

FILING OF STATUTORY RETURNS



SECURITIES AND EXCHANGE COMMISSION OF PAKISTAN



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COMMISSION OF PAKISTAN

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DISCLAIMER

The Guide has been published with the intention to create an awareness of the concept of the relevant matters. However, the Guide does not tell everything and the opinions or legal interpretations, contained in the booklet are circumstantial and may vary under different situations. If the reader is in doubt while dealing with any specific condition, it is recommended to refer to the Companies Ordinance, 1984 and allied laws and consult a professional for seeking advice.



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Introduction

1. What is a 'Statutory Return'?

All the Forms/returns or documents required to be filed with concerned authorities i.e., registrar concerned, Commission and Stock Exchanges (where required) under various provisions of the Companies Ordinance, 1984 (the “Ordinance”), or rules/regulations made thereunder are termed as Statutory Returns. Statutory return contains information which is filed with the registrar concerned of the Company Registration Office (CRO) where it is made publicly available, so that anyone can verify the details of any company. All the returns/Forms are to be filed with prescribed fee and within the prescribed timeframe. Format can be downloaded from the link, <http://www.secp.gov.pk/forms.asp> Statutory Returns are filed under any of the following three situations:

- Immediately after incorporation of company
- Periodical (annual, half yearly, quarterly)
- On the occurrence of any particular event.

The Securities and Exchange Commission of Pakistan (the “SECP”) has prescribed the formats of the Statutory Returns in the Companies (General Provisions and Forms) Rules, 1985 (the “Rules”). Specific forms for Single member Companies are prescribed under the Single Member Companies Rules, 2003 (the SMC Rules). Formats of Annual returns i.e., Form A/B are prescribed under Third Schedule to the Ordinance. Format of the Circular to be sent to members alongwith the notice offering new shares is prescribed through S.R.O No. 192(I)/86 dated Feb. 05,1986, under Section 86(3) of the Ordinance. Returns relating to winding up are prescribed under the companies (court) Rules, 1997

2. What is the utility of statutory returns for stakeholders?

The returns/forms filed by the Company become part of the Company's record maintained by the registrar concerned. Regulation 18 and 19 of the Companies (Registration Offices) Regulations, 2003, (the Regulations) read with sub-section 6 of section 466 of the Ordinance authorizes the registrar concerned to permit members of the public, to inspect or obtain copy of documents on payment of the fee prescribed under the Sixth Schedule to the Ordinance. The Company record is open for inspection by the general public so that the stakeholders e.g., banks, investors, vendors, suppliers, creditors, importers , exporters etc, may be well informed with state of affairs of the Company, make decisions about their investment and to deal with the Company. These stakeholders and any member of public can also obtain certified true copies of the relevant corporate record of the companies, when needed or asked by any institution as part of documentation. Therefore, it is important to file statutory returns so that updated record of the Company could be maintained/made available by the registrar concerned.

Filing of Statutory Returns

This guide has been divided in 4 parts for the convenience of users:

- (i) Procedure for filing 'Statutory Return'
- (ii) Points to Remember before Submission
- (iii) Procedure if returns/ forms are filed late
- (iv) Regular Statutory returns

Part 1

Procedure for filing of 'Statutory Return'

This part of the guide explains the modes and procedure for submission of statutory returns.

3. What are the modes of submission of statutory returns?

There are two modes of filing statutory returns with the registrar concerned:

- **e-Filing:** You may file returns online through eServices.
- **Physical**
 - **Personally:** You may visit the CRO and file the return by hand.
 - **By post:** You may post the return through registered mail or courier at the addresses of CROs (as given at the end of this guide).

4. Can information given by the Company in a simple letter, without prescribed form /return and fee, be considered as submitted return with the registrar concerned?

No. Any information which is required to be notified by the Company should be filed on the prescribed form with the applicable fee. For example, if the Company changes its registered office address, the company cannot simply send a letter to notify the Registrar that the company has changed its registered office address from one place to another. The company must report the same on prescribed Form 21.

5. From where can format of returns/forms be obtained?

Online:

In case of online submission, the statutory returns/ forms on the prescribed format containing the existing information shall automatically appear in the eServices portal. Detailed procedure is explained in Q. No. 8 of this guide below.

In case of physical submission, there are three sources of getting statutory returns/Forms:

- You may refer to the Rules and find the relevant statutory form.
- You may download these formats from the Commission's website at the link <http://www.secp.gov.pk/forms.asp> which is the quickest and easiest way to get the forms. By using the downloaded forms, additional space can also be created in the fields available for information, according to your requirements.
- You may visit the regional offices of the Commission (Company Registration Offices) personally and get forms free of cost or purchase from a stationer

6. What is filing fee of forms/returns?

The filing fee of various returns/forms is prescribed in 6th Schedule to the Ordinance, which may be accessed at Commission's website. For detailed information regarding fee schedule, (both online/physical) kindly visit the link http://www.secp.gov.pk/notification/pdf/2009/6thSch_CoOrd.pdf.

7. Who is competent to sign/authenticate the return/forms?

As required, under the Law, Chief Executive, Director or Company Secretary are authorized to sign the returns/forms.

8. How statutory returns can be filed through eServices?

Below is the procedure for filing statutory returns through eServices:

- (i) Log on to eServices

In case the company has obtained eServices Login name and Password:

Connect to eServices <https://eservices.secp.gov.pk/eServices>, and log on to your account using your eServices Login name and Password provided by SECP. Procedure for obtaining Login name and Password has been provided in subsequent process.

Important Note:

PLEASE NOTE THAT "SIGN UP" LINK ON eServices WEBPAGE, IS FOR NEW INCORPORATION PROCESS ONLY AND NOT FOR ALREADY INCORPORATED COMPANIES.

➤ In case the company has not obtained eServices Login name and Password, please follow the procedure as under:

- a. Apply for an eServices Login name and Password by writing a letter, on the company letterhead, duly signed by the Chief Executive along with either the Company Secretary, Chief Financial Officer, or one of the Directors of the company, with a copy of their CNIC, to be addressed to the following address:

Director (MIS),
Registration Department,
Securities and Exchange Commission of Pakistan,
NIC Building, Jinnah Avenue ,Islamabad, Pakistan
e mail: ibtessam.moatissim@secp.gov.pk
Phone: +92-51-9207091-3 (Ext: 280)
Help Line: +92-51-9206052, 9206006

- b. Mention the email address on which the eServices Login name and Password will be dispatched. Please, only provide POP3 email address such as abc@comsats.com; free email address such as hotmail, gmail, or yahoo is not acceptable.
- c. SECP will confirm the validity of the email address. After validation the eServices Login name and Password will be emailed to the specified email address.

(ii) Enter Information

- A successful logon to eServices by entering Login name and password will display a list of available processes
- For filing Annual Returns (Form A/B and Form 29) simultaneously, click Filing of Statutory Return (Multiple Forms)
- For filing forms separately or filing all other forms, click Filing of Statutory Return.
- List of forms containing all the statutory returns will appear

- Click the relevant form which is to be filed.
- Enter required information on the page
- Click the Continue button, the process document listing page

shall be displayed, containing the following links:

a. Update Form

- Click link if you want to update the data.
- After updating data, click continue button
- Process document listing page will be displayed

b. View Form

- Click link.
- The form on the prescribed format shall be automatically generated based on your input.
- View Form.
- If data displayed in the form is correct, click the back button on the screen
- Process document listing page will be displayed

c. Fill New Attachment Form

- Click link and an attachment form window will be displayed.
- Attach document, if any. (Please note that only PDF format is allowed for attachment. Size of the file must not exceed 2 MB.)
- Click Save Form button.

- Process document listing page will be displayed.

d. Fill New Bank Challan

- Click link – auto filled bank challan will be displayed.
- Click Print Form button at the bottom of the page and four copies namely original, bank copy, SECP copy and depositor copy will be printed.
- After printing, click Save Form button at the bottom of the page.
- Process document listing page will be displayed.

e. Sign Forms

- Procedure for obtaining Digital Signatures:

Any return/form filed through e-services shall be authenticated by companies by affixing electronic signatures. Detailed procedure for obtaining digital signatures from National Institutional of Facilitation Technologies (NIFT) for SECP eServices is available at the following link of NIFT website:

<https://secp.niftetrust.com/>

- Click on Sign Forms link.
- Digital signature pad window will appear.
- Select all the form(s)/Attachment(s) available for signature by clicking the check boxes.

- Select the required signature from the drop down menu
- Click Sign button (After signing, submit to SECP button will be enabled.)
- Click Submit to SECP button.
- All the documents will be automatically submitted to the SECP.
- Please note down the Tracking Number, appearing on the screen.
- Deposit fee through the challan printed during the process, in the selected branch of MCB
- The bank shall retain the SECP and bank copies and return remaining two copies (original and customer copy) to the customer

9. How to pay filing fee?

The filing fee can be paid /deposited through challans in any of the designated branches of MCB Bank Limited.

Online:

In case of online submission, challans are auto generated. Procedure is explained above at Q. No. 8 of this guide.

Physical:

In case of physical submission, challans in the physical form are available at all the designated branches of MCB Bank Limited.

Part 2

Points to Remember before Submission

This part of the guide explains points that must be remembered by the companies while submitting returns/ forms.

10. What points to remember while submitting/completing printed filled return/form?

In case of physical submission, companies should ensure the following standardized criteria while submitting the documents, statutory forms and other returns to the Registrar or the Commission:

- Use A4 size paper with good margin;
- Use only black typing to complete and sign the documents;
- Use bold letters;
- Do not send carbon copies;
- Do not use a dot matrix printer; and
- Do not send colored printed documents.

11. What points to remember while submitting/completing hand written filled return/form:

In case of physical submission, if a company wants to submit hand written filled returns, it is necessary that it should not be filled with ink, as writing may be erased if it becomes wet/moist, resulting in loss of information. It should therefore be filled in by using ball point. Since all the returns filed by the Companies are scanned to create electronic data base of the Companies, therefore, it should also be ensured that writings are clear and easily recognized/readable by the scanners.

12. When will a return be considered filed with the Registrar in the prescribed period?

Filing of returns/forms does not take place until these reach the Registrar office within the prescribed period as laid down under the law/rules. For example, Form-29 is required to be filed within 14 days of the date of change. It means Form-29 should be received by the Registrar within 14 days of the change, otherwise it will be considered as late filing of Form/return.

13. What will be the status of the return/ form filed without payment of filing fee?

Any return filed without filing fee will be considered in the same way as if no such return had been filed by the Company. Therefore, ensure that the payment of prescribed fees has been made in the manner as provided above at Q. No. 9 of this guide.

14. Are there any attachments required to be submitted with the return/ Form?

In case of physical submission, bank challan in original is required to be submitted as an attachment.

In case of both physical and online submission, a company must ensure that necessary attachments as specified on the form, are attached. Any other necessary document relating to the form should also be attached.



15. Who is responsible to file returns/ forms with the Registrar/Commission?

Management of the Company is responsible for filing of forms/returns within statutory time period. Legal/corporate consultant's services may be hired for this purpose, but responsibility to file statutory returns within due time rests entirely with Chief Executive and directors. Therefore, ensure that your legal/corporate consultants have all the necessary information to prepare your returns. It is advisable to follow up from your consultant and not assume that the concerned people are getting the job done.

Part 3

Procedure if returns/ forms are filed late

This part of the guide explains the procedure for late filing of returns and additional fee for late filing.

16. What if form/ return could not be filed within statutory time period?

A form/return is considered to be 'late' filed, if it is filed beyond statutory period as prescribed under the law. In terms of Section 469 of the Ordinance and Regulation 10 of Companies (Registration Offices) Regulations, 2003, such return can be filed late with the Registrar by depositing additional filing fee in addition to normal filing fee of the returns/forms. Slabs for payment of additional fee for late filing of document are as under:

Sr. NO.	Period of delay	Additional filing fee
1	If a document is filed with a delay of not more than 15 days	Additional fee equal to the usual fee specified for the document in the 6th Schedule.
2	If a document is filed with a delay of more than 15 days but not more than 45 days	Additional fee equal to two times the usual fee specified for the document in 6th Schedule.
3	If a document is filed with a delay of more than 45 days	Additional fee equal to three times the usual fee specified for the document in 6th Schedule.

If returns/forms are filed late by the companies, apart from the additional fee as mentioned above, the companies and its management shall be liable for committing default of the specific provisions of the Ordinance, which include heavy amount of fines to the defaulting director/officer of the company.

17. How to pay filing/additional filing fee/penalty?

The filing/additional filing fee/penalty can be paid/deposited through challans in designated branch of MCB Bank Limited. In case of online submission, challans are auto generated. Procedure is explained above in Q. No.8 of this guide. Challans in the physical form are also available at all the branches of MCB Bank Limited. Deposit of filing/additional filing fee/penalty through bank drafts and pay orders is also an acceptable mode of payment.

Part 4

Regular Statutory Returns

This part of guide booklet gives description of regular statutory returns, i.e., Forms A/B, Form-29 and annual audited accounts.

ANNUAL RETURNS (FORMS A/B)

Introduction:

Annual return on Form A/B is required to be filed by the companies, in terms of Section-156 of the Ordinance. An annual return is a snapshot of general information about a Company giving details of its chief executive, directors, chief accountant, secretary, legal adviser and auditors, registered office address, shareholders and share capital.

A company having a share capital files annual return on Form-A

A company not having a share capital files annual return on Form-B

When it is required to be filed:

There may be two situations while filing annual returns:

1. In case Annual General Meeting is held:

If Annual General Meeting is held by the Company, then annual returns should be filed within:

- 45 days from the date of Annual General Meeting in case of listed company.
- 30 days from the date of Annual General Meeting in case of any other company.

2. In case Annual General Meeting is not held:

- a If no Annual General Meeting is held in a year, the annual returns are filed within:
- 45 days from the 31st December of that year in case of listed company i.e., on or before 14th Feb. of the following year.
 - 30 days from the 31st December of that year in case of any other company i.e., 30th Jan. of the following year

Listed company may file application to the Registrar to seek extension and the Registrar may for special reasons extend the period of filing of such returns by a period not exceeding 15 days.

It may be noted that every company is required to file annual returns at least once in a year whether it has held its Annual General Meeting or not; whether it is functioning or not.

Note: All listed companies are required to file Form A on a floppy diskette, with the Commission vide Circular No. 6, Reference No. 1(7) Misc.B.O/2001.

Where to download annual returns:

Annual returns are prescribed in 3rd Schedule to the Ordinance. It may also be downloaded from link
<http://www.secp.gov.pk/notification/doc/3rdScheduleFormA.doc>

What if annual returns are late filed/not filed?

If any Company files annual returns late or not at all, the Company and its officers may be fined as under:

- In case of listed company: fine upto Rs.10,000/- and further upto Rs.200/- for every day during which default continues
- In case of any other Company: fine up to Rs.2,000/- and further fine up to Rs.50/- for every day during which default continues

PARTICULARS OF DIRECTORS AND OTHER OFFICERS – FORM 29

Introduction:

In terms of Section-205 of the Ordinance, Form 29 is used to report:-

- Appointment of officers of the company i.e. director, chief executive, managing agent, secretary, chief accountant; auditors and legal advisor.
- Ceasing of officers of the company (resignation, removal, death etc.).
- Any change in particulars/details of officers of the company, for example, a change of name or new residential address.

When is it required to be filed?

The company has to notify the particulars of officers, as well as change therein, on prescribed form 29 (in duplicate) within 14 days from happening thereof and file with register in duplicate.

What if Form-29 is late filed/not filed?

If any Company files Form-29 late or not at all, the Company and its officers may be fined upto Rs. 500/- and further upto Rs. 50/- for every day during which default continues

ANNUAL AUDITED ACCOUNTS

Introduction:

In terms of Section-230 to 233 of the Ordinance, all the companies registered under the Ordinance, are required to keep proper accounting records and prepare, circulate and approve the Annual audited Accounts in the Annual General Meeting.

Which companies are required to file Annual Audited Accounts?

Following companies are required to file annual audited accounts with the Registrar:

- all public companies (including associations not for profit and companies limited by guarantees); and
- private companies having share capital of Rs. 7.5 Million or more.

Filing of Annual Audited Accounts: In terms of Section-242 of the Ordinance, every listed company is required to file with the Registrar at least three copies duly signed/authenticated, whereas in case of other companies, at least two copies, within 30 days from the date of Annual General Meeting. Moreover, in terms of Section-233 of the Ordinance, every listed company is required to file 5 copies of annual accounts with the Registrar and the Commission at least 21 days before Annual General Meeting.

Filing of Quarterly Accounts: In term of Section-245 of the Ordinance, every listed company is required to file 1st, 2nd and 3rd quarter accounts within one month of end of the quarter.

Who can authenticate/sign the annual and quarterly accounts?

The annual and quarterly accounts are required to be approved by the directors and signed by the chief executive and at least one director. Where the chief executive is for the time being not present in

Pakistan, then the balance-sheet and profit and loss account or income and expenditure account of the company should be signed by at least two directors present for the time being in Pakistan.

What is the filing fee for important documents ?

The schedule of fee for important documents is as given below:

SCHEDULE OF FEE

Item	Fee for online submission	Fee for submission in physical form
Circular U/S 86 (3)	600	1500
Form 3	600	1500
Form 26	600	1500
Form 27	600	1500
Form 28	600	1500
Form 29	600	1500
Form S-1	600	1500
Form S-5	600	1500
Copy of SECP's Order	100	200
Application fee Form 2 or Form S-4 as the case may be	2,500	5,000

What are, the amount of fine and other consequences for non-filing / late filing of important returns?

Six forms namely Form A, 29, 3, 7, 10 and 29 are very frequently filed by companies. The amount of fine of the said returns is as under:

Name of Form	Maximum initial fine	Fine for continuing default	Other consequences
A	Listed company Rs. 10,000/-	Rs. 200/- per day	
	Other than listed company Rs. 2,000/-	Rs. 50/- per day	
29	Rs. 500/-	Rs. 50/- per day	
3	Rs. 500/- per day	-----	
7	Rs. 100/- per day	-----	
10	Rs. 500/- per day	-----	The charge can only be registered with the leave of SECP u.s.131 of the Companies Ordinance, 1984
21	Rs. 200/- per day	-----	

OTHER STATUTORY RETURNS

For detailed information regarding other forms/returns and fees schedule, kindly visit the link <http://www.secp.gov.pk/facilitating.asp>.

List of Company Registration Offices:

1. Company Registration Office,
4th Floor, State Life Building No.2, Karachi.
Tel: 021-99213272, Fax 021-99213279
Email: crokarachi@secp.gov.pk
Lahore
2. Company Registration Office,
3rd & 4th Floors, Associated House,
7-Egerton Road, Lahore.
Tel: 042- 99200274, Fax 042-99202044
Email: crolahore@secp.gov.pk
3. Company Registration Office,
State Life Building, 7-Blue Area, Islamabad
Phone: 051-9208740, Fax 051-9206893
Email: croislamabad@secp.gov.pk
4. Company Registration Office,
1st Floor, State Life Building,
The Mall, Peshawar Cantt.
Phone: 091-9213178, Fax 091-9213686
Email: cropeshawar@secp.gov.pk

5. Company Registration Office,
63-A, Nawa-i-Waqt Building, Abdali Road, Multan.
Tel: 061-9200530 Fax 061-9200530
Email: cromultan@secp.gov.pk
6. Company Registration Office,
356-A, Al-Jamil Plaza,
1st Floor, Peoples Colony, Small D Ground,
Faisalabad.
Tel: 041-9220284 Fax: 041-9220152
Email: crofsb@secp.gov.pk
7. Company Registration Office,
382/3, (IDBP House), Shahrah-e-Hali, Quetta
Cantt.
Tel: 081-2844136 Fax: 081-2899134
Email: croqta@qta.paknet.com.pk
8. Company Registration Office,
House # 28, Hamdard Housing Society,
Airport Road, Sukkur.
Tel: 071-5633757 Fax: 071-5630517
Email: croskr@hotmail.com

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