of offer accompanied with circular as specified in **Form-12** of these regulations in terms of section 83 of the Act, shall be sent to all the members along-with copy of the extract of the resolution of the board's meeting approving the right issue;

(vi) if the whole or any part of the shares offered by the issuer is declined or is not subscribed, the directors may allot such shares in such manner as they may deem fit within a period of thirty (30) days from the close of the offer or within such extended time not exceeding thirty (30) days with the approval of the Commission;

(vii) if the board of directors fail, within extended time, to allot shares the unsubscribed right issue will be extinguished;

(viii) subject to compliance with the requirement of section 82 of the Act, a company may issue right shares at a discount to face value;

(2) Right issue once announced by the board of an unlisted company shall not be varied, postponed, withdrawn or cancelled except that it will stand extinguished in case it is not completed within the timeline and manner specified with in these regulations.

109. Conditions for bonus issue. - (1) Subject to requirements of sub-section (d)(i) of section 70 of the Act, an unlisted company may issue bonus shares subject to the condition that the issue of bonus shares is approved by the board.

(2) The decision of the board to issue bonus shares, once announced, shall not be varied, postponed, withdrawn or cancelled.

110. Conditions for issue of shares by way of other than right offer. - (1) A public unlisted company may issue further shares, by way of other than right, under sub-section (1) of section 83 of the Act subject to the following general conditions, namely. –

(i) the issue is proposed and approved by the board;

(ii) the proposal of the Board to issue shares, by way of other than right offer, to any person is subject to approval of the shareholders through special resolution. Provided that a public unlisted company shall also seek approval of the Commission for issuance of such shares.

(iii) the proposal by the board referred in clause (ii) above, shall clearly state as follows: -

(a) quantum of the issue both in terms of the number of shares and percentage of existing paid up capital;

(b) issue price per share and justification for the same;

(c) consideration against which shares are proposed to be issued i.e. cash or otherwise than in cash;

(d) name of person(s), their brief profile, existing shareholding, if any, in the company, to whom the shares are proposed to be issued;

(e) purpose and justification of the issue by way of other than right;

(f) benefits of the issue to the company and its members;

(g) breakup value per share as per the latest available audited accounts;

(h) consent of the person(s) to whom the shares are to be issued is(are) obtained;

(i) the proposed new shares shall rank pari passu in all respects with the existing ordinary shares of the company. In case the proposed new shares are different from the issued ordinary shares in any respect, then the board's decision must state the differences in detail;

(j) where shares are proposed to be issued for consideration otherwise than in cash, the value of non-cash assets or services or intangible assets shall be determined by a valuer subject to the compliance of the requirements of these regulations.

(iv) The company shall invite claims, if any, on the non-cash assets through advertisement in the widely circulated newspaper both English and Urdu language clearly mentioning the fact that-

(a) after issuance of shares the title of the assets will be transferred in the name of the issuer;

(b) and claims must be submitted to the statutory auditors (insert name, address & contact details) within seven (7) days of the date of advertisement.

(v) The company shall intimate the Commission, at the time of seeking approval, confirming details of claims received and settled as referred in sub-clause (iv) verified through its statutory auditor along with an affidavit that the information is correct to the best of their knowledge;

(vi) Non-cash assets shall be transferred in the name of company within sixty (60) days of the date of approval by the Commission or within such extended time as deemed appropriate with the approval of the Commission;

(vii) the person(s) to whom shares are being issued shall not have overdues or defaults irrespective of the amount appearing in the report obtained from Credit Information Bureau.

(2) A private company may issue further shares, by way of other than right, under sub-clause (c) of sub-section (1) of section 83 of the Act, either for cash or for consideration otherwise than in cash on such conditions and requirements as notified by the commission from time to time.

111. Conditions for issuance of shares with different rights. – (1) An unlisted company may issue shares with differential rights under section 58 of the Act subject to compliance with the following conditions, namely: -

(i) the issue of shares with different rights is recommended by the board through resolution;

(ii) the decision of the board shall, in addition to particulars required under clauses (a) to (f) of regulation 108 (1)(iii), state the following-

(a) description of different kind of shares such as ordinary shares and preference shares;

(b) description of different rights such as different class in each kind, rights and privileges attached to each class or kind of capital;

(c) whether the shares are being issued as right or other than right;

(d) whether the holders of such shares shall be entitled to participate in profits or surplus funds of the company;

(e) whether the holders of such shares shall be entitled to participate in surplus assets and profits of the company on its winding-up which may remain after the ordinary shareholders has been repaid;

(f) whether payment of dividend on preference shares is on cumulative or non-cumulative basis;

(g) in case the shares being issued are convertible into ordinary shares, then mode, mechanism and manner of such conversion;

(h) rights of holders of preference shares regarding dividend, participation in general meetings and voting therein before and after conversion of preference shares into ordinary shares;

(i) in case the shares are partially or wholly redeemable, then mode and manner of redemption;

(j) any other feature as deem appropriate by the board.

(iii) the issue of shares is authorized by a special resolution;

(iv) an unlisted company shall comply with applicable requirements as provided in Regulation 110 for issuance of such shares offered by way of other than right and in case of public companies, shall also seek approval of the Commission; If such shares are being offered by way of Right, then the issuing company shall comply with the requirement as specified in Regulation 108.

(v) the company shall not amend, alter, vary or reassess the terms and conditions of such issue without approval of the holders of such shares carrying differential rights;

(vi) in case a company performs an act which is contradictory to the provision to clause (v) above, the Commission may:

(a) direct such company to redeem the entire issue with immediate effect and make full compensation along with interest accrued therein, if any; or

(b) direct such company to convert the entire issue into ordinary shares with immediate effect; or

(c) give direction as deemed appropriate by the Commission through an order after providing the company an opportunity of hearing.

(2) Notwithstanding the requirements of sub-regulation (1), an unlisted company may convert its ordinary shares into preference shares or convert its shares (of a particular kind) from one class to another, on the basis of a special resolution:

Provided that the rights of holders of such converted shares are provided for in the articles of association of a company:

Provided further that a share that is not a redeemable preference share when issued cannot afterwards be converted into redeemable preference share.

(3) The different rights and privileges in relation to different kinds and classes of shares shall be specified in the articles of association of the company.

112. Condition for issue of Employee Stock Option Scheme. - (1) An unlisted company may issue shares to employees pursuant to a scheme under section 83-A of the Act subject to the following conditions-

(i) the articles of association of the company expressly provides and authorizes the offer of scheme;

(ii) the board shall form a compensation committee for administration and superintendence of the scheme provided that the chairman of the compensation committee, in case of public sector companies, shall be an independent director and in case of any other company, shall be the chief executive or any director or officer authorized by the board;

(iii) board shall consider and resolve to offer the scheme;

(iv) the aforesaid decision of the board shall provide information required under sub-clauses (a) to (e) of clause (iii) of sub-regulation (1) of regulation 110, as applicable;

(v) the offer of scheme is authorized by a special resolution;

Provided that separate special resolution shall be required for the following, where a scheme provides so:-

(a) grant of option to employees of a subsidiary or holding company; and

(b) grant of option to identified employees, during any one year, equal to or exceeding one per cent of the issued capital (excluding outstanding conversions) of the company at the time of grant of option;

Provided further that agenda of the EOGM should explicitly provide details of any litigation or legal proceedings in the context of the current or previous ESOS along with management's stance;

Provided further that ESOS by the issuer has to be announced within six months of passing of special resolution, and in case of failure to do so, fresh resolution will be required.

(vi) In case shares are to be issued at discount to the face value, the company shall also obtain approval of shareholders and the Commission under section 82 of the Act;

(vii) the company and compensation committee shall ensure that its directors and employees in senior management shall not participate in the deliberation or discussion of their own allocation of options under the scheme;

(viii) a company shall not vary the terms of a scheme in any manner which may be detrimental to the interests of its employees:

Provided that a company may by special resolution in a general meeting vary the terms of a scheme offered pursuant to an earlier resolution but not yet exercised by its employees provided that such variation is not prejudicial to the interests of the option holders.

(2) There shall be a minimum period of one year between the grant of option and vesting of option.

(3) Where options are granted by a company under its scheme in lieu of options held by the same person under a scheme in another company, which has merged or amalgamated with the first mentioned company, the period during which the options granted by the merging or amalgamating company were held by him shall be adjusted against the minimum vesting period required under these regulations.

(4) A company shall have the freedom to specify the lock-in period for the shares issued pursuant to an exercise of option.

(5) An employee shall not have the right to receive any dividend or to vote or be entitled to rights of members in respect of option granted to him, till shares are issued to such employee on exercise of option.

(6) In case of failure to exercise the option, the options granted shall lapse and such lapsed options may be granted to other employees within a period of thirty (30) days from the date of lapse.

(7) An option granted to an employee shall not be transferable to any other person except to an entitled employee of the company:

Provided that:

(i) in the event of death of an employee while in employment of a company, all options granted to him till the date of his death shall vest in his legal heirs or nominees;

(ii) in case an employee suffers a permanent incapacity while in employment of a company, all options granted to him, as on the date of permanent incapacitation, shall vest in him on that day;

(iii) in the event of resignation or termination of service of an employee, all options not vested as on that day shall expire. Provided, the employee shall, subject to the terms and conditions of the scheme, may be entitled to retain all the vested options.

(8) An option granted to an employee shall not be pledged, hypothecated, mortgaged or otherwise alienated in any other manner.

(9) Entitlement pool is capped at 10% of the enhanced paid capital of the company in a year; and 25% of the enhanced paid up capital of the company at any point in time.

Explanation: - For the purpose of this regulation, "Entitlement Pool" means number of shares that can be issued under an employee stock option scheme determined by the compensation committee and approved by the shareholders through special resolution.

(10) An unlisted company may raise its capital through issuance of employee stock option scheme with the approval of the shareholders through special resolution passed in the general meeting.

113. Registered Valuers. (1) Where valuation is required in respect of any property, stocks, shares, debentures, securities or goodwill or any other assets or net worth of a company or its liabilities under the provisions of this Act, the following persons shall be eligible to conduct the requisite valuation:

(a) Consulting Engineers registered with Pakistan Engineering Council;

(b) Practicing chartered accountants having satisfactory Quality Control Review awarded by the Institute of Chartered Accountants of Pakistan; and

(c) Any other person as notified by the Commission.

(2) The valuers eligible under sub-regulation (1) shall also be deemed to be registered with the Commission and shall be entitled to conduct valuation as required under the Act, subject to fulfillment of the requirements of regulations 113 and 114.

(3) All such valuers shall continue to be regulated, administered and monitored by the entities in which they are originally registered, and shall comply with all relevant rules, regulations, instructions etc. of such entities in addition to requirements of the Act.

Explanation: *Regulations 113 to 115 shall not be applicable on valuers engaged in valuation of banking transactions, and such valuers shall continue to be regulated under the applicable laws.*

114. Qualification and Experience for Valuation. - (1) Following valuers who are independent shall be eligible to conduct valuation: -

(a) in respect of movable property *i.e.* plant and machinery, immovable property *i.e.* land, building etc., and natural resources & exploration thereof, by a valuer registered with the Pakistan Engineering Council as a Consulting Engineer;

(b) in respect of stocks, shares, debentures, securities, net worth of a company or an undertaking, goodwill and other intangible assets, services, and liabilities, by a valuer who is a practicing-chartered accountant having satisfactory Quality Control Review awarded by the Institute of Chartered Accountants of Pakistan; and;

(c) in respect of value of all other assets, not covered in clauses (a) and (b), by a valuer registered with the Pakistan Engineering Council as a consulting engineer having experience as a valuer of at least five years in the relevant field:

Explanation: *To maintain independence and impartiality and to ensure true and fair valuation, the valuer shall not undertake valuation of any assets in which he has a direct or indirect interest or becomes so interested at any time before submission of the report.*

(2) The valuation shall not be older than six months, or such other time period as may be notified by the Commission, from the date of allotment pursuant to section 70 of the Act in case of a private company and from the date of submission of application to the Commission in case of a public unlisted company seeking approval of the Commission pursuant to section 83(1)(b).

(3) The relevant entity or agency, on its own motion or on the reference by the Commission, may initiate necessary action against the abovementioned eligible valuers for any misconduct or failure to perform professional duties in accordance with its rules and regulations, and may cancel the registration of such a valuer.

(4) Upon cancellation under sub-regulation (3), such valuer shall be deemed as deregistered and shall not be eligible to conduct any valuation for the purposes of the Act.

115. Contents of valuation report.- (1) In case the shares of an unlisted company are being issued against properties, building, Plant, equipment, machinery etc. separate valuation of each asset is required and such valuation report shall provide necessary information including but not limited to the following:-

(i) affidavit/undertaking from the valuer about title verification, physical existence of the asset and that the title of the property or consideration is free from all types of encumbrances;

(ii) in case of land & building; purchase date, location, particulars of existing owner, fresh *Fard* or any other legal document constituting the title or evidencing transfer of ownership in the name of the issuing company, basis of valuation; present market value etc.

(iii) in case of plant, equipment, machinery; purchase date, location, initial useful life, remaining useful life, basis of valuation, present market value of the asset etc.

(iv) in case shares are being issued against intangible assets and services, the methodology used and justification for the same, present value etc.

116. General conditions. - (1) The board shall not decide or recommend increase in capital by way of further issue of shares, beyond the authorized capital as stipulated in the memorandum and articles of association of the company or where resolution to give effect to such increase is passed by the members or to be passed by the members before any such increase.

(2) In case share capital of a company has different classes or kinds having different rights and privileges, this fact shall be distinctly mentioned in the letter of offer in case of right issue and the difference in the rights and privileges of each class of share capital shall be clearly stated in directors' report to members.

CHAPTER IX

UNLISTED COMPANIES (BUY-BACK OF SHARES)

117. This chapter shall be applicable to buy-back of shares of unlisted companies in pursuance of section 88 of the Companies Act, 2017 (XIX of 2017).

118. Eligibility Requirements for the Purchase. -Subject to section 88 of the Act, a public unlisted or a private company, fulfills the following conditions: -

(a) it has distributable profits or reserves for the purpose of purchase of its own shares:

Provided that a startup company may also use other resources for purchase of its own shares subject to the condition that it remains solvent;

Provided further that if the purchasing company is engaged in any business activity which is subject to license or approval by the Commission, it has obtained permission from the relevant department in respect of the purchase;

(b) it has obtained approval of its members for purchase through special resolution;

(c) the purchase is recommended by the board through resolution and the board of directors has undertaken through a resolution that the funds specified for the purchase are available with the purchasing company and after the purchase, the purchasing company is capable of meeting all its financial obligations on time during the period up to the end of the immediately succeeding twelve months;

(d) the secured creditors of the company have no objection to the proposed purchase of shares by the purchasing company;

(e) the board of directors of a purchasing company shall not propose or recommend a

purchase in any of the following circumstances namely: -

(i) its winding up proceedings have commenced;
(ii) a scheme of arrangement, compromise, reconstruction, merger or demerger is approved by the board of directors unless the purchase is a part of such arrangement, compromise, reconstruction, merger or demerger; and
(iii) it is not compliant with the provisions of the Act, rules and regulations framed thereunder.

119. Procedure for Purchase- (1) The board of directors of the purchasing company shall recommend and approve the purchase of shares specifying the number of shares proposed to be purchased, purpose of the purchase i.e. cancellation of shares, purchase price, period within which the purchase shall be made, source of funds, justification for the purchase and effect on the financial position of the company.

(2) The general meeting in which the special resolution is to be passed shall be held not later than forty-five days of the date of the meeting of the board of directors in which the purchase is approved.

(3) The notice of the general meeting shall be accompanied by the statement specifying at least such information as contained in sub-regulation (1) along-with a declaration as per format appended with the annexure to these regulations, signed by at least two directors, one of whom may be chief executive, on behalf of the board of directors, to the effect that the board has made full enquiry into the affairs of the company and have concluded that the company is capable of meeting its liabilities and will not be rendered insolvent for twelve months from the date of declaration adopted by the board.

(4) Within three days of passing of the special resolution, the purchasing company shall dispatch the offer letter to all the existing members of the company signed by at least two directors and in case of Single Member Company, by the sole director, limiting a time of not less than seven days from the date of the offer, through registered mail or courier or electronic mode of communication:

Provided that if the offer is not accepted within the specified time period, the offer shall be deemed to be declined.

(5) The offer for purchase of shares made to members of the purchasing company shall be in proportion to the existing shares already held by them:

Provided that if all the members entitled to attend and vote at any meeting convened to approve purchase of shares so agree, a resolution may be proposed and passed unanimously for purchase of shares on non-proportionate basis.

(6) The members shall submit acceptance or decline letter as the case may be, to the purchasing company and in case of acceptance, shall also surrender physical share certificates and/or

authorization for shares held in book entry form subject to the procedure specified under the relevant law, rules or regulations, within time period as provided in offer letter.

(7) The payment for accepted shares shall be made by the purchasing company through banking channel not later than ten days of the close of the offer.

(8) If the whole or any part of the shares offered is declined by any member, the directors shall offer such shares within a period of seven days from the close of the offer, to other members of the company in proportion to the existing shares already held by them.

120. Cancellation of the Purchased Shares and Procedure. – Subject to 2nd proviso to sub-section (2) of section 88 of the Act, all shares that have been purchased shall be deemed to be cancelled immediately after completion of the purchase, in the following manner:

(a) where the shares purchased are in physical form, these shall be marked as cancelled within seven days of the completion of purchase;

(b) where the shares purchased are in book entry form, it shall follow the procedure prescribed by the central depository for cancellation of such shares.

121. Obligations of the Purchasing Company. – (1) The purchasing company shall, -

(a) send the notice of general meeting along with the relevant information and documents to all the members of the company;

(b) dispatch letter of offer as referred to in regulation 119 to the members;

(c) make payment for purchase of shares in cash through banking channel which shall be out of the distributable profits or reserves specifically maintained for the purpose;

(d) mark physical shares as cancelled and ensure that for shares in book entry form prescribed procedure for cancellation is duly followed;

(e) file with the registrar the relevant special resolution within fifteen days of the date of the special resolution;

(f) file with the Registrar, Final Return on the format as per **Form-27** to these regulations along with statement of compliance by all the directors including chief executive as per **Appendix-I to Form-27** within fifteen (15) days of the completion of the process of purchase.

(2) The purchasing company shall not,-

(a) apply for voluntary winding up within a period of twelve months of the close of the purchase period;

(b) make a purchase before the expiry of six months from the last date of subscription by shareholders in respect of any further issue of capital;

(c) be ipso facto converted into another kind of company after the purchase of shares in case number of members of the purchasing company is reduced below the minimum prescribed number for that kind of company:

Provided that the purchasing company shall follow all the requirements prescribed for conversion of status of the company under the relevant laws;

(d) purchase its own shares if, as a result of the purchase, there would no longer be any member of the company holding shares.

122. Power to give directions: - The Commission shall have the powers to issue directions to the purchasing company, any of its directors, officers, or any other person under section 510 of the Act to carry out the purposes of the Act and these regulations including but not limited to-

(i) stopping the purchasing company at any stage from making the purchase or sale, as applicable;

(ii) do or desist from doing such acts as the Commission may determine; and;

(iii) carry out such steps as are necessary to rectify the situation.

CHAPTER X

REGISTRATION OF INTERMEDIARY

123. No person to operate without registration.- No individual or firm or a limited liability partnership or a company shall function as an intermediary for providing services in terms of section 455 of the Act, unless it is registered with the Commission.

124. Eligibility requirements for registration. - An individual or firm or a limited liability partnership or a company may apply to the Commission for registration as an intermediary for providing services in terms of section 455 of the Act, if the applicant—

(i) in case of an individual—

(a) is holding valid certificate of practice from Institute of Chartered Accountants of Pakistan (ICAP); or

(b) is holding valid certificate of practice from Institute of Cost and Management Accountants of Pakistan (ICMAP); or

(c) is a practicing member of Association of Chartered Certified Accountants (ACCA), Certified Public Accountant (CPA), Certified Management

Accountant (CMA) or recognized foreign accountancy organization as notified by the Commission; or

(d) is holding LLB degree and duly licensed by the concerned Bar Council; or

(e) is holding Masters of Business Administration with specialization in Finance, Masters of Commerce and Masters of Law with at least two years of experience in handling corporate affairs; or

(f) possess any other qualification as notified by the Commission.

(ii) in case of a company or a firm or a limited liability partnership, it shall have at least one year of experience in handling corporate affairs:

Provided that where at least one director of the company or partner of the firm or limited liability partnership meet the qualification and experience mentioned in clause (i) above, no prior experience shall be required for the company or firm or limited liability partnership;

(iii) the individual, partners of the firm or limited liability partnership or employees (to whom functions of intermediary are delegated) of the company who are members of any professional institute; are compliant with the Continuous Learning requirements outlined by the relevant institute/body;

(iv) has a National Tax Number;

(v) has an established office in Pakistan with adequate physical infrastructure including telephone/mobile phone facility and a valid email address;

(vi) has information technology infrastructure complying with the following minimum requirements, in case the authorized intermediary utilizes e-services facility of the Commission:

(a) a minimum of two computers/laptops in case of an individual and three computers/laptops in case of a firm or limited liability partnership or company having compatibility with the e-services system of the Commission;

(b) broadband internet /IP connectivity;

(c) dependable power Supply arrangements;

(d) printers and scanners; and

(e) trained staff for operating the system;

(vii) the individual or the partners of the firm or limited liability partnership or the directors of the company, have not been undischarged insolvents;

(viii) the individual or the partners of the firm or limited liability partnership or the directors of the company have not been convicted by a court of law for an offence involving moral turpitude; and

(ix) the individual or the partners of the firm or limited liability partnership or the directors of the company have not been convicted of any offence under the Pakistan Penal Code.

Provided that an individual or firm registered as an intermediary under these regulations shall convert itself into a company or limited liability partnership within such time as may be notified by the Commission.

125. Application procedure for registration.–(1) An application for registration as an intermediary shall be made to the Commission on specified format **App-5** along with non-refundable fee as specified in Seventh Schedule to the Act and requisite documents.

(2) The Commission, while considering the application for registration may require the applicant to furnish such other information or clarification as it deems appropriate.

(3) Any subsequent change in the information provided to the Commission at the time of filing of application under sub-regulation (1) shall be intimated to the Commission within a period of seven (7) days from the date of such change on specified format **App-5**.

126. Grant of certificate of registration.–(1) The Commission on being satisfied that the applicant is eligible for registration may grant a certificate of registration to the applicant as per **Annexure-O** subject to such additional conditions as it may deem fit to impose as well as such other conditions as may be subsequently imposed by the Commission.

(2) The certificate of registration shall be limited to the authorization for filing of documents with the Commission or the registrar concerned and shall not be regarded as conferring a license on the intermediary or as providing any recognition of any qualification of the intermediary.

(3) The certificate of registration shall remain valid for a period of three years from the date of registration unless it is cancelled earlier by the Commission, based on the grounds provided under regulation 124.

127. Renewal of registration.–(1) A registered intermediary shall, one month prior to the date of expiry of its registration, apply to the Commission as per specified application **App-5** for renewal of registration along with a non-refundable fee as specified in Seventh Schedule to the Act**.**

(2) The Commission upon being satisfied, after making such inquiry and obtaining such further information as it may consider necessary that the applicant is eligible for renewal of registration may grant a certificate of renewal of registration to the applicant as per **Annexure-P** subject to such additional conditions as it may deem fit to impose:

Provided that till such time the registration is renewed, the existing registration shall be deemed valid for the purposes of these regulations unless the registered intermediary failed to

apply as specified in sub-regulation (1) above and fulfill all the requirements to the satisfaction of the Commission for the renewal of registration.

Provided further that if the registered intermediary fails to apply within the specified time period and fails to fulfill all the requirements to the satisfaction of the Commission, its registration shall stand cancelled in accordance with the regulation 129 and the Commission may initiate further proceedings to give effect to cancellation.

128. Refusal of renewal.–(1) The Commission may refuse the registration/renewal of registration on any grounds as mentioned below:

(i) the applicant fails to meet the eligibility requirements mentioned in regulation 124;

(ii) the quality of services rendered by the applicant, in the opinion of the Commission, are unsatisfactory;

(iii) the companies have filed written complaints against the applicant;

(iv) any other ground as deemed appropriate by the Commission:

Provided that the Commission shall afford an opportunity of hearing before refusal of registration.

129. Cancellation of registration.–(1) The Commission may, after providing an opportuning of hearing, cancel the registration of an intermediary through an Order in writing if—

(i) the intermediary has provided false, incomplete or misleading documents or representation without authorization;

(ii) the intermediary is found guilty of negligence, default, breach of duty or breach of trust;

(iii) the intermediary fails to commence activity within twelve months of grant of certificate of registration;

(iv) the intermediary fails to apply for registration as required in regulation 130 or renewal of registration within time as specified in sub-regulation (1) of regulation 127; or

(v) any reasonable ground as deemed appropriate by Commission.

(2) The intermediary shall be personally held responsible for the liabilities and obligations arising out of any such act leading to cancellation of registration and shall not be eligible for re-registration for a period of up to five years.

(3) Where proceedings for cancellation of registration have been initiated, the intermediary shall not be permitted to submit any document on behalf of the company or promoters

of a proposed company or foreign company, as the case may be, and they shall make alternate arrangement in this regard.

130. Application in case of change in partners of a firm or limited liability partnership or directors of a company.– In case there is a change in the partners of the firm or limited liability partnership or directors of the company, they shall file application containing information only to the extent of new partners or directors within seven days of such change as per regulation 125 above subject to fulfilment of eligibility criteria specified in regulation 124.

131. Appointment of authorized intermediary.–(1) The promoters of the proposed company or the company with the approval of its board of directors or the foreign company with the approval of principal officer, as the case may be, shall appoint only one registered intermediary to act as an authorized intermediary for filing of documents required under the Act on its behalf:

Provided that in case proceedings for cancellation of registration of authorized intermediary have been initiated by the Commission, the company or the promoters of the proposed company or the foreign company, as the case may be, may appoint another registered intermediary to act as an authorized intermediary.

Provided that the authorized intermediary shall authorize only one employee or partner or director, as the case may be, to sign documents on behalf of a company or promoters of proposed company or foreign company, as the case may be.

(2) The promoters of the proposed company or the company or the foreign company, as the case may be, shall enter into a written agreement with the authorized intermediary which shall set out in sufficient details the rights, obligations and liabilities of each party to the agreement and shall cover, at minimum the following aspects:

(i) Names of promoters and their CNIC/name of company and its registration number, name of authorized intermediary, its registration number and validity of certificate of registration;

(ii) scope of services to be provided by the authorized intermediary;

(iii) mechanism of filing of documents required under the Act;

(iv) rights, obligations and liabilities of each party;

(v) terms of agreement and provision of renewal, if any;

(vi) conditions, under which the agreement may be altered, terminated and implications thereof:

(a) Voluntary/mandatory termination by the company/foreign company;

(b) Voluntary/mandatory termination by the authorized intermediary;

(c) Mandatory termination in case of cancellation or expiry of certificate of registration of authorized intermediary;

(vii) nature, quantum and manner of fees and charges for which the authorized intermediary renders services;

(viii) authorization for filing and signing of documents on behalf of the company/promoters of proposed company/foreign company;

(ix) in case the intermediary is a firm, limited liability partnership or company, the details of director, partner or employee of the authorized intermediary to whom the functions are delegated;

(x) *confidentiality* obligations or protection of information by the authorized intermediary;

(xi) governing law/jurisdiction, which governs the agreement.

(3) The agreement shall be kept by the company or foreign company in its record for inspection by auditors and the Commission. The Commission may at any time demand to furnish copy of the agreements.

132. Fit and Proper criteria for employees of authorized intermediary.–The authorized intermediary shall ensure that the employees to whom it has delegated its functions shall meet the eligibility requirements mentioned in clause (i), (vii), (viii) and (ix) of sub-regulation (1) of regulation 124:

Provided that the individual authorized intermediary shall not delegate any of its functions.

133. Removal of authorized intermediary.–The authorized intermediary may be removed on termination of agreement referred in clause (vi) of sub-regulation (2) of regulation 131 by the company with the approval of board or foreign company with the approval of principal officer.

134. Notice to the registrar.–(1) The company or promoters of a proposed company or the foreign company, as the case may be, shall give notice to the registrar along with filing fee as specified in Seventh Schedule to the Act within seven days of appointment of the authorized intermediary or before filing of first document through authorized intermediary whichever is earlier. The said notice to be given to registrar shall include the necessary information including but not limited to registration number of intermediary, name of intermediary, effective date of filing of documents on behalf of company, name and CNIC of employee or partner or director (as the case may be) authorized by intermediary to sign documents on behalf of company or promoters of the proposed company or foreign company along-with specimen signature, etc.

Provided further that any change of intermediary or the employee or partner or director of the intermediary, authorized to sign documents shall also be notified by the company or the foreign company, as the case may be, to the registrar containing necessary information as provided in sub-

regulation (1) of this regulation along with filing fee as specified in Seventh Schedule to the Act within seven days of change or filing of first document through person authorized to sign the document on their behalf, whichever is earlier.

(2) The company or the foreign company, as the case may be, shall give notice to the registrar along with filing fee as specified in Seventh Schedule to the Act within seven days of removal of authorized intermediary. The company or the foreign company, as the case may be, shall ensure that no document is filed on its behalf by the authorized intermediary till notice is given to the registrar in this regard.

135. Maintenance of record by the Commission.–The Commission shall maintain a register of registered intermediaries as per **Register R-7**.

136. Conduct of intermediaries.–(1) The authorized intermediary and its employees to whom it has delegated the function shall—

(i) act with due care, skill and diligence in carrying out their duties and responsibilities;

(ii) ensure that the documents filed on behalf of company or promoters of a company or foreign company complies with the requirements of the Act and other applicable laws;

(iii) ensure that while acting as company formation agent or providing other services, their clients are not involved in any type of suspicious activities or transactions implying money laundering or terrorist financing activities in line with the relevant Financial Action Task Force (FATF) recommendations;

(iv) ensure that the client is not placed on the United Nations Security Council (UNSC) list of designated persons or entities linked to terrorist financing or against whom a ban, sanction or embargo subsists, as available on its website;

(v) ensure that proper record of documents filed on behalf of company or promoters of the proposed company or foreign company is maintained;

(vi) ensure confidentiality of documents and information filed on behalf of the company or promoters of the proposed company or foreign company; and

(vii) maintain the record of agreement between the company or promoters of the proposed company or foreign company and the authorized intermediary and any changes therein.

(2) The authorized intermediary shall be responsible for the acts and omissions of all employees to whom it has delegated its functions as an authorized intermediary.

(3) The registered intermediary shall ensure compliance with the Continuous Professional Development Course on an annual basis as notified by the Commission.

(4) The Commission or the registrar, as the case may be, may call upon the registered intermediary through a written notice to furnish such information or explanation in writing, or such document, within such time, as may be specified in the notice. On receipt of the notice, the registered intermediary shall furnish such information, explanation or documents as required.

(5) The registered intermediary shall comply with the directions and instruction, issued from time to time, by the Commission or registrar, failing which penal action may be initiated.

137. Conduct of company, promoters and foreign company.–(1) The company or promoters of a proposed company or a foreign company shall ensure that the documents are filed by the authorized intermediary on their behalf with their prior knowledge and consent.

(2) The company or promoters of the proposed company or foreign company shall be responsible for the acts and omissions on part of authorized intermediary regarding filing of documents under the Act.

CHAPTER XI

REGISTRATION OF COMPANIES AS A GROUP AND RELATED MATTERS

138. Application for registration as a Group. - A company which is desirous of forming a group with its subsidiary companies shall furnish an application for registration as a Group as per format **App-6** to the Commission along with the following documents namely-

(i) statement showing details of the holding company and its subsidiaries, their sponsors, directors and pattern of shareholding in the form attached as **Appendix-A to App-6**;

(ii) affidavit by the directors of the holding company in the form attached as **Appendix-B to App-6**;

(iii) resolution of the board of directors of the holding company and its subsidiaries for formation of a Group;

(iv) original challan or other evidence of payment of fee specified in Seventh Schedule to the Act (not applicable in case of online filing); and

(v) any other information required by the Commission.

Explanation. - Group for the purpose of this chapter means a holding company and its subsidiaries registered with the Commission under regulation 139 of these Regulations.

139. Registration of a Group. - Where the Commission is satisfied with the application made under regulation 138, it may register the holding company and its subsidiary companies as a Group as per **Annexure-Q-1**.

140. Alteration of composition of a Group. – (1) Where the composition of a Group changes, the holding company shall inform the Commission immediately by making an application as per format **App-6** for altering the details of registration granted in **Annexure-Q-1** and submit the following documents to the Commission-

(i) a revised statement showing details of the holding company and its subsidiaries, their sponsors, directors and pattern of shareholding in the form as **Appendix-A** to **App-6**;

(ii) original certificate of registration of a group or certificate of change in the composition of a group;

(iii) affidavit by the directors of the holding company in the form attached as **Appendix-B to App-6**;

(iv) original challan or other evidence of payment of fee specified in Seventh Schedule to the Act (not applicable in case of online filing); and

(v) any other information required by the Commission.

(2) The Commission shall, upon receipt of application and documents under sub-regulation (1), alter its record and issue a certificate of change in the composition of a Group in **Annexure-Q-2**.

(3) Where the holding company does not inform the Commission of the change in the composition of the Group, the Commission shall, after imposing a penalty on the holding company under regulation 147, change the composition of the Group and issue a certificate of change in the composition of a Group in **Annexure-Q-2**.

141. Cancellation of registration of a Group.-(1) The registration granted to a Group may be cancelled by the Commission if any company within the Group fails to comply with the requirements of these regulations or any direction given by the Commission:

Provided that the Commission shall provide the holding company an opportunity of hearing before cancellation of registration of a Group.

(2) The holding company may apply to the Commission for cancellation of its registration by stating the reasons for the request and the Commission, if satisfied with the reasons given by the holding company, may, through an order in writing, cancel the registration of the Group.

142. Obligations of the holding company within a Group. - The holding company shall ensure that,-

(i) the Group companies are in compliance with the requirements of the Code of Corporate Governance, wherever applicable;

(ii) the Group is in compliance with the requirements of International Accounting Standards and International Financial Reporting Standards, as applicable in Pakistan;

(iii) transactions by any company within the Group with its associated companies and associated undertakings are carried out and recorded on an arm's length basis; and

(iv) any other requirements specified by the Commission are complied with.

143. Application for designation as a Group.- (1) The holding company within a Group may apply to the Commission as per **App-6** for designation of the companies within the Group for the purpose of availing tax relief under sections 59AA and 59B of the Income Tax Ordinance, 2001.

(2) The holding company applying for designation of the companies within the Group shall, along with the application required under sub-regulation (1), provide the Commission,-

(i) in the case of a designation letter for Group taxation where the holding company has 100% owned subsidiaries,-

(a) a copy of the certificate of registration as a Group:

(b) a copy of the certificate of change in the composition of the Group, if any;

(c) the national tax numbers of the Group companies and their directors;

(d) a certificate from a firm of Chartered Accountants that the Group is in compliance with the requirements of these Regulations; and

(e) any other document or record which the Commission deems appropriate;

(ii) in the case of a designation letter for Group Relief,-

(a) a copy of the certificate of registration as a Group;

(b) a copy of the certificate of change in the composition of the Group, if any;

(c) the national tax numbers of the Group companies and their directors;

(d) evidence that there is ownership of the share capital of the subsidiary companies to the extent of 55% in the case of a listed company and 75% in the case of other companies;

(e) approval of the board of directors of the Group companies to the surrendering and claiming of loss;

(f) a certificate from a firm of Chartered Accountants that the Group is in compliance with the requirements of these Regulations; and

(g) any other document or record which the Commission deems appropriate.

(3) The Commission shall on being satisfied that,-

(i) the Group is in compliance with these Regulations;

(ii) all companies within the Group are locally incorporated; and

(iii) the accounting period of the companies within the Group is the same;

issue a designation letter for Group taxation as per **Annexure-R-1** or Group relief as per **Annexure-R-2**, as the case may be.

(4) Where the Commission has issued a designation letter to a Group and it subsequently cancels the registration of a Group or issues a certificate of change in the composition of the Group, the Commission shall immediately inform the tax authorities of such action.

CHAPTER XII

EASY EXIT OF A DEFUNCT COMPANY

144. Applicability of this chapter.–(1) This chapter shall apply to defunct private and public non-listed companies including associations not for profit licensed under section 42 of the Companies Act, 2017, which are not carrying on business and are not in operation and desirous to strike their names off the register of companies in terms of section 426 of the Act but shall not apply to the following companies—

(i) subsidiaries of listed companies;

(ii) foreign companies;

(iii) trade organizations licensed under the Trade Organization Act, 2013, (II of 2013);

(iv) companies which have liabilities outstanding in relation to any loan obtained from the banks or financial institutions, taxes, utility charges, or any obligations towards government departments or private parties;

(v) companies against which investigations, enquiries or inspections are either pending or are in the process of initiation or any matter/prosecution is pending before the court or any other competent authority/forum;

(vi) companies having dispute regarding management or shareholding;

(vii) companies found involved in illegalities or fraudulent activities;

(viii) housing and real estate development or real estate marketing companies; and

(ix) companies involved in soliciting public deposits and repayment thereof or delivery of promised goods or services there against is yet not completed.

Explanation.—"defunct company" includes a company which, -

(i) has no known assets and liabilities; and

(ii) is not carrying on any business and is not in operation;

145. Application procedure for striking off.–(1) Where a defunct company desirous to strike its name off the register of companies, may file with the concerned registrar an application on specified format **App-4** along with the following documents-

(i) copy of members' resolution as specified on Appendix-A to the application **App-4**;

(ii) copy of the minutes of meeting specifically containing the view point of the dissenting member, if any;

(iii) a declaration/indemnity on Appendix-B to the application **App-4** by at least three fourth majority of the directors including chief executive of the company, duly verified by an affidavit administered before the Class I Magistrate or Oath Commissioner/Notary public; and

(iv) auditors' certificate, from a person not disqualified to act as an auditor of the company under the Act, on the format given in the Appendix-C to the application **App-4**:

Provided that the public company and its subsidiary, and private company having paid up capital of three million rupees or more shall furnish the certificate from a chartered accountant within the meaning of Chartered Accountants Ordinance, 1961(X of 1961).

(2) Where an application received under sub-regulation (1), is made by a company formed or operating under any licensing regime, or which has been granted approval, registration or enrolment by any authority or entity, such application shall be accompanied with no objection certificate from that respective authority or entity.

(3) Where an application received under sub-regulation (1), is made by a Public Sector Company as defined in Public Sector Companies (Corporate Governance) Rules, 2013, such application shall be accompanied with no objection certificate or approval from controlling Government, any instrumentality, or agency of Government or statutory body, as the case may be, and such further information as the Commission may deem fit.

146. Examination of Application.–(1) The registrar shall, while examining the application received under regulation 145, ensure that all the requirements of these regulations, in respect of filing the application, have been complied with.

(2) The registrar, while considering the application may require the applicant to furnish such further information or clarification as it may deem appropriate, and communicate the deficiencies, if any, contained in the application, to the applicant.

(3) The applicant shall remove the deficiencies referred to in sub-regulation (2), within thirty days from the date of communication of the same, or such an extended time as the registrar may allow:

Provided that if the applicant fails to remove the deficiencies within the specified time, the application shall be deemed to have been declined and the applicant may be informed accordingly.

(4) After examination of the application, the registrar on being satisfied, may publish a notice under sub-section (2) of section 426 of the Act, in the Official Gazette stating that at the expiration of ninety days from the date of that notice, unless cause is shown to the contrary, the name of the applicant company will be struck off the register of companies and the company will be dissolved and such notice shall also be placed on the website of the Commission for information of the general public.

(5) Where any objection or reservation is received, the registrar shall examine the same in detail to decide the application and inform the applicant, accordingly.

(6) Where no objection or reservation is received, and the registrar is satisfied that the applicant company has no known assets and liabilities, and is not carrying on any business, on the expiration of ninety days, the registrar shall strike off the name of the applicant company from the register and send notice for publication in the Official Gazette in terms of sub-section (3) of the section 426 of Act and on publication thereof the applicant company shall be dissolved.

CHAPTER XIII

MISCELLANEOUS

147. Penalty for contravention of regulations.–Whoever fails or refused to comply with, or contravenes any requirements of the regulations shall be punishable with penalty as provided under sub-section (2) of section 512 of the Act.

148. Repeal and saving.–(1) The following regulations shall, hereinafter called as repealed regulations, stand repealed from the date of notification of these regulations:

(i) The Companies (Incorporation) Regulations, 2017;

[53](ii) The Companies (General Provisions and Forms) Regulations, 2018;

[53] *Substituted vide S.R.O 459/2025 dated 26th March, 2025. The clause (ii) in sub-regulation (1) originally read as "The Companies (General Provisions and Forms) Regulations, 2018 except Sr. Nos. 16, 19, 20, 22, 23, 46 to 50 of Regulation-4, Regulation-16A, Regulations 19A (1) to 19A(4), 19A(6) & 19A(7). Moreover, Sr. No. 17 of Regulation-4 shall also be renumbered as Form-11A. "*

[54](iii) The Companies (Registration Offices) Regulations, 2018 except Regulation- 13 of Chapter III to the extent of section 426 of the Act;

(iv) The Associations with Charitable and Not for Profit Objects Regulations, 2018;

(v) The Intermediaries (Registration) Regulations, 2017;

(vi) The Group Companies Registration Regulations, 2008; and

(vii) The unlisted Companies (Buy-Back of shares) Regulations, 2023;

[55](viii) The Foreign Companies Regulations, 2018;

Provided that repeal of the repealed regulations shall not—

(i) revive anything not in force at the time at which the repeal take effect; or

(ii) affect the previous operation of the repealed regulations or anything duly done or suffered thereunder; or

(iii) affect any right, privilege, obligation or liability acquired, accrued or incurred under or in respect of the said repealed regulations; or

(iv) affect any penalty imposed, forfeiture made or punishment incurred in respect of any offence committed against or in violation of the repealed regulations; or

(v) affect any inspection, investigation, prosecution, legal proceeding or remedy in respect of any obligation, liability, penalty, forfeiture or punishment as aforesaid, and any such inspection, investigation, prosecution, legal proceedings or remedy may be made, continued or enforced and any such penalty, forfeiture or punishment may be imposed, as if these regulations has not been notified.

(2) Save as otherwise specifically provided, nothing in these regulations shall affect or deemed to affect any action taken, application received, decision or orders issued, license issued relaxation granted unless withdrawn, fee paid or accrued, resolution passed, direction given under the repealed regulations shall, if in force at the effective date of these regulations and not inconsistent with provision of these regulations, shall continue to be in force and have effect as if it were respectively taken, made, directed, passed, given, executed or issued under these regulations.

(3) After the notification of these regulations the following expressions, -

---

[54] *Substituted clause (iii) in sub-regulation 1 vide S.R.O 459/2025 dated 26th March, 2025. The clause (iii) in sub-regulation (1) originally read as "The Companies (Registration Offices) Regulations, 2018 except Regulation 8(c) of Chapter-II, Regulation-13 of Chapter III to the extent of sections 106, 109, 426 and Chapter XII of the Act, Regulations 15(2) & 16 of chapter-IV and Annexures-C, H, I & J;"*

[55] *Added clause (viii) vide S.R.O 459/2025 vide March 26th March, 2025.*

(i) "The Companies (Incorporation) Regulations, 2017";

(ii) "The Associations with Charitable and Not for Profit Objects Regulations, 2018";

(iii) "The Intermediaries (Registration) Regulations, 2017";

(iv) "The Group Companies Registration Regulations, 2008";[56] […]

(v) "The unlisted Companies (Buy-Back of shares) Regulations, 2023"

(vi) [57]The Companies (General Provisions and Forms) Regulations, 2018; and

(vii) The Foreign Companies Regulations, 2018."

and any referring regulations thereof, used in any regulations, guidelines, circulars, notifications, issued by the Commission and for the time being in force, shall be read as "Companies Regulations, 2024" along with corresponding regulations of Companies Regulations, 2024, unless the context requires otherwise.

[56] *The word "and" omitted vide S.R.O. 459/2025 dated 26th March, 2025.*

[57] *Added clause (vi) and (vii) vide S.R.O. 459/2025 dated 26th March, 2025.*

FORM-A.

Annual Return of a Company

[Pursuant to Sections 130(1), 130(2), 424(5) of the Companies Act, 2017 read with Regulations 30 & 62 of the Companies Regulations, 2024]

PART-I

(To be filled by All Companies)

(*[59]Please complete in typescript or in bold capital letter*)

1.1 CUIN ([60]*Corporate Unique Identification Number*) | | | | | | | |

1.2 Name of the Company

1.3 Fee Payment Details — 1.3.1 Challan No — 1.3.2 [61]Challan Amount

1.4 Particulars of—		Please tick the relevant box
Part-II	Annual Return of a company other than inactive company	
Part-III	Annual Return of Inactive Company	

PART-II

(To be filled by [62]a company other than inactive)

2.1 Annual General Meeting held on — dd | mm | yyyy

[58] *Substituted the header format of Forms & Application vide S.R.O. 459/2025 dated 26th March, 2025.*
[59] *Substituted the words "Please complete in bold capital letters" vide S.R.O. 459/2025 dated 26th March, 2025.*
[60] *Substituted the words "Registration Number" vide S.R.O. 459/2025 dated 26th March, 2025.*
[61] *Inserted vide S.R.O. 459/2025 dated 26th March, 2025.*
[62] *Substituted the words "An Active Company" vide S.R.O.459/2025 dated 26th March, 2025.*

2.2	Form-A made up to (applicable in case no AGM was held/concluded during the year)								

2.3	Registered office address	
[63]2.3A	Physical Address (Head Office) (if any, address should not be PO BOX address)	
2.4	Email Address	
2.5	Office Tel. No.	
2.6	Mobile No. (Preferably WhatsApp enabled number) of authorized officer: (Chief Executive/ Director/ Company Secretary/ Chief Financial Officer)	

2.7 **Authorized Share Capital ([64]applicable in case of companies having share capital)**

Classes and kinds of Shares	No. of Shares	Amount	Face Value
Ordinary Shares			

2.8 **Paid up Share Capital ([65]applicable in case of companies having share capital)**

Classes and kinds of Shares	No. of Shares	Amount	Face Value
Ordinary Shares			

[63] Inserted new serial vide S.R.O. 1355(I)/2025 dated 25th July, 2025

[64] *Substituted the words "if applicable" vide S.R.O. 459/2025 dated 26th March, 2025.*

[65] *Substituted the words "if applicable" vide S.R.O. 459/2025 dated 26th March, 2025.*

[66]2.8A

Financial Information:		
a.	Annual Turnover in Rupees (for financial year)	
b.	Number of Employees (average on monthly basis for financial year) along with gender data (number of individuals by gender)	Number of Male Employees: Number of Female Employees: Total number of Employees:
c.	Classification of Company in terms of third Schedule to the Act:	□ Public Interest Company □ Large Sized Company □ Medium Sized Company □ Small Sized Company (tick relevant classification)
d.	Business Sector/principal line of business	(mention sector)
e.	Nature of Business	□ Manufacturing □ Other than manufacturing □ both (tick relevant option)

[67]2.9 Omitted

2.10 Omitted

[66] *Inserted new serial 2.8A "Financial Information" and omitted serials 2.9 & 2.10 vide S.R.O. 1355(I)/2025 dated 25th July, 2025.*

[67] *Serial 2.9 & 2.10 Omitted vide S.R.O. 1355(I)/2025 dated 25th July, 2025.*

[68]2.9 Particulars of Officer(s) including, legal advisor(s), auditor(s) & Share Registrar

Sr. No.	Name(s)	Designation	CNIC/ NICOP / Passport No./ Registration No.	Date of issuance of CNIC	Date of expiry of CNIC	Address as per CNIC	Usual residential address (in case different than CNIC)	Gender
1.		Chief Executive						
2.		Company Secretary						
3.		Chief Financial Officer						
4.		Legal Advisor						
5.		Auditor						
6.		Any Other Officer						
7.		Share Registrar (if applicable)						

[68] *Substituted tables at serials 2.11, 2.12, and 2.13 vide S.R.O. 1355(I)/2025 dated 25th July, 2025*

2.10 **List of Directors as on the date up to which this Form is made.**

Sr. No.	Name(s)	Address as per CNIC/ NICOP/Passport	Residential Address (in case different than given in CNIC/NICOP/Passport	Gender	Nationality	CNIC No./NICOP No./ Passport No., as applicable	Date of issuance of CNIC/NICOP/Passport	Date of expiry of CNIC/NICOP/Passport	Date of appointment or election	Name of member or creditor nominating or appointing the director
1.										
2.										
3.										

2.11 **List of members/shareholders & debenture holders on the date up to which this Form is made.**

Sr. No.	Folio # (If any)	Name(s)*	Gender	Address as per CNIC/ NICOP/Passport	Usual Residential Address (if different than CNIC/NICOP/Passport)	**Nationali**	Kind & Class of share(s) (Applipcable in case of companies having share capital)	No. of shares / debentures held *(Applicable in case of companies having share capital)*	Percentage of shareholding of member *(Applicable in case of companies having share capital)*	CNIC No. for Pakistanis, or NICOP No. for Overseas Pakistanis, or Passport No. for foreigners, or Registration No. for body corporate	Date of issuance of CNIC/NICOP/Passport	Date of expiry of CNIC/NICOP/Passport
Shareholders/Members												

Debenture holders												

* *In case the member or debenture holder is holding shares or debentures on behalf of other person(s), the name of such other person(s) shall be mentioned in parentheses along with the name of the member or debenture holder.*

* *In case the member or debenture holder is holding interest or exercising voting or control rights in the company on behalf of other person(s), the name of such other person(s) shall be mentioned in parentheses along with the name of the member or debenture holder.*

2.12 **Transfer of shares/ debentures since last Form-A was made (Applicable for companies having share capital)**

[69]Sr. No.	Name(s) of Transferor	CNIC/NICOP/ Passport/Registration No. of Transferor	Name(s) of Transferee (s)	CNIC/NICOP/Passport/Registration No. of Transferee	Nationality of Transferee (s)	Correspondance of Address of Transferee(s)	Number of shares transferred	Kind & Class of Shares	Date of registration of transfer
	Shareholders								
	Debenture holders								

PART-III

(To be filled by an Inactive Company)

3.1	Correspondence Address	

[69] *Substituted vide S.R.O.459/2025 dated 26th Match, 2025.*

3.2	Contact Details	

[70]3.3 **List of Directors and members as on the date this Form is made.**

Sr. No.	Name(s)	Designation (Director and/or Shareholder)	Gender	Address as per CNIC/NICOP/ Passport	Residential Address (in case different than CNIC/NICOP/ Passport)	Nationality	No. of shares held (if any)	CNIC # for Pakistanis, or NICOP # for Overseas Pakistanis, or Passport # for foreigners	Date of issuance of CNIC / NICOP / Passport	Date of expiry of CNIC / NICOP / Passport	Date of becoming member/director	Name of member or creditor nominating/appointing the director
1.												
2.												
3.												

3.4	Confirmation about inactive status of Company	It is hereby stated and confirmed that the Company has: (i) not carried out any [71]business or operation since grant of status as an inactive company; (ii) no substantial assets or [72][…];

[70] *Substituted table at serial 3.3 vide S.R.O. 1355(I)/2025 dated 25th July, 2025*

[71] *Inserted vide S.R.O.459/2025 dated 26th Match, 2025.*

[72] *The words "or Accounting transactions" omitted vide S.R.O.459/2025 dated 26th Match, 2025.*

(iii) [73]not made any significant accounting transaction during the last two financial year.

Declaration:

3.5 I do hereby solemnly and sincerely declare that the information provided in the form and the enclosures is:

(i) true and correct to the best of my knowledge, in consonance with the record as maintained by the company and nothing has been concealed; and

(ii) hereby reported after complying with and fulfilling all requirements under the relevant provisions of law, rules, regulations, directives, circulars and notifications whichever is applicable.

3.6	Name of Authorized Officer with designation/Authorized Intermediary (if appointed)	
3.7	Signatures	
3.8	Registration No of Authorized Intermediary, if applicable	
3.9	Date	[74]D D M M Y Y Y Y

INSTRUCTIONS FOR FILLING THIS FORM

1. This Form shall be made up to the date of last AGM of the Company or the last date of the calendar year where no AGM is held/concluded during the year.
2. If shares are of different classes the columns should be subdivided, so that the number of each class held, is shown separately against S. No. 2.7 and 2.8
3. If space provided is insufficient, the required information should be listed in a separate sheet attached to this return which should also be signed.
4. This form is to be filed within 30 days of the date indicated in Sr. No. 2.1 or 2.2 (as the case may be). If the form is filed after 30 days, additional fee as per section 468 shall be applicable.
5. An inactive company or a company which held its AGM but the same was not concluded shall file Form-A within a period of 30 days from the close of calendar year.

[73] *Inserted vide S.R.O.459/2025 dated 26th Match, 2025.*

[74] *Substituted the date format "Day Month Year" vide S.R.O.459/2025 dated 26th Match, 2025.*

6. This form is not applicable on single member companies & private companies having paid-up capital not exceeding 3.0 million in case there is no change of particulars since last annual return filed with the registrar.
7. A company, other than a single member company or a private company having paid up capital of not more than three million rupees, shall inform the registrar on Form-24 that there is no change of particulars in the last annual return filed with the registrar.
8. [75]In serial 2.11, mention registration number of auditor & legal advisor that is body corporate registered with relevant authority.

[75] *Substituted vide S.R.O 459/2025 dated 26th March, 2025. The Instruction No. 8 originally read as "Original challan or other evidence of payment of fee specified in Seventh Schedule of the Act will be submitted with this form (not applicable in case of online filing)"*

FORM-1

Application for Company Incorporation

[Pursuant to Section 16 of the Companies Act, 2017 read with Regulations 8 & 30 of the Companies Regulations, 2024]

SECP

PART-I

(Please complete in typescript or in bold block capitals)

1.1	Name of the Company					
1.2	Fee Payment Details	1.2.1	Challan No		1.2.2	Challan Amount (Rs.)

PART-II

Section – A - Company information

2.1	Registered office Address, if any				
	City		District		Province
	Telephone Number		Email Address		
	Mobile Number [76]of the Chief Executive/Secretary/any director (Preferably WhatsApp enabled number)		Financial Year End		

[76] *Substituted vide S.R.O. 459/2025 dated 26th March, 2025.*

2.2*	Correspondence Address					
	City		District		Province	
	Telephone Number		Email Address			
	Mobile Number [77]of the Chief Executive/Secretary/any director (Preferably WhatsApp enabled number)					

*Information regarding Correspondence address is to be provided only if the company has not given its registered office at the time of incorporation of company in 2.1 above.

[78]2.3	Whether the company is wholly owned subsidiary of Federal Government and has been notified by the federal Government in Official Gazette.	

2.4	Principal line of business (Brief objects as per clause 3 (i) of the Memorandum may be mentioned) [79]including additional clauses (up to 3), if any.	

Section – B – <u>Capital Structure</u>

		Class/ Kind	Face Value	Number of shares	Total Amount
2.5	Authorized Capital				
2.6	Paid Up Capital				

[77] *Inserted vide S.R.O. 459/2025 dated 26th March, 2025.*

[78] *Inserted vide S.R.O. 459/2025 dated 26th March, 2025.*

[79] *Substituted vide S.R.O. 459/2025 dated 26th March, 2025. The original heading read as "Principal line of business (Brief objects as per clause 3 (i) of the Memorandum may be mentioned)"*

[80]2.7	Minimum Subscription amount (Applicable in case of Public Companies)	

Section – C – Special business information*

[81]*(Applicable in case of Banking Company, Non-banking Finance Company (Asset Management Services, Leasing, Investment Finance Services, Investment Advisory Services, REIT Management Services, Housing Finance Services, Private Equity and Venture Capital Fund Management Services, Discounting Services, Pension Fund Scheme Business, Micro Financing), Corporate Restructuring Company, Insurance Business, Modaraba Management Company, Stock Brokerage business, forex, Clearing House, Securities and Futures Advisor, Commodity Exchange, managing agency, business of providing the services of security guards or any other business subject to license and restricted under any law for the time being in force or as may be specified by the Commission or any other government authority).*

2.8	Nature of business in case of specialized business requiring license / permission / approval (please specify and also attach NOC / approval of the relevant authority)	

**(Additional documents may be required by the registrar)*

Section – D – Company subscribers, directors, chief executive officer, and in case of single member company, name of nominee

2.9 State Number of directors fixed by subscribers:

[Please note that as per law a company must have minimum director as follows:]

Kind of Company	**Minimum number of directors required by law**	**No. of proposed directors**
Single Member Company	01	
Private Limited Company	02	
Public Limited Company	03	

[82]2.10 **Details of subscribers, directors and chief executive officer***

[80] *Inserted vide S.R.O 459/2025 dated 26th March, 2025.*

[81] *Substituted vide S.R.O 459/2025 dated 26th March, 2025.*

[82] *Substituted table at serial 2.10 vide S.R.O. 1355(I)/2025 dated 25th July, 2025*

Name and surname (present and former) in full	C NIC/NICOP (in case of Pakistani national) or Passport No (in case of foreigner	Date of issue of C NIC/NICOP/Passport	Date of expiry ofC NIC/NICOP/Passport	Gender	** Incorporation/ Registration No.	Nationality (with former nationality and nationality of the origin, if different)	***Occupation	Address as per C NIC/NICOP/Passport	Residential address (in case	NTN (in case of director, where applicable)	Designation Director/Subscriber/ CEO) Please specify	Nature of directorship	Name of entity nominating the director	No. of shares subscribed (for subscriber)	Kind & Class of shares	****Signatures
(a)	(b)	(c)	(d)	(e)	(f)	(g)	(h)	(i)	(j)	(k)	(l)	(m)	(n)	(o)	(p)	(q)

* Add details as applicable

** Applicable on subscribers other than natural persons

***Please also mention names of other companies where directorship is held.

**** Signature of subscribers and consent to act as director or chief executive as the case may be. In case of online submission, the document will be signed electronically.

2.11 Details of Nominee (only in case of single member company - Nominee shall not be a person other than relatives of the member- namely, a spouse, father, mother, brother, sister and son or daughter)

Name of Nominee	
NIC[83]/CNIC/NICOP of Nominee	
Residential address of Nominee	
Telephone[84]/Mobile number of Nominee	
Email address of Nominee	
Relationship of Nominee with subscriber	
Signature of Nominee	

[83] *Inserted vide S.R.O 459/2025 dated 26th March, 2025.*

[84] *Inserted vide S.R.O 459/2025 dated 26th March, 2025.*

Section – E - Articles of Association

2.12 If the company intends to adopt the Articles contained in First Schedule to the Act, please tick the relevant box.

Status of company	**Applicable relevant table of First Schedule**	***Please tick relevant box***
Company limited by shares	Table A - Part-I	
Single member company limited by shares	Table A - Part-II	
Company limited by guarantee and not having a share capital	Table C	
Company limited by guarantee and having a share capital	Table D	
Unlimited company having a share capital	Table E	

2.13 If the company has not adopted articles of association contained in First Schedule to the Act, it shall attach the articles of association.

[85]PART-IIA

2A.1 UBO information as maintained in compliance to Regulation 13(2) of the Regulations*:

UBO information												
Sr.no.	**Name of the subscriber (natural or legal person)**	**Name of the natural person(s) who is/are the Ultimate Beneficial Owner (UBO) of subscriber**	**Father's name/Spouse' s Name of UBO**	**CNIC/NICOP/ Passport no. of UBO along with date of issue & expiry**	**Date of birth of UBO**	**Gender of UBO**	**Nationality of UBO**	**Country of Origin (in case of foreign national or dual national) of UBO**	**Address of UBO as per CNIC/ NICOP /Passport**	**Usual Residential Address of UBO ((in case different than given in CNIC/NICOP/Passport)**	**Email Address of UBO**	**Date in which the UBO status was acquired**
1	**2**	**3**	**4**	**5**	**6**	**7**	**8**	**9**	**10**	**11**	**12**	**13**

***Additional particulars in case of indirect control (in terms of Regulation 13(3) of the Regulations, in case of indirect shareholding, control or interest being exercised through intermediary companies, entities or other legal persons or legal arrangements in the chain of ownership or control through at least twenty-five percent of the shares, voting rights or controlling interest in the proposed company, provide following particulars of the ultimate beneficial owner of the legal persons or arrangements. If there is no natural person, provide particulars of the relevant natural person who holds the position of senior managing official):**

[85] *Inserted new Part-IIA "UBO information" vide S.R.O. 1355(I)/2025 dated 25th July, 2025.*

Additional UBO information in case of indirect control									
Name of entity	Legal form (Company/LLP/Partnership Firm/Trust/Any other body corporate (to be specified))	Date of incorporation/registration	Name of registering authority	Business address	Country	Email address	Percentage of shareholding, control or interest of UBO in the legal person or legal arrangement	Percentage of shareholding, control or interest of legal person or legal arrangement in the Company	Identity of Natural Person who ultimately owns or controls the legal person or arrangement
1	2	3	4	5	6	7	8	9	10

Note: UBO address should not be PO BOX address

PART-III

Declaration under section 16

3.1	Declarant Name	
3.2	Declarant Profession / Designation *(Please tick the relevant box)*	☐ Authorized Intermediary ☐ a person named in the articles as Director of the proposed company
3.3	Declaration	I do hereby solemnly and sincerely declare that: a) I have been authorized as declarant by the subscribers; b) all the requirements of the Companies Act, 2017, and the regulations made there under in respect of matters precedent to the registration of the said Company and incidental thereto have been complied with. c) necessary information about the ultimate beneficial owners of the proposed company, if any, as specified in regulation 13, has been obtained and is available on record. d) I make this solemn declaration conscientiously believing the same to be true.

3.4	Declarant Signature	
3.5	Registration No of authorized intermediary, if applicable	
3.6	Date	D D M M Y Y Y Y

Enclosures:

1. Memorandum of Association;
2. Articles of Association, (if the company has not adopted the Articles from the First Schedule);
3. Copies of valid NIC/NICOP of the subscribers/directors/chief executive officer or copy of Passport in case of a foreigner;
4. Copy of valid NIC/NICOP of nominee only in case of single member company or copy of Passport in case of a foreigner;
5. Copy of valid NIC of witness in case of physical filing;
6. NOC/Letter of Intent/ License (if any) of the relevant regulatory authority in case of specialized business;
7. Authority letter for filing of documents for the proposed company as per requirement of clause (vi) of sub-regulation (2) of regulation 8;
8. Copy of valid NIC/Passport of person duly authorized by the Board of directors of a body corporate which is a subscriber along with copy of Board resolution and attendance sheet. In case of a subscriber which is a limited liability partnership, copy of valid NIC/ Passport of designated partner empowered to act as such, along with copy of instrument empowering him;
9. In case the subscriber is a foreign company or a foreign body corporate, the profile of the foreign company, detail of its directors, their nationality and country of origin, certified copy of its charter, statute or memorandum and articles, copy of the certificate of incorporation, Board resolution by the foreign company for appointment of nominee and authorization to acquire shares in the proposed company, an undertaking on stamp paper of requisite value duly signed, notarized and witnessed;
10. In case the subscriber is an individual of foreign nationality, nine sets of copies of bio data, copies of valid passport and an undertaking on stamp paper of requisite value duly signed, notarized and witnessed;
11. [86]Notification of federal government for exemption for payment of fee, if applicable.
12. Original challan or other evidence of payment of fee specified in Seventh Schedule of the Act (not applicable in case of online filing).

Witness to above signatures: *(Only for the documents submitted in physical form)*

Signatures	
Full Name (in Block Letters)	
Nationality	

[86] *Inserted vide S.R.O 459/2025 dated 26th March, 2025.*

CNIC No./[87]Passport No.	
Usual residential address	

[87] *Inserted vide S.R.O 459/2025 dated 26th March, 2025.*

FORM-2

REGISTRATION OF DOCUMENTS OF A FOREIGN COMPANY

[Pursuant to Section 435 of the Companies Act, 2017 read with Regulations 21 & 30 of the Companies Regulations, 2024]

PART-I

(Please complete in typescript or in bold block capitals)

1.1 Name of the Foreign Company in the country of origin as already reserved

1.2 Fee Payment Details 1.2.1 Challan Number | 1.2.2 Challan Amount (Rs.)

PART-II

2.1 Incorporated in: *(state name of the country of origin)*

2.2 Date of incorporation: *(in the country of origin)* dd mm yyyy

2.3 Name of parent / holding company, if any

PART-III

STATUS OF FOREIGN COMPANY IN PAKISTAN AND KIND OF A FOREIGN COMPANY IN THE COUNTRY OF ORIGIN

3.1 Status of the foreign company in Pakistan Liaison Office ☐ Branch office ☐

(Mark the appropriate box)

[88] 3.2 Kind of foreign Company in the country of origin (State kind of Company i.e. private Company, Public Company, LLC, LLP etc)

PART-IV

[88] *Inserted vide S.R.O 459/2025 dated 26th March, 2025.*

CHARTER, STATUTE ETC. OF A FOREIGN COMPANY

4.1 Name of instrument constituting the company:

Memorandum & Article of Association ☐ Charter ☐ Statute ☐

OR

Other instrument (to be specified) ☐

(Copy of instrument duly certified by public officer / notary public of country of origin and signed by Pakistani diplomat posted in that country [89]or apostilled by the designated competent authority as required under these Regulations shall be filed herewith.)

4.2 Language in which the above documents filed in the country of origin. ☐

4.3 Certified translation thereof in English or Urdu language: Enclosed ☐ Not required ☐

(Not required if original documents are in Urdu or English)

4.4 Brief description of the main object of the company ☐

4.5 Whether the company is doing business in Pakistan itself or online or through authorized agent ☐

PART-V

ADDRESS OF THE REGISTERED OR PRINCIPAL OFFICE IN THE COUNTRY OF ORIGIN

5.1 Registered or Principal office address *(in the country of origin)* ☐

Landline Number ☐ Email ☐

Website Address, if any ☐

PART-VI

ADDRESS OF THE PRINCIPAL PLACE(S) OF BUSINESS/ LIAISON OFFICE(S) IN PAKISTAN

6.1 Principal place of business and other places of business / Liaison office(s):

	[90]Principal place of business	Other Place 1 (if any)	Other Place 2 (if any)
Complete Address			
City			
District			

[89] *Inserted vide S.R.O 459/2025 dated 26th March, 2025.*

[90] *Substituted vide S.R.O. 459/2025 dated 26th March, 2025.*

Province			
Landline Number			
Mobile Number of Principal Officer (Preferably WhatsApp enabled number			
Email Address of Principal Officer			
Mobile Number of Authorized Representative (Preferably WhatsApp enabled number			
Email Address of Authorized Representative			
Website, if any			

(Here state full address of all places of business in Pakistan, add further pages if required)

PART-VII

PARTICULARS OF DIRECTORS, CHIEF EXECUTIVE, SECRETARY, PRINCIPAL OFFICER AND PERSON(S) AUTHORIZED TO ACCEPT DOCUMENTS/ PROCESSES ON BEHALF OF COMPANY

[91]7.1 **Particulars of Directors, Chief Executive, Secretary, Principal officer or Person(s) authorized to accept documents/processes on behalf of Company (in case of individuals only):**

Present and surname in full	Gender	Address as per C NIC /NICOP or Passport (whichever applicable)	Usual residential address (in case different than CNIC or passport)	Nationality	Nationality of origin(if other than the present nationality)	Business Occupation	Other directorship , if any	Status / Designation Director / Chief Executive, Secretary, Principal officer, Authorized person resident in Pakistan (	CNIC/NICOP Number or Passport Number Whichever is applicable)	Date of issuance of C NIC or passport	Date of expiry of C NIC or passport	Date of appointment/ Cessation/ change in particulars	Remarks, if any
(a)	(b)	(c)	(d)	(e)	(f)	(g)	(h)	(i)	(j)	(k)	(l)	(m)	(n)

Note: In case of Secretary, particulars as per (a) & (c) may be stated.

[91] *Substituted table at serial 7.1 vide S.R.O. 1355(I)/2025 dated 25th July, 2025.*

7.1.1 **Particulars of Directors and Secretary[92]/Joint Secretaries (In case of body corporate):**

Particulars of each corporate body which is director/secretary of the foreign company					Particulars of each director/partner of corporate body which is director/secretary of the foreign company			
Corporate Name	Registered or Principal Office address	Status / Designation (Director /Secretary)	Date of appointment/ Cessation/ change in particulars	Remarks	Full Name *	Address*	Nationality	Nationality of origin (if other than the present nationality)
(a)	(b)	(c)	(e)	(f)	(g)	(h)	(i)	(j)

* *Where a body corporate is a secretary and all the partners of the firm are joint secretaries of the foreign company, then the name and principal office of the body corporate may be stated instead of particulars of each such [93]joint secretary.*

Particulars of the nominee directors					
Name of the nominee director	Name of the member nominating the director	In case the nominating member is a legal person or legal arrangement			
		Legal form (Company/LLP/Partnership Firm/Trust/Any other body corporate (to be specified))	Date of incorporation/ registration	Name of registration authority	Business address

[94]7.2 It is hereby declared that necessary information about the ultimate beneficial owners of the foreign company, if any, as specified in regulation 23, and as defined in the Companies Regulations, 2024 has been obtained and is available on record as per following detail*:

member information		**UBO information**									
Sr.no.	Name of the member of the foreign company not having beneficial	Name of the natural person who is the ultimate beneficial	Father's Name/Spouse's Name	CNIC/NICOP/ Passport no. along with date of issue and expiry;	Date of birth	Gender	Nationality	Country of origin	Address of UBO as per CNIC/NICOP/Passport	Usual Residential Address (in case different than given in CNIC/NICOP/Passport	Email Address of UBO

[92] *Inserted the expression vide S.R.O. 459/2025 dated 26th March, 2025.*

[93] *Inserted vide S.R.O. 459/2025 dated 26th March, 2025.*

[94] *Substituted vide S.R.O. 1355(I)/2025 dated 25th July, 2025.*

	interest in the foreign company;	owner of the foreign company;									
1	2	3	4	6	7	8	9	10	11	12	13

**Additional particulars in case of indirect control (in terms of Regulation 23(i) of the Regulations, in case of indirect shareholding or control, provide following particulars of legal persons or legal arrangement through whom shareholding, interest or control exercised in the chain of ownership or control):*

Additional UBO information in case of indirect control									
Name of entity	Legal form (Company/LLP/Partnership Firm/Trust/Any other body corporate (to be specified))	Date of incorporation/ registration	Name of registering authority	Business address	country	Email address	Percentage of shareholding, control or interest of UBO in the legal person or legal arrangement	Percentage of shareholding, control or interest of legal person or legal arrangement in the Company	Identity of Natural Person who ultimately owns or controls the legal person or arrangement
1	2	3	4	5	6	7	8	9	10

Note: UBO address should not be PO BOX address

PART-VIII

8.1 Declaration:

I do hereby solemnly and sincerely declare that the information provided in the form is:

(i) true and correct to the best of my knowledge, in consonance with the record as maintained by the Company and nothing has been concealed; and

(ii) hereby reported after complying with and fulfilling all requirements under the relevant provisions of law, rules, regulations, directives, circulars and notifications whichever is applicable.

8.2	Name of Authorized Officer with designation/ Authorized Intermediary		
8.3	Signatures		
8.4	Registration No of Authorized Intermediary, if applicable		
8.5		Address:	

Contact details of the applicant, [95][…]

Email:	
[96]Mobile No.	

8.6 Date

D	D	M	M	Y	Y	Y	Y

Enclosures:

1. Certified copy of the charter/statute/memorandum and articles of association or instrument defining the constitution of the foreign company
2. Board Resolution regarding appointment of the principal officer and consent of person authorized to accept on behalf of the company service of process / any notice / document
3. Consent of the Principal Officer and persons authorized to accept on behalf of the company service of process / any notice / document
4. Certified translation of instrument constituting the foreign company, if applicable
5. Valid approval letter from Board of Investment, Government of Pakistan, if not already provided with the application for reservation of name.
6. [97]Copy of valid CNIC / NICOP / passport of the Chief Executive/ director(s) / Authorized officer(s) / Principal Officer etc
7. Original challan or other evidence of payment of fee specified in Seventh Schedule of the Act (not applicable in case of online filing)
8. Any other document deemed necessary

[95] *Deleted vide S.R.O. 459/2025 dated 26th March, 2025.*

[96] *Substituted the word "Cell" vide S.R.O. 459/2025 dated 26th March, 2025*

[97] *Inserted vide S.R.O. 459/2025 dated 26th March, 2025.*

FORM-3

Return of allotments of shares & change [98][...] in shareholding or membership or voting rights

[Pursuant to Sections 70 & 465(4) of the Companies Act, 2017 read with Regulations 30, 39 & 41 of the Companies Regulations, 2024]

PART-I

(Please complete in typescript or in bold block capitals.)

1.1 CUIN (*Corporate Unique Identification Number*) | | | | | | | |

1.2 Name of the Company

1.3 Fee Payment Details 1.3.1 Challan No | | 1.3.2 Challan Amount | |

PART-II

(Applicable in case of allotment of shares)

2. Share Capital

	Number of Shares	Amount (Rs)
2.1 Authorized capital		
2.2 Paid up capital *(Inclusive of present allotment)*		

2.3 Kind of shares *(Check relevant checkbox)* ☐ Ordinary ☐ Preference

2.4 Class of shares [99](if applicable) *(Check relevant checkbox)* ☐ Class A ☐ Class B

[98] *Omitted words "OF MORE THAN TWENTY FIVE PERCENT" vide S.R.O. 1355(I)/2025 dated 25th July, 2025.*

[99] *Inserted vide S.R.O. 459/2025 dated 26th March, 2025.*

☐ Preferred: Participatory: Redeemable at company's option

☐ Preferred: Participatory: Redeemable at Shareholder's option

☐ Preferred: Non Participatory: Non-Redeemable

☐ Preferred: Non Participatory: Redeemable at company's option

☐ Preferred: Non Participatory: Redeemable at Shareholder's option

☐ Any other Class, (please specify)_____

2.5 Date of allotment* Day ☐☐ - Month ☐☐ - Year ☐☐☐☐

*(*If shares were allotted on different dates, then date of first allotment shall be mentioned)*

2.6 Date of Passing of Special Resolution** ☐☐ - ☐☐ - ☐☐☐☐

*(**Where allotment of share is subject to passing of special resolution[100])*

2.7 SECTION A - SHARES ALLOTTED AGAINST CASH CONSIDERATION

		No of shares	indicating class, if any
2.7.1			

		Per share (Rs)	Total Amount (Rs)
2.7.2	Nominal amount		
2.7.3	Premium		
2.7.4	Discount	( )	(_____)
2.7.5	Total (Amount paid on each share 2.7.2 to 2.7.4)		

		Specify currency	Total Amount of foreign currency
2.7.6	Consideration received against allotment in foreign currency *(equivalent amount in PKR included in total amount mentioned at 2.7.5)*		

2.8 SECTION B - SHARES ALLOTTED FOR CONSIDERATION OTHERWISE THAN IN CASH

		No of shares	indicating class, if any
2.8.1			

[100] *Substituted the bracket "In case of allotment of shares other than right, date of passing of special resolution shall be mentioned." Vide S.R.O. 459/2025 dated 26th March, 2025.*

		Per share (Rs)	Total Amount (Rs)
2.8.2	Nominal amount		
2.8.3	Premium		
2.8.4	Discount	( )	( )
2.8.5	Total (2.8.2 to 2.8.4)		

2.8.6 The consideration for which shares have been allotted is as follow:

		Amount (Rs.)
(a)	Property and assets acquired (give description)	
(b)	Good will	
(c)	Services (give nature of services)	
(d)	Other items (to be specified)	
(e)	Total (a to d)	

2.9 SECTION C - ALLOTMENT OF BONUS SHARES

		No of shares	indicating class, if any
2.9.1			

		Allotment Ratio (Existing shares / bonus shares)	Total Amount (Rs)
2.9.2	Details of Bonus Shares		

		Resolution number	Day	Month	Year
2.9.3	Particulars of resolution of Board of directors / shareholders				

[101]2.10 SECTION D - NAME, ADDRESS, AND OTHER PARTICULARS, OF THE ALLOTTEES

[101] *Substituted vide S.R.O. 1355(I)/2025 dated 25th July, 2025.*

Date of allotment	Name of allottee(s) in full	Gender	Nationality	Country of origin in case of foreign national	Address of the allottee as per CNIC/ NICOP /Passport	Residential Address of the allottee (in case differed than given in CNIC/NICOP/Passport)	Kind & Class of Shares	Number of shares allotted	CNIC No./NICOP/Passport No. of allottee / Registration Number, if any (in case of allotee other than natural person)	Date of issuance of CNIC/NICOP/Passport	Date of expiry of CNIC/ NICOP /Passport
(a)	(b)	(c)	(d)	(e)	(f)	(g)	(h)	(i)	(j)	(k)	(l)

dd	mm	yyyy						Please enter CNIC No. without (-)

PART-III

(Applicable in case of change [102][…] in shareholding or membership or voting rights)

3.1 Change in shareholding

3.1.1 Total Number of paid up shares

[103]3.1.2 Particulars of change in shareholding

Name of Transferor	CNIC/ Passport No./Registration No. of Transferor, as applicable	Name of Transferee	Gender of Transferee	CNIC/ Passport No./Registration No. of Transferee, as applicable	Address of Transferee (as per CNIC/ passport)	Residential Address of Transferee (if different than given in CNIC/passport)	No of shares transferred	Kind / Class of Shares	Date of transfer
(a)	(b)	(c)	(d)	(e)	(f)	(g)	(h)	(i)	(j)

[102] *Omitted words "OF MORE THAN TWENTY FIVE PERCENT" vide S.R.O. 1355(I)/2025 dated 25th July, 2025.*
[103] *Substituted table at serials 3.1.2 vide S.R.O. 1355(I)/2025 dated 25th July, 2025.*

Use separate sheet, if necessary

3.2 Change in voting right

3.2.1 Reason & details of change in voting rights

3.2.2 Effective date of change in voting right

Day | Month | Year

3.3 Change in membership

3.3.1 Total Number of members prior to change

[104]**3.3.2 Particulars of change in members**

Particulars of Outgoing Member (s), if any			Particulars of New Member(s)					
Name	**CNIC/NICOP/Passport No./Registration No., as applicable**	**Date of cessation**	**Name**	**CNIC/NICOP/ Passport No./Registration No., as applicable**	**Date of issuance of CNIC/ Passport**	**Date of expiry of CNIC/ Passport**	**Gender**	**Date of Admission**

Use separate sheet, if necessary

PART-IV

4.1 Declaration:

I do hereby solemnly, and sincerely declare that the information provided in the form is:

(i) true and correct to the best of my knowledge, in consonance with the record as maintained by the Company and nothing has been concealed; and

(ii) hereby reported after complying with and fulfilling all requirements under the relevant provisions of law, rules, regulations, directives, circulars and notifications whichever is applicable.

[104] *Substituted headings and tables at serials 3.3.2 vide S.R.O. 1355(I)/2025 dated 25th July, 2025*

4.2	Name of Authorized Officer with designation/ Authorized Intermediary		
4.3	Signatures		
4.4	Registration No of Authorized Intermediary, if applicable		
4.5	Date	D D M M Y Y Y Y	

Enclosures:

1. In case shares are allotted against cash consideration, a report from Auditor of the Company in terms of section 70(1)(b) of the Act as per Appendix attached herewith, to the effect that the amount of consideration has been received in full.

2. [105]In case shares are allotted against consideration otherwise than in cash, a copy of the document evidencing the transfer of non-cash asset to the company, or a copy of the contract for technical and other services, intellectual property or other consideration, along with copy of the valuation report (verified in the specified manner) for registration in respect of which that allotment was made;". In case bonus shares are issued, copies of the resolution of Board of Directors /members authorizing the issue of such shares.

3. In case the shares are issued at discount, a copy of the special resolution passed by the members authorizing such issue and where the maximum rate of discount exceeds limits specified in the Act, a copy of the order of the Commission permitting the issue at the higher percentage.

4. [106]In case the shares are issued at discount, a copy of the special resolution passed by the members authorizing such issue along-with copy of the order of the Commission permitting the issue at discount as required under section 82(1)(d);

5. In case of allotment of shares other than right, submit evidence of filing of Form-26/ extract of special resolution

6. [107]In case of allotment of shares other than right, attach evidence of filing of Form-26 (special resolution) and in case of public companies also copy of the approval of the Commission.

7. [108]In case the allottee/transferee is a foreign company or a foreign body corporate, the profile of the foreign company, detail of its directors, their nationality and country of origin, certified copy of its charter, statute or memorandum and articles, copy of the certificate of incorporation, Board resolution by the foreign company for authorization to acquire shares in the company as well appointment of nominee/authorized person and an undertaking on stamp paper of requisite value duly signed, notarized and witnessed.

[105] *Substituted vide S.R.O. 459/2025 dated 26th March, 2025.*
[106] *Substituted vide S.R.O. 459/2025 dated 26th March, 2025.*
[107] *Substituted vide S.R.O. 459/2025 dated 26th March, 2025.*
[108] *Substituted vide S.R.O. 459/2025 dated 26th March, 2025.*

8. [109]In case the allottee/transferee is an individual of foreign nationality, five sets of copies of bio data, copies of valid passport and an undertaking on stamp paper of requisite value duly signed, notarized and witnessed.

9. [110]Original Challan or other evidence of payment of fee specified in Seventh Schedule of the Act will be submitted with this form (not applicable in case of online filing.

Appendix to Form-3

THE COMPANIES ACT, 2017
THE COMPANIES REGULATIONS, 2024
[Section 70(1)]

(On the letterhead of Auditors of the company/practicing Chartered Accountant/ Cost and Management Accountant)

AUDITORS' CERTIFICATE VERIFYING RECEIPT OF CONSIDERATION MONEY

I / We have examined the record of M/S **<Name of company>,** and it is, hereby, reported that a total amount of Rs. **< amount>** has been received on account of consideration money against allotment of **<# Number of shares >** each of **<Face value >** by the company and shares have been issued to each allottee.

Signature: _____

Name: _____

Date: _____

[109] *Inserted vide S.R.O. 459/2025 dated 26th March, 2025.*

[110] *Renumbered serial "8" vide S.R.O. 459/2025 dated 26th March, 2025.*

FORM-4

Intimation about principal line of business or change therein

[Pursuant to Sections 26, 27, 28, 29 & 32(1)(b) of the Companies Act, 2017 read with Regulations 30 & 36 of the Companies Regulations, 2024]

SECP

PART-I

(Please complete in typescript or in bold block capitals)

1.1	CUIN (*Corporate Unique Identification Number*)	
1.2	Name of the Company	
1.3	Fee Payment Details	1.3.1 Challan No: 1.3.2 Challan Amount:

PART-II

(This part is to be filled by a company if its object stated at serial number 1 of the object clause of memorandum is not the principal line of business)

[111]2.1 INTIMATION ABOUT PRINCIPAL LINE OF BUSINESS IN TERMS OF SECTION [112]27 OR 28 OR 29 (AS THE CASE MAY BE) OF THE ACT

[113] 2.1.1 Principal line of business of the company as stated at serial number ___ of clause III of the Memorandum of Association is:	
[114]2.1.2 With effect from	

[111] *Inserted vide S.R.O. 459/2025 dated 26th March, 2025.*
[112] *Substituted vide S.R.O. 459/2025 dated 26th March, 2025.*
[113] *Amended vide S.R.O. 459/2025 dated 26th March, 2025.*
[114] *Inserted vide S.R.O. 459/2025 dated 26th March, 2025.*

PART-III

(This part is to be filled by a company which has changed its principal line of business)

3 CHANGE IN PRINCIPAL LINE OF BUSINESS

3.1	Previous Principal line of business	
3.2	New Principal line of business	
3.3	Date of passing of special resolution	Day: ☐☐ Month: ☐☐ Year: ☐☐☐☐
[115]3.4	Precise reasons for alteration in principle line of business	

PART-IV

4.1 **Declaration:**

I do hereby solemnly and sincerely declare that the information provided in the form is:

(i) true and correct to the best of my knowledge, in consonance with the record as maintained by the Company and nothing has been concealed; and

(ii) hereby reported after complying with and fulfilling all requirements under the relevant provisions of law, rules, regulations, directives, circulars and notifications whichever is applicable.

(iii) New Principal line of business does not fall in any of the categories of business activity which is subject to license, registration, permission or approval under any law as restricted under Section 26(2) or 32(1)(c).

4.2	Name of Authorized Officer with designation/ Authorized Intermediary	
4.3	Signatures	
4.4	Registration No of Authorized Intermediary, if applicable	
4.5	Date	D D M M Y Y Y Y

[115] *Inserted vide S.R.O. 459/2025 dated 26th March, 2025.*

Enclosure(s):

1. Copy of the Special Resolution with evidence of filing.
2. [116]Copy of Amended Memorandum & Articles of Association.
3. Original challan or other evidence of payment of fee specified in Seventh Schedule of the Act (not applicable in case of online filing)

[116] *Inserted vide S.R.O. 459/2025 dated 26th March, 2025.*

FORM-5

REGISTRATION OF ALTERATIONS IN THE DOCUMENTS OR DETAILS OF FOREIGN COMPANY

[Pursuant to Sections 436 of the Companies Act, 2017 read with Regulations 24 & 30 of the Companies Regulations, 2024]

PART-I

(Please complete in typescript or in bold block capitals)

1.1 CUIN (*Corporate Unique Identification Number*) | | | | | | | |

1.2 Name of the Foreign Company

1.3 Fee Payment Details 1.3.1 Challan Number | | 1.3.2 Challan Amount (Rs.) |

PART-II

2.1 Incorporated in: *(state name of the country of origin)*

2.2 Date of incorporation: *(in the country of origin)* D D | M M | Y Y Y Y

2.3 Name of parent / holding company, if any

PART-III

ALTERATION IN STATUS OF FOREIGN COMPANY IN PAKISTAN AND KIND OF A FOREIGN COMPANY IN THE COUNTRY OF ORIGIN

3.1 Change in the Status of the foreign company in Pakistan — Liaison Office to Branch Office | Branch office to Liaison Office

(Mark the appropriate box)

3.2 Date of change D D | M M | Y Y Y Y

3.3 Change in the [117]kind of the foreign company in the country of origin	Previous [118]kind	New [119]kind

3.4 Date of change

D D	M M	Y Y Y Y

PART-IV

ALTERATION IN CHARTER, STATUTE ETC. OF A FOREIGN COMPANY OTHER THAN CHANGE OF NAME

4.1 Alteration made in: Memorandum & Article of Association ☐ Charter ☐ Statute ☐

OR

Other instrument constituting or defining the constitution of the company (to be specified)

[120]*(Copy of amended instrument duly certified by public officer / notary public of country of origin and signed by Pakistani diplomat posted in that country apostilled by the designated competent authority as required under these Regulations shall be filed herewith)*

4.2 Language in which the above documents filed in the country of origin.

4.3 Certified translation thereof in English or Urdu language: Enclosed ☐ Not required ☐

(Not required if original document are in Urdu or English)

4.4 Brief description of the alteration

[121]*[…]*

4.5 Date of alteration	D D	M M	Y Y Y Y

[117] *Substituted the word "status" vide S.R.O. 459/2025 dated 26th March, 2025.*

[118] *Substituted the word "status" vide S.R.O. 459/2025 dated 26th March, 2025.*

[119] *Substituted the word "status" vide S.R.O. 459/2025 dated 26th March, 2025.*

[120] *Substituted the "Copy of instrument duly certified by public officer / notary public of country of origin and signed by Pakistani diplomat posted in that country as required under these Regulations shall be filed herewith" vide S.R.O. 459/2025 dated 26th March, 2025.*

[121] *Omitted vide S.R.O. 459/2025 dated 26th March, 2025.*

PART-V

ALTERATION IN ADDRESS OF REGISTERED OR PRINCIPAL OFFICE IN COUNTRY OF ORIGIN

5.1	Previous registered or Principal office address in the country of origin	
5.2	New registered or Principal office address in the country of origin	
	Landline Number	Email
	Website Address, if any	
5.3	Date of change	D D M M Y Y Y Y

PART-VI

ALTERATION IN ADDRESS OF THE PRINCIPAL PLACE(S) OF BUSINESS/ LIAISON OFFICE(S) IN PAKISTAN

6.1 Principal place of business / Liaison offices (s):

	Principal place [122]of business/ Liaison office, is changed from	Principal place [123]of business / Liaison office is now situated at
Address		
City		
District		
Province		
Landline Number		
Mobile Number of Principal Officer		
Email Address		
Website, if any		

(Here state all changes. Add further pages if required)

6.2 Date of change D D M M Y Y Y Y

[122] *Substituted vide S.R.O. 459/2025 dated 26th March, 2025.*

[123] *Substituted vide S.R.O. 459/2025 dated 26th March, 2025.*

PART-VII

ALTERATION OF PARTICULARS OF DIRECTORS, CHIEF EXECUTIVE, SECRETARY/ PRINCIPAL OFFICER OR PERSON(S) AUTHORIZED TO ACCEPT DOCUMENTS/ PROCESSES ON BEHALF OF [124]A FOREIGN COMPANY

7.1 **Alteration in Particulars of Directors, Chief Executive, Secretary/[125]Joint Secretaries/ Principal officer or Person(s) authorized to accept documents/ processes on behalf of Company (in case of individuals only):**

Present and surname in full	Former & surname (if any)	Usual residential address	Nationality	Nationality of origin (if other than the present nationality)	Business, Occupation	Other directorship. if any	Status / Designation (Director / Chief Executive, Principal officer[126]/Secretary/Authorized person resident in Pakistan	[127]CNIC Number or Passport Number (Whichever is applicable)	Date of appointment/ Cessation/ change in particulars	Remarks, if any
(a)	(b)	(d)	(e)	(f)	(g)	(h)	(i)	(j)	(k)	(l)

Note: In case of Secretary, particulars as per (a) & (c) only may be stated.

7.1.1 **Alteration in Particulars of Directors and Secretary (In case of body corporate):**

Particulars of each corporate body which is director/secretary/[128]Joint Secretaries of the foreign company					Particulars of each director/partner of corporate body which is director/secretary of the foreign company [129](if applicable)			
Corporate Name	Registered or Principal Office address	Status / Designation (Director /Secretary)	Date of appointment/ Cessation/ change in particulars	Remarks	Full Name *	Address*	Nationality	Nationality of origin (if other than the present
(a)	(b)	(c)	(e)	(f)	(g)	(h)	(i)	(j)

[124] *Inserted vide S.R.O. 459/2025 dated 26th March, 2025.*
[125] *Inserted vide S.R.O. 459/2025 dated 26th March, 2025.*
[126] *Inserted vide S.R.O. 459/2025 dated 26th March, 2025.*
[127] *Substituted the word "N.I.C" vide S.R.O. 459/2025 dated 26th March, 2025.*
[128] *Inserted vide S.R.O. 459/2025 dated 26th March, 2025*
[129] *Inserted vide S.R.O. 459/2025 dated 26th March, 2025*

* [130]*Where a body corporate is a secretary and all the directors of the body corporate are joint secretaries of the foreign company, then the name and principal office of the body corporate may be stated instead of particulars of each such joint secretary*

.

PART-VIII

8.1	Signature			
8.2	Name of Authorized Officer/Authorized Intermediary			
8.3	Contact number of Authorized Officer/Authorized Intermediary	Landline		[131]Mobile No.
8.4	Registration Number of Authorized Intermediary, where applicable			
8.5	Date	D D M M Y Y Y Y		

Note 1 — When alteration on various dates are reported through this form, the actual dates of all such alteration shall be entered in the relevant part and the form shall be filed within thirty days of the earliest alteration.

Enclosures:

1. [132] Resolution and Certified copy of altered instrument constituting the foreign company, duly authenticated if applicable.
2. Certified translation of altered instrument constituting the foreign company, if applicable
3. Letter from board of investment for change of registered office in the country of origin along with board resolution of parent company for such change, if applicable
4. Board resolution of foreign company regarding appointment/resignation of directors /CEO /Other officers or any other document evidencing such changes issued by public authority in the country of origin duly authenticated [133]as per these regulations, if applicable
5. Board Resolution of foreign company regarding appointment/resignation of principal officer duly signed, notarized & witnessed, if applicable
6. Consent of the Principal Officer and consent of person authorized to accept on behalf of the company service of process / any notice / document, if applicable

---

[130] *Substituted vide S.R.O 459/2025 dated 26th March, 2025.*

[131] *Substituted the word "Cell" vide S.R.O 459/2025 dated 26th March, 2025.*

[132] *Substituted "Certified copy of altered instrument constituting the foreign company, if applicable" vide S.R.O 459/2025 dated 26th March, 2025.*

[133] *Inserted vide S.R.O 459/2025 dated 26th March, 2025.*

7. Provision of Security clearance documents along-with undertaking (in case of a foreign national)
8. Any other document deemed necessary
9. Original challan or other evidence of payment of fee specified in Seventh Schedule of the Act (not applicable in case of online filing)

FORM-6

NOTICE BY A FOREIGN COMPANY ON CEASING TO HAVE ANY PLACE OF BUSINESS IN PAKISTAN

[Pursuant to Sections 443 of the Companies Act, 2017 read with Regulations 26 & 30 of the Companies Regulations, 2024]

PART-I

(Please complete in typescript or in bold block capitals)

1.1 CUIN ([134]Corporate Unique Identification Number) | | | | | | | |

1.2 Name of the Foreign Company |

1.3 Fee Payment Details 1.3.1 Challan Number | | 1.3.2 Challan Amount (Rs.) |

PART-II

2.1 The above named company hereby gives you notice, in pursuance of section 443 of the Act, that it intends to cease to have the following place(s) of business in Pakistan

Address of the Place	Status of the place (Principal [135]place of business/Liaison office or other place of business	Date of cessation*

* *(Notice is to be given at least 30 days before the company intends to cease to have its place of business in Pakistan)*

2.2 Advertisement made in

S. No	Name of Newspaper	Date of Advertisement
1.		
2.		

[134] *Substituted the word "Incorporation Number" vide S.R.O 459/2025 dated 26th March, 2025.*

[135] *Inserted vide S.R.O 459/2025 dated 26th March, 2025.*

([136]Published in At least in two daily newspapers circulating in the Province or Provinces in which such place or places of business are situate)

[137][…]

PART-III

3.1	Signature	
3.2	Name of Authorized Officer/ Authorized Intermediary	
3.3	Contact Number of Authorized Officer	
3.4	Registration Number of Authorized Intermediary, if applicable	
3.5	Date	DD M M Y Y Y Y

Enclosures:

1. Copy of advertisement as published in two newspapers (one in Urdu and one in English language).
2. Copy of letter from BOI regarding close of Business, if available.
3. Original challan or other evidence of payment of fee specified in Seventh Schedule of the Act (not applicable in case of online filing)

[136] *Inserted vide S.R.O 459/2025 dated 26th March, 2025.*

[137] *Omitted vide S.R.O 459/2025 dated 26th March, 2025.*

FORM-7

Notice of alteration in share capital

[Pursuant to Section 85 of the Companies Act, 2017 read with Regulation 30 of the Companies Regulations, 2024]

PART-I

(Please complete in typescript or in bold block capitals)

1.1 CUIN (*Corporate Unique Identification Number*)

1.2 Name of the Company

1.3 Filing Fee Payment Details* 1.3.1 Challan No 1.3.2 Challan Amount

** fee for increase in authorized capital plus filing fee of this form. Fee for increase in authorized capital can be calculated through **authorized share capital fee calculator** available on SECP website (www.secp.gov.pk)*

1.4 Notice of—		Please tick the relevant box
Part II	increase in authorized capital	
Part III	consolidation, division or sub-division of shares	
Part IV	cancellation of shares other than as provided in Section 89 of the Act	

PART-II

INCREASE IN AUTHORIZED SHARE CAPITAL

2.1 Date of Passing of Special Resolution for increase in authorized share capital:

D D M M Y Y Y Y

OR

2.2 Share capital increased in pursuance of an obligation of the company under an agreement on

(date of agreement with party to the agreement)

D D	M M	Y Y Y Y

2.3 **Increase in authorized share capital**

	Amount (Rs)	Divided into (no of shares)	of Rs. per share
2.3.1 Existing authorized share capital			
2.3.2 Addition			
2.3.3 New Authorized share capital			

PART-III

CONSOLIDATION, DIVISION OR SUB-DIVISION OF SHARES

3.1 Date of Passing of Special Resolution | | | | | | | | |

3.2 Notice is hereby given, in accordance with section 85 of the Companies Act, 2017 for the purpose of:-

	Tick the relevant box
3.2.1 Consolidation and division of shares	
3.2.2 Sub-division of shares	

	Number of shares	Rs. Per share	Amount (Rs)
3.2.4 Existing share capital			
3.2.5 Consolidated/divided			
3.2.6 Sub-division of shares			
3.2.7 New share capital			

PART-IV

CANCELLATION OF SHARES

4.1 Date of Passing of Special Resolution | | | | | | | | |

4.2 Notice is hereby given, in accordance with section 85 of the Companies Act, 2017 for the purpose of cancellation of shares:-

		Number of shares	Rs. Per share	Amount (Rs)
4.2.1	Existing share capital			
4.2.2	Cancelled shares			
4.2.3	New share capital			

PART-V

5.1 Declaration:
I do hereby solemnly and sincerely declare that the information provided in the form is:

(i) true and correct to the best of my knowledge, in consonance with the record as maintained by the Company and nothing has been concealed; and
(ii) hereby reported after complying with and fulfilling all requirements under the relevant provisions of law, rules, regulations, directives, circulars and notifications whichever is applicable.
(iii) The special resolution has been filed with the registrar on the prescribed form.

5.2	Name of Authorized Officer with designation/ Authorized Intermediary, if any	
5.3	Signatures	
5.4	Registration No of Authorized Intermediary, if applicable	
5.5	Date	D D - M M - Y Y Y Y

Enclosures:

1. Amended Memorandum and Articles of association.
2. Original challan or other evidence of payment of fee specified in Seventh Schedule of the Act (not applicable in case of online filing)

FORM-8

FILING OF COPY OF SCHEME OF AMALGAMATION

[Pursuant to Section 284(5) of the Companies Act, 2017 read with Regulation 60 & 30 of the Companies Regulations, 2024]

SECP

PART-I

(Please complete in typescript or in bold block capitals)

1.1 CUIN (*Corporate Unique Identification Number*)

1.2 Name of the Company

1.3 Fee Payment Details 1.3.1 Challan No 1.3.2 Challan Amount

Scheme of—		Please tick the relevant box
1.4	amalgamation of wholly owned subsidiary(ies) into its holding company	
1.5	amalgamation of two or more companies wholly owned by a person	

PART-II

2. Capital structure of the Company, if applicable

	Share capital prior to amalgamation		**Share capital after amalgamation**	
	Number of Shares	**Amount**	**Number of Shares**	**Amount**
2.1 Authorized capital				
2.2 Paid up capital				

a. Particulars of Board resolutions passed by each amalgamating company

S.#	**Name of Company**	**Date of Board resolution**	**Gist of Board resolution (attach copy of Resolution)**

2.3 Effective Date of amalgamation

D D - M M - Y Y Y Y

a. Date of notice of amalgamation to secured creditors of the company

S#	Name of secured creditors	Date of notice

PART-III

3.1 Declaration:

I do hereby solemnly and sincerely declare that the information provided in the form is:

(i) true and correct to the best of my knowledge, in consonance with the record as maintained by the Company and nothing has been concealed; and

(ii) hereby reported after complying with and fulfilling all requirements under the relevant provisions of law, rules, regulations, directives, circulars and notifications whichever is applicable.

3.2 Name of Authorized Officer with designation/ Authorized Intermediary

3.3 Signatures

3.4 Registration No of Authorized Intermediary, if applicable

3.5 Date D D M M Y Y Y Y

Enclosures:

1. A copy of the approved scheme of amalgamation.
2. A copy of board resolution of all companies.
3. A declaration verified by an affidavit to the effect that the transferee company will be able to pay its debts as they fall due during the period of one year immediately after the date on which the amalgamation is to become effective (scanned image in case of online filing)
4. Original challan or other evidence of payment of fee specified in Seventh Schedule of the Act (not applicable in case of online filing)

Instruction:

1. This Form should be filed by all the amalgamating companies with enclosures.
2. All the facts stated in this Form should be verifiable from the scheme of amalgamation.

FORM-9

PARTICULARS OF DIRECTORS AND OFFICERS, INCLUDING THE CHIEF EXECUTIVE, SECRETARY, CHIEF FINANCIAL OFFICER, AUDITORS, LEGAL ADVISER AND IN CASE OF SINGLE MEMBER COMPANY, NOMINEE OF SOLE MEMBER OR OF ANY CHANGE THEREIN

[Pursuant to Sections 14(1)(c), 167 & 197 of the Companies Act, 2017 read with Regulations 30, 50 & 54 of the Companies Regulations, 2024]

PART-I

(Please complete in typescript or in bold block capitals)

1.1 CUIN (*Corporate Unique Identification Number*) | | | | | | | |

1.2 Name of the Company

1.3 Fee Payment Details 1.3.1 Challan No 1.3.2 Challan Amount

PART-II

[138]2. **Particulars*:**

Present Name in Full	CNIC No. for Pakistani, or NICOP No. for overseas Pakistanis, or Passport No. in case of a foreigner	Date of issuance of CNIC/NICOP/Passport	Date of expiry of CNIC/NICOP/Passport	Gender	Address as per CNIC/NICOP/Passport	Usual residential address (in case different than CNIC/NICOP/Passport)	Designation	Nationality**	Business Occupation*** (if any)	Date of present appointment or change	Mode of appointment / change / any other Remarks ****	Nature of directorship (nominee/ other *****
(a)	(b)	(c)	(d)	(e)	(f)	(g)	(h)	(i)	(j)	(k)	(l)	(m)

[138] *Substituted table at serial no. 2 vide S.R.O. 1355(I)/2025 dated 25th July, 2025.*

2.1 New appointment/election:												
2.2 Ceasing of Office/Retirement/Resignation/Removal/Death/Disqualification:												
2.3 Any other change in particulars relating to columns (a) to (j) above:												

* *In the case of a firm, the full name, address and above-mentioned particulars of each partner, and the date on which each became a partner.*

** *In case the nationality is not the nationality of origin, provide the nationality of origin as well.*

*** *Also provide particulars of other directorships or offices held, if any.*

**** *In case of listed company also mention whether the person was appointed as "independent, or executive or non-executive or female director quota*

***** *In case of a director nominated by a member or creditor the name of such nominating or appointing body shall also be mentioned in column (m), and a copy of resolution from the nominating or appointing body be attached*

PART-III

3. **Particulars of nominee in case of single member company for the purpose of section 14 or any change therein:**

Present Name in Full	NIC No. for Pakistani, or NICOP No. for overseas Pakistani, or Passport No. in case of a foreigner	Nationality	Usual residential address[139][…]	Date of appointment or change	Relationship of Nominee with single member	[140]Telephone No./ Mobile No.	Email Address

[139] *Deleted vide S.R.O 459/2025 dated 26th March, 2025.*

[140] *Inserted vide S.R.O 459/2025 dated 26th March, 2025.*

(a)	(b)	(c)	(d)	(e)	(f)	(g)	(h)

[141]*(Nominee shall not be a person other than relatives of the member – namely a spouse, father, mother, brother, sister and son or daughter)*

PART-IV

4.1 **Declaration:**

I do hereby solemnly and sincerely declare that the information provided in the form is:

(i) true and correct to the best of my knowledge, in consonance with the record as maintained by the Company and nothing has been concealed; and

(ii) hereby reported after complying with and fulfilling all requirements under the relevant provisions of law, rules, regulations, directives, circulars and notifications whichever is applicable.

4.2	Name of Authorized Officer with designation/ Authorized Intermediary	
4.3	Signatures	
4.4	Registration No of Authorized Intermediary, if applicable	
4.5	Date	D D M M Y Y Y Y

Enclosures:

1. Consent of each Director / Chief Executive upon their appointment/re-appointment/election on the prescribed appendix

2. Copy of nomination letter from the appointing authority in case the person is nominated under any of the provisions of the Act.

3. Copy of NOC/approval from concerned department (Ministries or Regulatory Authorities or SECP) is required for companies with licensing activities etc.

4. Consent of auditor, in case of appointment/re-appointment of auditor

5. Copy of resignation letter (in case of resignation of a director or chief executive), duly signed by resigning director or chief executive, verified through an affidavit on stamp paper duly signed by the person who has signed this Form and attested by an oath commissioner and witnessed, be attached.
6. If the person appointed is a foreigner, please provide 9 sets of Bio-Data & valid Passport for onward submission to Ministry of Interior (MOI) for clearance along with undertaking in original.

[141] *Inserted vide S.R.O 459/2025 dated 26th March, 2025.*

7. Sufficient evidence in case of removal/ death / disqualification of Director/ Chief Executive may be attached.
8. [142]Copy of Board resolution in case of appointment/cessation of an alternate director.
9. [143]In case of incoming director and CEO in a Security Services / Security guard companies, documents required as per standing instructions i.e. copies of 11 sets of passport size photographs duly attested, attested copy of bank statement and bank certificate and copy of MOA/AOA for onward submission to Ministry of Interior (MOI) for prior clearance.
10. Any other documents, as required by the registrar.

11. Original challan or other evidence of payment of fee specified in Seventh Schedule of the Act (not applicable in case of online filing)

Appendix to Form-9

THE COMPANIES ACT, 2017
THE COMPANIES REGULATIONS, 2024
[Section 167]

(Applicable in case of appointment or election of director(s) or Chief Executive)

CONSENT TO ACT AS DIRECTOR / CHIEF EXECUTIVE

1. Name of the Company

2. I/we, the undersigned, have consented to act as Director(s) / Chief Executive of the above-named company pursuant to section 167 of the Companies Act, 2017, and certify that I / We am / are not ineligible to become Director(s) / Chief Executive under section 153 or 177 of the Companies Act, 2017.

Name in full	Designation	Address	Occupation	NIC No or passport No. in case of Foreign National	Signature

[142] *Inserted vide S.R.O 459/2025 dated 26th March, 2025.*
[143] *Inserted vide S.R.O 459/2025 dated 26th March, 2025.*

FORM-10

PARTICULARS OF MORTGAGE, CHARGE OR PLEDGE ETC. OR ANY MODIFICATION THEREIN OR SATISFACTION THEREOF OR PARTICULARS OF MORTGAGE OR CHARGE SUBJECT TO WHICH PROPERTY HAS BEEN ACQUIRED

[Pursuant to Sections 100, 106, 109 & 448 of the Companies Act, 2017 read with Regulations 45 & 30 of the Companies Regulations, 2024]

PART-I

(Please complete in typescript or in bold block capitals)

1.1 CUIN (*Corporate Unique Identification Number*) | | | | | | | |

1.2 Name of the Company

1.3[144]* Fee Payment Details 1.3.1 Challan No 1.3.2 Challan Amount

[145]* include fee, if any, for processing under Fast Track Registration Services

1.4 Particulars of—		Please tick the relevant box
Part-II	Registration of Mortgage, charge, pledge etc., [section 100]	
Part-III	Modification of mortgage, charge, pledge, etc. [section 106]	
Part-IV	Memorandum of complete satisfaction of mortgage, charge, pledge, etc. [section 109]	
Part-V	Mortgage or charge subject to which property has been acquired [section 100(4)]	

Note:- Only one item can be selected for reporting at one time. Remaining items shall become disable after selection of any item.

PART-II

[144] *Inserted vide S.R.O 459/2025 dated 26th March, 2025.*

[145] *Inserted vide S.R.O 459/2025 dated 26th March, 2025.*

(PARTICULARS OF MORTGAGES, CHARGES OR PLEDGE ETC.)

		D D	M M	Y Y Y Y
2.1	Date of instrument creating mortgage, Charge or pledge			

2.2	[146] Brief description of instrument (if any) creating or evidencing the mortgage or charge or pledge or other interest (to be specified).	
2.3	[147]Amount secured by the mortgage or charge, pledge etc. (Mention currency)	
2.4	Short particulars of the property mortgaged, charge, pledge or other interest	
2.5	Gist of the terms and conditions and extent and operation of the mortgage, charge, pledge or other interest *(Also include description of the nature of the mortgage/charge e.g. [148]ranking, equitable, pari-passu, etc.)*	
2.6	Name and address of the person(s) entitled to the mortgage, charge, pledge or other interest.	

PART-III

(PARTICULARS OF MODIFICATION OF MORTGAGES, CHARGES OR PLEDGE ETC.)

		D D	M M	Y Y Y Y
3.1	Date of Instrument creating the original mortgage / charge, pledge etc.			

[146] *Substituted the word "Name" vide S.R.O 459/2025 dated 26th March, 2025.*

[147] *Substituted the words "Amount of mortgage or charge, pledge etc." vide S.R.O 459/2025 dated 26th March, 2025.*

[148] *Inserted vide S.R.O 459/2025 dated 26th March, 2025.*

3.2 Brief description of instrument(s) creating the original mortgage, charge, pledge etc.

3.3 Date(s) of modification of the mortgage, charge, pledge etc. prior to present modification

D D M M Y Y Y Y

3.4 Brief description of instrument(s) modifying the mortgage, charge, pledge etc. prior to present modification.

3.5 Date of present modification of the mortgage, charge, pledge etc.

D D M M Y Y Y Y

3.6 Brief description of instrument(s) modifying the present mortgage, charge, pledge etc.

3.7 Particulars of the present modification specifying the terms or conditions or the extent or operation and the details of the modification.

[149]3.8 Name, address & description of the mortgagee or person(s) entitled to the mortgage, charge, pledge or other interest

PART-IV

(MEMORANDUM OF COMPLETE SATISFACTION OF MORTGAGE, CHARGES OR PLEDGE ETC.)

4. Particulars of the mortgage/charge satisfaction thereof :

4.1 Amount of mortgage / pledge / charge etc. (Rs)

[149] *Inserted vide S.R.O 459/2025 dated 26th March, 2025.*

4.2	Date of [150]creation of mortgage or pledge or charge.	
4.3	Date of last modification, if any of mortgage or pledge or charge	
4.4	Date of satisfaction.	
4.5	Name(s) and address(es) of the mortgagees(s) / trustee(s) for the redeemable capital / debenture-holders, etc. (give description)	
4.6	Brief description of instrument(s) through which mortgage, charge, pledge etc. was created or modified and is now satisfied.	

PART-V

(REGISTRATION OF MORTGAGE, CHARGES ETC. SUBJECT TO WHICH PROPERTY HAS BEEN ACQUIRED

[151]5 Particulars of mortgage or pledge or charge subject to which property has been acquired by the above-mentioned company

5.1	Date of Creation.	D D M M Y Y Y Y
5.2	Description of the instrument(s) creating or evidencing the mortgage, charge, pledge etc.	
5.3	Memorandum or any other instrument regarding mortgage or charge or pledge subject to which property has been acquired.	
5.4	Date of acquisition of the property	D D M M Y Y Y Y

[150] *Substituted the word "registration" vide S.R.O 459/2025 dated 26th March, 2025.*

[151] *Inserted vide S.R.O 459/2025 dated 26th March, 2025.*

5.5	Amount [152](Mention Currency) owing on security of the mortgage or charge	
5.6	Short particulars of the property acquired subject to mortgage, charge or pledge.	
5.7	Gist of the terms and conditions and extent and operation of the mortgage, charge, pledge or other interest. [153]Also include description of the nature of the mortgage, charge e.g., Ranking, equitable, pari-passu, etc.	
[154]5.8	Name, addresses and description of the mortgagee or persons entitled to the charge or other interest	

PART-VI

6.1 **Declaration:**

I do hereby solemnly and sincerely declare that the information provided in the form is:

(i) true and correct to the best of my knowledge, in consonance with the record as maintained by the Company and nothing has been concealed; and

(ii) hereby reported after complying with and fulfilling all requirements under the relevant provisions of law, rules, regulations, directives, circulars and notifications whichever is applicable.

6.2	Name of Authorized Officer with designation/ Authorized Intermediary		
6.3	Signatures		
6.4	Registration No of Authorized Intermediary, if applicable		
6.5	Date	D D M M Y Y Y Y	

Enclosures:

[152] *Inserted vide S.R.O 459/2025 dated 26th March, 2025.*

[153] *Inserted vide S.R.O 459/2025 dated 26th March, 2025.*

[154] *Inserted vide S.R.O 459/2025 dated 26th March, 2025.*

1. Copy of instrument(s) creating/ modifying the mortgage/charge/pledge, as the case may be. (Applicable in case of creation/ modification of mortgage/ charge/ pledge and registration of mortgage/charges/pledge etc. subject to which property has been acquired)
2. No objection certificate from the charge holder in case of modification of mortgage/charge/pledge (if applicable).
3. No objection certificate from the creditor in case of satisfaction of mortgage/charge/pledge (if available).
4. Affidavit under regulation 45 duly signed by the person who signed this application, verifying that the contents of the application and attached documents are true and correct, attested by an Oath Commissioner (scanned image in case of online filing).
5. Original challan or other evidence of payment of fee specified in Seventh Schedule of the Act (not applicable in case of online filing)

FORM-11

RETURN CONTAINING PARTICULARS OF SUBSTANTIAL SHAREHOLDERS /OFFICERS AND COMPANIES FOR COMPANIES' GLOBAL REGISTER OF BENEFICIAL OWNERSHIP

[Pursuant to Sections 452 (2), 452(4) of the Companies Act, 2017 read with Regulations 63 & 30 of the Companies Regulations, 2024]



PART-I

(Please complete in typescript or in bold block capitals.)

1.1 CUIN (*Corporate Unique Identification Number*) | | | | | | | |

1.2 Name of the Company

1.3 Fee Payment Details — 1.3.1 Challan No | 1.3.2 Challan Amount

PART-II

(Applicable in case of particulars of substantial shareholders /officers for companies' global register of beneficial ownership)

2. Particulars of Beneficial Ownership

Sr. No.	(i)	(ii)	(iii)	(iv)	(v)	(vi)	(vii)	(viii)	(ix)	(x)	(xi)	(xii)	(xiii)	(xiv)
	Name of Substantial Shareholder/ Officer of the Company	Designation (if officer of the Company)	NIC/ NICOP	In case shares are owned, held or controlled indirectly, name and relationship with officer/ substantial shareholder	Name of foreign company or body corporate in which ownership is held	No. of shares held in foreign company or body corporate	Cost of investment	Currency	Any interest other than shareholding in foreign company or body corporate	Percentage of shareholding or other interest in foreign company or body corporate	Date of shareholding /investment	Business address of foreign company or body corporate	Name of registration authority of foreign company or body corporate	Country of incorporation of foreign company or body corporate

** Add additional rows for more shareholders/officers, if needed.*

PART-III

(Applicable in case of particulars of Companies for companies' global register of beneficial ownership)

[155]3. Particulars of Beneficial Ownership*

Sr. No.	(i)	(ii)	(iii)	(iv)	(v)	(vi)	(vii)	(viii)	(ix)	(x)
	Name of foreign company or body corporate in which ownership is held	No. of shares held in foreign company or body corporate	Cost of investment	Currency	Any interest other than shareholding in foreign company or body corporate	Percentage of shareholding or other interest in foreign company or body corporate	Date of shareholding /investment	Business address of foreign company or body corporate	Name of registration authority of foreign company or body corporate	Country of incorporation of foreign company or body corporate

[156]* *Add additional rows for more shareholders/officers, if needed.*

PART-IV

4.1 Declaration:

I do hereby solemnly and sincerely declare that the information provided in the form is:

(i) true and correct to the best of my knowledge, in consonance with the record as maintained by the Company and nothing has been concealed; and

(ii) hereby reported after complying with and fulfilling all requirements under the relevant provisions of law, rules, regulations, directives, circulars and notifications whichever is applicable.

4.2	Name of Authorized Officer with designation/ Authorized Intermediary		
4.3	Signatures		
4.4	Registration No of Authorized Intermediary, if applicable		
4.5	Date	D D M M Y Y Y Y	

[155] *Inserted vide S.R.O 459/2025 dated 26th March, 2025.*

[156] *Inserted vide S.R.O 459/2025 dated 26th March, 2025.*

FORM-12

CIRCULAR TO BE SENT TO THE MEMBERS ALONG-WITH THE OFFER LETTER

[Pursuant to Sections 83(3) of the Companies Act, 2017 read with Regulations 39, 108 & 30 of the Companies Regulations, 2024]

PART-I

1.1 Information pertaining to company offering right issue:

(a) **Company profile and history:**

(i) Name of Company
(ii) Corporate Unique Identification Number (CUIN)
(iii) Date of Incorporation
(iv) Registered office address
(v) Date of commencement of business, if any **[Not applicable for private companies]**
(vi) Kind of the company (private/public etc.)
(vii) Website, if any.

(b) **Profile of management and sponsors [Not applicable to Private Companies]**

(i) Brief description of profile of directors

(ii) Other directorships held (provide names of the company(ies)

(c) **Name(s) of the statutory auditor(s):**

(d) **Existing capital indicating classes of shares, if any, separately**

(i) Authorized Capital amounting to Rs._____ divided in to _____ shares of Rs. _____ each.

(ii) Paid-up capital amounting to Rs._____ divided in to _____ shares of Rs. _____ each.

(e) **Reason / Justification for the proposed issue:**

(f) **Name of holding/subsidiary company, if any:**

1.2 Financial Highlights

(a) Financial highlights of company for preceding three years, if applicable in tabular form including following;

Sales/Revenue
Gross profit
Profit before interest & taxes
Profit after tax
Accumulated profit / (loss)
Total Assets
Total Liabilities
Net equity
Break-up value per share
Earnings per share
Cash Dividend, if any
Bonus issue, if any.

(As per requirement of section 83(3) of the Companies Act, 2017, the issuer is required to send the latest statement of Accounts along-with the circular)

(b) Financial highlights of consolidated financial statements same as (a) above, if any

(c) Major related part Transactions **[Not applicable to Private Companies]**

(d) Detail of issue of capital in previous five years **[Not applicable to Private Companies]**

i. Year wise detail of issue of capital
ii. Detail of fund utilization

1.3 Details of the current right issue:

(a) Description of issue:

Amount of the proposed issue Rs._____

divided into _____ _____

of Rs. _____ each

(b) Face value of the share Rs._____each

(c) Basis of determination of price of the right issue **[Not applicable to Private companies].**

(d) Proportion of new issue to existing issued shares with condition, if any:

(e) Date of meeting of board of directors (BOD) wherein the right issue was approved

(f) Names of directors attended the BOD meeting:

(g) Expected benefits to accrue from proposed right issue:

(h) Financial effects arising from right issue **[Not applicable to Private companies].**

i. increase in paid-up share capital.

ii. net asset/breakup value per share before and after right issue.

iii. gearing ratio before and after right issue.

1.4 Eligibility criteria & associated matters:

(a) Eligible Shareholders

(b) Date up to which the offer, if not accepted, shall be deemed to have been declined

(c) Mode of acceptance (only through banking channel)

(i) Bank account number(s)

(ii) Date by which amount to be credited in bank account to constitute valid acceptance

1.5 Information regarding risk and risk mitigating factors, as applicable: [Not applicable for private companies]

(a) description of major risks and company's efforts to mitigate them:

i. risks relating to the project for which proceeds of the right issue are to be utilized.

ii. risks relating to subscription/under-subscription of right issue.

iii. material contingencies.

iv. material commitments.

v. any adverse issue reported by the auditor in their audit reports in previous five years.

(b) Any other material information that may have direct or indirect bearing on the investment decision.

PART-II

2.1 Signatures of all directors or an officer authorized by the Board.

Name	Designation	Signatures
1.		
2.		
3.		

2.2 Place

2.3 Date

DD		MM		YYYY			

Enclosures:

1. Copy of the board resolution authorizing an officer of the company to sign the circular.
2. Original challan or other evidence of payment of fee specified in Seventh Schedule of the Act.

FORM-13

REGISTRATION / MODIFICATION / SATISFACTION OF ENTIRE SERIES OF DEBENTURES / REDEEMABLE CAPITAL AND PARTICULARS OF AN ISSUE OF REDEEMABLE CAPITAL / DEBENTURES IN A SERIES WHEN MORE THAN ONE ISSUE IN THE SERIES IS MADE

[Pursuant to Sections 101, 106, 109 & 448 of the Companies Act, 2017 read with Regulations 30 & 45 of the Companies Regulations, 2024]

PART-I

(Please complete in typescript or in bold block capitals.)

1.1 CUIN (*Corporate Unique Identification Number*) | | | | | | | |

1.2 Name of the Company

1.3 Fee Payment Details 1.3.1 Challan No. 1.3.2 Challan Amount

**** include fee, if any, for processing under Fast Track Registration Services***

1.4 Particulars of—		**Please tick the relevant box**
Part-II	Registration of entire series of Debentures/Redeemable Capital [section 101]	
Part-III	Registration of an issue of redeemable capital / debentures in a series when more than one issue is made [section 101]	
Part-IV	Modification of entire series of Debentures/Redeemable Capital [section 106]	
Part-V	Memorandum of complete satisfaction of particulars entire series of Debentures/Redeemable Capital [section 109]	

Note: - Only one item can be selected for reporting at one time. Remaining items shall become disable after selection of any item.

PART-II

REGISTRATION OF ENTIRE SERIES OF DEBENTURES/REDEEMABLE CAPITAL

2. **Particulars of a series of debentures/redeemable capital, containing or giving by reference to any other instrument; any charge to the benefit of which the Redeemable Capital / debenture-holders of the said series are entitled *pari passu*, created by this company**

2.1	Total amount secured by the whole series (Mention Currency)	
2.2	Amount of the present issue of the series (Mention Currency)	
2.3	Date of resolutions authorizing the issue of the series.	D D M M Y Y Y Y
2.4	Date of the covering deed (if any) by which the security is created or defined; or if there is no such deed the first issue of any redeemable capital or debenture of the series.	D D M M Y Y Y Y
2.5	General description of the property charged	
2.6	Gist of the terms and conditions and extent and operation of the mortgage, charge or other interest. *(Also, to include description of the nature of the mortgage/charge e.g. Ranking, equitable, pari-passu and attach copy of verified deed, if any etc.)*	
2.7	Names & addresses of trustees (if any) of the redeemable capital/ debenture holders.	

PART III

PARTICULARS OF AN ISSUE OF REDEEMABLE CAPITAL / DEBENTURES IN A SERIES WHEN MORE THAN ONE ISSUE IN THE SERIES IS MADE

3. **Particulars of an issue of redeemable capital/debentures in series when more than one issue in the series is made**

		D D	M M	Y Y Y Y
3.1	Date of the registration of the series			
3.2	Date of present issue			

3.3	Amount of present issue (Currency)	
3.4	Gist of the terms and conditions and extent and operation of the mortgage, charge or other interest. *(Also, to include description of the nature of the mortgage/charge e.g. equitable, pari-passu and attach copy of verified deed, if any etc.)*	

PART-IV

MODIFICATION IN THE PARTICULARS OF ENTIRE SERIES OF DEBENTURES/REDEEMABLE CAPITAL

		D D	M M	Y Y Y Y
4.1	Date of Instrument creating the original/ Mortgage/charge, pledge etc.			

4.2	Brief description of instrument(s) creating the original mortgage, charge, pledge etc.	

4.3 Date(s) of modification of the mortgage, charge, pledge etc. prior to present modification

D D M M Y Y Y Y

4.4 Brief description of instrument(s) modifying the mortgage, charge, pledge etc. prior to present modification.

4.5 Date of present modification of the mortgage, charge, pledge etc.

D D M M Y Y Y Y

4.6 Brief description of instrument(s) modifying the Present mortgage, charge, pledge etc.

4.7 Particulars of the present modification specifying the terms or conditions or the extent or operation and the details of the modification.

PART-V

MEMORANDUM OF COMPLETE SATISFACTION OF ON ENTIRE SERIES OF DEBENTURES/REDEEMABLE CAPITAL

5. **Particulars of the mortgage/charge satisfaction thereof:**

5.1 Amount of mortgage/pledge/charge etc. (Currency)

5.2 Date of registration of mortgage or pledge or charge

D D M M Y Y Y Y

5.3 Date of last modification, if any of mortgage or pledge or charge etc.

5.4 Date of satisfaction.

5.5	Name(s) and address(es) of the mortgagees(s) / trustee(s) for the redeemable capital / debenture-holders, etc. (give description)	

PART-VI

6.1 **Declaration:**

I do hereby solemnly, and sincerely declare that the information provided in the form is:

(8) true and correct to the best of my knowledge, in consonance with the record as maintained by the Company and nothing has been concealed; and

(ii) hereby reported after complying with and fulfilling all requirements under the relevant provisions of law, rules, regulations, directives, circulars and notifications whichever is applicable.

6.2	Name of Authorized Officer with designation/ Authorized Intermediary		
6.3	Signatures		
6.4	Registration No of Authorized Intermediary, if applicable		
6.5	Date	D D M M Y Y Y Y	

Enclosures:

1. Copy of instrument(s) creating/ modifying the mortgage/charge/pledge, as the case may be. (Applicable in case of creation/ modification of mortgage/ charge/ pledge and registration of mortgage/charges/pledge etc. subject to which property has been acquired).
2. No objection certificate from the charge holder in case of modification of mortgage/charge/pledge (if applicable).
3. No objection certificate from the creditor in case of satisfaction of mortgage/charge/pledge (if available).
4. Affidavit under regulation 45 duly signed by the person who signed this application, verifying that the contents of the application and attached documents are true and correct, attested by an Oath Commissioner (scanned image in case of online filing
5. Original challan or other evidence of payment of fee specified in Seventh Schedule of the Act (not applicable in case of online filing)

FORM-14

PUBLIC NOTICE TO HOLDERS OF SECURITIES OF BEARER NATURE ISSUED BY A COMPANY

[Pursuant to Sections 60A of the Companies Act, 2017 read with Regulations 30 & 43(1) of the Companies Regulations, 2024]

(Name of Company)

<<Insert Date>>

Take Notice that by virtue of section 60A of the Companies Act 2017, no company shall allot, issue, sell, transfer or assign any bearer share, bearer share warrant or any other equity or debt security of a bearer nature, by whatever name called.

Sub-section 2 of section 60A of the Act requires that all existing bearer shares or bearer share warrants if any, shall either be registered or cancelled.

Sub-regulation (2) of regulation 43 of the Regulations requires every holder of any securities of a bearer nature issued by a <company name> to surrender it to the company for registration.

Accordingly, every person who is a holder of such securities is advised to surrender the securities of a bearer nature issued by <company name> at < registered office address of the company >, for registration, before the expiration of three months of this notice.

It is, therefore, in the interest of every bearer of such securities to present the securities for registration within the stipulated time period.

Name & Designation
(Person authorized to issue notice)

FORM-15

REGISTER CONTAINING PARTICULARS OF HOLDERS OF SECURITIES OF BEARER NATURE AND PARTICULARS OF SUCH SECURITIES SURRENDERED OR CANCELLED

[Pursuant to Sections 60A of the Companies Act, 2017 read with Regulations 30, 43(4) 43(6) of the Companies Regulations, 2024]

(Name of Company)

Names, addresses and particulars of holder of securities of a bearer nature					Particulars of securities surrendered and cancelled					
Given Name and Surname/ Company Name	Address/ registered office address	Occupation	Nationality/ Country of incorporation / formation	CNIC/ Passport No./ Registration No.	Date of Issue	Class of Shares/ securities	Total number of securities	Serial no. of security	Date of surrender	Date of cancellation

Note: Please give particulars depending upon whether the holder is an individual or body corporate

FORM-16

NOTICE TO [157] EVERY MEMBER FOR PROVIDING PARTICULARS OF ULTIMATE BENEFICIAL OWNERS

[Pursuant to Sections 123A(1) of the Companies Act, 2017 read with Regulations 30, 48(1) of the Companies Regulations, 2024]

<<Insert Date>>
[By post/email]
To: Name and address of member
Date:

Subject: Notice under regulation 48 of the Companies Regulations, 2024 ("the Regulations")

[158]1. Take notice that sub-regulation (2) of Regulation 48 of the Regulations requires every member of the company to submit a declaration to the company on Form 17.

[159]2.[….].

3. Sub-section (3) of section 123A of the Companies Act, 2017 (the "Act") provides, *inter-alia*, that any contravention or default in complying with requirement of the said section shall be liable in case of a director or officer of the company or any other person, to a penalty which may extend to one million rupees.

[160]4. In case you do not hold beneficial interest in the shares or voting rights in the Company yourself, please submit the following information on Form-17 about the person (s) on whose behalf you are holding such shares or interest, within fourteen days of the date of this notice in accordance with regulation 48(2) of the Regulations, failing which the company will proceed in the matter without further notice as per the provisions of the Act and the Regulations*:

1. Name
2. Father's Name/Spouse's Name

[157] *Substitute the word "MEMBERS", vide S.R.O. 1355(I)/2025 dated 25th July, 2025.*
[158] *Substituted paragraph (1) vide S.R.O. 1355(I)/2025 dated 25th July, 2025.*
[159] *Omitted paragraph (2) vide S.R.O. 1355(I)/2025 dated 25th July, 2025.*
[160] *Substituted paragraph (4) vide S.R.O. 1355(I)/2025 dated 25th July, 2025.*

3. CNIC/NICOP/Passport no. alongwith date of issue and expiry (attach copy)
4. Date of Birth
5. Gender
6. Nationality
7. Country of origin (in case of foreign national or dual national)
8. Address of UBO as per CNIC/NICOP/Passport
9. Usual residential address (in case different than given in CNIC/NICOP/Passport)
10. Email address
11. Date on which shareholding, control or interest acquired in the company
12. Date on which shareholding, control or interest acquired in the company from former ultimate beneficial owner;
13. In case of indirect shareholding, control or interest being exercised through intermediary companies, entities or other legal persons or legal arrangements in the chain of ownership or control, following additional particulars to be provided:

Name	Legal form (Company/LLP/ Partnership Firm/ Trust/Any other body corporate (to be specified))	Date of incorporation/ registration	Name of registering authority	Business Address	Country	Email address	Percentage of shareholding, control or interest of UBO in the legal person or legal arrangement	Percentage of shareholding, control or interest of legal person or legal arrangement in the Company	Identity of Natural Person who ultimately owns or controls the legal person or arrangement
(a)	(b)	(c)	(d)	(e)	(f)	(g)	(h)	(i)	(j)

14. Any other information incidental to or relevant to enable the company to evaluate the matter.

Name & signature

(Person authorized to issue notice on behalf of the company)

** In case the government or any company or body corporate owned or controlled by it is a member of a company, the particulars required vide this para shall be provided in respect of the senior management official(s) nominated by the said government on the board of directors or governing body of the said company or body corporate, to the extent of investment of the government in the company*.

FORM-17

DECLARATION BY MEMBER ABOUT ULTIMATE BENEFICIAL OWNERS

(To be submitted to the company by every member as specified under regulation 48(1) or regulation 48(2))

[Pursuant to Sections 123A(1) of the Companies Act, 2017 read with Regulations 30, 48(2) of the Companies Regulations, 2024]

Name of Company _____
CUIN _____
Presented by _____
I _____ do solemnly declare as follows;

1. I _____ having CNIC/Passport No.*_____and having address at _____ am a person whose name is entered in the register of members of < name of the company>) as the holder of (state the percentage of shares or controlling interest) in the company.

2. I (became the holder of the shares)/(acquired control/interest)* in the company on the following date(s) and continue as such at the date of this declaration:

_____	_____
Number and classes of shares/nature of control/interest in the company	Date of becoming a member of the company

3. I (myself hold/do not hold) [__] %percentage in the said share(s) or controlling interest in the company.

[161]4. In case all or any of the afore-mentioned shares or controlling interest is not held by myself, the particulars of the ultimate beneficial owner(s), in respect of the aforesaid number of shares/control/ interests, is/are:**

1. Name	
2. Father's Name/Spouse's Name	

[161] *Amended paragraph (4) vide S.R.O. 1355(I)/2025 dated 25th July, 2025*

[162]3. CNIC/NICOP/Passport no. along with date of issue and expiry (copy attached)	
[163]3.1 Date of birth	
3.2 Gender	
4. Nationality	
5. Country of origin (in case of foreign national or dual national)	
[164]5.1 Address of UBO as per CNIC/NICOP/Passport	
6. [165]Usual residential address (in case different than given in CNIC/NICOP/Passport)	
7. Email address	
8. Date on which shareholding, control or interest acquired in the company	
9. Date on which shareholding, control or interest acquired in the company from former ultimate beneficial owner	

10. In case of indirect shareholding, control or interest being exercised through intermediary companies, entities or other legal persons or legal arrangements in the chain of ownership or control, names and particulars are as follows:

Name	Legal form (Company/LLP/Partnership Firm/Trust/Any other body corporate (to be specified))	Date of incorporation/ registration	Name of registering authority	Business Address	Country	Email address	Percentage of shareholding, control or interest of UBO in the legal person or legal arrangement	Percentage of shareholding, control or interest of legal person or legal arrangement in the Company	Identity of Natural Person who Ultimately owns or controls the legal person or arrangement
(a)	(b)	(c)	(d)	(e)	(f)	(g)	(h)	(i)	(j)

11. Any other information incidental to or relevant to enable the company to evaluate this matter

And I make this solemn declaration conscientiously believing the same to be true.
This _____ day of _____, 20____

_____
Name & signature

* Delete whichever is inapplicable
** Please provide information required under para 4 if you are a:
(i) Legal person, i.e. not an individual or natural person; or
(ii) Natural person, but do not yourself hold [ ] % of shares or interest in the company.

[162] *Substituted serial no 3 vide S.R.O. 1355(I)/2025 dated 25th July, 2025.*
[163] *Inserted serial no 3.1 and 3.2 vide S.R.O. 1355(I)/2025 dated 25th July, 2025.*
[164] *Inserted serial no 5.1 vide S.R.O. 1355(I)/2025 dated 25th July, 2025*
[165] *Substituted serial no 6 vide S.R.O. 1355(I)/2025 dated 25th July, 2025.*

Note: 1. The form of declaration may be modified or adapted to the circumstances in which the non-beneficial owner is a body corporate or in which there is more than one non-beneficial owner in respect of a particular share.

2. Please add further columns to the table in para 4 above depending upon the number of ultimate beneficial owners of the company

[1] Sub-regulation (7) of regulation 48 defines an ultimate beneficial owner as a natural person who ultimately owns or controls a company, whether directly or indirectly, through at least twenty five percent shares or voting rights or by exercising effective control in that company through other means. 'Control through other means' may be exercised through a chain of ownership or through close relatives or associates having significant influence or control over the finances or decisions of the company.

FORM-18

DECLARATION BY MEMBER ABOUT CHANGE OF ULTIMATE BENEFICIAL OWNERS OR PARTICULARS THEREOF

[Pursuant to Sections 123A(2) of the Companies Act, 2017 read with Regulations 30, 48(3) of the Companies Regulations, 2024]

Name of Company _____
CUIN _____
Presented by _____

1. This is to declare that I (name of member in block letters) having CNIC/Passport No.*_____and having address at _____ am a person whose name was entered in the register of members of (name of the company) as the holder of (state the number and classes of shares/extent of voting rights/control rights etc.) in the company on _____.

2. With effect from the (date_____), the (natural person(s)/particulars of the natural persons)* who ultimately holds the beneficial ownership in the company (has/have)* been changed to:

1. Name of ultimate beneficial owner/former ultimate beneficial owner	
2. Number and class of shares or voting rights held	
3. Name of the new ultimate beneficial owner	
4. Father's Name/Spouse's Name	
5. CNIC/NICOP/Passport no. alongwith date of issue (copy attached)	
6. Nationality	
7. Country of origin (in case of foreign national or dual national)	
8. Usual residential address	
9. Email address	
10. Date on which shareholding, interest or control acquired in the company from former ultimate beneficial owner	
11. In case of indirect shareholding, control or interest being exercised through intermediate companies, entities or other legal persons or legal arrangements in the chain of ownership or control, names and particulars are as follows:	

Name	Legal form (Company/ LLP/ Partnership Firm/Trust/Any other body corporate (to be specified))	Date of incorporation/ registration	Name of registering authority	Business Address	Country	Email address	Percentage of shareholding, control or interest of UBO in the legal person or legal arrangement	Percentage of shareholding, control or interest of legal person or legal arrangement in the Company	Identity of Natural Person who Ultimately owns or controls the legal person or arrangement
(a)	(b)	(c)	(d)	(e)	(f)	(g)	(h)	(i)	(j)

12. Any other information incidental to or relevant to enable the company to evaluate this matter

And I make this solemn declaration conscientiously believing the same to be true.
This _____ day of _____, 20____

_____
Name & signature

* Delete whichever is inapplicable

Note: 1. The form of declaration may be modified or adapted to the circumstances in which the non-beneficial owner is a body corporate or in which there is more than one non-beneficial owner in respect of a particular share.

2. Please add further columns to the table in para 2 above depending upon the number of ultimate beneficial owners of the company

FORM-19

Declaration of compliance with the provisions of section 123A of the Companies Act, 2017

[Pursuant to Section 123A(2) of the Companies Act, 2017 [166]***[****For The Year****]***
read with Regulations 30 & 48(5) of the Companies Regulations, 2024]

PART I

1.1 CUIN (Registration Number) | | | | | | | |

1.2 Name of the Company

1.3 Fee Payment Details

1.3.1 Challan No

1.3.2 Challan Amount

PART II

2.1 Compliance against notice issued under sub-regulation (1) of Regulation 48;

Sr. No.	Particulars	Response
i.	[167]The Company on <date> has issued, a notice as per Form 16 to every member of the Company, to obtain information of its ultimate beneficial owners, in compliance with sub-regulation (1) of regulation 48. The total number of notices issued is _____.	Yes/No

[166] *Inserted "For the year" vide S.R.O. 1355(I)/2025 dated 25th July, 2025.*
[167] *Substituted vide S.R.O. 1355(I)/2025 dated 25th July, 2025*

ii. If reply to (i) is Yes,	The Company has received declarations as per Form-17 from the members/persons to whom notices have been issued, as required under sub-regulation (2) of regulation 48: [168][….] No. of members or submitting the declarations against the notice(s) issued is: _____ No. of members or representatives who have failed to submit the declaration against the notice(s) issued is: _____	Yes/No
iii. If reply to (ii) is Yes,	The Company has noted accurate particulars of its ultimate beneficial owners, received from the persons vide declaration as per Form-17, in a register of ultimate beneficial owners, as specified under sub-regulation (4) of regulation 48, and in compliance with the provisions of sub-section (2) of section 123A of the Act.	Yes/No
iv.	The board of directors of the Company has authorized its chief executive officer or one of its directors or officers to provide the information required under sub-regulation (6) of regulation 48 to the registrar or any other authority or agency pursuant to the powers to call for information entrusted by law to such authority or agency, and to provide further assistance as may be required.	Yes/No
v. If reply to (iv) is yes,	The Company has nominated the following officer, as required in terms of sub-regulation (6) of regulation 48:	1. Name _____ 2. Father's Name _____ 3. Designation _____ 4. CNIC No. _____ 5. Cell No. _____ 6. Email address _____ 7. Usual residential address _____

[168] *Omitted vide S.R.O. 1355(I)/2025 dated 25th July, 2025*

PART III

3.1 Compliance in respect of induction of new members in terms of sub-regulation (2) or changes in particulars of ultimate beneficial owners in terms of sub-regulation (3) of Regulation 48:

Sr. No.	Particulars	Response
i.	The Company has received, during the <year>, declaration filed by the new members in Form-17, or declaration(s) for changes in the beneficial ownership or controlling interest from the member(s) in Form-18, as required under sub-regulation (2) or sub-regulation (3) of regulation 48, respectively.	Yes/No
ii. If reply to (i) is Yes,	The Company has noted the accurate and updated particulars of its ultimate beneficial owners received through declaration(s) during the <year> in the register of ultimate beneficial owners, as specified under sub-regulation (4) of regulation 48, and in compliance with the provisions of sub-section (2) of section 123A of the Act.	Yes/No
iii.	The board of directors of the Company has authorized its chief executive officer or one of its directors or officers to provide the information required under sub-regulation (6) of regulation 48 to the registrar or any other authority or agency pursuant to the powers to call for information entrusted by law to such authority or agency, and to provide further assistance as may be required.	Yes/No
iv. If reply to (iii) is yes,	The Company has nominated the following officer, as required in terms of sub-regulation (6) of regulation 48	1. Name _____ 2. Father's Name _____ 3. Designation _____ 4. CNIC No. _____ 5. Cell No. _____ 6. Email address _____ 7. Usual residential address _____ _____

[169]PART IIIA

3A.1 Particulars of UBO Register maintained by the Company in compliance to Regulation 48(4) of the Regulations**:

Shareholder information					UBO information												
Sr.no.	shareholder name	CNIC/NICOP/Passport No./registration number (in case of legal person)	number of shares held	%age of shareholding	name of UBO	Father's Name/ Spouse's Name of UBO	CNIC/ NIC OP/Passport No. along with Date of Issue & expiry	Nationality of UBO	Country of Origin (in case of foreign national or dual national) of UBO	Date of Birth of UBO	Gender of UBO	Address of UBO as per CNIC /NICOP/Passport	Usual Residential Address ((in case different than given in CNIC/ NIC OP/Passport)	Email Address of UBO	Date on Which Shareholding, Control, or Interest Acquired in Company	Date on Which Shareholding, Control, or Interest Acquired from Former Ultimate Beneficial Owner	Any other information incidental to or relevant to enable the company to evaluate this matter.
1	2	3	4	5	6	7	8	9	10	11	11	12	13	14	15	16	17

** Additional particulars in case of indirect control (in terms of Regulation 48(4)(x) of the Regulations, in case of indirect shareholding, control or interest being exercised through intermediary companies, entities or other legal persons or legal arrangements in the chain of ownership or control, provide following particulars of the ultimate beneficial owner of the legal persons or arrangements. If there is no natural person, provide the particulars of relevant natural person who holds the position of senior managing official):

Additional UBO information in case of indirect control									
Name of entity	Legal form (Company/LLP/Partnership Firm/Trust/Any other body corporate (to be specified))	Date of incorporation/ registration	Name of registering authority	Business address	country	Email address	Percentage of shareholding, control or interest of UBO in the legal person or legal arrangement	Percentage of shareholding, control or interest of legal person or legal arrangement in the Company	Identity of Natural Person who ultimately owns or controls the legal person or arrangement
1	2	3	4	5	6	7	8	9	10

[169] *Inserted new Part IIIA vide S.R.O. 1355(I)/2025 dated 25th July, 2025*

(iv) In Part IV, the following note shall be inserted at the end:

"Note 1: UBO is defined in section 123A of the Companies Act, 2017 as a natural person who ultimately owns or controls a company, whether directly or indirectly, through at least twenty five percent shares or voting rights or by exercising effective control in that company through such other means, as may be specified. The Company will provide such UBO information in Part IIIA of this form.

Note 2: in case of reporting change of UBO in terms of 2nd proviso of Regulation 48(5), part II shall not be applicable.'

Note 3: UBO address should not be PO BOX address.

PART IV

4.1 **Declaration**:

I do hereby solemnly and sincerely declare that the information provided in the form is:

(i) true and correct to the best of my knowledge, in consonance with the record as maintained by the Company and nothing has been concealed; and

(ii) hereby reported after complying with and fulfilling all requirements under the relevant provisions of law, rules, regulations, directives, circulars and notifications whichever is applicable.

4.2	Name of authorized officer with designation	
4.3	Signatures	
4.4	Date	D D M M Y Y Y Y

* For the first time the company issues notice to its members in Form-16, the month during which such notices have been issued shall be mentioned.

FORM-20

PATTERN OF SHAREHOLDING

[Pursuant to Section 227(2)(f) of the Companies Act, 2017 read with Regulations 30 of the Companies Regulations, 2024]

PART-I

(Please complete in typescript or in bold block capitals.)

1.1 Name of the Company

PART-II

2.1. Pattern of holding of the shares held by the shareholders as at

2.2. No of shareholders	Shareholdings	Total shares held
	shareholding from 1 to 100 shares	
	shareholding from 101 to 500 shares	
	shareholding from 501 to 1000 shares	
	shareholding from 1001 to 5000	
g	shareholding from 5001 to 10000	
	(Add appropriate slabs of shareholdings) Total	

2.3	Categories of shareholders	share held	Percentage
2.3.1	Directors, Chief Executive Officer, and their spouse and minor children.		
2.3.2	Associated Companies, undertakings and related parties.		
2.3.3	NIT and ICP		
2.3.4	Banks Development Financial Institutions, Non Banking Financial Institutions.		
2.3.5	Insurance Companies		
2.3.6	Modarabas and Mutual Funds		

2.3.7 Share holders holding 10%		
2.3.8 General Public		
a. Local		
b. Foreign		
2.3.9 Others (to be specified)		

Note: In case there are more than one class of shares carrying voting rights, the information regarding each such class shall be given separately.

FORM-21

NOTICE OF SITUATION OF REGISTERED OFFICE ADDRESS OR ANY CHANGE THEREIN OR NOTICE OF ADDRESS AT WHICH BOOKS OF ACCOUNTS ARE MAINTAINED

[Pursuant to Sections 21, 220 & 449 of the Companies Act, 2017 read with Regulation 30 of the Companies Regulations, 2024]

PART-I

(Please complete in typescript or in bold block capitals)

1.1 CUIN (*Corporate Unique Identification Number*) | | | | | | | |

1.2 Name of the Company

1.3 Fee Payment Details 1.3.1 Challan No | 1.3.2 Challan Amount

1.4 Notice of –		**Please tick the relevant box**
Part-II	Situation of registered office or any change therein.	
Part-III	Address at which books of accounts are maintained	

PART-II

(Applicable in case of first time reporting of registered office address or any change therein)

2.1 The situation of registered office of the company was changed from *(state previous address)*

2.2 The registered office of the Company is now situated at *(first time reporting or change in address to be mentioned here)*

(State full address with identifiable number / name of the premises or building and street, road and locality besides the name of the town and postal area, where applicable)

Telephone Number		Fax Number, if any	
Email Address			

2.3 With effect from

D D	M M	Y Y Y Y

PART-III

(Applicable in case of notice of address at which the books of Accounts are to be kept other than registered office)

3.1 The above-named company hereby gives you notice pursuant to the second proviso to sub-section (1) of section 220 of the Companies Act, 2017 that the Board of Directors of the Company have decided to keep the books of account of the company at the place other than registered office.

	D D	M M	Y Y Y Y
3.2 Date of resolution of Board of directors			

3.3 Address of place at which books of accounts to be kept	
[170]3.3.1 Name of City	
3.3.2 Name of Province/ICT; and	
3.3.3 Telephone Number	

[170] *Inserted vide S.R.O 459/2025 dated 26th March 2025.*

3.4	Date of shifting / maintaining of books of account at above said address	D	D		M	M		Y	Y	Y	Y				

PART-IV

4.1 **Declaration:**

I do hereby solemnly and sincerely declare that the information provided in the form is:

(i) true and correct to the best of my knowledge, in consonance with the record as maintained by the Company and nothing has been concealed; and

(ii) hereby reported after complying with and fulfilling all requirements under the relevant provisions of law, rules, regulations, directives, circulars and notifications whichever is applicable.

4.2	Name of Authorized Officer with designation/ Authorized Intermediary		
4.3	Signatures		
4.4	Registration No of Authorized Intermediary, if applicable		

4.5	Date	D	D		M	M		Y	Y	Y	Y				

Enclosure:

1. Evidence of filing of Form-26 in case of change in registered office address from one city in a province to another.
2. [171]Copy of Board resolution in case of books of Accounts to be kept at other than registered office
3. Original challan or other evidence of payment of fee specified in Seventh Schedule of the Act (not applicable in case of online filing)

[171] *Inserted vide S.R.O 459/2025 dated 26th March 2025.*

FORM-22

DECLARATION BY A PUBLIC COMPANY BEFORE COMMENCING BUSINESS

[Pursuant to Section 19 of the Companies Act, 2017 read with Regulation 30 of the Companies Regulations, 2024]

PART-I

(Please complete in typescript or in bold block capitals)

1.1 CUIN (*Corporate Unique Identification Number*) | | | | | | | |

1.2 Name of the Company

1.3 Fee Payment Details 1.3.1 Challan No | 1.3.2 Challan Amount

1.4 Declaration before commencing business –		**Please tick the relevant box**
Part-II	In case of a company issuing a prospectus	
Part-III	In case of a company filing statement in lieu of prospectus	

PART-II

(DECLARATION BY A COMPANY IN CASE OF ISSUING A PROSPECTUS)

2.1 Name(s) of declarant(s)

2.2 I/We, the above-named person(s), do hereby solemnly and sincerely declare as follows:

2.2.1 That the amount of the share capital of the company offered to the public for subscription is — Rs.

2.2.2 That the amount stated in the prospectus as the minimum amount which, in the opinion of the Directors, must be raised by the issue of share capital in order to provide for the matters given in the prospectus, is — Rs.

2.2.3	That shares held subject to the payment of the whole amount thereof in cash have been allotted to the amount of and the money has been received by the company	Rs.
2.2.4	That every Director of the Company has paid to the Company full amount on each of the shares taken or contracted to be taken by him and for which he is liable to pay in cash.	Rs.
2.2.5	That no money is, or may become, liable to be repaid to the applicants for any shares or participation term certificate/terms finance certificate/debentures which have been offered for public subscription by reason of any short subscription, failure to apply for, or to obtain permission for the shares or participation term certificates/term finance certificates/debentures to be dealt on any stock exchange.	Rs.

2.3 Verified that the foregoing statements are true to the best of my/our knowledge and belief and that nothing has been concealed.

PART-III

(DECLARATION BY A COMPANY IN CASE OF FILING OF STATEMENT IN LIEU OF PROSPECTUS)

3.1 Name(s) of declarant(s)

3.2 I/We, the above-named person(s), do hereby solemnly and sincerely declare as follows:

3.2.1	That the amount of the share capital of the company subject to the payment of the whole amount thereof in cash is	Rs.
3.2.2	That the company has not issued a prospectus inviting the public to subscribe for its shares, and that it has filed with the Registrar a statement in lieu of prospectus dated	D D M M Y Y Y Y
3.2.3	That the amount fixed by the Memorandum or Articles and specified in the statement in lieu of prospectus as the minimum subscription upon which the directors may proceed to allotment is	Rs.
3.2.4	That shares held subject to the payment of the whole amount thereof in cash have been allotted to the amount of	Rs.

3.2.5 That every Director of the Company has paid to the Company full amount on each of the shares taken or contracted to be taken by him and for which he is liable to pay in cash.

PART-IV

4.1 Declaration:

I do hereby solemnly and sincerely declare that the information provided in the form is:

(i) true and correct to the best of my knowledge, in consonance with the record as maintained by the Company and nothing has been concealed; and

(ii) hereby reported after complying with and fulfilling all requirements under the relevant provisions of law, rules, regulations, directives, circulars and notifications whichever is applicable.

4.2 Details of declarant(s)

Name	Designation (CEO/Director/Company Secretary)	Signature

Note: *The declaration shall be signed by Chief Executive or one of the directors and company secretary*

4.3 Date

D D	M M	Y Y Y Y

Enclosures:

1. Evidence of receipt of amount of minimum subscription by the Company.
2. Copy of Statement in Lieu of Prospectus
3. Scanned copy of Form-22 duly signed by both the declarants (applicable in case of online filing)
4. Original challan or other evidence of payment of fee specified in Seventh Schedule of the Act (not applicable in case of online filing)

FORM-23

Information to be furnished in relation to any offer of a scheme or contract involving the transfer of shares or any class of shares in the transferor company to the transferee company

[Pursuant to Section 285(5) of the Companies Act, 2017 read with Regulations 30 & 59 of the Companies Regulations, 2024]

PART-I

(Please complete in typescript or in bold block capitals)

1.1	CUIN (Registration Number)								
1.2	Name of the Company								
1.3	Fee Payment Details	1.3.1	Challan No		1.3.2	Challan Amount			

PART-II

2.1	Name of the transferee company making the offer or issuing any circular in connection with the offer.	
2.2	Capital structure of the transferee Company;	
2.3	Management structure of the transferee Company (composition of Board of Directors and particulars regarding Chief Executive).	
2.4	Extent of shareholding of the Chief Executive, Directors, Secretary or their associates in the transferee Company.	
2.5	Extent of shareholding of the Chief Executive, Directors, Managing Agents (if any), Secretary and Chief Accountant or their associates of the transferee Company in the transferor Company.	

2.6	If the offer is being made on behalf of the Company by any other person, the interest of the person in the Company which is making the offer	
2.7	Name of the transferor Company	
2.8	Capital structure of the transferor Company	
2.9	Management structure (composition of Board of Directors, and particulars regarding Chief Executive).	
2.10	Extent of shareholdings of the Chief Executive, Directors, Managing Agents (if any), Secretary and Chief Accountant or their associates, if any, of the transferor Company in the transferor and transferee Companies	

2.11 A summary of the financial position of the transferee and transferor Companies to be given separately in the pro forma contained in the Appendix

2.12	The prices offered for the purchase of the shares of the transferor company; or	
2.13	Full particulars of the consideration offered other than cash for the purchase of shares of the transferor company.	

2.14 If the consideration offered involved allotment of shares in transferee company, then specify full particulars of;

2.14.1	shares;	
2.14.2	the right attached thereto;	
2.14.3	basis of valuation of shares of transferor company.	
2.14.4	valuation of the shares of transferee company proposed to be allotted.	
2.15	Sources from which the transferee Company proposes to pay for the	

	acquisition of the said shares, if the consideration is cash.	
2.16	Details of transfers of shares in the transferor Company by its Chief Executive, Directors, Managing Agents (if any), Secretary and Chief Accountant or their associates in the two years preceding the offer.	
2.17	Reasons for which the offer has been recommended for acceptance by the members of the transferor Company by its Directors. Every recommendation to the members of the transferor Company shall also contain a statement of the interest of its Chief Executive, Directors, Managing Agents (if any), Secretary and Chief Accountant or their associates in the transferee Company.	

2.18 The transferee company has taken necessary steps to ensure the availability of cash for the purpose of clause (b) of sub-section (5) of section 285;

2.19 A certificate from the Auditor of the transferee Company that the information contained in the offer/ recommendation is correct is attached.

2.20 Financial liquidity position of the Company according to the latest audited balance sheet.

		Rs.	**Rs.**
2.20.1	Current assets (including investments other than trade investments and investments in subsidiary Companies		
2.20.2	Less		
2.20.3	Current liabilities (including short-term loans liabilities).		
2.20.4	**Liquid Surplus** **Add _____**		
2.20.5	Fixed Assets		
2.20.6	Trade investments and investments in subsidiary Companies		
	Less		
2.20.7	**Long term loans and liabilities**		
2.20.8	Net worth as on _____ (date of statement of financial position)		

2.20.9	Note: In making the above computation of net worth, adjustment in respect of the following items shall be made:-		
2.20.10	Intangible assets, e.g., goodwill, etc.		
2.20.11	Doubtful assets, e.g. doubtful and bade debts, etc.	_____	_____
2.20.12	Deferred revenue expenditure	_____	_____
2.20.13	Accumulated losses	_____	_____
2.20.14	Arrears of depreciation	_____	_____
2.20.15	Any other amount, appearing in the statement of financial position required to be deducted in accordance with accounting practices.	_____	_____
		_ _ _ _ _ _ _	_ _ _ _ _ _ _
		Total_____	_____

2.21 RECONCILIATION OF NET WORTH

		Rs.	Rs.
2.21.1	Paid up Capital Add_____		
2.21.2	Reserves (Please specify details)		
2.21.3	Less_____		
2.21.4	Intangible assets and any other amount required to be deducted (vide note above)	_ _ _ _ _ _ _	_ _ _ _ _ _ _
2.21.5	Net worth as on……		

PART-III

3.1 Declaration:

I do hereby solemnly and sincerely declare that the information provided in the form is:

(i) true and correct to the best of my knowledge, in consonance with the record as maintained by the Company and nothing has been concealed; and

(ii) hereby reported after complying with and fulfilling all requirements under the relevant provisions of law, rules, regulations, directives, circulars and notifications whichever is applicable.

3.2	Name of Authorized Officer with designation/ Authorized Intermediary		
3.3	Signatures		
3.4	Registration No of Authorized Intermediary, if applicable		
3.5	Date	D D	M M Y Y Y Y

Enclosures:

1. A certificate from the Auditor of the transferee Company that the information contained in the offer/ recommendation is correct.
2. Original challan or other evidence of payment of fee specified in Seventh Schedule of the Act (not applicable in case of online filing)
3. Any other document as deemed necessary.

FORM-24

Annual return of companies in case there is no change of particulars since last annual return filed with the registrar

[Pursuant to Section 130(5) of the Companies Act, 2017 read with Regulation 30 of the Companies Regulations, 2024]

PART-I

(Please complete in typescript or in bold block capitals.)

1.1 CUIN (*Corporate Unique Identification Number*) | | | | | | | |

1.2 Name of the Company

1.3 Fee Payment Details 1.3.1 Challan No | | 1.3.2 Challan Amount | |

PART-II

2.1 Date of Annual General Meeting — D D | M M | Y Y Y Y

2.2 Last filed Form-A made up to [172]the date of AGM or up to the last day of calendar year, where no AGM was held/concluded — D D | M M | Y Y Y Y

PART-III

3.1 Declaration:

I do hereby solemnly and sincerely declare that:

(i) Annual General Meeting of the company has been held on the date given at Sr. No. 2.1 above in accordance with the provisions of the Companies Act.

(ii) since there is no change in particulars of annual return which was filed with the registrar as per date given above at Sr. No. 2.2, therefore, filing of annual return for the current financial year is not required as per law.

[172] *Inserted vide S.R.O 459/2025 dated 26th March, 2025.*

3.2 I further declare that the information provided in the form is:

(i) true and correct to the best of my knowledge, in consonance with the record as maintained by the Company and nothing has been concealed; and

(ii) hereby reported after complying with and fulfilling all requirements under the relevant provisions of law, rules, regulations, directives, circulars and notifications whichever is applicable.

3.3	Name of Authorized Officer with designation/ Authorized Intermediary	
3.4	Signatures	
3.5	Registration No of Authorized Intermediary, if applicable	
3.6	Date	D D M M Y Y Y Y

INSTRUCTIONS FOR FILLING THIS FORM

1. This form is not applicable on a single member company or a private company having paid-up capital not exceeding Rs. 3.0 million in case there is no change of particulars since last annual return filed with the registrar. A private company having paid up capital of more than Rs. 3 million shall file this form with the registrar.
2. Original challan or other evidence of payment of fee specified in Seventh Schedule of the Act will be submitted with this form (not applicable in case of online filing)

FORM-25

Statutory Report

[Pursuant to Section 131(6) of the Companies Act, 2017 read with Regulation 30 of the Companies Regulations, 2024]

PART-I

(Please complete in typescript or in bold block capitals)

1.1 CUIN (*Corporate Unique Identification Number*) | | | | | | | |

1.2 Name of the Company

1.3 Fee Payment Details 1.3.1 Challan No | 1.3.2 Challan Amount

PART-II

2. Details of statutory report to the shareholders duly certified pursuant to section 131 and the statutory meeting to be held

		D D	M M	Y Y Y Y
2.1	Date of Report			
2.2	Date of notice calling statutory meeting			
2.3	Date on which the meeting is to be held			
2.4	Place where meeting is to be held			

PART-III

3.1 **Declaration:**

I do hereby solemnly and sincerely declare that the information provided in the form is:

(i) true and correct to the best of my knowledge, in consonance with the record as maintained by the Company and nothing has been concealed; and

(ii) hereby reported after complying with and fulfilling all requirements under the relevant provisions of law, rules, regulations, directives, circulars and notifications whichever is applicable.

3.2	Name of Authorized Officer with designation/ Authorized Intermediary	
3.3	Signatures	
3.4	Registration No of Authorized Intermediary, if applicable	
3.5	Date	D D M M Y Y Y Y

Enclosures:

1. Statutory report as per appendix to this Form.
2. Auditor's report under section 131(5).
3. Original challan or other evidence of payment of fee specified in Seventh Schedule of the Act (not applicable in case of online filing)

Appendix to Form-25

THE COMPANIES ACT, 2017
THE COMPANIES REGULATIONS, 2024
[Section 131(6)]

STATUTORY REPORT TO THE MEMBERS

1. Name of the Company

2. **Shares allotted and cash received up to the date of this report**

2.1 Nominal share capital of the company

No of shares	
Rs. per share	
Amount	

2.2 Particulars	Kind / Class of shares	No of shares	Nominal value of each share	Cash received
2.3 Allotted subject to payment thereof in cash.				

2.4	Allotted as fully paid up otherwise than in cash and the consideration for which the shares have been so allotted being: (to be specified)				
2.5	Allotted at a discount per share of Rs.				
2.6	Allotted at a premium per share of Rs.				

3. **Abstract of receipts and payments of the company made upto a date within 15 days of the date of this report:**

Receipt	Rs	Payments	Rs
Shares: Advance payment for shares / Redeemable Capital / debentures Loans: Deposits Other Sources (to be specified)		Preliminary expenses Commission on issue or sale of shares / redeemable Capital / debentures. Discount on issue or sale of shares / redeemable Capital / debentures. Capital expenditure: Land……. Building…… Plant…… Machinery……. Other Items (to be specified) Balances……... In hand…….	

		At Banks……..	
Total:		Total:	

4. **Preliminary expenses—**

4.1 Estimated in the Prospectus/Statement in lieu of Prospectus | (Rs.):-

4.2 Preliminary expenses actually incurred up to the aforesaid date:-

(a)	Legal & professional Charges	
(b)	Printing expenses of Memorandum and Articles	
(c)	Stamp and Registration fees	
(d)	Advertisement	
(e)	Commission on issue or sale of shares / redeemable capital/debentures.	
(f)	Discount on issue or sale of shares / redeemable capital/debentures.	
(g)	Other initial expenses (to be specified).	
	Total:-	

5. **Particulars of the Directors, Chief Executive, Secretary, Auditors and Legal Advisers of the Company and the changes, if any, which have occurred since the date of the incorporation**

Name	NIC No. for Pakistani, or NICOP No. for overseas Pakistanis or Passport No. in case of a foreigner	Addresses	Occupation	Particulars of Changes, if any
5.1 Directors				
5.2 Chief Executive				
5.3 Secretary				
5.4 Auditors				
5.5 Legal Advisors				

6. Particulars of any contract the modification of which is to be submitted to the meeting for its approval together with the particulars of the modification or proposed modification.

The particulars must include dates of changes.

7. The extent to which underwriting contract if any, has been carried out, if contract not carried out fully, extent to which it has not been carried out and reasons therefor.

8.	The particulars of any commission or brokerage paid or to be paid in connection with the issue or sale of shares to any director, chief executive, secretary or officer or to a private company of which he is director	
9.	Brief account of the Company's affairs since its incorporation and the business plan, including any change affecting the interest of shareholders and business prospects of the company.	

10. We hereby certify this Report as correct and that nothing has been concealed or withheld in this regard.

10.1	Signature			
10.2	Name of Signatories			
10.3	Designation	Chief Executive Officer	Director	Chief Financial Officer (only in case of listed company)

FORM-26

Special Resolution

[Pursuant to Section 150 of the Companies Act, 2017 read with Regulation 30 of the Companies Regulations, 2024]

PART-I

(Please complete in typescript or in bold block capitals)

1.1 CUIN (*Corporate Unique Identification Number*)

1.2 Name of the Company

1.3 Fee Payment Details 1.3.1 Challan No 1.3.2 Challan Amount

PART-II

2.1 Date of Dispatch of notice (D D M M Y Y Y Y)

2.2 Specify the intention to propose the resolution as Special Resolution

2.3 Date of passing of Special Resolution: (D D M M Y Y Y Y)

2.4 Held at (please mention name of the city)

	Representing	No. of shares	each of (Rs.)
2.5 Total Number of Members			
2.6 Members present in person or through proxy in the meeting or voted through postal ballot			
2.7 Members voted for			
2.8 Members voted against[173]/abstained			

[173] *Inserted vide S.R.O 459/2025 dated 26th March, 2025.*

2.9	Text of special resolution *(attach copy, if space is insufficient to reproduce it)*	*Resolved that:*

PART-III

3.1 Declaration:

I do hereby solemnly and sincerely declare that the information provided in the form is:

(i) true and correct to the best of my knowledge, in consonance with the record as maintained by the Company and nothing has been concealed; and

(ii) hereby reported after complying with and fulfilling all requirements under the relevant provisions of law, rules, regulations, directives, circulars and notifications whichever is applicable.

3.2	Name of Director/Company Secretary	
3.3	Signatures	
3.4	Registration No of Authorized Intermediary, if applicable	
3.5	Date	D D M M Y Y Y Y

Enclosures:

1. Copy of special resolution/ Extract of Special resolution (if space provided under item 2.1 is insufficient).
2. Original challan or other evidence of payment of fee specified in Seventh Schedule of the Act (not applicable in case of online filing)

FORM-27

FINAL RETURN FOR BUY-BACK OF SHARES OF UNLISTED COMPANIES

[Pursuant to Section 88 of the Companies Act, 2017 read with Regulation 121(1)(f) of the Companies Regulations, 2024]

PART-I

(Please complete in typescript or in bold block capitals.)

1.1	CUIN (*Corporate Unique Identification Number*)							

1.2	Name of the Company	

1.3	Fee Payment Details	1.3.1 Challan No.		1.3.2 Challan Amount	

PART-II

2. Share Capital

2.1	Paid up capital (in Rupees before buy back)	
2.2	Number of shares purchased	
2.3	Paid up Capital (in Rupees after buy back)	

2.4 **Source of funds utilized**

(i) Distributable profit, and / or	Mention amount (Rs.)
(ii) Reserves, and/or	Mention amount (Rs.)

(iii) other resources (in case of startups in terms of first proviso to regulation 118(1)	Mention amount (Rs.)

Dates relevant to purchase (buy-back) of shares

2.5

Activity	DD-MM-YYYY
(i) Last purchase before present purchase (buy-back)	
(ii) Board of directors meeting held on	
(iii) Notice for general meeting issued on	
(iv) General meeting in which special resolution was passed	
(v) Completion of purchase process	
(vi) Cancellation of shares	

2.6 Dates relevant to Offer and Acceptance

(i) 1st Offer	DD-MM-YYYY
(ii) Offer Acceptance deadline	DD-MM-YYYY
(iii) 2nd Offer (if any)	DD-MM-YYYY
(iv) Offer Acceptance deadline	DD-MM-YYYY
User may add additional rows in case of subsequent offers	

2.7 Details of purchase (buy-back) of shares

(i) Total number of shares tendered/surrendered for purchase (Buy-back)	
(ii) Total number of shares accepted for purchase (buy-back)	

*Date-wise and shareholders wise breakup	*As per format given below*

***Date-wise and shareholders wise breakup**

Date(s) of purchase / Buy-back of shares DD-MM-YYYY	Name ofshareholder in full	Numberof shares purchased	Class of shares purchased (Class A, Class B, Preferred: Participatory: Redeemable at company's option, Preferred: Participatory: Redeemable at Shareholder's Option, Preferred: Non-Participatory: Non-Redeemable, Preferred: Non-Participatory: Non-Redeemable, Preferred:	Purchase price/share	Number of shares held by shareholder, if any after buy-back of shares	CNIC No./NICOP/Passport No. of member / Registration Number, if any (in case ofother than natural person) *Please enter CNIC No. without (-)*	Date of payment	Amount paid (Rs.)	Mode of payment
1	**2**	**3**	**4**	**5**	**6**	**7**	**8**	**9**	**10**
Ordinary Shares:									
Preference Shares:									

2.8 Names of shareholders and their shareholding after completion of process of buy-back:

S#	Folio #	Name	Address	CNIC/Passport No./CUIN No.	Nationality	No. of shares held
1	**2**	**3**	**4**	**5**	**6**	**7**

PART-III

3.1 **Declaration**:

I do hereby solemnly and sincerely declare that the information provided in the form is:

(i) true and correct to the best of my knowledge, in consonance with the record as maintained by the Company and nothing has been concealed; and

(ii) hereby reported after complying with and fulfilling all requirements under the

relevantprovisions of law, rules, regulations, directives, circulars and notifications whichever is applicable.

3.2	Name of Authorized Officer with designation/Authorized Intermediary	
3.3	Signatures	
3.4	Registration No. of Authorized Intermediary, if applicable.	
3.5	Date	D D M M Y Y Y Y

Encl:

1- Resolution(s) of Board of Directors recommending the purchase

2- Notice of meeting along with relevant attachments

3- Copy of special resolution, if not already submitted separately.

4- Statement of compliance by all Directors/CEO as per Appendix-1

Appendix-1
[Regulation 121(1)(f)]

STATEMENT OF COMPLIANCE BY ALL DIRECTORS & CEO

We, being the directors and the CEO of …….. (name of the purchasing company), do hereby solemnly and sincerely state the:

I) The Company is fully compliant with all applicable laws, rules and regulations;

II) In case the company is engaged in any business activity which is subject to license or approval, it is compliant with the applicable laws;

III) The Company has complied with the provisions of the Companies Act, 2017 as well as the Companies Regulations, 2024 during the process of buy-back of shares of the Company.

That whatever has been stated above is true and correct to the best of our knowledge and belief.

(Signed by all the directors including CEO with names, Designations, residential addresses and CNIC numbers)

Date: _____

Place: _____

-.-.-.-

Appendix-II
[Regulation 119(3)]

DECLARATION

(To be printed on stamp paper of requisite value)

We, being the directors/CEO of …….. (name of the purchasing company), do hereby solemnly and sincerely declare that we have made a full inquiry into the affairs of the company and that, having done so, have formed the opinion that;

• the funds required for the purchase of shares are available with the purchasing company	
• there is no ground on which the purchasing company is unable to pay its debts.	
• barring any material unforeseen circumstances, or *force majeure* events, the purchasing company will remain solvent for the period of twelve months from the date of declaration.	

And we are fully aware/understand;

• of the fact that in case we make any false statement about any of the above matters, we shall be liable for civil as well as criminal consequences in terms of section 88 and 496 of the Companies Act, 2017.	
• that there is no shareholding or management dispute in the purchasing company which could result in material adverse effect on its business.	
• the purchasing company is not restricted by any condition of any kind, and if so, or has obtained the relevant approvals.	

• there is no valid binding contract, which the purchasing company is party to, which restricts the purchasing company from purchasing its own shares.	
• that whatever stated above is true and correct to the best of our knowledge and belief based on the facts and financial position known to us on the date of this declaration.	

Deponents
(Signed with names, Designations,
residential addresses and CNIC numbers)

Date: _____

Place: _____ Verified/Attested
by

Class-I Magistrate / Oath Commissioner / Notary Public
Seal of Attesting Officer

APP-1

APPLICATION FOR RESERVATION OF COMPANY NAME FOR NEW INCORPORATION / CHANGE OF NAME OF EXISTING COMPANY

[Pursuant to Section 10(4), 12 & 442 of the Companies Act, 2017 read with Regulation 3, 4 & 30 of the Companies Regulations, 2024]

PART I

(To be completed by applicant in block letters)

1.1	Fee Payment Details	1.2	Challan No		1.3 Amount (Rs.)	

PART II

(This part is to be filled for the incorporation/ change of name of a local company)

2.1	**Application for:-**	Please tick the relevant box
	Reservation of name for incorporation of a new company	
	Reservation of name for change of name of existing company	

2.2	In case of change of name, please mention the complete name of existing company	
2.3	[174]Precise reason for change/rectification	

2.4	Propose three options for name reservation in the order of priority. *(mandatory in case of combined application. Fee will be charged for one name only instead of three names.)*	Option 1
		Option 2
		Option 3

(Please enter the name without kind of company e.g. (Private) Limited, Limited etc.).

[174] *Inserted vide S.R.O dated 26th March, 2025.*

(As required under proviso (i) to sub-section (1) of section 26 of the Act, the proposed name shall always commensurate with the principal line of business of the company as mentioned in memorandum of association)

2.5 Kind of proposed/existing company (*Please tick the relevant box)*

a.	Private Limited Company	
b.	Single Member Company	
c.	Public Limited Company	
d.	Association Not for-profit licensed under section 42 of the Companies Act, 2017	
e.	Trade Organization Act, 2013 must be mentioned separately	
f.	Other (Please specify)	

[175]2.6 Sector

2.7 Principal line of business for proposed/existing company (Brief object as per clause 3 (i) of the Memorandum may be mentioned)

2.8 Meaning / Significance of proposed name (describe relevancy of proposed name with company's principal line of business)

2.9 [176]If any company or entity exists in any form with identical or similar name registered with any authority/department, please mention your relationship with such company or entity along with board resolution/ NOC showing no objection on registration of a company with similar name.

[177]2.10 Additional object clause (up to three)

PART III

(This part is to be filled for the registration/change of name of a foreign company)

3.1 Application for:-	Please tick the relevant box
Reservation of name for registration of foreign company	

[175] *Inserted vide S.R.O dated 26th March, 2025.*

[176] *Substituted vide S.R.O dated 26th March, 2025.*

[177] *Inserted vide S.R.O dated 26th March, 2025.*

Reservation of name for change of name of existing foreign company	

3.2 [178]BLIMS Tracking ID

3.3 In case of change of name, please mention the complete name of existing foreign company

3.4 Incorporated in: *(state name of the country of origin)*

3.5 Date of incorporation: *(in the country of origin)* D D M M Y Y Y Y

3.6 Kind of the company *(in the country of origin)*

3.7 name of foreign company in the country of origin as proposed to be reserved

3.8 Meaning / Significance of name to be reserved

PART IV

(This part is applicable for local and foreign companies both)

4.1 Declaration

I do hereby solemnly and sincerely declare that the information provided in the form is true and correct and nothing is concealed and that the proposed name, if reserved, shall be used only for the purpose of incorporation/ registration/ change of name of the company

4.2 Name of Proposed Subscriber in case of local company / Name of Authorized Officer in Pakistan in case of foreign company with his/her designation /Authorized Intermediary

4.3 NIC/NICOP No. where the applicant is Pakistani /*Passport No. in case of foreign national*

4.4 Signatures

[178] *Inserted vide S.R.O dated 26th March, 2025.*

4.5	Registration No of Authorized Intermediary, if applicable	

4.6	Contact details of the applicant, i.e. address, email and cell No. etc.	Address:	
		Email:	
		[179]Mobile No.	

4.7 Date

D D	M M	Y Y Y Y

Enclosures (for local company):

1. Original NOC/permission/letter of intent of competent authority (if applicable)
2. Any other document deemed necessary.
3. Original challan or other evidence of payment of fee specified in Seventh Schedule of the Act (not applicable in case of online filing)

Enclosures (for foreign company):

1. Copy of certificate of incorporation or any other document as an evidence of the registration of Foreign Company.
2. [180]In case of change of name of foreign company, copy of certificate of change in name in country of origin, copy of memorandum of association / statute / Charter, Affidavit duly signed by oath commissioner, valid approval letter from Board of Investment.
3. Any other document deemed necessary.
4. Original challan or other evidence of payment of fee specified in Seventh Schedule of the Act (not applicable in case of online filing)

APP-2

APPLICATION FOR OBTAINING STATUS OF

[179] *Substituted the word "Cell" vide S.R.O dated 26th March, 2025.*

[180] *Inserted vide S.R.O dated 26th March, 2025.*

INACTIVE COMPANY & VICE VERSA

[Pursuant to Section 424(1) & (5) of the Companies Act, 2017 read with Regulation 62 & 30 of the Companies Regulations, 2024]

PART-I

(Please complete in bold capital letters)

1.1	CUIN (Registration Number)									
1.2	Name of the Company									
1.3	Fee Payment Details	1.3.1	Challan No		1.3.2	Amount				

Application for –		Please tick the relevant box
Part- II	obtaining status of inactive company.	
Part-III	conversion of status from inactive to active company	

PART-II

(CONVERSION OF STATUS FROM ACTIVE TO INACTIVE COMPANY)

2.1 Precise reasons for obtaining status of inactive company (whether the company was formed for a future project or to hold an asset or intellectual property and has no significant accounting transaction)	
2.2 Date of last AGM, if any	
2.3 Date of passing of special resolution	

2.4	Address of Company after obtaining inactive status.	

PART-III

(CONVERSION OF STATUS FROM INACTIVE TO ACTIVE COMPANY)

3.1	Date of passing of special resolution for conversion of status from inactive to active company	

		D D	M M	Y Y Y Y
3.2	Effective Date			

PART-IV

4.1 **Declaration**:

I do hereby solemnly and sincerely declare that the information provided in the form is:

(i) true and correct to the best of my knowledge, in consonance with the record as maintained by the Company and nothing has been concealed; and

(ii) hereby reported after complying with and fulfilling all requirements under the relevant provisions of law, rules, regulations, directives, circulars and notifications whichever is applicable.

4.2	Name of Authorized Officer with designation/ Authorized Intermediary		
4.3	Signatures		
4.4	Registration No of Authorized Intermediary, if applicable		

		D D	M M	Y Y Y Y
4.5	Date			

Enclosures:

1. Copy of the Special Resolution with evidence of filing.
2. Affidavit under regulation 31(1)(f) duly signed by the person who signed this application, verifying that the contents of the application and attached documents are true and correct, attested by an Oath Commissioner (scanned image in case of online filing).
3. Original challan or other evidence of payment of fee specified in Seventh Schedule of the Act (not applicable in case of online filing)

APP-3

APPLICATION FOR OBTAINING STATUS OF INACTIVE COMPANY & VICE VERSA

[Pursuant to Section 42 of the Companies Act, 2017 read with Regulation 97 & 30 of the Companies Regulations, 2024]

PART-I

(To be completed by the applicant in block letters.)

1. Fee Payment Details 1.1 Challan No [ ] 1.2 Amount (Rs.) [ ]

PART-II

2.1 **Proposed name of the association**

Name [ ]

2.2 **Whether the association is already registered -** Yes [ ] No [ ]

If yes, state the following:

i. Name of existing registered entity [ ]

ii. Entity registered as [ ]
(State whether society, trust, etc.)

iii. Registration authority [ ]

iv. Status of existing entity after incorporation of proposed company
a. Takeover by proposed company [ ]
b. Closure of existing entity [ ]

2.3 **Particulars of promoters/proposed directors/proposed CEO:**

[181]TO BE FILLED INDIVIDUALLY FOR EACH PROMOTOR
(Minimum requirement of three promotors)

[181] *Substituted vide S.R.O. 1233(I)/2025 dated 4th July, 2025.*

Name and surname (present and former) in full	
CNIC/NICOP (in case of Pakistani national) or Passport No (in case of foreigner)	
Incorporation/ Registration Number (if the promotor is a company)	
Nationality (with former nationality and nationality of the origin, if different)	
Occupation	
Contact number	
Email	
Qualification	
Residential address/ registered office address (in case of a subscriber other than a natural person)	
NTN (in case of director, where applicable)	
Experience	
Designation (Director/ Subscriber/ CEO) Please specify	
Nature of directorship (appointed, nominee/ independent/ other)	
Name of entity nominating the director (in case of nominee director)	
No of shares subscribed where proposed section 42 is company having share capital	

2.4 Details of donation by promoters and other persons:

S#	Funds/donations	Name of donor	(a) CNIC No./passport No. (in case of foreign national) of donor [182] [and Registration No.]	Amount
1.	Donations and grant – Local (if any)			
i.	In cash			

[182] *Inserted expression "and Registration No" vide S.R.O. 601(I)/2025 dated 11th April, 2025.*

ii.	In kind			
2.	Donations and Grants – Foreign (if any)*			
i.	In cash			
ii.	In kind			
3.	Members' donations — Start-up (mandatory)			
i.				
ii				
iii				
4.	**Others**			
i.				
ii				
iii				
[183][5	Detail of assets and liabilities in case of takeover as per latest audited financial statements			
i.	Total assets			
ii.	Total liabilities			]

Note: minimum required start-up donation shall be in the form of cash only to be deposited through proper banking channel.

*Attach letters of consent/letters of intent/letters of commitment in support of above statement

[184]2.4 A. Declaration and Compliance Undertaking by promoters

In accordance with Regulation 97 of the Companies Regulations, 2024, we, the undersigned, hereby declare and undertake as follows:

[183] *Inserted new entries vide S.R.O. 601(I)/2025 dated 11th April, 2025*
[184] *Inserted vide S.R.O 1233(I)/2025 dated 4th July, 2025.*

- That the details of our professional experience, as listed above, are factually accurate and directly relevant to the objects of the proposed company as referenced in its draft Memorandum of Association;
- That we fulfill the eligibility criteria to act as a promoter/member/director/chief executive officer as per the fit and proper standards prescribed under the applicable Regulations;
- That we possess the requisite skills, expertise, and resources necessary for the promotion and operation of the company in alignment with its lawful objects;
- That we shall contribute a startup donation of not less than Rs. 200,000/- each to the company. This contribution shall be deposited into the company's bank account within six (6) months from the date of incorporation and shall be exclusively utilized towards the attainment of the company's objects. This contribution shall be non-refundable in nature;
- That we shall ensure all funds raised by the company shall be applied solely toward its approved objects and such ancillary purposes as are consistent with its licensed scope;
- That we are fully cognizant of the information and representations made in the application for license under Section 42 of the Companies Act, 2017 and accompanying documentation, and confirm the truthfulness and completeness of the same.

Signature by Promoters

Sr. no.	Name	Signature

2.5 [185] **Declaration by the authorized representative (in case where the representative is other than promoter)**

I do hereby solemnly and sincerely declare that:
a) I have been authorized as declarant by the promoters;
b) all the requirements of the Companies Act, 2017, and [186] [the Companies Regulations, 2024] have been complied with;
c) I make this solemn declaration conscientiously believing the same to be true.
d) [187]Authority Letter as per Appendix- C is attached.

PART-III

3.1 Signature [188]of Authorized representative

[185] *Substituted the expression "Declaration by the applicant" vide S.R.O. 1233(I)/2025 dated 4th July, 2025.*
[186] *Substituted "Associations with Charitable and Not for Profit Objects Regulations, 2018" vide S.R.O. 1221(I)/2024 dated 6th August, 2024.*
[187] *Inserted vide S.R.O. 1233(I)/2025 dated 4th July, 2025.*
[188] *Inserted vide S.R.O. 1233(I)/2025 dated 4th July, 2025.*

3.2	Name of [189] […]/ [190][authorized representative]	
3.3	[191] […]	
3.4	Contact details of the [192] authorized representative, i.e. address, email and cell No. etc.	Address: Email: Cell No. [193]WhatsApp No.
3.5	Date	D D M M Y Y Y Y

Enclosures:

1. Copy of national identity card (NIC)/ NICOP/valid passport (in case of foreigner) of each promoter, proposed directors and proposed chief executive officer;
2. [194] Copy of the highest qualification degree and evidence of experience of all proposed promoters/CEO. The CV should clearly state the current occupational status;
3. A copy of the draft memorandum and articles of association as per Table F of the First Schedule to the Act;
4. A letter of authority signed by all the promoters in favor of either one of them or an authorized intermediary to present the application before the Commission on their behalf, and to make other amendments, additions, corrections etc., in the documents and also to collect license;
5. [195]Copy of availability of name letter issued by the registrar indicating that the proposed name is available;
6. [196] [197]A board resolution to act as promoter of a Section 42 company, if the promoter is a company or body corporate;
7. Approval of concerned authority to act as promoter of a Section 42 company in case the promoter is State owned enterprise or a public sector Company;
8. [198]A No Objection Certificate (NOC) from the employer, in the case the promoter is a Public Servant or in service of Pakistan, confirming that the employer has no objection to the individual assuming the role of a promoter in the company.

---

[189] Omitted the expression "Authorized Promoter" vide S.R.O 1233(I)/2025 dated 4th July, 2025.
[190] Substituted expression "authorized intermediary" vide S.R.O. 1221(I)/2024 dated 6th August, 2024.
[191] Omitted the clause "Registration No of [191][authorized representative], if applicable" vide S.R.O 1233(I)/2025 dated 4th July, 2025.
[192] Substituted the expression "Applicant" vide S.R.O 1233(I)/2025 dated 4th July, 2025.
[193] Inserted new row vide S.R.O 1233(I)/2025 dated 4th July, 2025.
[194] Substituted vide S.R.O 1233(I)/2025 dated 4th July, 2025.
[195] Renumbered serial no. 6 as serial no 5 vide S.R.O. 1233(I)/2025 dated 4th July, 2025.
[196] Inserted subsections after serial no 6 of "Enclosures" in App-3 vide S.R.O. 601(I)/2025 dated 11th April, 2025.
[197] Renumbered serial No.6a, 6b and 6c as serial no 6, 7 and 8 vide S.R.O. 1233(I)/2025 dated 4th July, 2025.
[198] Substituted vide S.R.O. 1233(I)/2025 dated 4th July, 2025.

9. If the association is already registered under any other law for the time being in force, the following shall also be annexed with the application:

   i. a copy of the audited balance sheet, income and expenditure account and the annual report on the working of the association for the financial year immediately preceding the date of the application;
   ii. copy of certificate of registration or any document evidencing registration under any other law, duly certified by relevant authority;
   iii. resolution of all existing members for the proposed change of status along with names of proposed members of the section 42 company being formed;
   iv. list of members of the association, duly certified by relevant authority;
   v. latest copy of its constitution or charter or statute, duly certified by relevant authority;
   vi. list of all pending disputes among the members and pending court cases filed by or against the association with brief description thereof, if any.
   vii. [199][Copy of Revocation letter from existing registering authority in case the dissolution process of existing entity is not available under the current framework.]

10. Original challan or other evidence of payment of fee specified in Seventh Schedule of the Act (not applicable in case of online filing)

Appendix-A to App-3

THE COMPANIES ACT, 2017
THE COMPANIES REGULATIONS, 2024
[Regulations 97]

Information to be provided by promoters, proposed directors/directors, proposed chief executive officer/chief executive officer of the Company

1 Profile

1.1	Name in Full including former name:	
1.2	Nationality	
1.3	NIC No or Passport No (in case of foreign national)	
1.5	Contact details:	
1.5.1	Residential Address	
1.5.2	Business Address	
1.5.3	Telephone Number	

[199] *Inserted subsection after serial no 7 of "Enclosures" in App-3 vide S.R.O. 601(I)/2025 dated 11th April, 2025.*

1.5.4	Mobile Number	
1.5.5	Fax Number	
1.5.6	Email address	
1.6	Academic and Professional Qualifications	
1.7	Status	Promoter ☐ Director ☐ Chief Executive Officer ☐

2 Experience Detail:

S#	Name of organization	Designation	Work responsibilities related to objects of proposed company (mention reference of clause number of draft MoA)	From (period latest to old)	To

Note: If needed, separate extra sheets can be used for each item

[200][….]

Appendix-C to App-3

THE COMPANIES ACT, 2017
THE COMPANIES REGULATIONS, 2024
[Regulations 97]

LETTER OF AUTHORITY

We, the undersigned promoters of the association M/S <…….>, do hereby authorize <…….> one of the promoters of the association; or <…….> a registered//[201] [authorized representative]; whose specimen signature is appended herein below to present us before the Securities and Exchange Commission of Pakistan to submit application/ documents for grant of license under section 42 of the Companies Act, 2017, and to make necessary amendments required by the SECP, to collect license, and to sign and give necessary explanation on our behalf in relation to the above and the allied matters.

[200] *Omitted 'Appendix-B to App-3' consequent to the substitution of Enclosure at Sr.3 vide S.R.O. 1233(I)/2025 dated 4th July, 2025.*
[201] *Substituted expression "authorized intermediary" with "authorized representative" in clauses 3.2 and 3.3 of App-3 vide S.R.O. 1221(I)/2024 dated 6th August, 2024.*

	Name	Signature
Promoter-1		
Promoter-2		
Promoter-3		

Note: If the promoter is a subscriber other than a natural person, Board resolution authorizing the person[202][…] to be annexed.

Witness		

Name and signature of authorized promoter/registered/[authorized representative]

[203][…]

[202] *expression "/intermediary" in Note to Appendix-C vide S.R.O. 1221(I)/2024 dated 6th August, 2024*

[203] *Omitted the expressions "To be filed on stamp paper of requisite value" and "Seal and signature of Notary Public" vide S.R.O. 1233(I)/2025 dated 4th July, 2025.*

APP-3A

[204]APPLICATION FOR CHANGE IN CHIEF EXECUTIVE [205][….] OF A COMPANY LICENSED UNDER SECTION 42 OF THE ACT

[Pursuant to Section 42 of the Companies Act, 2017 read with Regulation 100 & 30 of the Companies Regulations, 2024]

PART I

(To be completed by the applicant in block letters.)

1.1	CUIN (Registration Number)							
1.2	Date of license granted							

1.3	Name of the Company	

1.4 Fee Payment Details	1.4.1 Challan No		1.4.2 Challan Amount (Rs.)	

PART II

(a) Application on letter head duly signed by authorized representative, mentioning the following information along with requisite fee.

Information to be provided by proposed Chief Executive [206][….] of the Company

(b) Profile

[204] *Inserted "App-3A" and "App-3B" after App-3 vide S.R.O. 1221(I)/2024 dated 6th August, 2024.*

[205] *Omitted the expression "OFFICER/DIRECTORS" vide S.R.O. 601(I)/2025 dated 11th April, 2025*

[206] *Omitted the expression "OFFICER/DIRECTORS" vide S.R.O. 601(I)/2025 dated 11th April, 2025*

1.1	Name in Full including former name:	
1.2	Nationality	
1.3	NIC No. or Passport No (in case of foreign national)	
1.4	Active Tax Payer Status	
1.5	Contact details:	
1.5.1	Residential Address	
1.5.2	Business Address	
1.5.3	Telephone Number	
1.5.4	Mobile Number	
1.5.5	Fax Number	
1.5.6	Email address	
1.6	Academic and Professional Qualifications	

1.7 [207][….]

1.8 Name and designation of
Outgoing Person along with reason for change (where applicable)

1.9 Date of resignation of the outgoing person

(c) Experience Detail:

S#	Name of organization	Designation	Work responsibilities related to the object(s) of the company (mention reference of clause number of draft MoA)	From (period latest to old)	To

Note: If needed, separate extra sheets can be used for each item **Enclosures**:

1. Copy of national identity card (NIC)/ NICOP/valid passport (in case of foreigner) of each [208][….] proposed chief executive officer;
2. An affidavit by each newly proposed director or proposed chief executive officer as per **Appendix-B to this Application**;
3. [209][A letter of authority on stamp paper of requisite value as per Appendix-C to this application by the proposed CEO in favor of an authorized representative to present the application before the Commission on their behalf, and to make other amendments, additions, corrections etc., in the documents;]
4. Original challan or other evidence of payment of fee specified in Seventh Schedule of the Act.

---

[207] *Omitted the serial no 1.7 from App-3A vide S.R.O. 601(I)/2025 dated 11th April, 2025*

[208] *Omitted expression "proposed director or" from serial no. 1 of Enclosures in App-3A vide S.R.O. 601(I)/2025 dated 11th April, 2025.*

[209] *Substituted serial no 3 of Enclosures in App-3A vide S.R.O. 601(I)/2025 dated 11th April, 2025. The substituted clause was read as under:*

*"A letter of authority on stamp paper of requisite value as per **Appendix-C to this application** by each newly proposed director or chief executive officer in favor of either one of them or an authorized representative to present the application before the Commission on their behalf, and to make other amendments, additions, corrections etc., in the documents;"*

APP-3B

APPLICATION FOR CHANGE IN OBJECT CLAUSE OF MEMORANDUM OF ASSOCIATION OF A COMPANY LICENSED UNDER SECTION 42 OF THE ACT

[Pursuant to Section 42 of the Companies Act, 2017 read with Regulation 100 & 30 of the Companies Regulations, 2024]

PART I

(To be completed by the applicant in block letters.)

1.1	CUIN (Registration Number)							
1.2	Date of license granted							

1.3	Name of the Company	

1.4 Fee Payment Details	1.4.1 Challan No		1.4.2 Challan Amount (Rs.)	

1.5	Date of special resolution in a general meeting of the company	

1.6	Special resolution contents	

PART II

(a) Application on letter head duly signed by authorized representative, mentioning the reason for change in object clause in memorandum of association of the company along with requisite fee.

(b) Object(s) of the company as stated at clause III of the Memorandum of Association:

EXISITNG OBJECT CLAUSE(S)
III. The object for which the company is established, are as follows: (1) To …… (2) To …… (3) To ……

(c) New or revised object(s) of the company submitted/filed for approval of the Commission:

PROPOSED OBJECT CLAUSE(S)
III. The object for which the company is established, are as follows: (1) To …… (2) To …… (3) To ……

(d) Where the application is for revision of single object, one director/chief executive officer of the company shall have adequate experience in the field of proposed object.

(e) Where the application is for the revision/addition/deletion of multiple objects, it shall have at least one director/chief executive officer in each field of the revised objects who possesses adequate experience in that field so that all directors collectively have sufficient experience related to each object.

S#	**Name of Director/Chief Executive Officer of the Company**	**Experience**				
		Name of organization	**Designation**	**Work responsibilities related to the revised object(s) of**	**From (period latest to old)**	**To**

				the company (mention reference		
				of clause number of draft MoA)		

Enclosures:

1. Certified copy of special resolution passed in the general meeting of the Company;
2. A copy of the revised draft memorandum and articles of association as per Table F of the First Schedule to the Act;
3. Original challan or other evidence of payment of fee specified in Seventh Schedule of the Act."]

APP-4

APPLICATION FOR STRIKING OFF NAME OF THE COMPANY FROM THE REGISTER OF COMPANIES

[Pursuant to Section 426 of the Companies Act, 2017 read with Regulation 145 & 30 of the Companies Regulations, 2024]

PART-I

1.1 CUIN (Incorporation Number):

1.2 Name of the company.

1.3 Fee Paid Rs: Bank Challan No.

PART-II

2.1 Precise reasons for striking off name of the company;

2.2 Date of members' resolution passed:

2.3 Current Corresponding Address:

PART-III

3.1 Declaration:
I do hereby solemnly and sincerely declare that the information provided in the form is:

(i) true and correct to the best of my knowledge, in consonance with the record as maintained by the Company and nothing has been concealed; and

(ii) hereby reported after complying with and fulfilling all requirements under the relevant provisions of law, rules, regulations, directives, circulars and notifications whichever is applicable.

(iii) the special resolution has been filed with the registrar on the prescribed form.

3.2 Signature of Director/ Chief Executive: | |

3.3 Name of Signatory: | |

3.4 C.N.I.C No of Signatory: | |

D D M M Y Y Y Y

3.5 Date | | | | | | | | |

Enclosures:

1. Appendix-A, B and C to this application App-4.
2. NOC of concerned authority if the company is engaged in licensed/specialized business (if applicable)
3. Original challan or other evidence of payment of fee specified in Seventh Schedule of the Act (not applicable in case of online filing)

Appendix-A to App-4

THE COMPANIES ACT, 2017
THE COMPANIES REGULATIONS, 2024
[Regulations 145]

MEMBERS' RESOLUTION

In General Meeting of M/s. _____(the 'Company') held on _____ at _____ the following member were present:

1. _____
2. _____
3. _____
4. _____

(the number of members may vary from case to case and if the number of member is large, a separate list of members present in the meeting shall be attached)

The members of the Company considered the fact that the Company;

i. has no known assets and liabilities;

ii. is not carrying on any business or any operation;

iii. has no liabilities outstanding in relation to any loan(s) obtained from the banks, financial institutions, taxes, utility charges, or any obligations towards government departments or private parties;

iv. has no case pending against the company before any court of law;

v. has no investigation, enquiry or prosecution pending against the company before any competent authority;

and accordingly, after carefully considering all aspects, have duly resolved by three-fourth majority, the following:

(a) That an application under regulation 145 of the Companies Regulations, 2024 seeking striking the name of our Company off the register of companies under section 426 of the Companies Act, 2017 may be filed with the Commission; and

(b) That Mr. _____ Chief Executive/ Director of the Company is hereby authorized to file the application under the Companies Regulations, 2024 in this behalf.

Chief Executive

Appendix-B to App-4

THE COMPANIES ACT, 2017
THE COMPANIES REGULATIONS, 2024
[Regulations 145]

On stamp paper of requisite value
DECLARATION/ INDEMNITY

We, the following directors/ chief executive of M/s _____ (the 'Company') do hereby solemnly affirm and state as follows:-

1. That the Company has ____ director including chief executive and we form a majority of the board of directors of the Company;
2. That a resolution has been passed by the members of the company in their general meeting, held on _____ to furnish application seeking striking off the name of company from the register of the companies under section 426 of the Companies Act, 2017.
3. That the resolution has been passed by three-fourth majority.
4. That the Company has no known assets or is not carrying on any business or any operation;
5. That the Company has no liabilities outstanding in relation to any loan(s) obtained from the banks, financial institutions, taxes, utility charges, or any obligations towards government departments (including FBR) or private parties;'
6. That the Company has not undertaken any business of housing, real estate development or real estate marketing since its incorporation;
7. That neither any case is pending against the company before any court of law nor is any investigation, enquiry or prosecution pending against the company before Federal Government,

Provincial Government, SECP, SBP, NAB, FBR or any competent authority;

8. That in case of any loss(es) to any person or any valid claim from any person, if any, arising out of the striking off the name of the Company from the register of companies, we hereby undertake in writing:

   (a) to pay and settle all lawful claims arising out of the striking off the name of the Company.

   (b) to indemnify any person for any such losses that may arise pursuant to striking off the name of the Company.

   (c) to settle all lawful claims and liabilities which have not come to our notice at this stage, even after the name of the Company has been struck off in terms of 426 of the Companies Act, 2017.

9. That we are fully aware of the fact that in case we make any false statement about any of the above matters, we shall be liable for civil as well as criminal consequences.

10. It is declared that the Company has not undertaken any business of housing, real estate development or real estate marketing business since its incorporation.

11. That the contents of the application and whatever stated above are true and correct to the best of our knowledge and belief and nothing has been concealed.

Deponents

Place:_____
Date:_____

Appendix-C to App-4

THE COMPANIES ACT, 2017
THE COMPANIES REGULATIONS, 2024
[Regulations 145]

Auditors' Certificate

We have examined the books and record of M/s _____ **(the 'Company')** and have obtained all the information and explanation which to the best of our knowledge and belief were necessary for the purpose of this certificate and after due verification thereof, we certify that:

(a) the Company has no known assets or is not carrying on any business or any operation;

(b) the Company has no liabilities outstanding in relation to any loan(s) obtained from the banks / financial institutions, taxes, utility charges, or any obligations towards government departments or private parties;

(c) the Company has obtained necessary No Objection Certificate (NOC) from all concerned licensing/permitting authorities (Applicable only in case of company formed under licensing regime/special permission); and

(d) the Company has not undertaken any business of housing, real estate development or real estate marketing since its incorporation

Place:_____
Date:_____

(Signature with name of Auditors)

APP-5

APPLICATION FOR REGISTRATION AS AN INTERMEDIARY AND ITS RENEWAL

[Pursuant to Section 455 of the Companies Act, 2017 read with Regulation 125, 127 & 30 of the Companies Regulations, 2024]



PART-I

(This part is to be filled by individual applicant for new registration)

1.1	Name	
1.2	CNIC/Passport Number (Attach Copy)	
1.3	National Tax Number	
1.4	Contact Details: a. Official Address b. Residential address c. Land line number d. Cell number e. Email	
1.5	Academic qualification	
1.6	Professional qualification	
1.7	Period of employment/experience in handling corporate matters, if any	
1.8	Number of corporate matters handled during the last six months, if any: a. Handled independently b. Under Supervision [insert name of supervisor]	

PART-II

(This part is to be filled by firm/limited liability partnership/company for new registration)

2.1	Name of Firm/Company/Limited liability partnership	
2.2	Registration No./CUIN/LLPIN	
2.3	National Tax Number.	
2.4	Address of main and branch offices (if any).	
2.5	Details of informational technology infrastructure available at the office, where applicable.	
2.6	Details of Directors or Partners (in case of Firm/ Limited liability partnership): a. Name b. CNIC/Passport Number (Attach Copy) c. Postal address d. Land line number e. Cell number f. Email g. Academic qualification h. Professional qualification i. Period of employment/experience in handling corporate matters, if any	

PART-III

(This part is to be filled for renewal of registration as an intermediary)

3.1	Name of Individual/ Firm/ Company/Limited liability partnership	
3.2	Date of registration as an intermediary	
3.3	Intermediary Registration No.	
3.4	Date of Expiry	

3.5	Details of employees, where applicable, to whom it has delegated its functions covering the following: a. Qualification b. Experience of handling corporate matters, preparation and filing of statutory returns	

PART-IV

4.1 **Declaration**:

I do hereby solemnly and sincerely declare that the information provided in the form is:

(i) true and correct to the best of my knowledge, in consonance with the record as maintained by the Company and nothing has been concealed; and

(ii) hereby reported after complying with and fulfilling all requirements under the relevant provisions of law, rules, regulations, directives, circulars and notifications whichever is applicable.

4.2	Name of applicant / authorized person	
4.3	Signatures	
4.4.	Date	D D M M Y Y Y Y

Enclosures:

1. Copy of Registration certificate, in case of Firm/LLP/Company
2. Certified copies of educational certificates, valid certificate of practice for ICAP, ICMAP members, professional membership for CMA, ACCA and CPA members, foreign accountancy organization and Bar Council license.
3. Detailed resume of the firm/ limited liability partnership/company highlighting experience of each partner/management of company in handling corporate affairs.
4. Details (name and NIC number) of employees working in the firm/company/limited liability partnership who would provide services on their behalf along with affidavits stating that they are compliant with the criteria specified in the Regulations.
5. Details of informational technology infrastructure available at the office, where applicable
6. Affidavit regarding fitness and propriety of each partners of Firm or Limited liability partnership/directors of Company /individual(as the case maybe) as per Appendix to this application.

7. Affidavits from employees, where applicable, to whom it has delegated its functions, stating that he is compliant with the criteria specified in the Regulations.
8. Affidavit under regulation 31(1)(f) duly signed by the person who signed this application, verifying that the contents of the application and attached documents are true and correct, attested by an Oath Commissioner (scanned image in case of online filing)
9. Original challan or other evidence of payment of fee specified in Seventh Schedule of the Act (not applicable in case of online filing)

Appendix to App-5

THE COMPANIES ACT, 2017
THE COMPANIES REGULATIONS, 2024

AFFIDAVIT
Before the Securities and Exchange Commission of Pakistan

I, (name of individual/partner of firm or limited liability partnership/director of the company), resident of _____ and holding CNIC/Passport No_____, do hereby state on solemn affirmation as under that I:-

1. am eligible to act as a registered intermediary according to the criteria specified in the Regulations.
2. hereby confirm that the contents of the application and the documents submitted to the Commission for registration as an intermediary under Section 455 of the Act are true and correct to the best of our knowledge and belief and nothing has been concealed therein;
3. have no objection if the Commission requests or obtains information about me from any third party;
4. undertake to bring to the attention of the Commission any matter which may potentially affect my status as a registered intermediary according to the criteria specified in the Regulations;
5. undertake to provide an authority letter in my favor from the company, promoters of the company or foreign company, as the case may be, on whose behalf I am submitting the documents, as and when demanded by the Commission.

DEPONENT

The Deponent is identified by me

Signature_____
ADVOCATE (Name and Seal)

Solemnly affirmed before me on this ___ day of _____ at _____
by the above named Deponent who is identified to me by _____ , Advocate.

Signature _____ _

OATH COMMISSIONER FOR TAKING AFFIDAVIT
(Name and Seal)

APP-6

APPLICATION FOR REGISTRATION AS A GROUP, ALTERATION THEREIN OR DESIGNATION AS A GROUP FOR TAXATION

[Pursuant to Section 138, 140, 143of the Companies Act, 2017 read with Regulation 30 of the Companies Regulations, 2024]

PART-I

(Please complete in bold capital letters)

1.1 CUIN (Incorporation Number) | | | | | | | |

1.2 Name of holding company

1.3 Fee Payment Details 1.3.1 Challan No | | 1.3.2 Amount (Rs.) | |

PART-II

(This part is applicable for registration as a Group)

M/s. (Name of holding company *along-with its group registration number*), hold shares in the subsidiary companies (as per the statement of shareholding attached as Appendix-A), all locally incorporated under the Companies Act, 2017, with the same accounting year end and intend to constitute a Group comprising of following companies:

i. _____ (holding company)

ii. _____

iii. _____

PART-III

(This part is applicable for alteration in a Group)

1. It is hereby informed that the composition of the Group registered under Sr. No. _____ dated _____ has been changed as under:

i. _____ (holding company)

ii. _____

iii. _____

2. Appendix-A of revised statement of shareholding and original certificate of registration of a Group/ original certificate of change in the composition of a Group are attached herewith.

PART-IV

(This part is applicable for certification of group taxation)

M/s (Name of holding company) hold 100% shares in the following subsidiary companies, all locally incorporated under the Companies Act 2017, having similar year end, constitute a Group

i. _____

ii. _____

iii. _____

and intend to opt to be taxed as one fiscal unit for the purpose of Group Taxation under section 59AA of the Income Tax Ordinance, 2001. The details of investment of the holding company in the share capital of the subsidiary companies is given hereunder:

S. No.	Name of subsidiary(ies) and CUIN	No. of shares issued by the company	Par value	Amount of total Paid-up Capital (Rs.)	No. of shares held by the above-named holding company	% of shareholding of above-named holding company in the subsidiary	Date(s) of acquisition of shares	Relevant evidence (Form A or any other document)

PART-V

(This part is applicable for certification of group relief)

M/s _____(Name of holding company)_____ along with the following subsidiary companies

i. _____

ii. _____

iii. _____

locally incorporated under the Companies Act 2017, comprise a group of companies and intends to avail Group Relief under section 59B of the Income Tax Ordinance, 2001 on the ground that:

a. that the holding company namely; M/s._____ is listed on stock exchange in Pakistan and hold _____% (55% or more) shares in _____ (subsidiary company(ies)); or

b. that the holding company namely; M/s._____ directly hold _____% (75% or more) of the share capital of the subsidiary companies namely:

i. _____

ii. _____

iii. _____

PART-VI

2.1 **Declaration**:

I do hereby solemnly and sincerely declare that the information provided in the form is:

(i) true and correct to the best of my knowledge, in consonance with the record as maintained by the Company and nothing has been concealed; and

(ii) hereby reported after complying with and fulfilling all requirements under the relevant provisions of law, rules, regulations, directives, circulars and notifications whichever is applicable.

2.2	Name of applicant / authorized person	
2.3	Signatures	
2.4	Date	D D M M Y Y Y Y

***Enclosures**: As per Regulations 134 to 139, as applicable.*

THE COMPANIES ACT, 2017
THE COMPANIES REGULATIONS, 2024
[Regulation 139 & 140]

STATEMENT OF SHAREHOLDING
AS ON _____

Particulars of the Holding company

Name	
CUIN	

	No. of shares	Par value	Amount (Rs.)	Held by	Percentage of shareholding
				(Names of the sponsors/directors)*	
Total Paid-up Capital					

	No. of shares	Par value	Amount (Rs.)	Investment made in subsidiaries and associates	Percentage of total investment
Total Long-term Investments					

Particulars of the Subsidiaries

i. Name	
CUIN	

	No. of shares	Par value	Amount (Rs.)	Held by	Percentage of shareholding
				(Names of the holding company)	
Total Paid-up Capital					

	No. of shares	Par value	Amount (Rs.)	Investment in other companies	Percentage of total investment
Total Long-term Investments					

ii. Name	
CUIN	

	No. of shares	Par value	Amount (Rs.)	Held by	Percentage of shareholding
				(Names of the holding company)	
Total Paid-up Capital					

	No. of shares	Par value	Amount (Rs.)	Investment in other companies	Percentage of total investment
Total Long-term Investments					

* If shares have been owned, held or controlled by the spouse or minor children of the sponsor/shareholder, the fact shall be disclosed separately.

Signature of Chief Executive/Company Secretary of the holding company

Appendix-B to App-6

THE COMPANIES ACT, 2017
THE COMPANIES REGULATIONS, 2024

[Regulation 138 & 140]

AFFIDAVIT

We, the directors of_____ (name of the holding company) do hereby, solemnly affirm and testify that the contents of the application and the documents submitted to the Securities and Exchange Commission of Pakistan for grant of approval to form a Group under the Companies Regulations, 2024 are true and correct to the best of our knowledge and belief and nothing has been concealed therein.

DEPONENTS
(Signature)

The Deponent(s) is/are identified by me

Signature _____

ADVOCATE
(Name and Seal)

Solemnly affirmed before me on this _____ day of _____ at _____ by the Deponent(s) above named who is/are identified to me by _____, Advocate.

Signature_____

OATH COMMISSIONER FOR TAKING AFFIDAVIT
(Name and Seal)

Annexure-A
[Section 10 & 442 and Regulations 3(4), 4(2) & 30]

SECURITIES AND EXCHANGE COMMISSION OF PAKISTAN
Company Registration Office or
Business Centre at Head Office
<City Name>

No: _____ **Dated: _____**

<Applicant Name>
Applicant Address>

AVAILABILITY OF COMPANY NAME - < PROPOSED NAME>

Dear Sir /Madam,

This is with reference to your name reservation request dated <date> on the above subject.

2. The above proposed name appears to be available for registration under the provisions of the Companies Act, 2017. The proposed name shall be reserved for a period of sixty days only and the proposed company shall be registered with the said name if the documents for registration, along with evidence of payment of fee specified in Seventh Schedule of the Act, are presented within this period. However, after the lapse of the period, this office shall not take any responsibility if the name does not remain available for registration.

< Registrar or other authorized officer of the Commission*>

*Name & designation of the officer signing it

Annexure-B
[Section 10 & 442 and Regulation 3(6), 8(3) & 30]

SECURITIES AND EXCHANGE COMMISSION OF PAKISTAN
Company Registration Office or
Business Centre at Head Office
<City Name>

No: _____ **Dated: _____**

<Applicant Name>
<Applicant Address>

REFUSAL OF COMPANY NAME (PROPOSED NAME)

Dear Sir / Madam,

This is with reference to your name reservation request dated <date> on the above subject.

1. The proposed name(s) is/are not available for registration due to the below mentioned reasons/restrictions imposed under section 10 of the Companies Act, 2017 read with regulation 5 of the Companies Regulations, 2024:

<Pre-checked reasons as selected / checked from the examination page of application>

2. However, you may adopt some other suitable name of your preference *(and apply afresh by paying prescribed fee) or file an appeal with the Commission against this order under section 10 (6) of the Companies Act, 2017, if desired.

< Registrar or other authorized officer of the Commission**>

*applicable in case of combined application only
**Name & designation of the officer signing it

Annexure-B-1
[Section 16 Regulation 15(4)]

SECURITIES AND EXCHANGE COMMISSION OF PAKISTAN
Company Registration Office or
Business Centre at Head Office
<City Name>

No: _____ **Dated: _____**

[The Promoters]

[Name of Proposed company]

[Address of Proposed Company]

Subject: Order in terms of Section 16(3) of the Companies Act, 2017

Dear Sir/Madam,

This is with reference to application submitted on [Date] for registration of the above-named company.

2. Text shall be written by registrar keeping in view the scenario of case.

3. In view of the above, your application for registration of the proposed company, being defective, is hereby refused in terms of Section 16(3) of the Act read with the Regulation 15(4) of the Regulations.

4. You may, however, within 30 days of the date of this order prefer an appeal in terms of Section 16(9) of the Act.

(Registrar or other authorized officer of the Commission)

Annexure-C
[Section 16 and Regulations 16 & 30]

SECURITIES AND EXCHANGE COMMISSION OF PAKISTAN

Company Registration Office or
Business Centre at Head Office
<City Name>

CERTIFICATE OF INCORPORATION

[Under section 16 of the Companies Act, 2017 (XIX of 2017)]

Corporate Unique Identification No. **< CUIN # >**

I hereby certify that <**COMPANY NAME>** is this day incorporated under the Companies Act, 2017 (XIX of 2017) and that the company is <**COMPANY KIND>.**

Given at **<LOCATION>** this <**DAY>** day of <**MONTH>,** Two Thousand and <**YEAR>**.

SEAL

Registrar or other authorized officer of the Commission*

*Name & designation of the officer signing the certificate.

Fee Paid:

Annexure-D
[Section 12 & 13 and Regulations 6 & 30]

SECURITIES AND EXCHANGE COMMISSION OF PAKISTAN
Company Registration Office
<City Name>

CERTIFICATE OF INCORPORATION ON CHANGE OF COMPANY NAME

[Under section 13 of the Companies Act, 2017 (XIX of 2017]

Corporate Unique Identification No. **< CUIN # >**

I hereby certify that pursuant to the provisions of Section 13 of the Companies Act, 2017 (XIX of 2017) read with regulation 6 of the Companies regulations, 2024, the name of **<Previous name of company>** has been changed to **<New name of company>** and that the said company has been duly incorporated as a company **< Kind of Company>** under the provisions of the said Act.

This change is subject to the condition that for a period of ninety days from the date of issue of this certificate, the company shall continue to mention its former name along with its new name on the outside of every office or place in which its business is carried on and in every document or notice referred to in clauses (a) to (d) of Section 22 of the Companies Act, 2017.[**Not applicable in case of rectification of Name]**

Given under my hand at **(LOCATION)** this (**DAY)** day of **(MONTH),** Two Thousand and **(YEAR)**.

Registrar or other authorized officer of the Commission*

Fee Paid:

*Designation of the officer signing the certificate.

Annexure-E
[Section 435 and Regulations 22 & 30]

SECURITIES AND EXCHANGECOMMISSION OF PAKISTAN

Company Registration Office or
Business Centre at Head Office
<City Name>

CERTIFICATE OF REGISTRATION OF
DOCUMENTS FILED BY A FOREIGN COMPANY
[Under section 435 of the Companies Act, 2017]

Corporate Unique Identification No. **< CUIN # >**

I hereby certify that **<NAME OF COMPANY IN THE COUNTRY OF ORIGIN>**, a company incorporated in **<NAME OF COUNTRY OF ORIGIN>** has complied with all the requirements of section 435 of the Companies Act, 2017 for establishing a place of business/liaison office/branch office in Pakistan. The documents provided by the (**Branch/Liaison Office's Name)** are registered under the Companies Act, 2017.

Given at **(LOCATION)** this **(DAY)** day of **(MONTH),** Two Thousand and **(YEAR**).

(Official Seal)

Fee Paid:

< Registrar or other authorized officer of the Commission*>

*Name & designation of the officer signing it.

Annexure-F
[Section 13 & 442 and Regulations 7 & 30]

SECURITIES AND EXCHANGE COMMISSION OF PAKISTAN
Company Registration Office
<City Name>

CERTIFICATE OF REGISTRATION ON CHANGE OF NAME OF FOREIGN COMPANY

[Under section 13 read with 442 of the Companies Act, 2017]

Corporate Unique Identification No. **< CUIN # >**

I hereby certify that pursuant to the provisions of section 13 read with section 442 of the Companies Act, 2017, (XIX of 2017) the name of **<Previous name of Foreign Company>** has been changed to **<New name of Foreign Company>** and that the said foreign company has been duly registered as a Foreign Company under the provisions of the said Act.

This change is subject to the condition that for period of ninety days from the date of issue of this certificate, the foreign company shall continue to mention its former name along with its new name on the outside of every office or place in which its business is carried on and in every document or notice, as referred to in Section 438 of the Companies Act, 2017. [**Not applicable in case of rectification of Name]**

Given at **(LOCATION)** this (**DAY)** day of **(MONTH),** Two Thousand and **(YEAR)**.

Fee Paid:

< Registrar or other authorized officer of the Commission*>

*Name & designation of the officer signing the certificate

Annexure-G
[Section 42 and Regulations 98(2) & 30]

SECURITIES AND EXCHANGE COMMISSION OF PAKISTAN

LICENCE

[Under section 42 of the Companies Act, 2017 (XIX) OF 2017]

Whereas it has been proved to the satisfaction of the Commission that an association to be named as-

<Name of Association/Company>

is to be formed as a public limited company under the Companies Act, 2017 with the primary object ***"<STATE THE OBJECTS>"*** and other objects contained in its Memorandum of Association and it (a) intends to apply its profits and income towards those objects, (b) prohibits the payment of any dividend or profit to its members and (c) ensures that its objects and activities are not and shall not, at any time, be against the laws, public order, security, sovereignty and national interests of Pakistan.

2. Now, therefore, in pursuance of section 42 of the Companies Act, 2017, the Commission is pleased to grant licence to the said Association and direct that it may be registered as a public limited company without addition of the words "Limited" or "(Guarantee) Limited" to its name.

3. This licence is granted subject to other conditions as mentioned in the Companies Regulations, 2024 or any other additional condition(s) where mentioned overleaf.

4. Given under my hand at Islamabad this _____day of _____.

[Authorized Officer of the Commission]

Licence No.

Annexure-H
[Section 50 and Regulations 38 & 30]

SECURITIES AND EXCHANGE COMMISSION OF PAKISTAN
Company Registration Office
<City Name>

CERTIFICATE OF CONVERSION OF STATUS
OF A <EXISTING STATUS> IN TO <NEW STATUS>

[Under Section 50 of the Companies Act, 2017 (XIX) OF 2017]

Corporate Unique Identification No. **< CUIN # >**

I hereby certify that pursuant to the provisions of section 50 read with sub- section (2) of section <RELEVANT SECTION> of the Companies Act, 2017, <NAME OF THE COMPANY WITH FORMER STATUS> has complied with the requirements precedent and incidental to the conversion of a **<EXISTING STATUS>** into **<NEW STATUS>.** The said company stands converted into a **<NEW STATUS>** with effect from **<DATE OF CONVERSION>.**

Given under my hand at **(LOCATION)** this (**DAY)** day of **(MONTH),** Two Thousand and **YEAR**.

Registrar or other authorized officer of the Commission*

Fee Paid:
Process ID:

*Designation of the officer signing the certificate.

Annexure-I
[Section 100 and Regulation 30]

SECURITIES AND EXCHANGE COMMISSION OF PAKISTAN
Company Registration Office
<City Name>

CERTIFICATE OF REGISTRATION OF MORTGAGE OR CHARGE OR PLEDGE
[Under section 100 of the Companies Act, 2017]

Corporate Unique Identification No. < CUIN # >

Mortgage or Charge or Pledge dated <DATE OF EXECUTION> made between ,<NAME OF COMPANY> of the one part and <NAME OF THE BANK/FINANCIAL INSTITUTION/MORTGAGEE> the other part:

Pursuant to the provisions contained in section 100 of the Companies Act, 2017 (XIX of 2017), I hereby certify that the above mortgage or charge for an amount of <NAME OF CURRENCY> <AMOUNT OF CHARGE> has been registered in this office in accordance with the provisions of section 100 of the said Act.

Given under my hand at **(LOCATION)** this (**DAY)** day of **(MONTH),** Two Thousand and **YEAR**

Registrar or other authorized officer of the Commission*

Fee Paid:
Process ID:

*Designation of the officer signing the certificate.

Annexure-J
[Regulations 78(2) & 30]

THE COMPANIES ACT, 2017
THE COMPANIES REGULATIONS, 2024

TIME FRAME FOR THE DISPOSAL OF VARIOUS MATTERS

S. No	Description of matters	Time frame for disposal of documents submitted electronically	Time frame for disposal of documents submitted in physical form
(1)	(2)	(3)	(4)
1.	Application for reservation of name (Section 10).	4 working hours	4 working hours
2.	Incorporation of Companies (Subject to adoption of standardized Memorandum and Articles of Association)	4 working hours	4 working hours
3	Issuance of certificate for change of name (Sections 13)	1 day	3 days
4.	Alteration in the memorandum of association (Section 32)	3 days	6 days
5.	Issuance of conversion certificate on receipt of altered memorandum and articles of association of the company having changed its status from public to private [section 46 (3&4) and 50]	1 day	3 days
6.	Conversion of the status of a private company to a public company [Section 46(5) and 50]	2 days	6 days
7.	Issuance of conversion certificate on receipt of altered memorandum and articles of association of the company having changed its status from private to single-member company [section 47 (3&4) and 50]	1 day	3 days
8.	Issuance of certificate upon conversion of the status of a single member company to private company [Section 47(5) and 50]	2 days	6 days
9.	Issuance of certificate for conversion of status of an unlimited company into a limited company upon fulfilling of all requirements (section 48 and 50)	1 day	3 days
10.	Issuance of certificate upon conversion of the status of limited company into unlimited company [section 48(4) and 50]	2 days	6 days

11.	Issuance of conversion certificate on receipt of altered memorandum and articles of association of the company having changed its status from company limited by Guarantee to company limited by shares [section 49 (3&4) and 50]	1 day	3 days
12.	Issuance of certificate upon conversion of the status of a company limited by shares to a company limited by Guarantee [Section 49(5) and 50]	2 days	6 days
13.	Issuance of filing certificate after the receipt of certified copy of Court order regarding reduction in share capital (Section 93)	2 days	6 days
14.	Registration of mortgage or charge (Section 100)	1 day	3 days
15.	Registration of mortgage or charge on receipt the certified copy of the order and other documents regarding rectification of charge (section 108)	1 day	3 days
16.	Satisfaction of mortgage or charge upon receipt of complete documents and NOC of charge holder (Section 109)	1 day	3 days
17.	Grant of extension in period for holding AGM and laying therein financial statements - a public unlisted company or a private company (Sections 132 and 223)	1 day	3 days
18.	Application for directions to call general meeting in respect of companies other than listed companies. (Where powers delegated) (Section 147)	1 day	3 days
19.	Issuance of filing certificate on the receipt of certified copy of Commission/Court order under sections 279 and 286	1 day	3 days
20.	Making minute of an order filed under sections 309, 313 and 342(2) in the books relating to a company.	1 day	3 days
21.	Registration of documents filed under sections 359 and 369	3 days	9 days
22.	Application for obtaining the status of an inactive company (Section 424)	3 days	9 days
23.	Application for obtaining the status of active company (Section 424)	3 days	9 days
24.	Application for issuance of certificate of registration of documents filed by a foreign company under section 435	4 hours	4 hours
25.	Application for issuance of digital certified copy of documents filed, registered or recorded [(Section 462(5)	1 day	-

26.	Application for issuance of certified copy of documents filed, registered or recorded [Section 462(5)] applied/issued in physical form	-	3 days
27.	Application for inspection of documents kept by the Registrar [Section 462(5)]	1 hour	2 days
28.	Issuance of Acknowledgement of filing of any return or document,	2 days	6 days

Annexure-K
[Regulations 79(1) & 30]

SECURITIES AND EXCHANGE COMMISSION OF PAKISTAN
Company Registration Office or
Business Centre at Head Office
<City Name>

ACKNOWLEDGEMENT OF FILING OF RETURNS
(other than financial statements)

No_____. Dated _____

In the matter of **< NAME OF COMPANY>**

.

Corporate Unique Identification No. < CUIN # >

The receipt of the under mentioned document (s) filed, registered and recorded pursuant to the provisions of the Companies Act, 2017 (XIX of 2017), is hereby acknowledged:

1. _____
2. _____
3. _____
4. _____
5. _____
6. _____

Registrar or other authorized officer of the Commission*

Fee Paid:
Process ID:

*Designation of the officer signing the certificate.

Annexure-L
[Regulations 79(2) & 30]

SECURITIES AND EXCHANGE COMMISSION OF PAKISTAN
Company Registration Office
<City Name>

ACKNOWLEDGEMENT OF FILING
(For financial statements)

No_____. Dated _____

In the matter of **< NAME OF COMPANY>**

.

Corporate Unique Identification No. < CUIN # >

It is acknowledged that the following document(s) have been filed pursuant to the provisions of Companies Act, 2017 (XIX of 2017):

1. _____
2. _____
3. _____
4. _____
5. _____
6. _____

Note: This acknowledgement only confirms filing of aforesaid documents by the company and does not authenticate the correctness of their content or compliance with the Act or the applicable accounting standards.

Registrar or other authorized officer of the Commission*

Fee Paid:
Process ID:

*Designation of the officer signing the certificate.

Annexure-M
[Section 424 and
Regulations 62 & 30]

SECURITIES AND EXCHANGE COMMISSION OF PAKISTAN
Company Registration Office
<City Name>

CERTIFICATE ON ALLOWING STATUS OF INACTIVE COMPANY
[Under Section 424 of the Companies Act, 2017]

Corporate Unique Identification No. < CUIN # >

I hereby certify that pursuant to the provisions of section 424 of the Companies Act, 2017, **<NAME OF COMPANY>** has been granted status of inactive company with effect from_____ pursuant to sub section (2) of section 424 of the said Act.

Given under my hand at **(LOCATION)** this (**DAY)** day of **(MONTH),** Two Thousand and **YEAR**.

Registrar or other authorised officer of the Commission *

Fee Paid:
Process ID:

*Designation of the officer signing the certificate.

Annexure-N
[Section 424 and Regulations 62 & 30]

SECURITIES AND EXCHANGE COMMISSION OF PAKISTAN
Company Registration Office
<City Name>

CERTIFICATE ON GRANTING STATUS OF ACTIVE COMPANY
[Under Section 424 of the Companies Act, 2017]

Corporate Unique Identification No. < CUIN # >

I hereby certify that pursuant to the provisions of sub-section (5) of section 424 of the Companies Act, 2017 (XIX of 2017), the **<name of company>** which had <obtained the status of inactive company/ been entered in the register of inactive companies by the registrar in terms of section 424(4) of the Act> with effect from _____has now been granted status of active company.

Given under my hand at **(LOCATION)** this (**DAY)** day of **(MONTH),** Two Thousand and **YEAR**.

REGISTRAR*

Fee Paid:
Process ID:
*Designation of the officer signing the certificate.

Annexure-O
[Section 455 and
Regulations 126 & 30]

SECURITIES AND EXCHANGE COMMISSION OF PAKISTAN

Registration No. **Islamabad, Dated:**

CERTIFICATE OF REGISTRATION AS AN INTERMEDIARY
(Section 455 of the Companies Act, 2017)

The Securities and Exchange Commission of Pakistan, having considered the application for registration as an intermediary submitted by Mr./M/s. **(NAME OF THE APPLICANT)** under regulation 126 of the Companies Regulations, 2024 and on being satisfied with the said application, hereby grants certificate of registration in the name of **(NAME OF THE APPLICANT)**. This registration is valid for a period of three years w.e.f. **<DATE OF ISSUANCE OF CERTIFICATE>**.

Approving Authority

***Disclaimer**: The certificate of registration shall be limited to the authorization for filing of documents with the Commission or the registrar concerned and shall not be regarded as conferring a license on the registered intermediary or as providing any recognition of any qualification of the registered intermediary.*

Annexure-P
[Regulations 127 *&* *30*]

SECURITIES AND EXCHANGE COMMISSION OF PAKISTAN

Registration No. **Islamabad, Dated:**

CERTIFICATE OF RENEWAL OF REGISTRATION AS AN INTERMEDIARY
(Section 455 of the Companies Act, 2017)

The Securities and Exchange Commission of Pakistan, having considered the application for the renewal of registration as an intermediary submitted by Mr./M/s. **(NAME OF THE APPLICANT)**, registration number _____under regulation 127 of the Companies Regulations, 2024 and on being satisfied with the said application, hereby renews the certificate of registration of Mr./M/s. **(NAME OF THE APPLICANT)**. This registration is valid for a period of three years w.e.f. **<DATE OF ISSUANCE OF RENEWAL CERTIFICATE>**.

Approving Authority

Disclaimer*: The certificate of registration shall be limited to the authorization for filing of documents with the Commission or the registrar concerned and shall not be regarded as conferring a license on the registered intermediary or as providing any recognition of any qualification of the registered intermediary.*

Annexure-Q-1
[Regulation 139 & 140]



CERTIFICATE OF REGISTRATION OF A GROUP

Sr. No. _____ Islamabad, the ____, 20__

The Securities and Exchange Commission of Pakistan having considered the application for registration as a Group by_____ (name of the holding company) and being satisfied with the said application, hereby registers _____ (name of the holding company) and its subsidiaries, namely _____(names of all subsidiaries) as a Group under serial number _____ in exercise of its powers under regulation 139 of the Companies Regulations, 2024.

Authorized Officer of the Commission

Annexure-Q-2
[Regulation 140]



CERTIFICATE OF CHANGE IN THE COMPOSITION OF A GROUP

Sr. No. _____ Islamabad, the ____, 20__

The Securities and Exchange Commission of Pakistan having considered the application for change in the composition of Group registered under serial number _____ hereby change the composition of the Group which now comprises of _____ (name of the holding company) and its subsidiaries, namely _____ (name of all subsidiaries).

Authorized Officer of the Commission

Annexure-R-1
[Regulation 143]



DESIGNATION LETTER FOR GROUP TAXATION

<Name of Company>

Sr. No. _____ Islamabad, the ____, 20__

The Securities and Exchange Commission of Pakistan having considered the application for the designation letter of the group, registered under certificate bearing serial number _____ dated _____ and on being satisfied with the said application, hereby, in terms of sub-regulation (3) of Regulation 143 of the Companies Regulations, 2024 issues a designation letter for Group Taxation for the Group which comprises of _____ and its wholly owned subsidiary companies, namely _____.

This letter is being issued by the Securities and Exchange Commission of Pakistan as a corporate sector regulator based on the shareholding structure of the holding company and its subsidiary companies as per the statement of shareholding as of _____.

This is being issued without prejudice to the requirements of the Income Tax Ordinance, 2001 and the rules made thereunder.

Authorized Officer of the Commission

Annexure-R-2
[Regulation143]



DESIGNATION LETTER FOR GROUP RELIEF

<Name of Company>

Sr. No. _____ Islamabad, the ____, 20__

The Securities and Exchange Commission of Pakistan having considered the application for the designation letter of the group, registered under certificate bearing serial number _____ **dated _____** and on being satisfied with the said application, hereby, in terms of sub-regulation (3) of Regulation 143 of the Companies Registrations, 2024 issues a designation letter for the purpose of availing group relief under the Income Tax Ordinance, 2001 for the Group which comprises of _____ and its subsidiary companies, namely _____.

This letter is being issued by the Securities and Exchange Commission of Pakistan as a corporate sector regulator based on the shareholding structure of the holding company and its subsidiary companies as per the statement of shareholding provided with the application as of **_____.**

This is being issued without prejudice to the requirements of the Income Tax Ordinance, 2001 and the rules made thereunder.

Authorized Officer of the Commission

Annexure-S
[Regulations 19 *&* *30*]

STANDARD FORMAT OF UNDERTAKING FROM FOREIGN INDIVIDUAL AS A SUBSCRIBER AND DIRECTOR/CEO

UNDERTAKING

I, _____ S/o/D/o/W/o _____ having Passport # _____ subscriber/director/shareholder of <name of company> do hereby solemnly declare that I have subscribed as shareholder/subscriber or elected/appointed as director/officer and have submitted necessary documents with the Companies Registration Office (CRO), **<name of city in which relevant registration office is located >** for its registration. In case my name is not security cleared by the Ministry of Interior (MOI), I shall take immediate steps for replacement as director/shareholder/subscriber/officer and/or shall transfer my shares to other person(s) and shall file revised documents accordingly with the CRO forthwith.

Deponent: _____
(Subscriber/Director/Shareholder/officer)
Name: _____
Dated: _____

Witness: _____
Name: _____
Father's Name: _____
CNIC #: _____
Address: _____

NOTE:

1. If undertaking is executed in Pakistan, it should be on stamp paper issued in the name of proposed subscriber /director, duly witnessed and attested by Oath Commissioner/Notary Public.

2. If undertaking is executed outside Pakistan, it should be duly certified by public officer/notary public of country of origin and signed by Pakistani diplomat posted in that country or apostilled by the designated competent authority of the state of origin of the foreign public document, who have acceded to the Hague Convention abolishing the requirement of Legalization for foreign public documents (Apostille Convention) of 1961 and such state is also recognized by the Government of Pakistan for receiving of apostilled documents;

STANDARD FORMAT OF UNDERTAKING TO BE GIVEN BY A FOREIN ENTITY/BODY CORPORATE APPEARING AS A SUBSCRIBER AND SHAREHOLDER

UNDERTAKING

I, **<name of authorized representative>** S/o/D/o/W/o _____ having CNIC/Passport # _____ in my capacity as authorized representative of **< Name of the foreign company>** do hereby solemnly declare that the said company has subscribed as shareholder in M/S **< Name of local company whose shares have been subscribed by the foreign company>** and has submitted necessary documents with the Companies Registration Office (CRO), **<name of city in which relevant registration office is located >** for its registration. In case M/S <**Name of the foreign company**> is not security cleared by the Ministry of Interior (MOI) <**Name of the foreign company**> shall take immediate steps for replacement as shareholder and shall transfer its shares to other person(s) and/or other company, and shall file revised documents accordingly with the CRO forthwith.

Deponent: _____

(Authorized representative of the foreign company)

Name: _____

Dated: _____

Witness: _____

Name: _____

Father's Name: _____

CNIC #: _____

Address: _____

NOTE:

1. If undertaking is executed in Pakistan, it should be on stamp paper issued in the name of proposed subscriber /director, duly witnessed and attested by Oath Commissioner/Notary Public.

2. If undertaking is executed outside Pakistan, it should be duly certified by public officer/notary public of country of origin and signed by Pakistani diplomat posted in that country or apostilled by the designated competent authority of the state of origin of the foreign public document, who have acceded to the Hague Convention abolishing the requirement of Legalization for foreign public documents (Apostille Convention) of 1961 and such state is also recognized by the Government of Pakistan for receiving of apostilled documents;

Annexure-T
[Regulations 60 *& 30*]

ACKNOWLEDGEMENT OF FILING FOR AMALGAMATION

In the matter of _____

Corporate Unique Identification No. < CUIN # >

No. _____ **Dated: _____**

1. The receipt of under mentioned document(s) filed, registered, and recorded pursuant to the provisions of section 284(5) of the Companies Act, 2017 (XIX of 2017) and regulation 60 of the Companies Regulations, 2024, is hereby acknowledged: -

(a) **Form-8** dated _____ filed by _____ (Transferee Company) with respect to amalgamation of following Transferor Company or Companies with and into the Transferee Company:
(i) _____
(ii) _____

(b) Minutes of the meeting of Board of Directors of _____ (Transferor Company or Companies, as the case may be) dated _____.

(c) Minutes of the meeting of Board of Directors of _____ (Transferee Company) dated _____.

(d) Copy of approved Scheme of amalgamation dated_____.

(e) Declaration verified by an affidavit to the effect that the Transferee Company will be able to pay its debts as they fall due during the period of one year immediately after the date on which the amalgamation is to become effective.

2. Pursuant to the scheme of arrangement duly approved by the Board of Directors of _____ _____(Transferor Company or Companies, as the case may be) and _____ (Transferee Company), as required under section 284(2) of the Companies Act, 2017 for the amalgamation of Transferor Company or Companies, as the case may be, with and into the Transferee Company; the Transferor Company or Companies, as the case may be, stand merged into the Transferee Company with effect from _____. Accordingly,

i. all the properties, rights and powers of the Transferor Company or Companies, as the case may be, stand transferred, without any further act or deed, to the Transferee Company; and accordingly, the same shall, pursuant to applicable provisions210 of the Companies Act 2017, stand transferred and vested in the Transferee Company for all the estate and interest of the Transferor Company or Companies therein, but subject nevertheless to all mortgages/charges now affecting the same;

ii. all the liabilities and duties of the Transferor Company or Companies, as the case may be, stand transferred without any further act or deed to the Transferee Company and accordingly the same shall pursuant to applicable provisions211 of the Act, be transferred to and become the liabilities and duties of the Transferee Company;

iii. all the proceedings now pending by or against the Transferor Company or Companies, as the case may be, be continued by or against the Transferee Company;

iii. the shares of the Transferor Company or Companies, as the case may be, shall stand cancelled without payment or other consideration as per the Scheme of Arrangement;

iv. all the documents relating to the Transferor Company or Companies, as the case may be, and registered with registrar under the Companies Act, 2017, shall become the part of the file kept by him in relation to the Transferee Company and both the files shall be consolidated accordingly.

(Name/Sign)

Concerned Registrar of Company Registration Office

Fee **Rs.**_____

[212][Annexure-U
[Regulation 97]

Sr. No.	Nomenclature	Standardized Object
1.	General - Charitable/Philanthropic activities	1) To distribute ration, food and clothes to the poor, needy, destitute and persons suffering from catastrophes, natural calamities/tragedies, accidents etc., irrespective of cast and creed and religion. 2) To provide donations and financial help (other than loan) to the poor, needy and the destitute, for alleviation of their standard of life. 3) To provide free or at subsidized rates, books and stationary items to the students of poor families irrespective of cast creed and religion. 4) To provide scholarships to students and grant aid including supply of books, stipends, medals, prizes, grants, awards, medicines, educational career support, bursaries and other incentives for purposes of advancement of knowledge, education and literacy.
2.	Health related services/activities	1) To aid, assist, set up, maintain, administer and run hospitals, nursing homes, mother and child care centres, clinics, dispensaries, immunization and vaccination centres and places of medical aid, convalescent homes, family planning centres, X-ray clinics, radio therapy centres, pathological and clinical laboratories, blood banks, eye banks or other centres connected with the care of the human body, both in urban and rural areas subject to approval/permission, NOC, if any, from relevant authorities/government departments, etc.

[212] *Inserted Annexures U & V after Annexure-T vide S.R.O. 601(I)/2025 dated 11th April, 2025.*

		2) To provide free or at subsidized rates medicines, laboratory tests facilities or assistive devices to the poor, needy, crippled or disabled persons or to provide financial help to them (other than loan) for their laboratory tests, medicines or assistive devices etc., irrespective of cast creed and religion.
3.	Education	1) To establish, manage, maintain, own, administer, promote and subsidize educational institutions, computer literacy centres, schools, colleges, institutions for study and research, centres of learning, reading rooms, and other institutions for basic education, adult literacy, advanced studies and other educational fora with the permission of competent authority but not to act as a degree awarding institute.

4.	Special Education activities	1) To establish, own, maintain, erect, construct, furnish, equip, promote, organize, manage and run institutions for special education and to provide grants and facilities for education and training to the persons who are mute, deaf, dumb or blind, crippled or otherwise physically or mentally handicapped and to provide books, proper medical attendance, nursing, food, medicine, drugs and special appliances of educational, surgical, or other nature
5.	Vocational training/Institute	2) To establish promote, run, manage and maintain vocational educational and training and skills development institute in order to reduce unemployment, raise income, and improve the standard of living and enabling the unemployed people to get quality jobs and to earn their livings through such hands-on career development skills. 3) To work for employable skills development and capability enhancement of the youth for improving their quality of life, including developing, building and enhancing their skills to attain self-sufficiency
6.	Research related activities	1) To undertake steps for promotion of research and to make available key knowledge tools such as a well-equipped library; database and electronic connectivity, a website for research publications and interaction; to organize and set up a think tank; and to enable discussion/dialogue for promoting quality research.

7.	Islamic Religious activities	1) To promote the values of Islam and in view thereof to initiate research, analytical study, seminars, talks and discussions and to promote public awareness, education and understanding of Islamic ideology, economic system and philosophy and to encourage research scholars, specialists, experts, writers, speakers, thinkers for free intellectual interaction and to develop consensus and understanding in vital Islamic issues, but not to act as or establish, run or manage Deeni Madrassa.
8.	Masajid & Madaris	1) To promote the values of Islam by establishing, running or manage Deeni Madrassa and/or Masajid
9.	Women Empowerment	1) To work for the cause of women empowerment that helps in boosting the status of women through literacy, education, training and awareness; to strive for eradication of all forms of exploitation and discrimination against women
10.	Social Infrastructure and Human Resource Development	1) To work for development of human resources, promotion of social and economic well-being of the masses, improvement of social status, social mobilization for prosperous society, and elimination of gender discrimination particularly in the rural areas of Pakistan
11.	Arts, Sciences and Literature activities	1) To promote and foster study in arts, sciences, literature and to give literary, arts and sciences awards, scholarships and prizes for its encouragement
12.	Culture and heritage activities	1) To undertake, aid, support, assist, promote, manage, research and encourage projects or programmes concerned or dealing with the restoration, conservation, revitalization, preservation and reuse of architectural structures, buildings, forts, palaces, mausoleums, monuments, mosques, places of historical or cultural significance, archaeological sites, town squares, markets, gardens and parks in Pakistan

13.	Environment Protection & Climate Chane	1) To work for the protection, conservation, rehabilitation and improvement of the environment, in particular climate change mitigation, education, international understanding and development cooperation; to work for the prevention and control of every kind of pollution; to create awareness about environmental risks and concerns in the country and the benefits associated with the developmental projects addressing environmental challenges and to provide assistance to individuals, local groups, in understanding environmental issues; to raise awareness and educate the public in particular through seminars, workshops, campaigns
14.	Sports related activities	1) To promote and develop centres for sports and sporting activities and encourage talent thereto and through them endeavour to bring about national integration and provide fields, grounds and other facilities and amenities including coaching and training facilities in developed and developing areas of the country and to promote and organize activities such as, trekking, mountaineering, hunting, archery, camping, fishing, rock climbing and other outdoor sports, subject to approval/permission/NOC from relevant authorities/government departments, Pakistan Sports Board etc., if required.

*Relevant education and experience has to be substantiated by provided requisite duly attested certificates.”

Annexure – V
[Regulation 97]

Following minimum information in English and Urdu languages on website, in addition to any other material information:

Profile of Company

a. Vision, mission, principle business and other permissible business activities;
b. Status of company (e.g. PIC, LSC, MSC or SSC under third schedule of the Act):
c. Company Registration Number/Date and National Tax Number;
d. Date/Number of license issued to the Company by the relevant authority where required;
e. Address of registered office, head office and all other branch offices;
f. Phone and fax numbers of head office, registered office and branch offices;
g. Valid email address; and,
h. Detail of subsidiaries/associated companies and their website links, if available.

Governance

a. Profile of the Board of Directors;
b. Shareholding pattern of companies having share capital;
c. Name of Auditor of the Company; and,
d. Name of Legal Advisor.

Investor Relations

a. Purpose/ Objective;
b. Geographical location of operations;
c. Details of sponsors;
d. PCP Certification, if applicable;
e. Registration status with respective charities commission; and
f. Placement of audited financial statements of at least three years.
g. Online form/contact details of person(s) designated by the company for assisting and handling investors' complaints and grievances;
h. Updated logo of SECP Service Desk Managements System's ("SDMS") duly linked to the URL: https://sdms.secp.gov.pk/ (the logo is available at www.secp.gov.pk/document/revised-sdms-logo/) along with the following disclaimer: "In case your complaint has not been properly redressed by us, you may lodge your complaint with Securities and Exchange Commission of Pakistan (the "SECP"). However, please note that SECP will entertain only those complaints which were at first directly requested to be redressed by the company

and the company has failed to redress the same. Further, the complaints that are not relevant to SECP's regulatory domain/competence shall not be entertained by the SECP."

i. Corporate Social Responsibility Reports, if any;
j. Notices of general meetings;
k. Copy of any notice given by the member (having not less than ten percent shareholding in the Company) proposing appointment of auditor (s) of the Company in the annual general meeting;

l. Site map; and,
m. Search facility.

Media

a. National /International Awards, recognition, if any;
b. Membership of industry associations and trade bodies, if any;
c. Any other announcements or clarifications issued by the company; and
d. Last Date on which website was updated.

Information to be provided at homepage of website

a. Website link of SECP's investor education portal "JamaPunji" (www.jamapunji.pk) along with its logo at a prominent place on the homepage; and,

- Information of companies' own complaint handling cell and contact person(s) at a prominent place on homepage as a primary point of contact]

Register R-1
[Section 2(56) and
Regulations 81 *& 30*]

OFFICE OF THE_____

REGISTER OF COMPANIES

(a) Name of company: _____
(b) Corporate Unique Identification No: _____
(c) Date of incorporation: _____
(d) Sectoral classification: _____
(e) Company kind: _____
(f) Registered office address_____
(g) Status of Company (active/inactive)
(h) Rating: _____

(i) **Capital Structure:**

a) Authorized Capital

Kind of shares	**Classes of shares**	**Face value (Rs.)**	**Number of shares**	**Paid up capital (Rs.)**
Ordinary Shares	Class A			
Ordinary Shares	Class B			

b) Paid-up capital

Kind of shares	**Classes of shares**	**Face value (Rs.)**	**Number of shares**	**Paid up capital (Rs.)**
Ordinary Shares	Class A			
Ordinary Shares	Class B			
Preference Shares				
Others (Please specify)				

(j) List of documents filed

S. No.	Description of document	Date of document	Date of receipt of document.	Registered / Recorded on	Name of dealing officer.
(1)	(2)	(3)	(4)	(5)	(6)

Register R-2
[Regulations 81 *& 30*]

OFFICE OF THE_____

REGISTER OF FOREIGN COMPANIES

(a) Name of company: _____
(b) Corporate Unique Identification No**:** _____
(c) Date of registration in Pakistan: _____
(d) Address of principal place of business in Pakistan:
(e) Name of country of origin: _____
(f) Date of registration in the country of origin:____
(g) Rating Value: _____

LIST OF DOCUMENTS FILED

S. No.	Description of document	Date of document	Date of receipt of document.	Registered / Recorded on	Name of dealing officer.
(1)	(2)	(3)	(4)	(5)	(6)

Register R-3

[Section 102 and Regulations 82 *& 30*]

OFFICE OF THE _____

REGISTER OF MORTGAGES/ CHARGES/ PLEDGES AS OF _____

Particulars of Company			Particulars of modification of mortgage charge, pledge etc.							Particulars of modification of mortgage charge, pledge etc.			Memorandum of Satisfaction/		
S. No.	Name of company	CUIN	Date of registration of mortgage/ charge/ pledge	Date of creation of mortgage/ charge/ pledge	Name of instrument/Document creating mortgage /charge/ pledge	Amount of mortgage/ charge/ pledge	Short particulars of the Property mortgaged.	Gist of terms and conditions.	Mortgagee/pledgee name.	Date of registration of modification.	Date of Modification.	Nature and Gist of modification.	Date of Satisfaction.	Amount of satisfaction	Name and designation of dealing officer
(1)	(2)	(3)	(4)	(5)	(6)	(7)	(8)	(9)	(10)	(11)	(12)	(13)	(14)	(15)	(16)

Register R-4
[Section 103 and Regulations 82 *& 30*]

OFFICE OF THE _____

CHRONOLOGICAL INDEX OF MORTGAGES, CHARGES, PLEDGES ETC., ENTERED IN REGISTER

Serial number of charges, etc., in the Index.	Date of registration of charge, etc	Name of company.	Amount of mortgage or charge or pledge or value of redeemable capital.	Name of Mortgagee/ pledgee	Name of registrar concerned.
(1)	(2)	(3)	(4)	(5)	(6)

Register R-5

THE COMPANIES ACT, 2017
THE COMPANIES REGULATIONS, 2024
[Sections 112 & 448 and Regulation 30]

REGISTER OF MORTGAGES, CHARGES, PLEDGE ETC., TO BE MAINTAINED BY A COMPANY

Name of Company_____ CUIN_____

Serial Number of documents on file	Date of registration	Date of creation of each mortgage, charge, etc. and description thereof.	Date of acquisition of the property if acquired subject to mortgage, charge etc.	Amount secured by the mortgage, charge, etc. other than redeemable capital or debentures	Short particulars of the property mortgage charged, etc.	Gist of the terms or conditions or extent or operation relating to the mortgaged, charged, etc.	Names address and description of the mortgagees or trustees for the redeemable capital or debentures or persons entitled to charges	**Particulars relating to issue of redeemable capital debentures of the series**			
								Total amount secured by series of debenture/ redeemable capital	Date and amount of each issue of the series eemable capital	Dates of resolutions authorizing the issue of the series / redeemable capital	Date and description of covering deed
1	2	3	4	5	6	7	8	9	10	11	12

Particulars of modification of mortgage, charge etc.			**Memorandum of satisfaction**			**Receiver / Manager**		
Date of Registration of modification	Date of brief description of instrument of modification	Brief particulars of nature and extent of modification	Amount	Nature	Date of satisfaction	Names, address and date of appointment	Mode of appointment	Date of ceasing to act

13	14	15	16	17	18	19	20	21

Register R-6

[Section 424 and Regulations 95 & 30]

OFFICE OF THE _____

REGISTER OF INACTIVE COMPANIES

S. No.	Name of Company	CUIN	Kind of Company	Date of Incorporation	Date of allowing status of inactive company	Whether inactive status allowed u/s 424(1) or ordered u/s 424(4)	Date of allowing status of active company, if applicable	Remarks
(1)	(2)	(3)	(4)	(5)	(6)	(7)	(8)	(9)

Register R-7

THE COMPANIES ACT, 2017

COMPANIES REGULATIONS, 2024

[Regulations 135 & 30]

REGISTER OF REGISTERED INTERMEDIARIES

S. No.	Registration Number	Name of Registered Intermediary	Status of Intermediary (Individual/ LLP/Firm/ Company)	Date of grant of initial certificate of registration	Date of expiry	Dates of renewal of certificate of registration	Date of cancellation of certificate of Registration, if any
(1)	(2)	(3)	(4)	(5)	(6)	(7)	**(8)**

Register R-8

THE COMPANIES ACT, 2017

COMPANIES REGULATIONS, 2024
[Section 452(7) and Regulation 30]

PART-I

COMPANIES' GLOBL REGISTER OF BENEFICIAL OWNERSHIP IN RESPECT OF SUBSTANTIAL SHAREHOLDERS/OFFICERS

a	b	c	d	e	f	g	h	i	J	k	l	m	n	o
Sr. No.	Name of the Company filing Form-11	CUIN	Name of Substantial Shareholder/ Officer of the Company	Designation	CNIC/ NIC OP	In case shares are owned, held or controlled indirectly, name and relationship with officer/ substantial shareholder	Name & Address of foreign company or body corporate in which ownership is held (In case of investments in more than one company then add more rows)	No. Of shares held in foreign company or body corporate	Cost of investment & Currency	Any interest other than shareholding in foreign company or body corporate	Percentage of shareholding or other interest in foreign company or body corporate	Date of shareholding /investment	Name of registration authority of foreign company or body corporate	Country of incorporation of foreign company or body corporate

PART-II

PARTICULARS OF COMPANIES FOR COMPANIES' GLOBL REGISTER OF BENEFICIAL OWNERSHIP

a	b	c	d	e	f	g	h	i	j	k	l
Sr. No.	Name of the Company filing Form-11	CUIN	Name Of foreign company or body corporate in which ownership is held	No. Of shares held in foreign company or body corporate	Cost of investment & Currency	Any interest other than shareholding in foreign company or body corporate	Percentage of shareholding or other interest in foreign company or body corporate	Date of shareholding /investment	Business Address of foreign company or body corporate	Name of registration authority of foreign company or body corporate	Country of incorporation of foreign company or body corporate

[213]**Register R-9**

THE COMPANIES ACT, 2017
COMPANIES REGULATIONS, 2024

[Section 123A and Regulation 30 & 48A]

Register of UBO

	Company information			**Shareholder information**				**UBO information**											
Sr.no.	Name of the Company	CUIN no.	Company address	shareholder name	CNIC/NICOP/Passport No./registration number (in case of legal person)	number of shares held	%age of shareholding	name of UBO	Father's Name/ Spouse's Name of UBO	CNIC/ NICOP/Passport No. along with Date of Issue & expiry	Nationality of UBO	Country of Origin (in case of foreign national or dual national) of UBO	Date of Birth of UBO	Gender of UBO	Address of UBO as per CNIC/ NICOP/Passport	Usual Residential Address (in case different than given in CNIC/ NICOP/Passport)	Email Address of UBO	Date on Which Shareholding, Control, or Interest Acquired in Company	Date on Which Shareholding, Control, or Interest Acquired from Former Ultimate Beneficial Owner	Any other information incidental to or relevant to enable the company to evaluate this matter.

[213] *Inserted new "Register R-9" vide S.R.O. 1355(I)/2025 dated 25th July, 2025*

1	2	3	4	5	6	7	8	9	10	11	12	13	14	15	16	17	18	19	20	21

Additional UBO information in case of indirect control									
Name of entity	Legal form (Company/LLP/ Partnership Firm/Trust/Any other body corporate (to be specified))	Date of incorporat ion/ registrat io n	Name of registeri n g authorit y	Busine ss addres s	countr y	Email address	Percent age of shareho lding, control or interest of UBO in the legal person or legal arrangem ent	Percenta ge of sharehol ding, control or interest of legal person or legal arrangem ent in the Company	Identity of Natural Person who ultimately owns or controls the legal person or arrangement
22	23	24	25	26	27	28	29	30	31