



COMPANIES ACT 2016: PRACTICE NOTE NO. 6/2019 (REVISED)

**PROCEDURES FOR RECTIFICATION OF DOCUMENTS
LODGED AND REGISTERED WITH THE COMPANIES
COMMISSION OF MALAYSIA**

This Practice Note is issued pursuant to section 20C of the Companies Commission of Malaysia Act 2001.

OBJECTIVE

1. This Practice Note serves to clarify the procedures in which documents that have been lodged and registered with the Companies Commission of Malaysia (SSM) may be rectified.

BACKGROUND

2. The accuracy of information contained in documents submitted to the Registrar is important to ensure that public reliance on such information is not compromised. As such, any person lodging documents with the Registrar must ensure that the information lodged is accurate and not misleading.

3. Where documents that are lodged with the Registrar contain errors, a rectification procedure pursuant to section 602 may be considered to ensure that the errors are rectified accordingly.

RECTIFICATION OF DOCUMENTS LODGED AND REGISTERED

4. Upon an application, subsection 602(1) empowers the Registrar to rectify the register kept by him, if an entry in the register:

- (a) contains any matter contrary to law;
- (b) contains any matter that, in a material particular, is false or misleading in the form or context in which the matter is included;
- (c) by reason of an omission or misdescription has not been duly completed; or
- (d) is incorrect or erroneous.

5. Subsection 602(2) of the CA 2016 further states that in order for the Registrar to decide whether to approve or refuse the application, the Registrar may require the applicant to produce any document or furnish any information as the Registrar thinks necessary in order for the Registrar to rectify the entry.

6. An application made pursuant to subsection 602(1) of the CA 2016 must be supported with evidence to proof that an entry to the register needs to be rectified within the parameters allowed under the subsection.

7. However, if the Registrar thinks the document produced is not satisfactory to support the application, the Registrar may request any further document(s) or to furnish any information as the Registrar thinks necessary in order to rectify the entry.

8. In addition to the requirement of furnishing evidence to support an application, the Registrar may also require the applicant to give notice of that application to such other person as the Registrar may specify, being a person who appears to the Registrar to be concerned or to have an interest in the business.

9. Notwithstanding paragraph 4, the Registrar may refuse any application for rectification if:

- (a) the error, mistake or omission does not arise in the ordinary course of the discharge of the duties of the Registrar;
- (b) the lodgment date of the document containing the error, mistake or omission is more than seven (7) years;
- (c) a winding order has been granted by the Court against the company.

10. If the Registrar refuses an application for rectification, the Registrar will notify the applicant of the decision in writing together with the grounds of refusal.

11. The decision of the Registrar relating to an application is final. However, if the Registrar has refused an application, the aggrieved applicant may appeal to the Court. The Court may, upon evidence adduced before it, make an order for the Registrar to rectify or amend the register in the manner specified in such order.

A Court order obtained resulting an appeal against the decision of the Registrar will not require further application under subsection 602(1) of the CA 2016. An order of rectification made by the Court shall be lodged with the Registrar within the time frame prescribed by the Court or fourteen (14) days from the order if no time frame is prescribed by the Court.

PROCEDURES IN SUBMITTING AN APPLICATION TO RECTIFY DOCUMENTS

12. All application to rectify the Register must be made to the Registrar. The application form (please refer to the Form for Rectification of Registers under section 602 of the CA 2016) must be accompanied by supporting documents which must be certified by the company secretary/agent. The following are some of the examples of supporting documents (non-exhaustive):

- (a) copy of identification card;
- (b) copy of appointment letter;
- (c) copy of utility bills;
- (d) copy of company secretary's license or practicing certificate;
- (e) copy of relevant register books;
- (f) copy of stamped share transfer form;
- (g) copy of relevant contractual agreement;
- (h) copy of extract of company's minutes of meetings;
- (i) copy of resolution;
- (j) any other relevant documents; or
- (k) copy of relevant court order

13. In addition, the following procedures must also be observed:

- (a) the amended document(s) should be lodged to correct the errors in the earlier lodged or registered document;
- (b) the corrections made should be highlighted by underlining the corrected information on the amended document(s);
- (c) the phrase **“This is filed by way of amendment to the Form ... dated ... which is erroneous”** should also be printed on the top right hand cover of the first page of the amended document(s) for easy identification;
- (d) the amended document(s) should also be accompanied with a declaration by the applicant justifying the need for the rectification;

14. For the purposes of paragraph 13(d) above, the applicant includes—

- (a) director or promoter;
- (b) secretary;
- (c) receiver or receiver and manager;
- (d) nominee;
- (e) judicial manager;
- (f) liquidator; or

- (g) any other interested person who has been allowed to lodge document(s) under the Act.

FEE APPLICABLE

15. An application to rectify any lodged document must be accompanied with an application fee of RM300 pursuant to Item 39 of the Companies Regulations 2017.

NON-APPLICATION TO RECTIFICATION RELATING TO CHARGES

16. Notwithstanding paragraphs 4 to 11, this Practice Note is not applicable to rectification in respect to any documents relating to charges which have been lodged with the Registrar. Any such rectification must strictly comply with the provisions under Subdivision 1 of Division 7 of Part III of the CA 2016.

17. This Practice Note serves to reiterate the importance of ensuring that companies lodge documents which contain adequate and accurate information.

EFFECT OF THIS PRACTICE DIRECTIVE

18. This Practice Note revised the Practice Note 6/2019 issued on 5 November 2019.

REGISTRAR OF COMPANIES

COMPANIES COMMISSION OF MALAYSIA

31 DECEMBER 2020