



SECURITIES AND EXCHANGE COMMISSION OF PAKISTAN
Company Law Division
Registration Department

Before

Nazir Ahmed Shaheen, Registrar of Companies

In the matter of

Rendezvous (Regd. AOP) vs. Rendezvous (Pvt) Limited

Directions under Section 38
of the Companies Ordinance, 1984

The facts leading to this case, briefly stated, are that a petition under Sections 37 and 38 of the Companies Ordinance, 1984 (the "Ordinance") was received from M/s Rendezvous (Regd. AOP) through Mr. Naseehuddin Sheikh with the prayer to direct deregistration of the already existing company *viz.* Rendezvous (Pvt) Limited being identical, inappropriate and registered in violation of Section 37 of the Ordinance. Since the deregistration of a company is not envisaged under the Ordinance and the provisions of Section 38 of the Ordinance relates to the rectification or change of name of a company, the instant petition has accordingly considered and dealt with.

2. It was stated in the said petition that the petitioner is a registered AOP and engaged in hotels and restaurants business duly registered under the Hotels and Restaurants Act, 1976. The petitioner had started its hotels business with the name and style of Rendezvous in the year 2002 and is also registered under the



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Copyright Act, 1976 and obtained a certificate to this effect on 10.07.2003. The petitioner has also made various applications to the Registrar Trade Marks, Karachi for its registration under the Trade Mark, 1940 where substantial progress has shown underway.

3. It was the grievance of the petitioner that a company with a similar objects *viz.* Rendezvous (Pvt) Limited knowingly and with malicious and malafide intention and in violation of the provisions of Section 37 of the Ordinance applied to the registrar of companies concerned and succeeded in registering itself with the name Rendezvous which is not only similar but deceptive also. It was also contended in the petition that the petitioner on receipt of information regarding registration of a deceptive company, issued legal notice to the said respondent company to undo the deception, however, the respondent company instead of compliance, denied the above fact.

4. In order to provide an opportunity of personal hearing to the petitioner, hearing in the matter was also fixed for 06.02.2006, 28.02.2006 & 10.03.2006 where Mr. Syed Hasnain Haider, Advocate appeared and presented the same arguments already submitted by the petitioner in its petition. He, however, placed before me various documents/case laws in support of his arguments. It may be pertinent to mention here that a copy of petition was also earlier sent to the respondent company for its comments, however, no such comments have been submitted till date and a letter dated 16.03.2006 has been received from the ex-director of the company informing closure of business of respondent company w.e.f 15.01.2006. He also requested for de-registration of respondent company.



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5. I have heard the arguments of counsel for the petitioner and have also perused the documents placed before me for decision. The provisions of Section 38 of the Ordinance provide that a company which through inadvertence or otherwise, is registered by a name in contravention of the provisions of Section 37 of the Ordinance may within thirty days of the receipt of directions of registrar change its name.

6. I also take support from case law produced before me cited at AIR. (29) 1942 241 titled as K.M. Multani *vs.* Paramount Talkies of India Ltd and others where it was hold in the following terms;

“Quote”

Under the company law, both English and Indian, a company by registering its name gains a monopoly of the use of that name. Even if the company is not registered, the court will restrain the registration under the Act of a projected new company which was intended to carry on the same business as the unregistered company and to bear a name so similar to that of the unregistered company as to be calculated to deceive the public.

“Unquote”

7. In another case titled Progressive Consultants *vs.* Corporate Law Authority, cited at CLD 2002 726, their lordship observed that the provisions of Section 38 of the Ordinance are self-executor in nature and provide for remedial measure if a company is registered by a name in contravention of the provisions of Section 37 of the Ordinance.

8. I therefore, in public interest and in view of the fact that the respondent company was registered on 17.10.2005 in violation of the provisions of Section 37



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of the Ordinance, hereby, direct the respondent company *viz.* Rendezvous (Pvt) Limited to change its name within 30 days of the receipt of this direction and report compliance thereafter for information and record. A copy of this direction may also be provided to the petitioner for information.

Nazir Ahmed Shaheen
Registrar of Companies

Announced
Islamabad, March 29, 2006