



Securities and Exchange Commission of Pakistan
Company Law Division
(Corporatization & Compliance Department)

CLD/CCD/PR(11)/2017

December 04, 2017

CIRCULAR NO. 32 /2017

Subject: COMPLIANCE WITH THE REQUIREMENTS OF SECTION 452 OF THE COMPANIES ACT, 2017

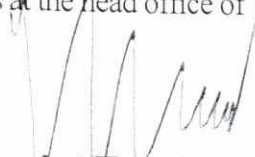
The provisions of section 452 of the Companies Act, 2017 (XIX of 2017), (the "Act"), requires that every substantial shareholder or officer of a company incorporated under the Company law, who is citizen of Pakistan within the meaning of the Citizenship Act, 1951 (II of 1951), including dual citizenship holder whether residing in Pakistan or not having shareholding in a foreign company or body corporate shall report to the company his shareholding or any other interest as may be notified by the Commission, on a specified form within thirty days of holding such position or interest. As per the definition provided in clause (45) of sub-section (1) of section 2 of the Act, the word "officer" includes any director, chief executive, chief financial officer, company secretary or other authorised officer of a company.

2. Presently, the companies are facing difficulty to comply with the provisions of section 452 of the Act owing to the fact that the term "officer" is a broader term as per the definition given in the Act, particularly the words "other authorised officer" mentioned therein. Further they have requested to extend timeframe for submission of information as required under section 452 of the Act to the Commission.

3. In order to facilitate the companies, it is clarified that for the purpose of section 452 of the Act, the words "other authorised officer", referred to in clause (45) of sub-section (1) of section 2 of the Act, implies an officer authorized by the company to perform such similar functions as carried out by the director, chief executive, chief financial officer and company secretary of the company.

4. Further it has been decided by the Commission that all the companies who have not submitted the information required under sub-section (2), (3) or (4) of section 452 of the Act, as the case may be, shall submit the same till December 31, 2017. The form to be filed as per the said section shall contain information as available on the day preceding the date of filing.

5. It is further reiterated that the companies shall file the form along with fee prescribed in Seventh Schedule of the Act even in case of nil report with the registrar of companies at the head office of the Commission.


(Shaukat Hussain)
Registrar of Companies

Distribution:

1. The Chief Executive Officer, Pakistan Stock Exchange Limited, Karachi
2. The President, Institute of Chartered Accountants of Pakistan, Karachi
3. The President, Institute of Cost & Management Accountants of Pakistan, Karachi
4. The President, Institute of Corporate Secretaries of Pakistan, Karachi
5. The President, Federation of Pakistan Chambers of Commerce and Industry, Karachi
6. All Company Registration Offices, SECP
7. Official Website