



SECURITIES AND EXCHANGE COMMISSION OF PAKISTAN

Licensing & Registration Division

Corporate Registry Department

No. LRD/CRD/PR(11)/2017-1109

March 22, 2024

Circular No. 9/2024

Subject: Circular under section 465 read with section 510 of the Companies Act 2017 (XIX of 2017)

According to provisions of sub-section (4) of section 465 of the Companies Act, 2017 (the Act), a company shall inform the registrar about any change of more than twenty five percent in its shareholding or membership or voting rights in a manner as may be specified by the Commission. The Commission through Regulation 41 of the Companies Regulations 2024 (the Regulations) has specified that, 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.

2. The legislative intent behind the above referred provisions of the Act is to keep the record of companies maintained by registrar updated about changes in the shareholding or membership or voting rights of companies. Needless to mention here that shareholding/membership data of companies maintained by the registrar is publicly available for general public especially the stakeholders.

3. Keeping in view the above and the practical difficulties being faced in reporting transfer of shareholding below the threshold as provided in sub-section (4) of section 465 of the Act and in order to keep the record of shareholding of companies updated, it is hereby clarified that a company other than listed company, may also file Form-3 with the registrar about any change of twenty five percent or less in its shareholding or membership or voting rights.

4. This circular is being issued pursuant to the powers vested with the Commission under section 510 of the Act.

Mubasher Saeed Saddozai
Executive Director

Distribution:

1. The Chief Executive Officers of all unlisted Companies.
2. The Institute of Chartered Accountants of Pakistan, Karachi.
3. The Institute of Cost & Management Accountants of Pakistan, Karachi.
4. The Institute of Corporate Secretaries of Pakistan, Karachi.
5. Federation of Pakistan Chambers of Commerce and Industry, Karachi.
6. Overseas Investors Chamber of Commerce & Industry, Karachi.
7. All Company Registration Offices.
8. Official website for information.
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