

Companies (Registration Offices) Regulations, 2003

S.R.O. 891(I)/2003, Islamabad, the 5th September, 2003.— In exercise of the powers conferred by sub-section (2) of section 466 of the Companies Ordinance, 1984 (XLVII of 1984), read with clause (c) of section 43 of the Securities and Exchange Commission of Pakistan Act, 1997 (XLII of 1997), and in supersession of the Notification No. S.R.O. 1139(I)/86, dated the 30th December, 1986, the Securities and Exchange Commission of Pakistan is pleased to make the following regulations, namely:—

1. Short title and commencement.— (1) These regulations may be called the Companies (Registration Offices) Regulations, 2003.

(2) They shall come into force at once.

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

- (a) “Annex” means an annexure to these regulations;
- (b) “Company Registration Office” means an office established by the Commission under sub-section (1) of section 466;
- ¹[(ba) “CUIN” means a corporate universal identification number which is a sequential computer generated number assigned to every “company”;
- (c) “electronic database” means the system for maintaining a database ²[electronically in respect of all the record of companies] and includes the Corporate Registration System, Corporate Compliance and Facilitation System, and Diary System;
- ¹[(ca) “eServices” means any service or means provided by the Commission for the submission, filing, processing, recording or registration of documents electronically;]
- (d) “Ordinance” means the Companies Ordinance, 1984 (XLVII of 1984);
- (e) “registrar concerned” means additional registrar, joint registrar, deputy registrar or assistant registrar who is incharge of a Company Registration Office in which a company is registered or in whose territorial jurisdiction its registered office is situated;

^{*}Superseding “Companies (Registration Offices) Regulations, 1986”.

¹Clauses “(ba) & (ca)” inserted by SRO 599(I)/2011 dated June 13, 2011.

²Substituted for “relating to company information” by SRO 599(I)/2011 dated June 13, 2011.

(g) "Schedule" means a Schedule to the Ordinance; and

(h) "section" means a section of the Ordinance.

(2) The words and expressions used but not defined herein shall have the same meaning as are assigned to them in the Ordinance.

3. Establishment of Company Registration Offices.— (1) For registration of companies and performing other duties under the Ordinance, the Commission shall establish 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 5 applies, having registered offices in the territories specified in column (3) of the said table.

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.	Islamabad.	The Civil Division of Rawalpindi in the Province of Punjab and the Islamabad Capital Territory.
3.	Karachi.	The Civil Divisions of Karachi, Hyderabad and Mir Pur Khas in the Province of Sindh.
4.	Lahore.	The Civil Divisions of Lahore and Gujranwala, districts of Sahiwal and Pakpattan except tehsil of Chichawatni in the Province of Punjab.
5.	Multan.	The Civil Divisions of Multan, Bahawalpur and Dera Ghazi Khan, district of Bhakkar and tehsil of Chichawatni in the Province of Punjab.
6.	Peshawar.	The Province of the ² [Khyber Pakhtunkhawa], the Federally Administered Tribal Areas and the Provincially Administered Tribal Areas to which the executive authority of the Province of the ² [Khyber Pakhtunkhawa] extends.
7.	Quetta.	The Province of Baluchistan and the Provincially Administered Tribal Areas to which the executive authority of the Province of Baluchistan extends.
8.	Sukkur.	The Civil Divisions of Sukkur and Larkana in the Province of Sindh.

¹Clause (f) omitted by SRO 599(I)/2011 dated June 13, 2011.

²Substituted for "North-West Frontier" by SRO 599(I)/2011 dated June 13, 2011.

Cl. (f) omission.— Before omission it read as follows:—

"(f) "Registrar of Companies" means the Registrar posted at headquarters of the Commission and includes an additional registrar;"

¹[(1A) Notwithstanding the provisions of Regulation 3(1), Company Registration Offices may function beyond their territorial jurisdiction to the extent and manner as may be specified by the Commission from time to time.]

²[(2) The Company Registration Offices shall observe such working hours as may, from time to time, be approved by the Commission, and shall, with the exception of public holidays, be open for transaction of business with the public, for Monday to Thursday, from 09:00 A.M. to 1:00 P.M. and 2:00 P.M. to 3:00 P.M.; and for Friday, from 09:00 A.M. to 1:00 P.M. and from 2:30 P.M. to 3:30 P.M.]

(3) 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.

4. Suggestions and complaint box.— In every Company Registration Office, there shall be placed a “suggestions and complaint box” at a conspicuous place to receive feedback from the public regarding the working of Company Registration Office or for any other difficulty or complaint and the box shall be opened by the person authorized by the Registrar of Companies.

5. Incorporation of companies.— (1) The certificate of incorporation, issued in pursuance of section 32, shall be in the form as set out in Annex A.

³[(2) Every company which is incorporated shall be assigned a CUIN and the company registration number assigned previously to a company shall be replaced with a CUIN.]

¹Sub-regulation (1A) inserted by SRO 599(I)/2011 dated June 13, 2011.

²Sub-regulation 3(2) substituted by SRO 599(I)/2011 dated June 13, 2011.

³Sub-regulation 5(2) substituted by SRO 599(I)/2011 dated June 13, 2011.

Sub-regulation 3(2), Substitution.— Before substitution it read as follows:—

“(2) The Company Registration Offices shall observe such working hours as may, from time to time, be approved by the Commission for those offices, and shall, with the exception of public holidays, be open, between the hours of 10:00 A.M. and 2:00 P.M. from Monday to Friday, for transaction of business with the public.”

Sub-regulation 5(2), Substitution.— Before substitution it read as follows:—

“(2) Every company which is incorporated shall be assigned a company registration number which shall be a consecutive number generated by electronic database to be used as an identification number for that company and shall be stated on the certificate of incorporation and all relevant documents or papers relating to the company.”

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(4) Every company formed or incorporated outside Pakistan which has ²[established] a place of business in Pakistan and ³[delivers] documents pursuant to the provisions contained in ⁴[section 451] of the Ordinance shall ⁵[] be assigned a ⁶[CUIN and be issued a certificate of registration of documents in the form as set out in Annexure AA].

⁷[(5) The registrar concerned shall before issuing any certificate under this regulation, register the documents required to be registered under the Ordinance and upload the copy of the certificate duly signed by him in the electronic database through eServices.].

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⁹[5A. 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 of such Company Registration Office shall, send within seven days, all the physical record relating to that company to the registrar in whose territorial jurisdiction the registered office of the company is shifted.]

¹Sub-regulation 5(3) omitted by SRO 599(I/2011 dated June 13, 2011.

²Word inserted by SRO 599(I/2011 dated June 13, 2011.

³Substituted for "files" by SRO 599(I/2011 dated June 13, 2011.

⁴Substituted for "Part XIV" by SRO 599(I/2011 dated June 13, 2011.

⁵Word "also" omitted by SRO 599(I/2011 dated June 13, 2011.

⁶Substituted for "company registration number in the same manner as provided in clause (2)" by SRO 599(I/2011 dated June 13, 2011.

⁷Sub-regulation 5(5) substituted by SRO 599(I/2011 dated June 13, 2011.

⁸Sub-regulation 5(6) omitted by SRO 599(I/2011 dated June 13, 2011.

⁹Regulation 5A inserted by SRO 599(I/2011 dated June 13, 2011.

Sub-regulation 5(3), Omission.- Before omission it read as follows:-

"(3) Where a company transfers its registered office from the territorial jurisdiction of one Company Registration Office to another, the company identification number of such company shall be changed by the Company Registration Office in whose territorial jurisdiction its registered office is transferred, to the extent it is necessary to reflect the change of the Company Registration Office."

Sub-regulation 5(5), Substitution.- Before substitution it read as follows:-

"(5) The registrar concerned shall cause the fact of certificate of incorporation having been granted, the date of incorporation and the company registration number to be entered on the stamped memorandum and articles of association under the dated signature of the registrar concerned issuing the certificate of incorporation and also cause a copy of the certificate of incorporation to be attached to the memorandum and articles of association of the company."

Sub-regulation 5(6) Omission.- Before omission it read as follows:-

"(6) The company registration number and the name and designation of the registrar concerned with his dated signature shall be affixed on all certificates and other documents and papers issued by the Company Registration Office with which the company is for the time being registered."

6. Issuance of certificates.— ¹[(1)] The registrar concerned shall cause the issue of following certificates, namely:—

- (a) The certificate of incorporation for effecting the change of name of a company for the purpose of section 40 in the form as set out in Annexure B;
- (b) the certificate for conversion of a public company into a private company for the purpose of sub-section (2) of section 41 in the form as set out in Annexure C;
- (c) the certificate for conversion of a private company into a public company for the purpose of sub-section (3) of section 41 in the form as set out in Annexure D;
- (d) certificate of registration of mortgage or charge, etc., for the purposes of section 127 in the form as set out in Annex E; and
- (e) certificate for commencement of business for the purposes of sub-section (2) of section 146 in the form as set out in Annex F.

²[(2)] The registrar concerned shall before issuing any certificate under this regulation, register the documents required to be registered under the Ordinance and upload a copy of the certificate duly signed by him in eServices.]

³[7. **Uploading physical documents into eServices.**— The registrar concerned shall upload or cause to be uploaded the scanned images of all documents filed in physical form in relation to every company and enter or cause to be entered all the relevant information in the electronic database through eServices.]

³[8. **Maintenance of information in the electronic database.**— It shall be the responsibility of the registrar concerned to maintain correct information in the electronic database and in case of any discrepancy he shall immediately report the same to the Registrar of Companies for rectification thereof who shall ensure its immediate correction and communicate to the registrar concerned accordingly.]

¹Rule 6 renumbered as 6(1) by SRO 599(I)/2011 dated June 13, 2011.

²Sub-regulation 6(2) inserted by SRO 599(I)/2011 dated June 13, 2011.

³Regulations 7 & 8 substituted by SRO 599(I)/2011 dated June 13, 2011.

Regulations 7 & 8 Substitution.— Before substitution it read as follows:—

“7. Data entry.— The registrar concerned shall cause all incoming documents filed by, or on behalf, of companies registered with a Company Registration Office to be entered in the electronic database on the day it is received.”

“8. Document Management System.— The documents identified by the Commission for storage of image in the Document Management System shall, before being entered in the computer system, be scanned and image stored in the Document Management System on the day on which such documents are received.”

¹[9. Examination of documents, etc.- (1) The registrar concerned shall examine or cause to be examined, every document received by him which is required or authorized by or under the Ordinance to be filed, recorded or registered, with the registrar.

¹Regulations 9 substituted by SRO 599(I)/2011 dated June 13, 2011.

Regulation 9 Substitution.- Before substitution it read as follows:-

"9. Time period for examination of documents, applications, etc.- The registrar concerned shall examine, or cause to be examined, every document received in a Company Registration Office which is required or authorized by or under the Ordinance to be registered, recorded or filed with the registrar concerned within the period as specified in column (3) of the Table below against each document, application, etc., as specified in column (2) of the said table, and in case of delay, reasons and circumstances causing the delay shall be recorded.

TABLE

S. No.	Description.	Period.
(1)	(2)	(3)
1.	Application for availability of name (Section 39).	1 day.
2.	Application for the approval of change of name (Section 39).	2 days.
3.	Issuance of certificate for change of name after the receipt of the approval (Section 41).	1 day.
4.	Documents for conversion of the status of a private company to a public company (Section 45).	2 days.
5.	Issuance of filing certificate after the receipt of certified copy of Court order (Section 102).	2 days.
6.	Registration of mortgage or charge (Section 121).	1 day.
7.	Registration of satisfaction of mortgage or charge (Section 132).	1 day.
8.	Application for issuance of commencement of business certificate (Section 146).	2 days.
9.	Application for grant of extension in holding AGM – a public unlisted company (where powers delegated) or a private company (Sections 158 and 233).	2 days.
10.	Issuance of filing certificate on the receipt of certified copy of Court order under sections 284 and 290.	3 days.
11.	Application for the certified copy of documents filed, registered or recorded [Section 466(6)].	1 day.
12.	Inspection of documents kept by the Registrar [Section 466(6)]	1 hour.
13.	Issuance of filing certificates of any return or document.	2 days.
14.	Issuance of registration certificate in respect of the documents filed under sections 370 and 382.	3 days.
15.	Issuance of the filing certificates of documents filed by a foreign company under sections 451, 452 and 453.	2 days.
16.	Making minute of an order filed under sections 315, 319 and 350(2) in the books relating to a company."	3 days.

(2) The registrar concerned shall observe the time frame as specified in column (3) of the Table below for the disposal of matters specified in column (2) of the said table.

S. No.	Description.	Period.
(1)	(2)	(3)
1.	Application of name (Section 37).	1 day.
2.	Alteration in the memorandum of association (Section 21)	7 days
3.	Approval for change of name (Section 39)	2 days
4.	Issuance of certificate for change of name after the receipt of the approval (Section 41)	1 days
5.	Conversion of the status of a private company to a public company (Section 45)	2 days
6.	Issuance of filing certificate after the receipt of certified copy of Court order (Section 102)	2 days
7.	Registration of mortgage of charge (Section 121)	1 day
8.	Satisfaction of mortgage or charge (Section 132)	2 days
9.	Issuance of Certificate for commencement of business (Section 146)	2 days
10.	Grant of extension in holding AGM – a public unlisted company (which powers delegated) or a private company (Sections 158 and 233)	2 days
11.	Issuance of filing certificate on the receipt of certified copy of Court order under sections 284 and 290	3 days
12.	Issuance of Certified copy of documents filed, registered or recorded [(Section 466(6))]	1 day
13.	Inspection of documents kept by the Registrar [Section 466(6)]	1 hour
14.	Issuance of filing certificates of any return or document.	2 days
15.	Registration of documents filed under sections 370 and 382	3 days
16.	Issuance of certificate of registration of documents filed by a foreign company under section 451	2 days
17.	Making minute of an order filed under sections 315, 319 and 350(2) in the books relating to a company.]	3 days

10. Payment of additional fee for late filing of documents.– If any document is filed with or presented to a Company Registration Office after the expiry of the period within which it was required or authorized to be filed or registered, not being particulars or documents requiring registration under section 121, 122, 123, 124, 129, 131 or 132, the registrar concerned may, without absolving the defaulting company or person of any liability arising out of the default, delay or failure to comply, accept the document for record on payment of an additional fee, in addition to normal filing fee, as specified in column (3) of the Table below against the period of delay specified in column (2) thereof.

TABLE

S. No.	Period of delay.	Additional fee.
(1)	(2)	(3)
1.	If a document is filed with a delay of not more than fifteen days.	Additional fee equal to the usual fee specified for the document in the Sixth Schedule.
2.	If a document is filed with a delay of more than fifteen days but not more than forty-five days.	Additional fee equal to two times of the usual fee specified for the document in the Sixth Schedule.
3.	If a document is filed with a delay of more than forty-five days.	Additional fee equal to three times of the usual fee specified for the document in the Sixth Schedule.

¹[Provided that where a scheme is announced by the Commission for allowing companies or any class thereof to file the documents after the expiry of the prescribed period, the registrar concerned may on such conditions as may be specified by the Commission, accept the document for record on payment of a additional fee, in addition to normal filing fee, as prescribed in column (3) of the Table below against the period specified in column (2) thereof.

TABLE

S. No.	Period of delay.	Additional fee.
(1)	(2)	(3)
(1)	If a document is filed with the first month of the scheme.	Additional fee equal to one-half of the usual fee specified for the document in the Sixth Schedule.
(2)	If a document is filed within the second month of the scheme.	Additional fee equal to the usual fee specified for the document in the Sixth Schedule.
(3)	If a document is filed within the remaining period of the scheme.	Additional fee equal to two times of the usual fee specified for the document in the Sixth Schedule.]

11. Registrar not to accept defective documents.— (1) No document shall be accepted for registration, filing or record by the registrar concerned, an additional registrar, a joint registrar, a deputy registrar or an assistant registrar if in his opinion, such document—

- (a) contains any matter contrary to the law, or does not otherwise comply with the requirements of the law;

¹Proviso inserted by SRO 609(I)/2010 dated July 07, 2010.

- (b) is not complete owing to any defect, error or omission;
- (c) is insufficiently legible or is written upon paper which is not durable; or
- (d) is not properly authenticated.

¹(2) If a document is found defective as specified in sub-regulation (1), the registrar concerned may require the company to rectify the defect or file a revised document within the period specified by him, failing which the registrar may refuse to accept such document for registration or recording.¹

(3) If a document has been accepted for record and ²[the information contained therein is found to be false, incorrect], forged or suffering from a defect which is not possible of rectification, the registrar concerned may for ³[] reasons to be recorded in writing, ⁴[cancel the recording thereof, after providing an opportunity of being heard to the company].

12. Non-payment of fee.— The registrar concerned shall not register, file or record any document or make a record of any fact in respect of which a fee is payable under the Sixth Schedule until such fee has been paid and shall, pending the payment of such fee, act in the same way as if no such document had been tendered for registration, filing or record.

13. Acceptance of documents.— (1) When a document is accepted for being registered, filed or recorded, the registrar concerned shall issue an acknowledgement in the form as set out in Annex G.

⁵(2) There shall be maintained a log generated by eServices in respect of every registered, filed or recorded document.]

¹Sub-regulation 11(2) substituted by SRO 599(I)/2011 dated June 13, 2011.

²Substituted for "its data is detected to be defective" by SRO 599(I)/2011 dated June 13, 2011.

³Word "special" omitted by SRO 599(I)/2011 dated June 13, 2011.

⁴Substituted for "ask the company to rectify the document and may cancel the recording thereof, as may be necessary" by SRO 599(I)/2011 dated June 13, 2011.

⁵Sub-regulation 13(2) substituted by SRO 599(I)/2011 dated June 13, 2011.

Sub-regulation 11(2) Substitution.— Before substitution it read as follows:—

"(2) If a document is found defective or incomplete as specified in clause (1), the registrar concerned may require the company to rectify the defect and file a revised document in the form and within the period to be specified by him or refuse to accept or register such document until the defect has been rectified or, as the case may be, the document has been completed."

Sub-regulation 13(2) Substitution.— Before substitution it read as follows:—

"(2) Every registered, filed or recorded document shall carry dated initial of the registrar concerned, stamp showing his name and designation and the seal of the Company Registration Office."

¹[14. Register of companies.— (1) There shall be maintained in the electronic database, a register of companies incorporated in Pakistan in the form as set out in Annex H.

(2) There shall be maintained in the electronic database, a register of foreign companies in the form as set out in Annex HA.

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

15. Register of mortgages and charges.— ²[(1) The register of mortgages and charges to be kept by the registrar as provided in section 125 of the Ordinance shall be maintained in electronic database in the form as set out in Annexure-I].

(2) ³[There shall be maintained] shall maintain, in the electronic database, a chronological index of the mortgages and charges registered with the Company Registration Office ⁴[] under the Ordinance in the form as set out in Annexure J.

⁵[15A. Issuance of duplicate certificate.— 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, issue a duplicate of any certificate issued under the provisions of the Ordinance or the regulations on application of the company, and every such duplicate certificate shall bear the mark of "DUPLICATE" on it.]

16. Record keeping.— (1) The documents relating to ⁶[a] company shall be kept together, distinct and separate from those of other companies.

¹Regulations 14 substituted by SRO 599(IV/2011 dated June 13, 2011.

²Sub-regulation 15(1) substituted by SRO 599(IV/2011 dated June 13, 2011.

³Substituted for "Every Company Registration Office" by SRO 599(IV/2011 dated June 13, 2011.

⁴Words " , modification therein and satisfaction thereof" omitted by SRO 599(IV/2011 dated June 13, 2011.

⁵Regulations 15A inserted by SRO 599(IV/2011 dated June 13, 2011.

⁶Substituted for "any one" by SRO 599(IV/2011 dated June 13, 2011.

Regulation 14 Substitution.— Before substitution it read as follows:—

"14. Register of companies.— (1) In every Company Registration Office there shall be maintained in the electronic database, a register of companies in the form as set out in Annex H, in which the names of the companies shall be entered in the order in which they are registered along with the company registration number, date of incorporation and other particulars specified in the said form.

(2) A note shall be made in the register of companies of every document or fact relating to the company, which is registered, recorded or filed with a Company Registration Office."

Sub-regulation 15(1) Substitution.— Before substitution it read as follows:—

"(1) Every Company Registration Office shall maintain, in the electronic database, with respect to each company, a register of mortgages and charges, registered by the company, modification therein and satisfaction thereof and requiring registration under section 121, 122, 123, 124, 131, 132, 133 or 134 in the form as set out in Annexure I."

¹[]

17. 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.

18. Inspection of documents.— (1) The registrar concerned shall permit members of the public to inspect such registers and records of documents as under the Ordinance they are entitled to inspect provided that, before such permission is granted, the inspection fee prescribed in the Sixth Schedule ²[has been] paid.

³[(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 of the document inspected may not be allowed to be taken.

19. Issuance of copies of documents.— The registrar concerned shall, on the application of a person, cause copies of documents to be granted as authorized under the Ordinance on payment of fee prescribed in the Sixth Schedule.

⁴**20. Authentication of certificates, etc.**— Every certificate or copy granted under the provisions of the Ordinance 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 and the CUIIN of the Company:

¹Sub-regulation 16(2) omitted by SRO 599(I)/2011 dated June 13, 2011.

²Substituted for "shall be" by SRO 599(I)/2011 dated June 13, 2011.

³Sub-regulations 18(2) substituted by SRO 599(I)/2011 dated June 13, 2011.

⁴Regulations 20 substituted by SRO 599(I)/2011 dated June 13, 2011.

Sub-regulation 16(2) Omission.— Before omission it read as follows:—

"(2) The documents relating to each company shall be kept in chronological order, that is to say, in the order of the dates on which they are received by the Company Registration Office."

Sub-regulation 18(2) substitution.— Before substitution it read as follows:—

"(2) The inspection of the documents shall be allowed during the time specified for transaction of business with the public in the presence of the registrar concerned or an official authorized in each individual case by the registrar concerned in this behalf."

Regulation 20 substitution.— Before substitution it read as follows:—

"20. **Authentication of certificates, etc.**— Every certificate or copy granted under the provisions of the Ordinance shall be signed and dated by the registrar concerned or an officer authorized for the purpose and shall bear a stamp showing his name and also 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 apply in case the certificate or copy issued is computer generated.]

21. 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.

22. 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.

23. 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 Ordinance.

24. Assignment of duties.— (1) The Commission or the Registrar of Companies may assign any of the duties under the Ordinance, the rules made thereunder or these regulations 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 Ordinance, the rules made thereunder or these regulations and generally regulate performance of duties and issue directions to any additional registrar, joint registrar, deputy registrar or assistant registrar, 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 and all references in these regulations to the registrar concerned shall be construed as references to any assistant, deputy, joint or additional registrar to whom the particular duty has been assigned by the registrar concerned by a general or special order.

25. Comments on applications.— Where a copy of an application addressed to the Commission or the Registrar of Companies, is received in a Company Registration Office in pursuance of rule 32 of the Companies (General Provisions and Forms) Rules, 1985, the registrar concerned shall, as soon as may be possible but not later than the second working day after the receipt of the application in his office, forward to the Commission or the Registrar of Companies, as the case may be, his parawise 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 an application without waiting for comments of the registrar concerned, if so deemed fit.

26. Destruction of documents.— Subject to the previous approval of the Registrar of Companies, the company records kept in a Company Registration Office under the Ordinance may be destroyed, after the expiration of the period of their preservation as specified in Annexure K, 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 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.

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 439 or unless it has been fully wound up and finally dissolved.

27. 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 Ordinance 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.

Annexure A

[See regulation 5(1)]

SECURITIES AND EXCHANGE COMMISSION OF PAKISTAN CERTIFICATE OF INCORPORATION

[Under section 32 of the Companies Ordinance, 1984 (XLVII of 1984)]

¹[Corporate Universal Identification Number]. _____

I hereby certify that _____ is this day incorporated under the Companies Ordinance, 1984 (XLVII of 1984) and that the company is limited by _____

Given under my hand at _____ this _____ day of _____ two thousand and _____

Fee Rs. _____

REGISTRAR OF COMPANIES*

*Designation of the officer signing the certificate.

¹Substituted for "Company Registration No" by SRO 599.I/2011 dated June 13, 2011.

SECURITIES AND EXCHANGE COMMISSION OF PAKISTAN
Company Registration Office

**CERTIFICATE OF REGISTRATION OF DOCUMENTS FILED BY A FOREIGN
COMPANY**

Corporate Universal Identification Number _____

I, hereby, certify that _____, a company
incorporated in _____, has complied with all the
requirements under section 451 of the Companies Ordinance, 1984
(XLVII of 1984) for establishing a place of business in Pakistan.

Given under my hand at _____ this _____ day of _____ Two Thousand
and _____.

Fee Rs. _____.

REGISTRAR OF COMPANIES**

*Country of origin

**Designation of the officer signing the certificate.]

¹Inserted by SRO 599(I)/2011 dated June 13, 2011.

Annexure B

[See regulation 6(a)]

**SECURITIES AND EXCHANGE COMMISSION OF PAKISTAN
CERTIFICATE OF INCORPORATION ON CHANGE OF NAME**

[Under section 40 of the Companies Ordinance, 1984 (XLVII of 1984)]

¹[Corporate Universal Identification Number]. _____

I hereby certify that pursuant to the provisions of section 38 or section 39 of the Companies Ordinance, 1984 (XLVII of 1984), the name of _____ has been changed to _____ and that the said company has been duly incorporated as a company limited by _____ under the provisions of the said Ordinance.

This change is subject to the condition that for period of one year 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) and (c) of section 143.

Given under my hand at _____ this _____ day of _____ two thousand and _____.

Fee Rs. _____.

REGISTRAR OF COMPANIES*

*Designation of the officer signing the certificate.

Annexure C

[See regulation 6(b)]

**SECURITIES AND EXCHANGE COMMISSION OF PAKISTAN
CERTIFICATE OF CONVERSION OF A PUBLIC COMPANY INTO
PRIVATE COMPANY**

[Under Section 41(2) of the Companies Ordinance, 1984 (XLVII of 1984)]

¹[Corporate Universal Identification Number]. _____

I hereby certify that pursuant to the provisions of section 44 read with sub-section (2) of section 41 of the Companies Ordinance, 1984 (XLVII of 1984), _____ has complied with the requirements precedent and incidental to the conversion of a public company into private company. The said company stands converted into a private company with effect from _____.

Given under my hand at _____ this _____ day of _____ two thousand and _____.

Fee Rs. _____.

REGISTRAR OF COMPANIES*

*Designation of the officer signing the certificate.

¹Substituted for "Company Registration No" by SRO 599(I)/2011 dated June 13, 2011.

Annexure D

[See regulation 6(c)]

**SECURITIES AND EXCHANGE COMMISSION OF PAKISTAN
CERTIFICATE ON CONVERSION OF PRIVATE COMPANY INTO
PUBLIC COMPANY**

[Under Section 41 (3) of the Companies Ordinance, 1984 (XLVII of 1984)]

¹[Corporate Universal Identification Number]. _____

I hereby certify that pursuant to the provisions of section 45 read with sub-section (3) of section 41 of the Companies Ordinance, 1984 (XLVII of 1984), _____ has complied with the requirements precedent and incidental to the conversion of a private company into a public company. The said company stands converted into a public company with effect from _____.

Given under my hand at _____ this _____ day of _____ two thousand and _____

Fee Rs. _____.

REGISTRAR OF COMPANIES*

*Designation of the officer signing the certificate.

Annexure E

[See regulation 6(d)]

**SECURITIES AND EXCHANGE COMMISSION OF PAKISTAN
CERTIFICATE OF REGISTRATION OF MORTGAGE, ETC.**

[Under section 127 of the Companies Ordinance, 1984 (XLVII of 1984)]

²[Corporate Universal Identification Number]. _____

Mortgage or Charge dated _____ made between _____ of the one part and _____ of the other part:

Pursuant to the provisions contained in section 127 of the Companies Ordinance, 1984 (XLVII of 1984), I hereby certify that the above mortgage or charge for Rs. _____ has been registered in this office in accordance with the provisions of sections 121 to 124 of the said Ordinance.

Given under my hand at _____ this day of _____ two thousand and _____

Fee Rs. _____.

REGISTRAR OF COMPANIES*

*Designation of the officer signing the certificate.

¹Substituted for "Company Registration No" by SRO 599(I)/2011 dated June 13, 2011.

²Inserted by SRO 599(I)/2011 dated June 13, 2011.

Annexure F

[See regulation 6(e)]

SECURITIES AND EXCHANGE COMMISSION OF PAKISTAN**CERTIFICATE FOR COMMENCEMENT OF BUSINESS**

Under section 146(2) of the Companies Ordinance, 1984 (XLVII of 1984)

¹[Corporate Universal Identification Number. _____]

I hereby certify that the _____
 which was incorporated under the Companies Ordinance, 1984 (XLVII of 1984), on the _____ day of _____
 and which has filed a duly verified declaration in the prescribed form that
 the conditions of clauses (a) to (e) of sub-section (1) of section 146 of the
 said Ordinance have been complied with, is entitled to commence
 business.

Given under my hand at _____ this _____
 day of _____ two thousand and _____.

Fee Rs. _____.

REGISTRAR OF COMPANIES*

*Designation of the officer signing the certificate.

Annexure G

[See regulation 13(1)]

SECURITIES AND EXCHANGE COMMISSION OF PAKISTAN**ACKNOWLEDGEMENT OF FILING**²[CUIN] _____ dated. _____

In the matter of _____.

The receipt of the undermentioned document (s) filed, registered and
 recorded pursuant to the provisions of the Companies Ordinance, 1984
 (XLVII of 1984), is hereby acknowledged:-

1. _____
2. _____
3. _____
4. _____
5. _____
6. _____

Fee Rs. _____.

REGISTRAR OF COMPANIES*

*Designation of the officer signing the certificate.

¹Inserted by SRO 599(I)/2011 dated June 13, 2011.²Substituted for "No." by SRO 599(I)/2011 dated June 13, 2011.

OFFICE OF THE _____
REGISTRAR OF COMPANIES

- (a) Nam of Company: _____
(b) Corporate Universal Identification No: _____
(c) Date of incorporation: _____
(d) Sectoral classification: _____
(e) Company kind: _____
(f) Registered office address _____
(g) Capital Structure: _____

Classes of shares Face value Number of shares Paid up shares Paid up capital
Rating: _____

LIST OF DOCUMENTS FILED

S. No.	Description and date of document	Date of receipt of document	Registered / recorded on	Name of dealing officer
(1)	(2)	(3)	(4)	(5)]

OFFICE OF THE _____
REGISTRAR OF FOREIGN COMPANIES

- (a) Nam of Company: _____
(b) Corporate Universal Identification No: _____
(c) Date of registration in Pakistan: _____
(c) Address of principal place of business in Pakistan: _____
(d) Name of country of origin: _____
(e) Date of registration in the country of origin: _____
(f) Sectoral classification: _____
(g) Company kind: _____
(h) Rating Value: _____

LIST OF DOCUMENTS FILED

S. No.	Description and date of document	Date of receipt of document	Registered / recorded on	Name of dealing officer
(1)	(2)	(3)	(4)	(5)]

¹Substituted by SRO 599(I)/2011 dated June 13, 2011.

²Inserted by SRO 599(I)/2011 dated June 13, 2011.

Annexure I

[See regulation 15(1)]

Register of Mortgage/Charges, etc.

Name of company:.....

¹[Corporate Universal Identification Number]:.....

S. No.	Date of registration of mortgage/charge.	Date of creation of mortgage / charge.	Documents creating mortgage/charge.	Amount of mortgage / charge.	Short particulars of the property mortgaged.	Gist of terms and conditions.	Mortgagee name.	Particulars of modification of mortgage, charge, etc.			Memorandum of satisfaction.	Name of dealing officer.
								Date of registration of modification.	Date of modification.	Nature and gist of modification.		
(1)	(2)	(3)	(4)	(5)	(6)	(7)	(8)	(9)	(10)	(11)	(12)	(13)

¹Substituted for "Company Registration No" by SRO 599(I)/2011 dated June 13, 2011.

OFFICE OF THE -----
CHRONOLOGICAL INDEX OF MORTGAGES, CHARGES, ETC.,
ENTERED IN REGISTER.

Serial number of charge, etc., in the Index.	Date of registration of charge, etc.	Name of company.	Amount of mortgage or charge or value of redeemable capital.	Name of registrar concerned.
(1)	(2)	(3)	(4)	(5)

Annexure K

[See regulation 26]

**DOCUMENTS OF COMPANIES IN EXISTENCE
TO BE PRESERVED PERMANENTLY**

1. Certified copy of order of the Commission confirming alteration of memorandum and a printed copy of the memorandum so altered (section 24).
2. Memorandum and articles for registration of a new company [section 30 (1)].
3. Declaration of compliance with requirements of the Ordinance [section 30 (2)].
4. Prospectus or statement in lieu of prospectus by a private company altering the articles of association for converting itself into a public company (section 45).
5. Prospectus by a public company (section 57).
6. Statement in lieu of prospectus by a company which does not issue prospectus (section 69).
7. Notice of consolidation or division of share capital (sections 92 and 93).
8. Notice of increase of share capital (section 94).
9. Notice of increase in members (section 94).
10. Order of Court confirming reduction of share capital and certified copy of the order and minute (section 102).
11. Copy of order of Court regarding cancellation of variation of shareholders' rights (section 108).
12. Statement showing particulars of mortgages, etc. (sections 121, 129 and 463).
13. Statement showing particular of charge on property acquired subject to charge (sections 122 and 463).
14. Statement showing particulars of modification of charge [sections 129 (3) and 463].
15. Notice of appointment of receiver or manager (section 137).
16. Abstract of receiver's accounts (section 138).
17. Memorandum of satisfaction redemption, etc., of charge (sections 132 and 133).
18. Notice of situation of registered office and any change therein (section 142).
19. Notice and Court order of rectification of register of members (section 152).
20. Statutory report (section 157).

21. Special resolutions, etc., filed under section 172.
22. Resolution regarding investment in associated companies (section 208).
23. One copy of annual balance sheet, profit and loss accounts and other related reports filed under section 242.
24. Report of Inspectors and other papers relating to matters connected therewith (section 269).
25. Copy of order of Court regarding compromises and arrangements with creditors and members and copy of orders in appeal [section 284 (3)].
26. Copy of order of Court relating to reconstruction and amalgamation of companies [section 287 (3)].
27. Notice to dissenting shareholders (section 289).
28. Copy of orders of Court on application for prevention of mismanagement, minority oppression, etc., under section 290 or 291.
29. Statement of unclaimed dividends and undistributed assets (section 432).

**MINIMUM PERIOD OF PRESERVATION OF EXISTING OR
DISSOLVED COMPANIES RECORDS WHICH MAY BE
DESTROYED**

S. No.	Name of document.	Period of preservation.
(1)	(2)	(3)
1.	Return of allotment of shares [section 73 (1) (a)]	10 years.
2.	Contract of allotment of shares fully or partly paid otherwise than in cash and verified copies of such contract [section 73 (1) (b)]	10 years.
3.	Prescribed particulars of contracts not reduced to writing [section 73(2).]	10 years.
4.	Statement disclosing amount or rate per cent of the commission of subscribing for shares where they are not offered to the public for subscription (section 82).	10 years.
5.	Registration of entire series of debentures / redeemable capital (sections 123, 124 and 463).	Five year after redemption.
6.	Particulars of an issue of redeemable capital / debentures in a series when more than one issue in the series is made.	Do.
7.	Particulars of commission on debentures (section 124).	Do.

Companies (Registration Offices) Regulations

- | | | |
|-----|---|--|
| 8. | Declaration before commencing business by a company issuing a prospectus (section 146). | Five years after issue of certificate by the registrar concerned. |
| 9. | Declaration before commencing business by a company issuing a statement in lieu of prospectus (section 146). | Do. |
| 10. | Annual return of members of a company having share capital (section 156). | 10 years. |
| 11. | Annual return of members of a company not having a share capital (section 156). | 10 years. |
| 12. | Annual Balance Sheet and Profit and Loss Accounts (sections 233 and 242) except one copy required to be retained permanently. | 10 years. |
| 13. | List of persons consenting to be Director (section 184). | 10 years. |
| 14. | Consent of directors (section 184). | 10 years. |
| 15. | Statement showing particulars of Directors, etc. (section 205). | 10 years. |
| 16. | Alterations in particulars of Directors, etc. (section 205). | 10 years. |
| 17. | Copy of winding up order by Court (section 305). | 10 years from the date of the dissolution or two years after an application is rejected under section 429. |
| 18. | Audited accounts of official liquidator [section 337 (4)]. | 10 years. |
| 19. | Copy of order of Court staying winding up (section 319). | Do |
| 20. | Copy of the order of dissolution of company by Court (section 350). | Do. |
| 21. | Declaration of solvency in the case of voluntary winding up (section 362). | Do. |
| 22. | Notice of appointment of liquidator in voluntary winding up (section 366). | Do. |
| 23. | Return of final meeting and dissolution in the case of members' winding up (section 370). | Do. |
| 24. | Winding up notice of creditors' resolution (section 374). | Do. |

25.	Return of final meeting and dissolution in the case of creditors' winding up (section 382).	Do.
26.	Notice by liquidator of his appointment (section 388).	Do.
27.	Liquidators' statement of accounts, etc. (section 430).	Do.
28.	Certified copy of Commission' order declaring dissolution to be void [(section 439 (9))].	Permanent.
29.	Documents relating to legal proceedings.	15 years.
30.	Any other registered document not otherwise specified.	5 years
31.	Registered documents, correspondence, notifications, etc., relating to companies declared defunct (section 439).	10 years.
32.	Correspondence with companies.	10 years.
33.	Registered documents and files of companies which have been fully wound up and finally dissolved.	10 years from the date of final winding up or dissolution.
34.	Registered documents and files of foreign companies, which have ceased to have a place of business in Pakistan.	5 years from the date of closure of places of business in Pakistan.
