

PART II

Statutory Notification (S. R. O.)

GOVERNMENT OF PAKISTAN

SECURITIES AND EXCHANGE COMMISSION OF PAKISTAN

NOTIFICATION

Islamabad, the 30th October, 2017

S.R.O. 1136 (I)/2017.- In exercise of powers conferred by section 10 of the Securities and Exchange Commission of Pakistan Act, 1997 (XLII of 1997) and in partial modification of its earlier Notification No. S.R.O. 691(I)/2017 dated 21st July, 2017, the Securities and Exchange Commission of Pakistan (the “Commission”), subject to such conditions and limitations as it may from time to time impose, hereby delegates its following powers and functions to the officers of the Corporatization and Compliance Department, Company Law Division, namely:-

**POWERS AND FUNCTIONS OF THE COMMISSION DELEGATED TO
COMMISSIONER (CCD) AND OTHER OFFICERS OF CORPORATIZATION AND
COMPLIANCE DEPARTMENT (CCD)**

(a) Commissioner (CCD)

S. No.	Relevant section of the Companies Act, 2017 (XIX of 2017)	Nature of powers/functions
1	464(4)(b)	To hear the appeal against the order passed under section 464(2) in case of order of refusal passed or upheld in appeal by the Registrar of Companies.
2	510(2)	To impose penalty for contravention of any directives, circular, etc. issued under section 510.

(b) Registrar of Companies

S. No.	Relevant section of the Companies Act, 2017 (XIX of 2017)	Nature of powers/functions
1	3(2)	To impose penalty on non-trading corporation formed under sub-section (1) extending its operational activities beyond the territorial limits of its respective province.
2	16(9)	To hear an appeal against refusal of registration of memorandum.

3	52	To grant relief from the consequences of default in complying with the conditions constituting a company as a private company.
4	225(2)	To modify the requirement of the relevant Schedule for the purpose of adapting it to the circumstances of a company.
5	225(3)	To grant exemption to a company or class of companies, from compliance with all or any of the requirements of the relevant Schedule.
6	256 & 257	To order investigation into the affairs of the company and to appoint Inspector(s).
7	260	To accord approval to the inspectors for investigation into the affairs of any other associated company or associated undertaking, which is, or has been associated and also from chief executive of any such company.
8	262	To direct the inspector to make an interim report or to provide a copy of investigation report to the persons specified in section 262 (2).
9	268	To cause to be presented to the Court a petition for winding up, an application for an order under section 286 or both.
10	270	To exercise all powers of the Commission regarding expenses of investigation and to get reimbursement of cost of the investigation.
11	286	To make an application to the Court by petition for an order under this section.
12	304	To perform all functions and exercise all powers of the Commission under section 304, in the case of winding up of a company.
13	313	To file an application in the Court to stay, withdraw, cancel or revoke the winding up proceeding of a company.
14	351(4)	To impose penalty on any director of a company for making a declaration of solvency without having reasonable grounds for the opinion.
15	354(2) & (3)	To convene a general meeting on the application of any person interested in the winding up of the company in the manner to be determined.
16	384	To make an application to the Court to replace the liquidator.
17	417(6)	To make an application to the Court for removal of the liquidator.
18	425(9)	To order restoration of the name of a defunct company.
19	439(1)	To call upon the foreign company to furnish the information about the shareholding including beneficial ownership or such other information or document, as may be required for the purposes of Companies Act, 2017 or in connection with any inspection, inquiry or investigation.

20	439(2)	To impose penalty for contravention of provision of section 439(1).
21	452(8)	To provide the information maintained under sub-section 452(7).
22	457(6)	To impose penalty for indulging in any activity which is prejudicial to the interest of farmer, members, etc.
23	465(1)	To pass a general or specific order requiring a company or class of companies or all the companies to file a special return under section 465.
24	474(1) & (2)	To make an order directing a company and its officers to make good the default or undo the irregularities or otherwise make amends, where adjudication powers have been delegated to the Executive Director (CCD), in respect of any provision of the Act.
25	487	To direct company prosecutor or authorize any other person to present an appeal against the order of acquittal.
26	497(1)	To make necessary orders and to impose fine for wrongful withholding of property of a company.
27	500	To impose fine for carrying on <i>ultra-vires</i> business including any transaction.
28	502	To impose fine in case of default of statutory provisions of the Ordinance where no specific penalty is provided.

S. No.	Relevant Notification	Nature of Power/Function
1	S.R.O.634(I)/2014	To take penal action or grant relaxation from the prescribed requirements.
2	S.R.O.929(I)/2015	To grant exemption to any Company or class of companies from compliance from the requirements of the International Financial Reporting Standards.

S. No.	Relevant rule of Employees' Provident Fund (Investment in Listed Securities) Rules, 2016	Nature of Power/Function
1	6	To impose penalty for non-compliance with or contravention of any of the provisions of the Rules

(c) **Director (CCD)**

S. No.	Relevant section of the Companies Act, 2017 (XIX of 2017)	Nature of powers/functions
1	84(2)	To impose penalty on a company for acceptance or invitation of deposit from the public.
2	199(6)	To impose penalty on default in complying with the requirements of section 199 and the regulations made thereunder and to direct the directors to jointly or severally reimburse to the company any loss sustained as a result of such contravention.
3	221(1)	To authorize an officer to inspect books of accounts and books and papers of a company.
4	228(7)	To issue direction with respect to exemption, to such extent as may be specified therein, from the provisions of section 228 relating to consolidated financial statements.
5	229(2)&(3)	To extend financial year of a company to coincide with its subsidiaries and to grant other relaxations identical or ancillary thereto.
6	252	To impose penalty for contravention of default in complying with the requirements of sections 246, 247 and 248.
7	455(2)	To register an intermediary for filing of documents.
8	455(3)	To cancel registration as intermediary registered under section 455.

S. No.	Relevant Regulation of Group Companies Registration Regulations, 2008	Nature of power/function <i>(in case where none of the companies in the group is listed)</i>
1	3(vi)	To require any information under regulation 3 for registration of the holding company with its subsidiaries as a Group.
2	4	To register a holding company and its subsidiary companies as a Group.
3	5(1)(iv)	To require any information under regulation 5 for alteration of composition of a Group.
4	5(2)	To alter record of registration and issue a certificate of change in the composition of a Group on an application made by a holding company.
5	5(3)	(i) To alter record of registration and issue a certificate of change in the composition of a Group where no application has been made by a holding company.

		(ii) To impose penalty on failure to make the application under regulation 5(1) of the Regulations.
6	6(1)	To cancel registration granted to a Group, if any company within the Group fails to comply with the requirements of the Regulations or any direction given by the Commission.
7	6(2)	To cancel registration granted to a Group, on an application made by the holding company.
8	7(iv)	To specify the requirements for the purposes of compliance of code of corporate governance and/or applicable International Accounting Standards and International Financial Reporting Standards.
9	8(2) (i) (e)	To require any document or record for the purposes of issuance of designation letter for Group taxation under regulation 8(2)(i) of the Regulations.
10	8(2) (ii) (h)	To require any document or record for the purposes of issuance of designation letter for Group relief under regulation 8(2)(ii) of the Regulations.
11	8(3)	To issue a designation letter for Group taxation or Group relief, as the case may be, on an application made by the holding company.
12	8(4)	To inform the tax authorities of issuance of a designation letter and subsequent cancellation of registration or issuance of a certificate of change in the composition of a Group.
13	9	To impose fine on contravention or failure to comply with any provisions of the Regulations, and a further fine in case of continuing failure.

S. No.	Relevant rule of the Public Sector Companies (Corporate Governance) Rules, 2013	Nature of power/functions
1	24(3)	To relax any provision of the rules subject to such conditions as deemed fit to be imposed.
2	25	Power to impose fine for contravention of the rules.

S. No.	Relevant provision of the Companies (Appointment of Legal Advisors) Act, 1974	Nature of power/function
1	7	To impose penalty for contravention of any provision of the Act or rules or regulations made thereunder.

[File No.: CLD/602/(7)/2013]



(Bilal Rasul)
Secretary to the Commission