

PART II

Statutory Notifications (S.R.O)

GOVERNMENT OF PAKISTAN

SECURITIES AND EXCHANGE COMMISSION OF PAKISTAN

NOTIFICATION

Islamabad, the 2nd December, 2014

S. R. O. 1083 (I)/2014. - In exercise of the powers conferred by section 506A of the Companies Ordinance, 1984 (XLVII of 1984), the Securities and Exchange Commission of Pakistan hereby makes the following regulations, the same have been previously published vide Notification No. S.R.O. 581(I)/2014, dated the 27th June, 2014, as required by proviso to sub-section (1) of the said section of the Ordinance, namely:-

CHAPTER I PRELIMINARY

1. Short title, commencement and application. – (1) These Regulations may be called the Companies (Easy Exit) Regulations, 2014.

(2) These Regulations shall come into force at once.

(3) These Regulations shall apply to private and public non-listed companies including associations not for profit licensed under section 42 of the Companies Ordinance 1984, (XLVII of 1984), which are not carrying on business and are not in operation and desirous to strike their names off the register of companies in terms of section 439 of the said Ordinance but shall not apply to the following companies,-

- (a) subsidiaries of listed companies;
- (b) public sector companies as defined in Public Sector Companies (Corporate Governance) Rules, 2013;
- (c) foreign companies;
- (d) trade organizations licensed under the Trade Organization Act, 2013, (II of 2013);
- (e) companies which have liabilities outstanding in relation to any loan obtained from the banks or financial institutions, taxes, utility charges, or any obligations towards government departments or private parties;

- (f) companies against which investigations, enquiries or inspections are either pending or are in the process of initiation or any matter/prosecution is pending before the court or any other competent authority;
- (g) companies having dispute regarding management or shareholding;
- (h) companies found involved in illegalities or fraudulent activities;
- (i) housing and real estate development or real estate marketing companies; and
- (j) companies involved in soliciting public deposits and repayment thereof or delivery of promised goods or services there against is yet not completed.

2. Definitions.- (1) In these Regulations, unless there is anything repugnant in the subject or context,-

- (a) "Commission" means the Securities and Exchange Commission of Pakistan established under section 3 of Securities and Exchange Commission of Pakistan Act, 1997 (XLII of 1997);
- (b) "defunct company" includes a company which,-
 - (i) has no known assets and liabilities; and
 - (ii) is not carrying on any business and is not in operation;
- (c) "Form" means a form set out in these Regulations;
- (d) "Ordinance" means the Companies Ordinance, 1984 (XLVII of 1984); and
- (e) "Regulations" means the Companies (Easy Exit) Regulations, 2014.

(2) Words and expressions used but not defined in these Regulations shall, unless there is anything repugnant in the subject or context, have the same meaning as assigned to them under the Ordinance, the Companies (General Provisions and Forms) Rules, 1985 and the Companies (Registration Offices) Regulations 2003.

CHAPTER II PROCEDURE FOR STRIKING OFF THE NAME OF COMPANY

3. Application procedure for striking off.- (1) Where a defunct company desirous to strike its name off the register of companies, may file with the concerned registrar an application in Form EE-I along with the following documents,-

- (a) copy of members' resolution as specified on Form EE-II;

- (b) copy of the minutes of meeting specifically containing the view point of the dissenting member, if any;
- (c) a declaration/indemnity on Form EE-III by at least three fourth majority of the directors including chief executive of the company, duly verified by an affidavit administered before the Class I Magistrate or Oath Commissioner/Notary public; and
- (d) auditors' certificate, from a person not disqualified to act as an auditor of the company under the Ordinance, on the format given in the Form EE-IV:

Provided that the public company and its subsidiary, and private company having paid up capital of three million rupees or more shall furnish the certificate from a chartered accountant within the meaning of Chartered Accountants Ordinance, 1961(X of 1961).

(2) Where an application received under sub-regulation (1), is made by a company formed or operating under any licensing regime, or which has been granted approval, registration or enrolment by any authority or entity, such application shall be accompanied with no objection certificate from that respective authority or entity.

4. Examination of Application. - (1) The registrar shall, while examining the application received under regulation 3, ensure that all the requirements of the Regulations, in respect of filing the application, have been complied with.

(2) The registrar, while considering the application may require the applicant to furnish such further information or clarification as it may deem appropriate, and communicate the deficiency, if any, contained in the application, to the applicant.

(3) The applicant shall remove the deficiencies referred to in sub-regulation (2), within thirty days from the date of communication of the same, or such an extended time as the registrar may allow:

Provided that if the applicant fails to remove the deficiencies within the specified time, the application shall be deemed to have been declined and the applicant may be informed accordingly.

(4) After examination of the application, the registrar may publish a notice under sub-section (3) of section 439 of the Ordinance, in the Official Gazette stating that at the expiration of

three months from the date of that notice, unless cause is shown to the contrary, the name of the applicant company will be struck off the register of companies and the company will be dissolved, and such notice may also be placed on the website of the Commission for information of the general public.

(5) Where any objection or reservation is received, the registrar shall examine the same in detail to decide the application and inform the applicant, accordingly.

(6) Where no objection or reservation is received, and the registrar is satisfied that the applicant company has no known assets and liabilities, and is not carrying on any business, on the expiration of three months, the registrar shall strike off the name of the applicant company from the register and send notice for publication in the Official Gazette in terms of sub-section (5) of section 439 of the Ordinance, and on publication thereof the applicant company shall be dissolved.

CHAPTER III MISCELLANEOUS

6.- Fee for application: The fee for application filed under these Regulations shall be paid as non-refundable application processing fee as prescribed under Sixth Schedule to the Ordinance.

**APPLICATION TO THE CONCERNED REGISTRAR FOR STRIKING OFF NAME OF
THE COMPANY FROM THE REGISTER OF COMPANIES**

1. CUIIN (Incorporation Number):
2. Name of the Company:
3. Fee paid Rs: Bank Challan No.
4. Name and branch of bank:
5. Date of payment:

Day		Month		Year		
<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>
6. Precise reasons for striking off name of the company:
7. Date of members' resolution passed:

Day		Month		Year		
<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>

 (As per Form EE-II)
8. Current Corresponding Address:
- Verified that the information given above and in the accompanying documents, is true and correct to the best of my knowledge and belief and that nothing has been concealed.
9. Signature of Director/Chief Executive:
10. Name of Signatory:
11. C.N.I.C No. of Signatory:
12. Date:

Day		Month		Year		
<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>

(to be filed with the concerned registrar at relevant CRO.)

MEMBERS' RESOLUTION

In General Meeting of M/s. _____ (the 'Company') held on _____ (date) at _____ (place address); the following members were present:

1. _____; 2. _____;
3. _____; 4. _____;

(the number of members may vary from case to case and if the number of member is large, a separate list of members present in the meeting can be attached)

The members of the Company considered the fact that the Company;

- (i) has no known assets and liabilities;
- (ii) is not carrying on any business and is in operation;
- (iii) has no liabilities outstanding in relation to any loan(s) obtained from the banks, financial institutions, taxes, utility charges, or any obligations towards government departments or private parties;
- (iv) has no case pending against it before any court of law; and
- (v) has no investigation, enquiry or prosecution pending against it before any competent authority;

and accordingly, after carefully considering all aspects, have duly resolved unanimously / with majority (strike out the part not applicable), the following:

- (a) That an application under Companies (Easy Exit) Regulations, 2014 seeking striking the name of the Company off the register of companies under section 439 of the Companies Ordinance, 1984, may be filed with the Commission; and
- (b) That Mr./Ms. _____, Chief Executive/ Director of the Company be and is hereby authorized to file the application under the Companies (Easy Exit) Regulations, 2014 in this behalf.

In case, the resolution has been passed by simple majority and not unanimously, view points of the dissenting members are given in the following (or attached if needed):

- 1. Mr. X was of the view that
- 2. Mr. Y was of the view that, etc.

[This shall not apply in case the resolution has been passed unanimously]

- Signed -
Chief Executive or Director or Secretary

On Stamp Paper of Requisite Value
DECLARATION/ INDEMNITY

We, the following directors/ chief executive of M/s..... (the 'Company') do hereby solemnly affirm and state as follows:-

1. That the Company has (number) directors including chief executive and we form a majority of the board of directors of the Company;
2. That a resolution has been passed by the members of the company in their general meeting, held on .. (date) ... to file application seeking striking off the name of the company from the register of the companies under section 439 of the Companies Ordinance, 1984.
3. That the resolution has been passed unanimously / with simple majority (strike out the part not applicable). [In case of resolution passed with simple majority, view point of dissenting members is attached separately.]
4. That the Company has no known assets, and is not carrying on any business or any operation;
5. That the Company has no liabilities outstanding in relation to any loan(s) obtained from the banks, financial institutions, taxes, utility charges, or any obligations towards government departments (including FBR) or private parties;
6. That neither any case is pending against the company before any court of law nor is any investigation, enquiry or prosecution pending against the company before Federal Government, Provincial Government, SECP, SBP, NAB, FBR or any competent authority;
7. That in case of any loss to any person or any valid claim from any person, if any, arising out of the striking off the name of the Company from the register of companies, we hereby undertake in writing:
 - (a) to pay and settle all lawful claims arising out of the striking off the name of the Company.
 - (b) to indemnify any person for any such loss that may arise pursuant to striking off the name of the Company.
 - (c) to settle all lawful claims and liabilities which have not come to our notice at this stage, even after the name of the Company has been struck off in terms of Section 439 of the Companies Ordinance, 1984.
8. That we are fully aware of the fact that in case we make any false statement about any of the above matters, we shall be liable for civil as well as criminal consequences.
9. That the contents of the application and whatever stated above are true and correct to the best of our knowledge and belief.

Deponents

(Signed with names, father/husband's names, designations, residential addresses and CNIC numbers)

Place :

Date :

Verified/Attested by
Class-I Magistrate/Oath Commissioner /Notary Public
Seal of Attesting Officer

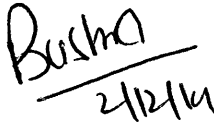
Auditors' Certificate

We have examined the books and record of M/s. (the 'Company') and have obtained all the information and explanation which to the best of our knowledge and belief were necessary for the purpose of this certificate and after due verification thereof, we certify that:

- a. the Company has no known assets and is not carrying on any business or any operation;
- b. the Company has no liabilities outstanding in relation to any loan(s) obtained from the banks / financial institutions, taxes, utility charges, or any obligations towards government departments or private parties; and
- c. the Company has obtained necessary no objection certificate (NOC) from all concerned licensing/permitting authority (Applicable only in case of company formed under licensing regime/special permission).

Place:
Date:

(Signature with name of Auditors)


(BUSHRA ASLAM)
Secretary to the Commission