

GOVERNMENT OF PAKISTAN
SECURITIES AND EXCHANGE COMMISSION OF PAKISTAN

Islamabad, the 26th November, 2024

NOTIFICATION

S.R.O.1963(I)/2024.- In exercise of powers conferred by section 10 of the Securities and Exchange Commission of Pakistan Act, 1997 (XLII of 1997), the Securities and Exchange Commission of Pakistan (“the Commission”), in supersession of the its earlier notifications No. S.R.O. 603(I)/2021 dated May 25, 2021, and S.R.O. 1726(I)/2022 dated September 06, 2022, subject to such conditions and limitations as it may from time to time impose, hereby delegates the following powers and functions of the Commission to its Commissioner and the officers of the Corporate Registry Department, Licensing and Registration Division, namely :-

POWERS AND FUNCTIONS OF THE COMMISSION DELEGATED TO COMMISSIONER, LICENSING AND REGISTRATION DIVISION:

Powers and Functions in respect of companies other than listed companies unless otherwise specified below. - (Except for the companies involved in business of Insurance under the Insurance Ordinance, 2000 (XXXIX of 2000) and the Non-Banking Finance Companies or notified entities as referred to in Section 282A of the repealed Companies Ordinance, 1984 (XLVII of 1984).

S. No.	Relevant section of the Companies Act, 2017 (XIX of 2017)	Nature of powers/functions
1.	82 (1) (d) (h) & (2)	(1)(d) To allow sanctioning of issue of shares at discount (1)(h) To allow extension in time to issue shares at discount. (2) To order sanctioning the issue of share at discount on such condition as he thinks fit
2.	83(1)(b)	To allow a company to issue further share capital to any person for cash or for a consideration other than cash.
3.	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.

POWERS AND FUNCTIONS OF THE COMMISSION DELEGATED TO DIVISIONAL HEAD (LRD) AND OTHER OFFICERS OF CORPORATE REGISTRY DEPARTMENT (CRD)

Powers and Functions in respect of other than listed companies unless otherwise specified below (except for the companies involved in business of insurance under the Insurance Ordinance, 2000 and the non-Banking Finance Companies or notified entities as referred to in Section 282A of the repealed Companies Ordinance, 1984).

(a). **Divisional Head (LRD)/Executive Director:**

S. No.	Relevant section of the Companies Act, 2017 (XIX of 2017)	Nature of powers/functions
1.	43(1)(c)	To allow extension in time for transfer of assets under section 43(1).
2.	80(1), (2) & (3)	(i) To hear appeal against refusal for registration of transfer or transmission of shares of a company; (ii) To provide opportunity of hearing and issue orders; (iii) To give such incidental or consequential directions as to the payment of cost as it deems fit.
3.	228(7)	To issue direction with respect to exemption, to such extent as may be specified in the said direction.
4.	246(6) (7) & (8)(b)	(i) To grant prior approval for appointment of auditor in case of removal of auditor; (ii) To direct the company to make good the default in complying with section 246; (iii) To appoint auditor where the company fails to comply with such direction and to fix remuneration.
5.	247(8)	To appoint an auditor of a company in place of an unqualified/disqualified person appointed by a company.
6.	313	To file an application in the Court to stay, withdraw, cancel or revoke the winding up proceeding of a company.
7.	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.
8.	384	To authorize a person to make an application to the Court to replace the liquidator.
9.	403(6)	To direct the registrar to proceed in accordance with section 477 and 486.
10.	417(6)	To make an application to the Court for removal of the liquidator.
11.	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.
12.	487	To direct company prosecutor or authorize any other person to present an appeal against the order of acquittal.
S. No.	Relevant Regulation of the Companies Regulations, 2024	Nature of powers/functions
1.	110(1)(vi)	To extend time for transfer of non-cash assets in the name of the Company.

(b). Registrar of Companies/Head of Department (CRD):

S. No.	Relevant section of the Companies Act, 2017 (XIX of 2017)	Nature of powers/functions
1.	10(3) & (6)	As to whether or not certain name of a company is in violation of the provisions of this section. To hear an appeal against the refusal order passed by the registrar.
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.	83(1)(a)(iv)	To allow extension in time for allotment of declined or not subscribed shares by the directors of a company.
5.	125(1)	To allow extension in time for further fifteen days to the company to close the register of members exceeding thirty days.
6.	196(1)	To accord approval for appointment of any sole purchase, sale or distribution agent by a company.
7.	229(2) & (3)	(I) To extend financial year of a company to coincide with its Subsidiaries; and (ii) To grant other relaxations identical or ancillary thereto.
8.	238(1)	To require companies generally or any class of companies or any particular company, by general or special order, to prepare and send to the members, the Commission, the registrar, the securities exchange and any other person such periodical statements of accounts, information or other reports, in such form and manner and within such time, as may be specified in the order.
9.	243(2)	To allow a company to withhold or defer payment of dividend.
10.	268	To cause to be presented to the Court a petition for winding up, an application for an order under section 286 or both.
11.	269	To initiate proceedings for recovery of damages or property in the name of a company or body corporate.
12.	285(5)(e)	To hear appeals against the order of registrar refusing to register any circular.
13.	286	To make an application to the Court by petition for an order under this section.

14.	319(5)	To take cognizance of any lapse, delay or other irregularity on the part of official liquidator.
15.	412(2)	To make an order to allow the creditors or the contributories to inspect the documents in the case of voluntary winding up.
16.	419	To make appointment of auditors and fix their remuneration, if no such appointment is made by the members or creditors on the application of liquidator.
17.	425(9)	To order restoration of the name of a defunct company.
18.	439(1)	To require foreign companies to furnish the information as provided in the said sub-section (1)
19.	455(2)	To register an intermediary.
20.	455(3)	To cancel registration as intermediary registered under section 455.

S. No.	Relevant Section of the Corporate Rehabilitation Act, 2018	Nature of powers/functions
1.	5(1)	To maintain the penal of insolvency experts

S. No.	Relevant Regulation of the Corporate Rehabilitation Regulations, 2019	Nature of powers/functions
1.	5(2)	To require the applicant to furnish such additional information, clarification, or documents as it may deem fit
2.	5(3)	To refuse the application in case the applicant fails to provide requisite information, clarification or documents within the stipulated time
3.	5(4)	To enter the name of the applicant in the Panel of Insolvency Experts
4.	5(5)	To refuse to include the name of the applicant in the Panel, if such applicant does not meet the requirements of these regulations or the Act; after affording reasonable opportunity of hearing to the applicant.
5.	5(6)	To remove insolvency expert listed on the panel

S. No.	Relevant Regulation of Companies (Mediation and Conciliation) Regulations, 2018	Nature of powers/functions
1.	3 (3)	To accept or refuse to accept the application for inclusion in the Panel as mediator and conciliator.
2.	5 & 6(2)	To remove any person from the Mediation and Conciliation Panel.
3.	7	To appoint one or more individuals from the Mediation and Conciliation Panel for referring the matter in terms of Section 276 of the Act in pursuance of powers delegated.
4.	8	To fix the fee of the mediator or conciliator in pursuance of powers delegated.
5.	9	(i) To allow extension in the period of empanelment of mediator and conciliator for further term(s). (ii) To change the mediator and conciliator in pursuance of powers delegated.

S. No.	Relevant Regulation of Panel of Provisional Managers and Official Liquidators Regulations, 2019	Nature of powers/functions
1.	6(2)	To require the applicant to furnish such additional information, clarifications, or documents as it deems appropriate.
2.	6(3)	To enter the name of applicant in the Panel on being satisfied that the applicant meets the eligibility criteria and other requirements of the Regulations
3.	6(4)	To refuse to include the name of the applicant in the Panel after affording reasonable opportunity of hearing to the applicant.
4.	6(6)	To remove name from the Panel, after providing a reasonable opportunity of representation.
5.	7	To maintain a register of provisional managers and official liquidators.

S. No.	Relevant regulation of the Companies Regulations, 2024	Nature of power/function <i>(in respect of all companies)</i>
1.	127(2)	To grant certificate for renewal of registration as intermediary.
2.	138(v)	To require any information under regulation 3 for registration of the holding company with its subsidiaries as a Group.
3.	139	To register a holding company and its subsidiary companies as a Group.
4.	140(1)(v)	To require any information under regulation 5 for alteration of composition of a Group.
5.	140(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.
6.	140(3)	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.
7.	141(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.
8.	142(2)	To cancel registration granted to a Group, on an application made by the holding company.
9.	142(iv)	To specify other requirements for the purposes of compliance of code of corporate governance and/or applicable International Accounting Standards and International Financial Reporting Standards.
10.	143(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.
11.	143(2) (ii) (g)	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.
12.	143(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
13.	143(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.

S. No.	Relevant Notification	Nature of Power/Function
1.	SRO no.1196 dated 3rd October, 2019	To grant relaxation from the prescribed requirements.

(c) Registrars Concerned of the Companies Registration Offices:

S. No.	Relevant section of the Companies Act, 2017 (XIX of 2017)	Nature of powers/functions
1.	32(2)	To confirm alteration in the Memorandum of Association.
2.	32(4)	To extend time for filing of memorandum with the registrar under this section.
3.	33	To make an order confirming alteration subject to terms and conditions as he thinks fit and to make such order as to cost as he thinks proper.
4.	34	To give such directions and make such orders as he thinks expedient for facilitating or carrying into effect any such arrangement, in exercising discretion under section 32 and 33.
5.	46(1) & (2)	(i) To grant prior approval for amending memorandum and articles of association for conversion of a public company into a private company and vice versa; To allow such conversion by order in writing.
6.	47(1) & (2)	(i) To grant prior approval for amending memorandum and articles of association for conversion of a private company into single-member company and vice versa; To allow such conversion by order in writing.
7.	48(1) & (2)	(i) To grant prior approval for amending memorandum and articles of association for conversion of unlimited company into a limited company and vice versa; To allow such conversion by order in writing.
8.	49(1) & (2)	(i) To grant prior approval for amending memorandum and articles of association for conversion of a company limited by guarantee into a company limited by shares and vice versa; To allow such conversion by order in writing.
9.	108	To order that the time for registration of charge or a mortgage be extended, or that the omission or misstatement in register of mortgage/charges be rectified, and to make such order as to the costs of the application in case of all companies.
10.	147	To call or direct the calling of an over-due statutory meeting, annual general meeting or an extra-ordinary general meeting of a company.

(d) Incharge Business Centre:

S. No.	Relevant section of the Companies Act, 2017 (XIX of 2017)	Nature of powers/functions
1.	10(2 & 5)	(2) To grant prior approval in writing to decide for reservation of name falling under sub-section (2) of the said Section. (5) Where it is found that a name was reserved under sub-section (4), by furnishing false or incorrect information, such reservation shall be cancelled and in case the company has been incorporated, it shall be directed to change its name.

In case, the post of Divisional Head (LRD)/Executive Director is vacant or he/she is not available at the place of posting due to any reason, the powers and functions delegated to him through this notification shall stand delegated to the Concerned Commissioner.

In case, the post of Registrar of Companies/Head of Department (CRD) is vacant, or he/she is unavailable or unable to perform his/her functions, the powers and functions delegated to him/her through this notification shall stand delegated to the Divisional Head (LRD).

This Notification shall not affect anything done, order made, application received, notification issued, show cause issued, circular made, proceedings commenced, penalties imposed and/or collected, sanction or exemption granted, approval made, fee directed or collected, directions given, investigation, inspection or inquiry conducted or any other action taken or done under or in pursuance to any previous notifications superseded or amended by this notification and shall be considered valid and under lawful authority.

Any pending proceedings under any previous Notifications shall stand transfer to the delegated authority provided in this Notification forthwith who shall proceed with the matter as it stands prior to the coming into effect of this Notification

[File No.: SY/SECP/8/13]


(Bilal Rasul)
Secretary to the Commission