

**SECP
GUIDE SERIES**



**SECURITIES AND EXCHANGE COMMISSION
OF PAKISTAN**

PROMOTERS' GUIDE

**FORMATION AND INCORPORATION OF COMPANIES
UNDER THE COMPANIES ORDINANCE 1984**

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SECURITIES AND EXCHANGE COMMISSION OF PAKISTAN (SECP)

Organization

Securities and Exchange Commission of Pakistan (SECP) established under the Securities and Exchange Commission of Pakistan Act 1997 was operationalized as a body Corporate on 1st January 1999. SECP replaced Corporate Law Authority, the former corporate regulatory body. It has been vested with adequate operational, administrative and financial autonomy.

The SECP's head office is at the Federal Capital, Islamabad and it has eight regional offices (Company Registration Offices), one at Federal Capital, four at provincial capitals and three in other major cities i.e. Multan, Faisalabad and Sukkur. The SECP has been organized into following Divisions:

- Company Law Division;
- Securities Market Division;
- Specialized Companies Division;
- Insurance Division
- Finance & Admin Division;
- HR& Training Division;
- Information System & Technology Division.

Functions

SECP's main functions include; regulation of securities market and related institutions like Central Depository Company (CDC), Credit Rating Companies and Modarabas (funds operating on the basis of Islamic economic principles); administration of the company law; regulation of non-banking finance companies like leasing companies, investment banks and mutual funds, regulation of insurance business and private pensions.

One of the important functions of the SECP is the incorporation/registration of companies. This task has been entrusted to the Registration Department, Company Law Division which has its field offices known as Company Registration Offices (CROs) for the purpose of incorporation / registration of different type of companies.

Since the inception of SECP, a number of operational changes have been introduced and a friendly environment has been created at the CROs. Incorporation of companies has been made much easier, smooth and swift ensuring completion of this process within three days. Other public services like availability of name, providing of certified copies etc., are rendered within one day. e.Services has been launched by the SECP in Sep. 2008, which facilitates online availability of name, online incorporation of companies and e-filing of statutory returns. It enables the

promoters and management of the company to interact online using the eServices portal, without visiting the SECP offices. Online services save time and resources, increase efficiency, create a paperless environment, promote confidence and strengthen the country's economy.

INCORPORATION OF A COMPANY

For the convenience of general public, promoters and directors of companies, SECP has established its eight CROs at Islamabad, Karachi, Lahore, Peshawar, Faisalabad, Multan, Sukkur and Quetta. Online facilities for incorporation of companies and filing of returns have been made available. Besides registration of companies and monitoring of their working according to law, functions of CRO's include providing services and guidance and also to ensure that the companies and their directors comply with the statutory requirements as provided under the Companies Ordinance, 1984 (the Ordinance). The record of companies maintained by the CROs is public record and the investors, shareholders, creditors and general public, may inspect the record of any company whenever they need and they may also obtain certified copy of any specific document on payment of nominal amount of fee.

Any three or more persons associated for lawful purpose may, by subscribing their names to the Memorandum of Association and complying with the requirements of the Ordinance form a public company and any one or more persons so associated may, in like manner, form a private company. If only one member forms a private company, it is called a single member company and if it is formed by more than one member, it is termed as a private company.

Prior approval of the Ministries/Departments etc. noted against each category of the following companies is required to be obtained before incorporation of companies: -

(a) A banking company	I) Ministry of Finance. II) State Bank of Pakistan.
(b) A non-banking finance company (NBFC)	Securities and Exchange Commission of Pakistan
(c) A security service providing company	Interior Division
(d) A corporate brokerage house	Stock Exchange (for transfer of membership card in favour of proposed company)
(e) A money exchange company	State Bank of Pakistan
(f) An Association not for profit u/s 42 of the	Licence from Securities and Exchange Commission of

Companies Ordinance, 1984	Pakistan
(g) A trade organization u/s 42 of the Companies Ordinance, 1984	Licence from Ministry of Commerce

Following are the requirements for registration of a new company under the Companies Ordinance, 1984:-

a. Availability of Name

The first step with regard to incorporation of a company is to seek the availability of the proposed name for the company from the registrar. For this purpose, an application is to be made and Rs.200/- for online application and Rs. 500/- for offline application is required to be paid for seeking availability certificate for each name. The promoters desirous of forming a company should make sure that the name chosen is not otherwise inappropriate, deceptive or designed to exploit or offend the religious susceptibilities of the people and neither is identical nor closely resembling with the name of an existing company. To facilitate the promoters, a list of prohibited/sensitive names has also been provided at the link: https://www.secp.gov.pk/ns/pdf/Prohibited_words.pdf

b. Documents for registration of a limited company

The following documents are required to be filed with the registrar concerned for registration of a private limited company:-

- I. **Copy of national identity card or passport, in case of foreigner, of each subscriber and witness to the memorandum and article of association.**
- II. **Memorandum and articles of association**

Four printed copies of Memorandum and Articles of Association in case of offline submission and one copy for online submission, duly signed by each subscriber in the presence of one witness. In order to facilitate the general public, the standardized specimen of Memorandum of Association of various sectors has been provided on the Commission's Website.

III. **Form - 1**

Declaration of compliance with the pre-requisites for the formation of a company

IV. **Form - 21**

Notice of situation of registered office of the company

V. **Form - 29**

Particulars of first directors of the company

VI. **Registration/filing fee**

Original paid Challan evidencing the payment of fee as prescribed in Table - II, in any of the authorized branches of MCB Bank Limited.

VII. **Authorization by sponsors**

The authorization of sponsors in favour of a person to make good the deficiencies, if any, in the memorandum and articles of association and other documents as may be pointed out by the registrar concerned and to collect the certificate of incorporation.

c. **Additional Requirements for the Incorporation of a public Company**

In addition to the requirements for incorporation of a private limited company as stated above, the public companies are required to file the following documents at the time of incorporation:

- i. **Form 27 (List of persons consenting to act as director)**
- ii. **Form 28 (Consent of Directors)**

d. **Additional Requirements for incorporation of a Single Member Company**

Any person may form a single member company and would file with the registrar at the time of incorporation a nomination in the form as set out in Form S1 indicating at least two individuals to act as nominee director and alternate nominee director, of the company in the event of his death. All the other requirements for incorporation of a private

limited company shall mutatis mutandis apply to a single member company.

e. **Additional Requirements for Incorporation of a Company having objects of providing Security Services**

In case of company intending to provide the services of security guard, nine additional sets of each of the documents at I and II above alongwith the bio-data, four attested photographs of each subscriber and financial position/bank statement of the subscribers (Aggregate wealth should not be less than 1.5 million) are also required to be provided. Ministry of Interior grants NOC for a security object company.

f. **Transfer of membership of Single Member Company to a new member.**

If the membership of a single member company is transferred to a new member, the company shall, within fifteen days from such transfer, also file with the registrar, a nomination in the form as set out in Form S1.

g. **Change in status of a single member company.-** A single member company can be converted into a private company on increase of the number of its members to more than one. The company shall pass a special resolution for change of status and alter its articles accordingly within thirty days and transfer the shares within seven days. The company shall appoint and elect one or more additional directors within fifteen days of passing the special resolution and notify the appointment on Form 29 prescribed under the Companies (General Provisions and Forms) Rules, 1985 (the Rules) within fourteen days. Further, the company is required to file a notice of the fact in writing in the form as set out in Form S2, with the registrar within sixty days from the date of passing of special resolution.

h. **Company becoming a single member company.-** A private company having two or more members shall convert its status into single member company by passing a special resolution for change of its status, making necessary alteration in its articles and obtaining the approval of the Commission. An application for seeking Commission's approval shall be submitted by the company in the form as set out in Form S4 within thirty days of passing the special resolution for change of status to single member company.

The company shall transfer shares in the name of single member within fifteen days of the approval of the Commission and notify change in the

board of directors on Form 29 within fourteen days from date of transfer of shares.

A certified copy of the order containing the approval together with a notice in the form as set out in Form S5 and a nomination of nominee directors in the form as set out in Form S1 shall be filed with the registrar concerned within fifteen days.

i. Obtaining Certified Copies of Memorandum & Articles of Association and Certificate of Incorporation.

In order to obtain certified copies of memorandum of Association, articles of association and certificate of incorporation, challan of the requisite copying fee and Court stamps fee of the requisite value should be furnished alongwith registration documents.

j. Documents for incorporation of an association not for profit

All the documents meant for incorporation of a limited company alongwith a licence issued by the SECP. In case of a trade body, a licence issued by Ministry of Commerce would also be submitted to the registrar concerned. The application for obtaining the requisite licence from the Commission should be accompanied by draft memorandum and Articles of Association, list of promoters, bio-data of each promoter, declaration, names of companies in which the promoters of the proposed association hold any office, estimates of annual income and expenditure and brief statement of work already done or to be done. (Section 42 & Rule 6). Detailed guidance is provided on the link: http://www.secp.gov.pk/divisions/Portal_RD/registration_promoters.asp

STEP WISE PROCEDURE FOR ONLINE SUBMISSION

Log on to eServices:

The client will connect to <https://eservices.secp.gov.pk/eServices>, to log on to his/her account or signup, in case of a new user. User will receive an e-mail containing the user activation link. By clicking on the link, user account will be activated.

Enter Information:

A successful logon to eServices by entering user ID and password, will display a list of available and unavailable processes. If the Company name has been reserved successfully, the Company Incorporation facility will be available at this stage.

User will click on the company incorporation process. An input page is displayed, wherein the following information will be entered by the user.

(i) Application Details:

Fill in the details of the proposed company in terms of its complete name, kind, and designated bank branch to be selected, in the first section.

(ii) Declarant:

In this section, enter the compulsory information about the declarant/company representative. A declarant can be any person authorized to represent the proposed company by the Owners/Board of Directors. Any employee or even the director could be chosen for this responsibility.

(iii) Director/ Subscriber:

Enter detailed data regarding the Board of Directors and Subscribers in this section. "Add" and "Delete" buttons will create and remove rows for data entry.

(iv) Company information:

Enter company information e.g., registered office address, sector-wise classification, share capital, objects, in this section.

(v) Signatory:

Enter details of a signatory in this section.

(vi) Press Continue Link:

By pressing Continue Link, Process Document Listing Page will be displayed, containing the following links:

a. Update Form(s) Data:

Click link if you want to update the data. After updating data, press Continue link again. Process Document Listing Page will be displayed again.

b. View Forms:

System automatically fills out the required forms using the data entered by you. You can view these forms by clicking on the given link.

c. View Company Profile Form:

To see company profile, click this link.

d. Fill New Attachment Form:

In this link, you can attach the required documents in PDF format e.g., copy of CNIC, power of attorney, etc. Press Save Form button after attaching the required documents.

e. Fill New Attachment Form Articles of Association:

Click this link and attach the Articles of Association in PDF format. Press Save Form button after attaching the said file.

f. Fill New Attachment Form Memorandum of Association:

Click this link and attach the Memorandum of Association in PDF format. Attachment size should be less than 2 MB. Press Save Form button after attaching the said file.

g. Fill New Bank Challan:

Click link and bank challan will be displayed. Bank Challan is automatically populated with prescribed fee and other information by the eServices application.

Press print form button and then save form. Four copies will automatically be printed as original copy, bank copy, SECP copy and depositor copy. The fee shall be deposited in the Bank branch selected by the applicant from the designated branches of MCB Bank Limited. The bank shall retain the SECP and bank copies and return remaining two copies (original and depositor copy) to the client.

h. Sign Forms:

Sign Forms will be enabled. Click on Sign Forms link. Forms are signed using the digital certificates. Digital Certificates are obtained from the NIFT. Select all the eForms available Under "Select for Signature" Column. Now, select the correct Digital Signature from the drop down menu. Press "Sign" button. After you press Sign button, "Submit to SECP" button will become active.

Click this button. All the documents will be submitted to the SECP and a process reference number will be displayed.

The process will be initiated as soon as the SECP receives the verification of deposit of fee from the Bank.

User will receive response from the SECP via email, with any of the response, acceptance (Incorporation Certificate Dispatched through Courier), rejection or issue resolution.

For more information about eServices, please visit the website at <https://eservices.secp.gov.pk/eServices>

REQUIREMENTS AFTER INCORPORATION

- a. **Private companies**
 - i. Directors of every company are required to appoint the first chief executive not later than fifteen days from the date of incorporation and thereafter within fourteen days from the date of election.
 - ii. The first auditor is required to be appointed by the directors within sixty days from the date of incorporation and thereafter in each AGM of the company.
 - iii. A single member company is also required to appoint a company secretary within fifteen days of incorporation or of becoming a single member company or of the office of company secretary falling vacant and notify such appointment on Form 29 within fourteen days of the date of such appointment.
 - iv. First directors i.e. the directors appointed at the time of incorporation of the company shall hold office till the election of directors in the first annual general meeting. The directors so elected shall hold office for a period of three years. However, casual vacancy occurring on account of death, resignation or

removal of any director may be filled up by the other directors for the remainder period of the term.

- v. Any appointment, election or change in the Directors, Chief Executive, Auditors, Chief Accountant, legal adviser etc is required to be notified to the registrar concerned on Form '29' within 14 days of the said election, appointment or change (Section 205).
- vi. A company is required to notify the change in its registered office on Form-21 within 28 days from the date of change. (Section 142)
- vii. First Annual General Meeting (AGM) of the company is required to be held within eighteen months from the date of incorporation and subsequent Annual General Meetings are required to be held once at least in every calendar year, within a period of four months following the close of its financial year and not more than fifteen months after holding of its last preceding AGM (Section 158).
- viii. Directors of every company are required to lay before the company in its AGM audited balance sheet and profit and loss accounts in case of first accounts since the incorporation of the company and in any other case since the preceding account, made up to a date not earlier than the date of the meeting by more than four months (Section 233).
- ix. Annual return on prescribed Form 'A' is required to be filed with the registrar concerned once in each year made as on the date of Annual General Meeting, where no such meeting is held, on the last day of the calendar year (Section 156).
- x. In case of increase in paid-up capital, the company is required to offer new shares to the existing shareholders and the offer is required to be accompanied by a circular issued under section 86(3) to all the shareholders strictly in proportion to the shares held by them and, on the allotment of shares, return of allotment on Form '3' is required to be filed with registrar concerned within 30 days from the date of allotment of shares. Partly paid shares are not allowed to be issued at all. (Sections 73 & 86).
- xi. The company is required to issue share certificates to its shareholders within 90 days from the date of allotment or

within 45 days after the date of filing of application for registration of transfer of shares (Section 74).

- xii Particulars of every mortgage or charge created by the company on its property or undertaking and every modification therein or satisfaction thereof are required to be filed and registered with the registrar concerned within 21 days after the date of its creation, modification or satisfaction (Sections 121, 129 & 132).
- xiii. In case of death of single member of a Single Member Company, the nominee director of SMC is required to inform the registrar concerned of death of the single member, provide particulars of the legal heirs and in case of any impediment report the circumstances seeking the directions in the form as set out in Form S3 within seven days of the death of the single member.
- xiv. The decisions taken by the single member or sole director in the meeting of director and member of a Single Member Company are required to be drawn up in writing and recorded in the minute's book by the company secretary.

b. Public companies

- i. All the requirements meant for private companies given at serial Nos. (i) to (xii) above are also applicable to public companies. However, the listed companies are also required to file list of members on floppy diskette to the Commission and the associations are required to file with the registrar concerned annual return on Form 'B' instead of Form 'A'.
- ii. List of Directors and consent of Directors and Chief Executive are required to be filed within 14 days of after the election of Directors and appointment of Chief Executive on Forms 27 & 28.
- iii. A private company may commence its business immediately after its incorporation. However, a public Company shall be entitled to commence its business after obtaining commencement of business certificate from the registrar concerned (Section 146).
- iv. Statutory meeting is required to be held within a period of not less than three months but not more than six months from the date at which the company is entitled to commence business. A

statutory report is required to be circulated to the members and five copies thereof certified in the prescribed manner are required to be filed with the registrar concerned, at least 21 days before the date of Statutory Meeting. A private company which converts itself to public company after one year of incorporation is not required to hold such statutory meeting and issue such statutory report (Section 157).

- v. Two copies of the audited balance sheet and profit and loss accounts signed in the prescribed manner are required to be filed by public companies with the registrar concerned within 30 days from the date of their AGM (Sections 233 & 242).
 - vi. Every listed company is required to file three copies of audited balance sheet and profit and loss accounts to the SECP, Stock Exchange and the registrar at the time of sending the notice of AGM to the members as well as within 30 days of holding the Annual General Meeting.
 - vii. Return containing beneficial ownership of listed securities and change therein on Form 31 and Form 32 are required to be filed with the Registrar concerned and the SECP.
 - viii. A listed company is also required to appoint a company secretary.
- c. **Requirements for establishment of place of business by foreign companies**

A Foreign Company incorporated outside Pakistan, is required to file the following documents to the registrar concerned within 30 days from the establishment of its place of business in Pakistan (Sections 450 to 458 of the Companies Ordinance, 1984):

- i. A certified copy of the charter, statute or Memorandum and Articles of the company accompanied by Form 38. The certification is to be given by:-
 - (a) the public officer in the country where the company is incorporated to whose custody the original is committed or
 - (b) a notary public of the country where the company is incorporated; or

- (c) an affidavit of a responsible officer of the company in the country where the company is incorporated.

The signature or seal of the person so certifying shall be authenticated by a Pakistani diplomatic consular or consulate officer.

If the document is not in English, duly certified translation in English or Urdu language is provided (Rule 23 of Companies (General Provisions and Forms) Rules, 1985.

- ii. Address of registered office or principal office of the company, on Form 39;
- iii. Particulars of directors, Chief Executive and secretary (if any) of the company, on Form 40;
- iv. Particulars of principal officer of the company in Pakistan, on Form 41;
- v. Particulars of person(s) resident in Pakistan authorized to accept service on behalf of the foreign company, on Form 42 alongwith the certified copy of the appointment order, authority letter of board of directors' resolution and consent of the principle officer;
- vi. Address of principal place of business in Pakistan of the foreign company, on Form 43 (Section 451).
- vi. Permission letter from the Board of Investment with a specific validity period for opening and maintaining of a branch/liaison office by a foreign company.

SUBSEQUENT REQUIREMENTS FOR A FOREIGN COMPANY

- Any change or alteration in particulars stated in the documents and returns filed at the time of registration u/s 451 is required to be filed on form 44 with the registrar concerned within 30 days of such change or alteration (Section 452).
- Foreign company is required to file annually with the registrar concerned annual accounts in respect of its operations within Pakistan as well as its global accounts together with the list of Pakistani members and debenture holders and of places of business

of the company in Pakistan within the prescribed period (Section 453).

- Foreign company is required to submit the renewal/extension of the permission to open/maintain a branch/liaison office from the Board of Investment on the expiry of the validity period of the permission, originally granted.
- Foreign company is required to give notice on form 46 to the registrar concerned at least 30 days before it intends to cease to have a place of business in Pakistan and to publish a notice of such intention at least in two daily newspapers circulating in the Province or Provinces in which such place or places of business are situated

INFORMATION FOR THE COMPANIES HAVING FOREIGN INVESTMENT/COLLABORATION

Foreign Investors are permitted to hold 100% equity of industrial projects without any permission of the Government. No Government sanction is required for setting up any industry, in terms of field of activity, location and size except for the following:

- A. Arms and ammunitions.
- B. High explosives
- C. Radio-active substances
- D. Security printing, currency and mint.

No new units for the manufacture of alcoholic beverages or liquors will be allowed. There is no requirement for obtaining No Objection Certificates (NOC) from the provincial governments for locating the project anywhere in the country except in areas that are notified as negative areas. With the announcement of Investment Policy, 1997 by Government of Pakistan, the foreign investment has since been allowed on repatriate able basis in agriculture, service, infrastructure and social sectors subject to conditions indicated against each. They will have to simply register a company with the SEC under the Ordinance and to inform the State Bank of Pakistan provided the relevant conditionality is fulfilled.

- (a) Service Sector:

Activities

"Foreign Direct Investment (FDI) in Service Sector is allowed for any activity subject to any condition that services which require prior

permission/NOC or licence from the concerned agencies will continue to get the same treatment until and unless de-regulated by such agencies and will be subject to provisions of respective sectoral policies. The list of deregulated services in telecommunications is as under; -

- a) E-mail/Internet/Electronic Information services (EIS)
- b) Data Communication Network services
- c) Trunk Radio services
- d) Cellular Mobile telephone Services
- e) Audiotex Services
- e) Audiotex Services
- f) Voice Mail Services
- g) Card Pay Phone Services
- h) Close User Group for Banking Operations
- i) International Satellite Operations for Domestic Data Communication
- j) Paging Services
- k) Vehicle Tracking System (VTS)
- l) Burglar Alarm System (BAS)
- m) Global Mobile Personal Communication System (GMPCS)
- n) Any other telecommunication service, which is deregulated in future, will become part of this list.

Note: - Those sectors which have not been deregulated, and are with Pakistan Telecommunication Corporation Limited (PTCL), are open to foreign investors in collaboration with PTCL”

Conditions

- i. The amount of foreign equity investment in the company /project shall be at least US \$ 0.3 million.

- ii. Foreign investors are allowed to hold 100 % of the equity subject to the condition that the repatriation of profit shall be restricted to a maximum of 60 % of the total equity or profits and that a minimum of 40 % of equity is held by Pakistani investor (including sale of shares in stock exchange) within five years.

(b) Infrastructure sector:

Activities

"Infrastructure projects including development of industrial zones"

Conditions

- i. The amount of foreign equity investment in the company/project shall be at least US \$ 0.3 million.
- ii. 100% foreign equity is allowed on repatriate able basis.

(c) Social sector:

Activities

"Education, Technical/Vocational Training, Human Resource Development (HRD), Hospitals, Medical and Diagnostic Services."

Conditions

- i. The amount of foreign equity investment in the company/project shall be at least US \$ 0.3 million.
- ii. 100% foreign equity is allowed.

(d) Corporate Agriculture Farming (CAF) sector :

The Cabinet decision dated June 19th, 2002 on Corporate Agriculture Farming (CAF) policy enunciates that such local and foreign companies would be entitled CAF legal entity that are locally incorporated under the Companies Ordinance, 1984. In this connection, in case of foreign collaboration, 60% foreign equity is allowed with minimum investment of US\$ 0.3 million. Beside the following agriculture related activities are included in CAF under the approved policy package, -

- i. Land development/reclamation of batter land, desert and hilly areas for agriculture purpose and Crop farming

- ii Reclamation of water Front Areas/Creeks.
- iii. Crops. Fruits, Vegetables, Flowers Farming/ Integrated Agriculture (Cultivation and processing of Crops)
- iv. Modernization and Development of Irrigation Facilities and Water Management.
- v. On farm construction of wheat/grain storage and construction of cold storage for captive use (not on commercial basis)
- (e) **Others.-**
 - i) **Tourism:** Tourism has been given the status of industry and placed under priority industries i.e. category “C” of the Investment Policy.
 - ii) **Housing and Construction:** The Housing and Construction sector has also been declared as Industry and placed under priority Industries i.e. category “C” of the Investment Policy.
 - iii) Local and Foreign Companies involved in real estate projects will not market these projects unless the title of the property is transferred in the name of a locally incorporated company and the “Commencement of Business” certificate is issued by the Securities and Exchange Commission of Pakistan (SECP) to the company.
 - iv) **Information Technology:** Computer Software and Information Technology (IT) have been declared as Industry.

Table - I
RATES OF STAMP DUTY

Stamp duty, previously levied on Memorandum and Articles of Association of a company, has been abolished by all the provincial governments. It now remains applicable in I.C.T. only, the rates of which are Rs. 60/- on Memorandum of Association and Rs. 200/- on Articles of Association. However, no stamp duty is required to be levied in case of applications submitted through eServices.

Table - II
TABLE OF FEE

SCHEDULE OF FEE EFFECTIVE FROM 26.10.2010

SRO.996 (I)/2010 dated 26.10.2010

Fee Calculator

In order to facilitate the corporate sector and the general public, Fee Calculator has been provided on the SECP website (www.secp.gov.pk) for instant calculation of the registration fee as well as fee for enhancement of authorized capital.

The Registration Fee payable by a company having share capital at different levels of capital and the other fee payable under the Ordinance are given in the chart as under:

Authorized Capital	ON LINE			PHYSICAL (OFF-LINE)		
	In case of online submission of documents	* Fling Fee of Documents (In case of online submission of documents)	Total	In case of physical submission of documents	* Fling Fee of Documents (In case of physical submission of documents)	Total
100,000	2,500	2,400	4,900	5,000	6,000	11,000
200,000	3,000	2,400	5,400	6,000	6,000	12,000
300,000	3,500	2,400	5,900	7,000	6,000	13,000
400,000	4,000	2,400	6,400	8,000	6,000	14,000
500,000	4,500	2,400	6,900	9,000	6,000	15,000
600,000	5,000	2,400	7,400	10,000	6,000	16,000
700,000	5,500	2,400	7,900	11,000	6,000	17,000
800,000	6,000	2,400	8,400	12,000	6,000	18,000
900,000	6,500	2,400	8,900	13,000	6,000	19,000

1,000,000	7,000	2,400	9,400	14,000	6,000	20,000
2,000,000	12,000	2,400	14,400	24,000	6,000	30,000
3,000,000	17,000	2,400	19,400	34,000	6,000	40,000
4,000,000	22,000	2,400	24,400	44,000	6,000	50,000
5,000,000	27,000	2,400	29,400	54,000	6,000	60,000
6,000,000	32,000	2,400	34,400	64,000	6,000	70,000
7,000,000	37,000	2,400	39,400	74,000	6,000	80,000
8,000,000	42,000	2,400	44,400	84,000	6,000	90,000
9,000,000	47,000	2,400	49,400	94,000	6,000	100,000
10,000,000	52,000	2,400	54,400	104,000	6,000	110,000
20,000,000	82,000	2,400	84,400	179,000	6,000	185,000
30,000,000	112,000	2,400	114,400	254,000	6,000	260,000
40,000,000	142,000	2,400	144,400	329,000	6,000	335,000
50,000,000	172,000	2,400	174,400	404,000	6,000	410,000
100,000,000	322,000	2,400	324,400	779,000	6,000	785,000
5,000,000,000	15,022,000	2,400	15,024,400	37,529,000	6,000	37,535,000
6,000,000,000	16,272,000	2,400	16,274,400	40,029,000	6,000	40,035,000
8,000,000,000	18,772,000	2,400	18,774,400	45,029,000	6,000	45,035,000
10,000,000,000	21,272,000	2,400	21,274,400	50,029,000	6,000	50,035,000
11,000,000,000	22,522,000	2,400	22,524,400	52,529,000	6,000	52,535,000
12,000,000,000	23,772,000	2,400	23,774,400	55,029,000	6,000	55,035,000
15,000,000,000	27,522,000	2,400	27,524,400	62,529,000	6,000	62,535,000
20,000,000,000	33,772,000	2,400	33,774,400	75,029,000	6,000	75,035,000

I. By a company having a share capital	In case of online submission of documents	In case of physical submission of documents
For filing, registering or recording any document other than the documents listed below.	600	1,500
Documents notifying particulars of relating mortgage/Charge....	5,000	7,500
II. By a company not having a share capital, other than a company registered under a license granted under section 42:-		
For registration of a new company, a fee of	20,000	30,000
For filing, registering or recording any document other than the documents relating mortgage/Charge....	600	1,500
Documents notifying particulars relating mortgage/Charge....	5,000	7,500
III. By a company registered under a license granted under section 42:-		
Application seeking grant of license or its renewal....	15,000	25,000
For Registration, a fee of	25,000	50,000
For filing, registering or recording any document other than the documents relating mortgage/Charge....	500	1,000
Documents notifying particulars of relating mortgage/Charge....	5,000	7,500
IV. By a company established outside Pakistan which has a place of business in Pakistan:- (Foreign Company)		
For filing, registering or recording a document containing charter/statute/memorandum and articles, etc	25,000	50,000
Documents notifying particulars relating mortgage/Charge....	5,000	7,500
For filing, registering or recording any documents other than the documents relating mortgage/Charge....	600	1,500
V. Inspection of File:		
For inspecting documents kept by the registrar in respect of a company or inspecting any register kept by him in relation to a company	200	500
VI. Certified copy		
Certificate of Incorporation	100	200
Certificate of Commencement of Business.		

Certificate of registration of mortgage or charge.		
(For private limited company)		
Certified Copy of the M/A/A	250	500
Certified Copy of any return	100	200
(Other than private limited company)		
Certified Copy of the M/A/A	500	1,000
Certified Copy of any return	200	300
Certified Copy or extract of any other document or register, calculated at the rate, per page or fractional part thereof required to be copied, subject to a minimum fee of one hundred rupees, a fee of	20	20
For providing list of companies, a fee calculated at the rate per data field, subject to a minimum fee of five hundred rupees, a fee of	Rs. 2 per data field	Rs. 2 per data field
For a Corporate Registration and Compliance System generated company profile, per company, a fee of	200	200
VII: For any application/appeal/complaint submitted to the Registrar or the Commission under the Ordinance.		
Application under section 21 for Alteration in the Memorandum of Association	5,000	10,000
Application confirming Availability of Name	200	500
Application for Change of Name	2,500	5,000
Conversion of status of company from public to private	2,500	5,000
Conversion of status of company from private to single member company	2,500	5,000
Approval to issue prospectus		
Size of total issue including all types of securities up to Rs. 250 million, a fee of	N/A	25,000
Size of total issue including all types of securities more than Rs. 250 million and up to Rs. 1,000 million, a fee of	N/A	50,000
Size of total issue including all types of securities more than Rs. 1000 million, a fee of.....	N/A	100,000
Issuance of shares at discount under section 84		10,000

Application to issue shares, otherwise than right under first proviso of section 86(1) a fee of (the aforesaid fee shall not apply to applications for issuance of shares under section 86 for the purpose of the Employee Stock Option Scheme)	N/A	Rs.50,000 or 0.1% of the proposed capital increase, whichever is higher
Application for relaxation from the requirements of the Companies (Issue of Capital) Rules, 1996 under Rule 10 thereof:		
Share Capital upto Rs. 50 million	N/A	Rs.25,000/-
Share capital above R.s.50m to Rs.100m	N/A	Rs.37,500/-
Share capital above 100m	N/A	Rs.50,000/-
Issuance of shares with different rights and privileges under section 90 read share capital rules, 2000		Rs.50,000 or 0.1% of the proposed capital increase, whichever is higher
Rectification in particulars of mortgages	5,000	7,500
Extension in the prescribed period for holding annual general meeting;		
By a public company, a fee of	15,000	15,000
By a private company, a fee of	5,000	5,000
Permission to hold annual general meeting by listed company at a place other than the town in which the registered office of the company is situated.	2,500	5,000
Permission to hold extra ordinary general meeting at a shorter notice	2,500	5,000
Direction for holding annual general meeting/extra ordinary meeting under section 170		
By a public company, a fee of	15,000	15,000
By a private company, a fee of	5,000	5,000
Election of directors by a listed company under section 178	5,000	10,000
Approval of loan to director under section 195	5,000	10,000
Exemption from the applicability of provisions under clause (b) of sub section (3) of section 206	10,000	20,000

Approval for the appointment of any sole purchase, sale or distribution agent under sub-section (3) of section 206, a fee of...	10,000	20,000
Preparation of accounts of more than twelve months under section 233, a fee of...	2,500	5,000
Special audit under section 234A, a fee of...	10,000	20,000
Exemption from the applicability of fourth schedule or 5 th schedule under sub-section (5) of section 234, a fee of...	2,500	5,000
Exemption from the applicability of section 237 under sub-section (8) thereof, a fee of...	2,500	5,000
Appointment of auditor under sub-section (7) of section 252	2,500	5,000
Appointment of cost audit under section 258, a fee of...	1,000	2,000
Investigation into the affairs of a company under the second proviso of section 263, a fee of...	10,000	20,000
Restoration of a company struck off by the Registrar under sub-section (9) of section 439...	5,000	10,000
Application under the Companies Easy Exit Scheme launched by the Commission, a fee of...	5,000	10,000
For an application to the Commission seeking approval to issue securities outside Pakistan, a fee of...		200,000
For an application other than those specified in part VII above or an appeal submitted to the registrar or the Commission under the Ordinance by or on behalf of a company, a fee of...	500	1,000
For an application/appeal/complaint submitted to the registrar or the Commission under the Ordinance:-		
By a member of the company or any other person having dealing with the company, a fee of...	500	500
By any creditor of the company, a fee of...	500	1,000

Abbreviations/References:

- CRO: Company Registration Office.
- SECP: Securities & Exchange Commission of Pakistan.

- Forms: Different Specimen forms available at the SECP HQ, CROs and SECP Website.
- Rules: Companies General Provisions & Forms Rules.
- Sections: Sections of the Companies Ordinance, 1984.

Fee can be paid through Bank draft, Pay Order or challan in all branches of Muslim Commercial Bank Limited (MCB)

Location and contract details of Company Registration Offices

- Company Registration Office,
State Life Building, 7-Blue Area, Islamabad.
Phone No.: 051-9208740 Fax No: 051-9208740
Email: croislamabad@secp.gov.pk
- Company Registration Office,
4th Floor, SLIC Building No.2,
Wallace Road, Karachi.
Phone No: 021-99213272 Fax No. 021-99213278
Email: crokarachi@secp.gov.pk
- Company Registration Office,
3rd & 4th Floor, Associated House,
7-Egerton Road, Lahore
Phone No. 042-99204962 – 6 Fax No: 042-99202044
Email: crolahore@secp.gov.pk
- Company Registration Office,
63-A, 2nd Floor,
Nawa-e-Waqt Building,
Adbali Road, Multan.
Phone No: 061-9200530/9200920 Fax No: 061-9200920
Email: cromultan.eservices@secp.gov.pk
- Company Registration Office,
356-A, Ikram Plaza, Small D ground.
Peoples Colony No. 1, Faisalabad.
Phone No: 041-9220284 Fax No: 041-9220152
Email: crofaisalabad@secp.gov.pk

- Company Registration Office,
1st Floor, State Life Building, The Mall,
Peshawar Cantt.
Phone No: 091-9213178, Fax No: 091-9213686
Email: cropeshawar@secp.gov.pk / saeedullah.khan@secp.gov.pk

- Company Registration Office,
382/3, (IDBP House), Shahrah-e-Hali,
Quetta Cantt.
Phone No: 081-2844136 Fax No: 081-2899134
Email: croquette@secp.gov.pk

- Company Registration Office,
28 - D , Hamdard Housing Society,
Airport Road, Sukkur,
Phone No: 071-5630517 Fax No: 071-5633757
Email: croskr@hotmail.com