

GOVERNMENT OF PAKISTAN
SECURITIES AND EXCHANGE COMMISSION OF PAKISTAN

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Islamabad, the 7th February, 2020

NOTIFICATION

SRO 82 (I)2020.- The following draft amendments to Companies (General Provisions and Forms) Regulations, 2018 proposed to be made by the Securities and Exchange Commission of Pakistan in exercise of the powers conferred under section 512 of the Companies Act, 2017 (XIX of 2017), are hereby published, as required by proviso to the said section 512, for information of all the persons likely to be effected thereby and notice is hereby given that suggestions or objections, if any, received within a period of fourteen days from the date of its publication in the official Gazette, shall be taken into consideration by the Securities and Exchange Commission of Pakistan, namely:-

DRAFT AMENDMENTS

In the aforesaid Regulations,-

1. In regulation 4, after serial no. 45, the following shall be added, namely:-

46	Form 40	Notice to holders of bearer securities issued by a company	SECTION 60A AND REGULATION 16A(1)
47	Form 41	Register containing particulars of holders of bearer securities	SECTION 60A AND REGULATION 16A(6)
48	Form 42	Notice to members having ultimate beneficial owners	SECTION 123A(1) AND REGULATION 19A(1)
49	Form 43	Declaration by member about ultimate beneficial owner(s)	SECTION 123A(2) AND REGULATION 19A(2)
50	Form 44	Declaration by member about change of ultimate beneficial owner(s)	SECTION 123A(3) AND REGULATION 19A(3)
51	Form 45	Return containing particulars of ultimate beneficial owners	SECTION 123A(5) AND REGULATIONS 19A(5)

2. After regulation 16, the following new regulation shall be added, namely:-

“16A. Procedure for registration or cancellation of securities of a bearer nature

(1) Where a company has issued any equity or debt security of a bearer nature, by whatever name called, it shall, within six months of the coming into force of section 60A of the Act, issue a notice specified as Form 40 requiring the holder to bring such instrument issued by it for registration.

(2) Where the holder of any bearer security mentioned in sub-regulation (1) of this regulation receives a notice, he shall within two months of receipt of such notice surrender it to the company for registration.

(3) Where any bearer security 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 as the shareholder in respect of the securities represented by the instrument in accordance with the terms of issue thereof.

(4) Where the holder of any bearer security fails to surrender such instrument to the company within the period specified hereinabove, the company shall apply to the court for an order for cancellation of the security with effect from the date of the order, and shall also issue a notice to the bearer, within fourteen days of such application, of the fact that an application has been made to the court under this provision.

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

(6) A company which issued any bearer security prior to the coming into force of this provision shall prepare and maintain a register of the number of such instruments, specified as Form 41, that were issued and the date these were surrendered under sub-regulation (3).

3. In regulation 19, in clause (a), after sub-clause (xiii), the following new sub-clauses shall be added, namely:-

(xiv) Name of the member, not being a natural person, on whose behalf shares have been held

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

4. after regulation 19, the following new regulation shall be added, namely:-

“19A. Additional particulars of Ultimate Beneficial Owners.- (1) A company shall, within six months of coming into force of section 123A of the Act, ascertain and obtain information, in the form specified as Form 42, as to all the ultimate beneficial owners, by issuing a notice to every member, not being a natural person, who hold not less than twenty five percent of shares, voting rights or controlling interest in the company.

(2) In reply to the notice issued by the company, every member to whom the notice has been issued under sub-regulation (1), shall submit a declaration in the form specified as Form 43 to the company, within thirty days of the notice, indicating the name, address and other particulars as specified therein, as are necessary to properly identify the ultimate beneficial owner.

(3) Where any change occurs in the beneficial ownership or controlling interest of a company, the member referred to in sub-regulation (2) shall, within a period of thirty days from the date of any change, submit a declaration to the company in the form specified as Form 44, 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 containing the following particulars:-

- (i) Name
- (ii) Father's Name
- (iii) CNIC/NICOP/Passport no.
- (iv) Nationality
- (v) Country of origin (in case of foreign national or dual national)
- (vi) Usual residential address
- (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) Direct shareholding, control or interest, if ultimate beneficial owner himself has shares, control or interest in the member of the company (Y/N)
- (xi) Indirect shareholding, control or interest, through legal persons or legal arrangements in the chain of ownership, whether in Pakistan or abroad (Y/N)
- (xii) In case of indirect shareholding or control, names and particulars of all the legal persons or legal arrangements through whom shareholding or control exercised, whether in Pakistan or abroad, as follows:

Name	Legal form (Company/LLP/Partnership Firm/Trust/Any other body corporate (to be specified))	Date of incorporation/ registration	Name of registration authority	Business Address	Country	Email address

- (xiii) 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 thirty days from the receipt of declaration received under sub-regulation (2) or (3), submit to the registrar concerned a return in the form specified as Form 45.

(6) Without prejudice to the provisions of regulation 44, 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 expression “ultimate beneficial owner” means a natural person who ultimately owns or controls a company and includes the person who exercise ultimate effective control through a chain of ownership or by means of control other than direct control of not less than twenty five percent of shares, voting rights or controlling interest in that company.”;

5. after regulation 34, the following new regulation shall be added, namely:-

34A. Disposal of books and papers of company which has been wound up.— For the purpose of sub-section (3) of section 413 of the Act, the books and papers of a company which has been wound up shall not be destroyed for a period of not less than five years.

6. In Form 29, in Part II, in clause 2, in column (j), the following footnote shall be added, namely:-

***** In case of a nominee director of a member or creditor who is not a natural person, the name of such member or creditor shall be mentioned, and a copy of resolution from the appointing body be attached

7. In Form A, in Part II, in section B, in clause 2.16, after the last column in the table, a column containing the words “Name of member or creditor nominating the director” shall be added.

8. In Form A, in Part II, in section B, in clause 2.17, in the column containing the words “Name” , the following footnote (*) shall be added, namely:-

* In case the member is holding shares on behalf of a person, not being a natural person, the name of such a person shall be mentioned alongwith the name of the member.

9. In Form B, Part II, in section A, in clause 2.14, after the last column in the table, a column containing the words “Name of member or creditor nominating the director” shall be added.

10. In Form B, in Part II-B, in clause 2.15, in the column containing the words “Name” , the following footnote (*) shall be added, namely:-

* In case the member is holding shares on behalf of a person, not being a natural person, the name of such a person shall be mentioned alongwith the name of the member.

11. after Form 39, the following new Forms shall be inserted, namely:-

**THE COMPANIES ACT, 2017
THE COMPANIES (GENERAL PROVISIONS AND FORMS) REGULATIONS, 2018
[Section 60A and Regulation 16A(1)]**

NOTICE TO HOLDERS OF BEARER SECURITIES ISSUED BY A COMPANY

(Name of Company)

<<Insert Date>>

[By post/email]

To: Name and address of holder

Take Notice that by virtue of section 60A of the Companies Act 2017, no company may allot, issue, sell, transfer, assign or otherwise dispose off a bearer share, bearer share warrant or any equity or debt security of a bearer nature, by whatever name called.

Regulation 16A of the Companies (General Provisions and Forms) Regulations 2018 (the "Regulations") requires every holder of any bearer security issued by _____ (state the company name) to surrender it to the company for registration.

Accordingly, you are advised to surrender the bearer security issued by _____ (state the company name) to _____ (state the registered office address of the company), for registration, before the expiration of two months of the receipt of this notice.

It is also informed that in terms of sub-section (3) of section 60A of the Companies Act 2017, any violation of the aforesaid provision shall be subject to a penalty of level 3 on the standard scale.

Name & signature

(Person authorized to issue notice)

**Delete whichever is not applicable*

FORM 41

THE COMPANIES ACT, 2017
THE COMPANIES (GENERAL PROVISIONS AND FORMS) REGULATIONS, 2018
[Section 60A and Regulation 16A(6)]

REGISTER CONTAINING PARTICULARS OF HOLDERS OF BEARER SECURITIES

(Name of Company)

Names, addresses and Status of holder of bearer securities				Class of shares and number held at date of surrender			
Given Name and Surname/Company Name	Address/registered office address	Occupation	Nationality/Country of incorporation/formation	Date of Issue	Class of Shares/securities	Number of securities	Date of surrender

Note: Please give particulars depending upon whether the holder is an individual or body corporate

FORM 42

THE COMPANIES ACT, 2017
THE COMPANIES (GENERAL PROVISIONS AND FORMS) REGULATIONS, 2018
[Section 123A(1) and Regulation 19A(1)]

NOTICE TO MEMBERS HAVING ULTIMATE BENEFICIAL OWNERS

<<Insert Date>>

[By post/email]

To: Name and address of member

Date:

Subject: Notice under regulation 19A of the Companies (General Provisions and Forms) Regulations, 2018 (“the Regulations”)

Take Notice that sub-regulation (2) of Regulation 19A of the Companies (General Provisions and Forms) Regulations 2018 (the “Regulations”) requires every member of the company to whom a notice has been served under sub-regulation (1) to submit a declaration to the company providing information and particulars of the ultimate beneficial owner(s), as defined in Regulations.

Sub-section (4) of section 123A of the Companies Act, 2017 (the “Act”) specifies that if any person, without any reasonable cause, fails to comply with the requirements of this section or the Regulations, the registrar or the Commission may make an order directing the company or any of its officer or persons to make good the default or undo the irregularity or otherwise make amends, as the circumstances may require, within such time as may be specified in the order.

The said provision also stipulates that where such person fails to make good the default within the specified time period, he shall without prejudice to any other liabilities be liable to a penalty of level 3 on the standard scale.

You are accordingly advised to submit the following information about your ultimate beneficial owner(s) in the company within 30 days of the date of this notice in accordance with regulation 19A(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
3. CNIC/NICOP/Passport no.
4. Nationality
5. Country of origin (in case of foreign national or dual national)
6. Usual residential address
7. Email address
8. Date on which shareholding, control or interest acquired in the company
9. Direct* shareholding, control or interest, if ultimate beneficial owner himself has shares, control or interest in the member of the company) (Y/N)
10. Indirect** shareholding or control (through legal persons or legal arrangements in the chain of ownership, whether in Pakistan or abroad) (Y/N)
11. In case of indirect shareholding or control, particulars of all the legal persons or legal arrangements through whom shareholding or control exercised, whether in Pakistan or abroad, as follows:

Name	Legal form (Company/LLP/Partnership Firm/Trust/Any other body corporate (to be specified))	Date of incorporation/ registration	Name of registration authority	Business Address	Country	Email address

12. Any other information incidental to or relevant to enable the company to evaluate this matter.

Name & signature

(Person authorized to issue notice on behalf of the company)

* Direct shareholding or control refers to an ultimate beneficial owner who himself has shares, control or interest in the member of the company (in case of a company being a member), a partner in case of an LLP/partnership firm, or a trustee or beneficiary in case of a trust)

** Indirect shareholding or control refers to control exercised through intermediate holding companies in the chain of ownership

FORM 43

**THE COMPANIES ACT, 2017
THE COMPANIES (GENERAL PROVISIONS AND FORMS) REGULATIONS, 2018
[Section 123A(2) and Regulation 19A(2)]**

DECLARATION BY MEMBER ABOUT ULTIMATE BENEFICIAL OWNER(S)

(To be submitted to the company by every member as notified under regulation 19A(1))

Name of Company _____
CUIN _____
Presented by _____

1. This is to declare that I _____ having address at _____ am a person whose name is entered in the register of members of _____ (state the name of the company) as the holder of _____ (state the number and classes of shares/extent or percentage of beneficial or controlling interest)* in the company.

2. It is further declared that I became the (holder of the shares/control/interest)* in the company on the following date(s) and continue to be at the date of this declaration:

_____	_____
Number and classes of shares/interest in the company	Date of becoming a member of the company

3. I do not hold (the beneficial ownership in the said share(s)/any interest in terms of section 74(3) of the Companies Act, 2017)* in the company.

4. The particulars of the ultimate beneficial owner(s), as defined in the Companies (General Provisions & Forms) Regulations 2018, in respect of the aforesaid number of shares/control/ interests, is/are:

1. Name	
2. Father's Name	
3. CNIC/NICOP/Passport no.	

4. Nationality	
5. Country of origin (in case of foreign national or dual national)	
6. Usual residential address	
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. Direct** shareholding, control or interest (if ultimate beneficial himself has shares, control or interest in the member of the company) (Y/N)	
11. Indirect*** shareholding control or interest, through legal persons or legal arrangements in the chain of ownership, whether in Pakistan or abroad) (Y/N)	
12. In case of indirect shareholding or control, names of all the legal persons or legal arrangement through whom shareholding or control exercised, whether in Pakistan or abroad, as follows:	
13. 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.

Sworn at

This _____ day of _____, 20____

Before me:

Oath Commissioner

* Delete whichever is inapplicable

** Direct shareholding or control refers to an ultimate beneficial owner who himself has shares, control or interest in the member of the company (in case of a company being a member), a partner in case of an LLP/partnership firm, or a trustee or beneficiary in case of a trust)

*** Indirect shareholding or control refers to control exercised through intermediate holding companies in the chain of ownership

Note: 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.

FORM 44

**THE COMPANIES ACT, 2017
THE COMPANIES (GENERAL PROVISIONS AND FORMS) REGULATIONS, 2018
[Section 123A(3) and Regulation 19A(3)]**

DECLARATION BY MEMBER ABOUT CHANGE OF ULTIMATE BENEFICIAL OWNER(S)

Name of Company _____
CUIN _____
Presented by _____

1. This is to declare that I _____ (name of member in block letters) am a person whose name is entered in the register or 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.
2. The (natural person(s)/particulars of the natural person(s))* , who ultimately holds the beneficial ownership/controlling rights in the company (has/have)* been changed to:

1.	Name of 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							
5.	CNIC/NICOP/Passport no.							
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.	Direct**shareholding, control or interest (if ultimate beneficial owner himself has shares, control or interest in the member of the company) (Y/N)							
12.	Indirect*** shareholding, control or interest, through legal persons or legal arrangements in the chain of ownership, whether in Pakistan or abroad (Y/N)							
13.	In case of indirect shareholding or control, names of legal persons or legal arrangements through whom shareholding or control exercised, whether in Pakistan or abroad							
	Name	Legal form (Company/LLP/Partnership)	Date of incorporation/ registration	Name of registration authority	Business Address	Country	Email address	

		Firm/Trust/Any other body corporate (to be specified))						

14. 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.

Sworn at

This _____ day of _____, 20____

Before me:

Oath Commissioner

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.

* Delete whichever is inapplicable

** Direct shareholding or control refers to an ultimate beneficial owner who himself has shares, control or interest in the member of the company (in case of a company being a member), a partner in case of an LLP/partnership firm, or a trustee or beneficiary in case of a trust)

*** Indirect shareholding or control refers to control exercised through intermediate holding companies in the chain of ownership

FORM 45

**THE COMPANIES ACT, 2017
THE COMPANIES (GENERAL PROVISIONS AND FORMS) REGULATIONS, 2018 [Section
123A(5) and Regulations 19A(5)]**

RETURN CONTAINING PARTICULARS OF ULTIMATE BENEFICIAL OWNERS

PART I

- 1.1 CUIIN (Registration No.) _____
1.2 Name of the Company _____
1.3 Fee Payment Details _____

1.3.1 Challan No. _____
 1.3.2 Amount _____

1.4 Particulars of chief executive officer, director, company secretary or chief financial officer of the Company authorized under sub-section (6) of section 123A of the Companies Act, 2017:

1.4.1 Name _____
 1.4.2 Father's Name _____
 1.4.3 Designation _____
 1.4.4 NIC No. _____
 1.4.5 Cell No. _____
 1.4.4 Email address _____

PART II

2.1 Particulars of Ultimate Beneficial Owners

	<u>Member 1</u>	<u>Member 2</u>	<u>Member 3</u>	<u>Member 4</u>
1. Name of member(s), not being a natural person, holding not less than 25% of shares, voting rights or controlling interest				
2. Percentage of shares, voting rights or controlling interest of member in the company				
3. Name(s) of individual(s) who is/are the ultimate beneficial owner(s)				
4. Father's Name				
5. CNIC/NICOP/Passport no.				
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, control or interest acquired in the company				
11. Date on which shareholding, control or interest acquired in the company from former ultimate beneficial owner				

12. Direct* shareholding, control or interest (if ultimate beneficial owner himself has shares, control or interest in the member of the company) (Y/N)						
13. Indirect** shareholding, control or interest, through legal persons or legal arrangements in the chain of ownership, whether in Pakistan or abroad (Y/N)						
14. In case of indirect shareholding or control, names of legal persons or legal arrangement through whom shareholding or control exercised, whether in Pakistan or abroad						
Name	Legal form (Company/LLP/Partnership Firm/Trust/Any other body corporate (to be specified))	Date of incorporation/ registration	Name of registration authority	Business Address	Country	Email address
15. Any other information incidental to or relevant to enable the company to evaluate this matter.						

* Direct shareholding or control refers to an ultimate beneficial owner who himself has shares, controls or interest in the member of the company (in case of a company), a partner in case of an LLP/partnership firm, or a trustee or beneficiary in case of a trust

** Indirect shareholding or control refers to control exercised through intermediate holding companies in the chain of ownership

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 Day Month Year

(File No.SY/SECP/8/13)


(Bilal Rasul)
Secretary to the Commission