



Frequently Asked Questions (FAQs)

on

Standard Board Resolution for Corporate Bank Account Opening

October 2025

Q1. What benefits does this standardization bring?

Ans. The introduction of a standardized Board Resolution format ensures uniformity across companies for opening corporate accounts with Banks/financial institutions, ensuring uniform documentation, minimizing compliance queries and enabling faster account opening. The inclusion of QR codes allows instant digital verification and authentication, while the initiative particularly benefits start-ups and foreign directors by reducing delays in remote verification.

Q2. Is it mandatory for all companies to use the prescribed format?

Ans. All companies are encouraged to prepare standardized Board Resolution for corporate account opening in line with the prescribed format provided in *the circular*. However, companies may modify the contents by adding or removing clauses as per their specific needs, while maintaining the overall structure.

Q3. Can the Board Resolution be submitted digitally?

Ans. Yes. Companies may prepare and submit the resolution either in physical or digital form. For digital submissions, the resolution must be authenticated by the authorized officer using an electronic signature or advanced electronic signature in line with the **Electronic Transactions Ordinance, 2002**.

Q4. What is the role of the QR code in the Board Resolution?

Ans. Companies are encouraged to embed a standard QR code on the resolution for instant verification of authenticity. The QR code shall contain key details, including Name of the Company, Date on which the resolution was passed, names of directors present in the meeting and name/designation of the authorized person certifying the resolution.

Q5. Is embedding a QR code mandatory?

Ans. No. Embedding a QR code is optional but strongly encouraged, as it allows financial institutions to instantly verify the authenticity of the resolution and reduces chances of forgery or unauthorized alterations.

Q6. Can companies use the same template for other authorizations?

Ans. Yes. While the prescribed format is primarily for corporate bank account opening, companies may adapt and use the template for similar authorizations, with necessary modifications.

Q7. How BOD will authorize a person to authenticate the Board Resolution?

Ans. The Board of Directors (BOD) authorizes one or more individuals through passing of a Board Resolution, duly approved in accordance with the provisions of the Companies Act, 2017 and the

company's Articles of Association. The resolution must be authenticated by an officer duly authorized by the Board of directors of the company. For digital versions, authentication must be done using an electronic or advanced electronic signature.

Q8. Can companies embed a QR code instead of physical authorization?

Ans. Yes. Instead of requiring physical signatures or stamps, companies may embed a standard QR code in the Board Resolution.

Q9. What information to be embedded in QR code?

Ans. The QR code will digitally display essential verification details such as Company Name, Date of Resolution, Directors present, Name(s) and designation(s) of the authorized person(s). This ensures the resolution's authenticity without physical attestation.

Q10. How can a company generate a QR code for its Board Resolution?

Ans. Companies may use any reliable QR code generator, whether online or software-based, provided that the QR code accurately encodes the mandatory information prescribed by SECP.

Q11. Does a company need to integrate with SECP's system to generate and embed the QR code in the Board Resolution?

Ans. No, companies do not need to integrate with SECP's systems to generate and embed the QR code in the Board Resolution. At this stage, QR codes can be generated independently using standard QR code generators, provided they contain the required details (such as company name, date of resolution, names of directors present, and names/designations of authorized persons certifying the resolution). Companies should ensure accuracy and secure record-keeping of the generated QR codes. Going forward, SECP may provide functionality for automated QR code generation through the eZfile portal, but until then, companies are free to use any reliable method to create and embed the QR code.

Q12. Does the QR code require a digital signature?

Ans. Yes, companies are encouraged to embed digital signatures or authorizations along with the QR code, as the QR code itself primarily contains verification data, while the digital signature ensures the authenticity and integrity of the document. Authorized officers may digitally sign the Board Resolution by using approved e-signature methods, thereby providing an additional layer of security and credibility to the resolution.

Q13. Will financial institutions be bound to accept the QR-enabled resolutions?

Ans. Financial institutions have been encouraged to accept QR-enabled board resolutions in the prescribed standard format, subject to their internal due diligence requirements.

Q14. What does this electronic or advance electronic signature mean?

Ans. An *electronic signature* is any digital method used to sign a document, or signature applied through secure digital tools. An *advanced electronic signature* is a more secure form, issued by a licensed Certifying Authority in Pakistan, which is uniquely linked to the signer, verifies their identity and ensures that the signed document has not been altered.

Q15. Can this resolution be submitted digitally during incorporation?

Ans. No, at present companies are only required to use the prescribed standard format of Board Resolution for opening corporate bank accounts by preparing the resolution and submitting it to the respective bank. However, going forward, SECP intends to enable companies to upload the Board Resolution through the eZfile portal at the time of incorporation, which can then be transmitted digitally to financial institutions, thereby minimizing paperwork and reducing delays.

Q16. Where can companies access the Standard Format of Board Resolution?

Ans. The prescribed template is available for download on the **SECP official website (www.secp.gov.pk)** under the circulars/notifications section.

Q17. What happens if a company does not use the standard format?

Ans. If a company does not use the prescribed standard format for the Board Resolution, financial institutions may raise compliance queries, seek additional clarifications which could delay the account opening process. While companies are permitted to make reasonable modifications to the template to meet their specific needs, using an entirely different or inconsistent format defeats the purpose of standardization. Therefore, adherence to the prescribed format is strongly advised to ensure smooth processing, uniformity and timely acceptance by financial institutions.

Q18. Can a single Board Resolution authorize multiple bank accounts in different banks?

Ans. Yes. A company may pass one resolution authorizing the opening of accounts with multiple banks, provided that the resolution clearly specifies the name of each bank and the authorized signatories.

Q19. Can the same Board Resolution format be used for matters other than bank account opening?

Ans. The prescribed format is specifically designed for corporate account opening. For other authorizations (e.g., loan approvals, investment decisions), companies may adapt the structure but must ensure compliance with their Articles of Association.

Q20. What happens if directors are not physically present in Pakistan?

Ans. Foreign directors or directors residing abroad can participate via video conferencing or electronic means in accordance with the Companies Act, 2017. Their attendance and approval may still be recorded in the Board Resolution, which may then be digitally signed and QR-enabled.

Q21. Can the QR-enabled Board Resolution replace signature cards or specimen signatures required by banks?

Ans. No. While the QR-enabled resolution ensures authentic authorization, banks may still require signature cards/specimens of the authorized signatories for operational purposes.

Q22. Is there a validity period for the Board Resolution?

Ans. Yes. Unless otherwise stated in the resolution, a Board Resolution remains valid until it is rescinded, revoked or replaced by a subsequent resolution. Companies may include validity timelines (e.g., “valid for 12 months”) to avoid compliance disputes with banks.

Q23. How can companies ensure security of QR codes?

Ans. Companies should use only trusted and secure QR code generators, ensuring that the QR code contains strictly the prescribed details and no sensitive information. The original signed resolution must be securely maintained in digital records and QR codes should not be shared on open platforms unless properly encrypted to safeguard authenticity and confidentiality.

Q24. Can a resolution be passed by circulation (instead of a physical board meeting)?

Ans. Yes, as permitted under the Companies Act, 2017, a resolution may be passed by circulation and signed digitally by a majority of directors. Such resolution will have the same legal effect and can be QR-enabled for verification.

Q25. Are banks required to scan and verify QR codes themselves?

Ans. Yes. Banks and financial institutions are expected to adopt internal procedures to scan QR codes and verify details before processing account openings.

Q26. Is the resolution applicable to sole proprietorships or partnerships?

Ans. No. The circular is only applicable to companies registered under the Companies Act, 2017. Proprietorships and partnerships do not have boards of directors, so they follow different documentation for bank account opening.

Q27. Can the resolution authorize e-banking, internet banking, or digital wallets in the company's name?

Ans. Yes. The Board Resolution may include authorization for digital banking facilities, subject to each bank's policy. Companies should specify the scope (e.g., internet banking, mobile banking, online fund transfers) in the resolution.

Q28. Does the standard board resolution also apply to financial institutions and banks when they open accounts with other banks or financial institutions?

Ans. The standard board resolution format is not applicable to financial institutions and banks for the purpose of opening accounts with other banks or financial institutions. Such entities are regulated separately and may adopt their own formats or internal approvals in line with applicable regulatory requirements.

Q29. Which mode of the digital submission of Board resolution be used by the companies?

Ans. The standardized Board Resolution may be submitted to banks either in physical form or in digital form, duly authenticated by an officer authorized by the company's Board of Directors. In case of digital submission, the resolution must bear a valid electronic or advanced electronic signature along-with QR code to establish authenticity and integrity of the document and be submitted through any electronic mode i.e. email, mobile App., web-based submission etc.

Q30. Is it mandatory to adopt the standard Board resolution for change of authorize signatories in the Banks?

Ans. The standard format for Board Resolution is specifically designed for corporate account opening only. Hence, the company may use any simplified board resolution for change of signatories as per Banks' policy.

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