

**THE COMPANIES ACT, 2017**  
**THE COMPANIES REGULATIONS, 2024**  
[Section 88 and Regulation 121(1)(f)]

**FINAL RETURN FOR BUY-BACK OF SHARES OF UNLISTED COMPANIES**

**PART-I**

*(Please complete in typescript or in bold block capitals.)*

1.1 CUIN (Registration Number) 

|  |  |  |  |  |  |  |
|--|--|--|--|--|--|--|
|  |  |  |  |  |  |  |
|--|--|--|--|--|--|--|

1.2 Name of the Company

1.3 Fee Payment Details      1.3.1 Challan No. 



      1.3.2 Amount

**PART-II**

**2. Share Capital**

|     |   |  |
|-----|---|--|
| 2.1 | Paid up capital (in Rupees before buy back) |  |
| 2.2 | Number of shares purchased                  |  |
| 2.3 | Paid up Capital (in Rupees after buy back)  |  |

**2.4 Source of funds utilized**

|   |                      |
|---|----------------------|
| (i) Distributable profit, and / or  | Mention amount (Rs.) |
| (ii) Reserves, and/or   | Mention amount (Rs.) |
| (iii) other resources (in case of startups in terms of first proviso to regulation 118(1) | Mention amount (Rs.) |

## Dates relevant to purchase (buy-back) of shares

### 2.5

| Activity  | DD-MM-YYYY |
|---|------------|
| (i) Last purchase before present purchase (buy-back)        |            |
| (ii) Board of directors meeting held on                     |            |
| (iii) Notice for general meeting issued on                  |            |
| (iv) General meeting in which special resolution was passed |            |
| (v) Completion of purchase process                          |            |
| (vi) Cancellation of shares                                 |            |

### 2.6 Dates relevant to Offer and Acceptance

|  |            |
|--|------------|
| (i) 1 <sup>st</sup> Offer  | DD-MM-YYYY |
| (ii) Offer Acceptance deadline                                   | DD-MM-YYYY |
| (iii) 2 <sup>nd</sup> Offer (if any)                             | DD-MM-YYYY |
| (iv) Offer Acceptance deadline                                   | DD-MM-YYYY |
| <i>User may add additional rows in case of subsequent offers</i> |            |

### 2.7 Details of purchase (buy-back) of shares

|   |                                  |
|---|----------------------------------|
| (i) Total number of shares tendered/surrendered for purchase (Buy-back) |                                  |
| (ii) Total number of shares accepted for purchase (buy-back)            |                                  |
| *Date-wise and shareholders wise breakup                                | <i>As per format given below</i> |

**\*Date-wise and shareholders wise breakup**

| Date(s) of purchase / Buy-back of shares<br>DD-MM-YYYY | Name of shareholder in full | Number of shares purchased | Class of shares purchased<br>(Class A, Class B, Preferred;<br>Participatory: Redeemable at<br>company's option, Preferred;<br>Participatory: Redeemable at<br>Shareholder's<br>Option, Preferred: Non-<br>Participatory: Non-Redeemable,<br>Preferred: Non-Participatory;<br>Non-Redeemable, Preferred: | Purchase price/share | Number of shares held by<br>shareholder, if any after buy-<br>back of shares | CNIC No./NICOP/Passport No.<br>of member / Registration<br>Number, if any (in case of other<br>than natural person)<br><i>Please enter CNIC No. without (-<br/>)</i> | Date of payment | Amount paid (Rs.) | Mode of payment |
|--|-----------------------------|----------------------------|---|----------------------|--|--|-----------------|-------------------|-----------------|
| 1  | 2                           | 3                          | 4   | 5                    | 6  | 7  | 8               | 9                 | 10              |
| <b>Ordinary Shares:</b>                                |                             |                            |   |                      |  |  |                 |                   |                 |
|  |                             |                            |   |                      |  |  |                 |                   |                 |
|  |                             |                            |   |                      |  |  |                 |                   |                 |
| <b>Preference Shares:</b>                              |                             |                            |   |                      |  |  |                 |                   |                 |
|  |                             |                            |   |                      |  |  |                 |                   |                 |

## 2.8 Names of shareholders and their shareholding after completion of process of buy-back:

| S# | Folio # | Name | Address | CNIC/Passport No./CUIN No. | Nationality | No. of shares held |
|----|---------|------|---------|----------------------------|-------------|--------------------|
| 1  | 2       | 3    | 4       | 5                          | 6           | 7                  |
|    |         |      |         |                            |             |                    |

## **PART-III**

### 3.1 Declaration:

I do hereby solemnly and sincerely declare that the information provided in the form is:

- true and correct to the best of my knowledge, in consonance with the record as maintained by the Company and nothing has been concealed; and
- hereby reported after complying with and fulfilling all requirements under the relevant provisions of law, rules, regulations, directives, circulars and notifications whichever is applicable.

|     |   |  |  |
|-----|---|--|--|
| 3.2 | Name of Authorized Officer with designation/Authorized Intermediary |  |  |
|-----|---|--|--|

|     |            |  |
|-----|------------|--|
| 3.3 | Signatures |  |
|-----|------------|--|

|     |   |  |
|-----|---|--|
| 3.4 | Registration No. of Authorized Intermediary, if applicable. |  |
|-----|---|--|

|     |      |       |      |
|-----|------|-------|------|
|     | Day  | Month | Year |
| 3.5 | Date |       |      |

Encl:

- 1- Resolution(s) of Board of Directors recommending the purchase
- 2- Notice of meeting along with relevant attachments
- 3- Copy of special resolution, if not already submitted separately.
- 4- Statement of compliance by all Directors/CEO as per Appendix-1

**Appendix-1**  
**[Regulation 121(1)(f)]**

### STATEMENT OF COMPLIANCE BY ALL DIRECTORS & CEO

We, being the directors and the CEO of ..... (name of the purchasing company), do hereby solemnly and sincerely state the:

- I) The Company is fully compliant with all applicable laws, rules and regulations;
- II) In case the company is engaged in any business activity which is subject to license or approval, it is compliant with the applicable laws;
- III) The Company has complied with the provisions of the Companies Act, 2017 as well as the Companies Regulations, 2024 during the process of buy-back of shares of the Company.

That whatever has been stated above is true and correct to the best of our knowledge and belief.

*(Signed by all the directors including CEO with names, Designations, residential addresses and CNIC numbers)*

Date: \_\_\_\_\_

Place: \_\_\_\_\_

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**Appendix-II**  
**[Regulation 119(3)]**

**DECLARATION**

(To be printed on stamp paper of requisite value)

We, being the directors/CEO of ..... (name of the purchasing company), do hereby solemnly and sincerely declare that we have made a full inquiry into the affairs of the company and that, having done so, have formed the opinion that;

|   |  |
|---|--|
| • the funds required for the purchase of shares are available with the purchasing company   |  |
| • there is no ground on which the purchasing company is unable to pay its debts.  |  |
| • barring any material unforeseen circumstances, or <i>force majeure</i> events, the purchasing company will remain solvent for the period of twelve months from the date of declaration. |  |

And we are fully aware/understand;

|   |  |
|---|--|
| • 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 in terms of section 88 and 496 of the Companies Act, 2017. |  |
| • that there is no shareholding or management dispute in the purchasing company which could result in material adverse effect on its business.  |  |
| • the purchasing company is not restricted by any condition of any kind, and if so, or has obtained the relevant approvals.   |  |
| • there is no valid binding contract, which the purchasing company is party to, which restricts the purchasing company from purchasing its own shares.  |  |

|   |  |
|---|--|
| <ul style="list-style-type: none"><li>that whatever stated above is true and correct to the best of our knowledge and belief based on the facts and financial position known to us on the date of this declaration.</li></ul> |  |
|---|--|

**Deponents**

*(Signed with names, Designations,  
residential addresses and CNIC numbers)*

Date: \_\_\_\_\_

Place: \_\_\_\_\_

Verified/Attested by

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