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ORDINANCE NO. X OF 2020

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ORDINANCE

further to amend the Companies Act, 2017

WHEREAS, it is expedient further to amend the Companies Act, 2017 (XIX of 2017), for the purposes hereinafter appearing;

AND WHEREAS the Senate and the National Assembly are not in session and the President of the Islamic Republic of Pakistan is satisfied that circumstances exist which render it necessary to take immediate action;

NOW, THEREFORE, in exercise of the powers conferred by clause (1) of Article 89 of the Constitution of the Islamic Republic of Pakistan, the President of the Islamic Republic of Pakistan is pleased to make and promulgate the following Ordinance:—

1. **Short title and commencement.**—(1) This Ordinance shall be called the Companies (Second Amendment) Ordinance, 2020.

(2) It shall come into force at once and shall be deemed to have come in to force on the 30th April, 2020.

2. **Amendment of section 172, Act XIX of 2017.**—In the Companies Act, 2017 (XIX of 2017), hereinafter called as the said Act, in section 172, in sub-section (1),—

(a) after clause (1), the following new clause shall be inserted, namely:—

“(m) the person has entered into a plea bargain arrangement with the National Accountability Bureau or any other regulatory body;”;

(b) in clause (n), for full stop at the end a semi-colon and the word “or” shall be substituted; and thereafter the following new clause shall be added, namely:—

“(o) that it is expedient in the public interest so to do.”.

3. **Insertion of section 181, Act XIX of 2017.**—In the said Act, after section 180, the following new section shall be added, namely:—

“181. **Protection to independent and non-executive directors.**—

(1) Notwithstanding anything contained in this Act—

(a) an independent director; and

(b) a non-executive director;

shall be held liable, only in respect of such acts of omission or commission by a listed company or a public sector company which had occurred with his knowledge, attributable through board processes, and with his consent or connivance or where he had not acted diligently.

(2) For the purpose of this section a non-executive director means, a person on the board of the company who—

- (a) is not from among the executive management team and may or may not be independent;
- (b) is expected to lend an outside viewpoint to the board of a company;
- (c) does not undertake to devote his whole working time to the company and not involve in managing the affairs of the company;
- (d) is not a beneficial owner of the company or any of its associated companies or undertakings;
- (e) does not draw any remuneration from the company except the meeting fee.”.

4. **Amendment of section 186, Act XIX of 2017.**—In the said Act, in section 186, after sub-section (3), the following new sub-section (4) shall be inserted, namely:—

“(4) Notwithstanding anything contained in this section, the Government shall have the power to nominate chief executive of a public sector company in such manner as may be specified.”.

5. **Amendment of section 187, Act XIX of 2017.**—In the said Act, in section 187, after sub-section (3), the following new sub-section (4) shall be inserted, namely:—

“(4) Notwithstanding anything contained in this section, the Government shall have the power to nominate chief executive of a company where majority of directors is nominated by the Government, in such manner as may be specified.”.

6. **Amendment of section 279, Act XIX of 2017.**—In the said Act, in section 279,—

- (a) in sub-sections (1), (2) and (3), for the word “Court”; wherever occurring, the word “Commission” shall be substituted; and
- (b) in sub-section (5), for the word “it” the words “the Commission” shall be substituted.

7. **Amendment of section 280, Act XIX of 2017.**—In the said Act, in section 280,—

- (a) in the marginal heading and sub-section (1), for the word “Court”, wherever occurring, the word “Commission” shall be substituted;