



## PAKISTAN STOCK BROKERS ASSOCIATION

(A company setup under section 42 of the Companies Act 2017)

Regd Office: Mezzanine Floor, Trading Hall, Stock Exchange Building, Stock Exchange Road,  
Off I.I Chundrigar Road, Karachi.

Tel: 021-32401278, E-mail: secretariat@psba.pk, Web: www.psba.pk, Fax: 021-32401279

PSBA/Notice-216

July 01, 2025

### NOTICE FOR MEMBERS

#### **PROPOSED AMENDMENTS TO PAKISTAN STOCK EXCHANGE LIMITED (PSX) REGULATIONS IN RESPECT OF VARIOUS MATTERS**

This is in reference to the notification PSX/N-700 dated June 30, 2025 (attached), whereby the comments have been invited by the PSX:

In this regard, the members are hereby requested to kindly submit your comments, if any, at psamail024@gmail.com latest by **July 04, 2025**, so that a consolidated response is submitted to the authorities for their consideration.

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**Sd**  
**Akber Ali**  
Officer - Secretariat

#### **Copy to:**

1. PSBA Website

INVITATION OF PUBLIC COMMENTS

**PROPOSED AMENDMENTS TO PAKISTAN STOCK EXCHANGE LIMITED (PSX)  
REGULATIONS IN RESPECT OF VARIOUS MATTERS**

This is to inform the public that the PSX, in exercise of power conferred upon it u/s 7 of the Securities Act, 2015, is proposing amendments to its Regulations in respect of following matters:

- A. Simplification of listing regulations pertaining to public offer of securities;
- B. Insertion of certain clauses to provide visibility to the listing of Units of REIT Schemes; and
- C. Additional changes proposed in the Growth Enterprise Market Board of PSX.

Following are the details of each of the above matters:

**A. SIMPLIFICATION OF LISTING REGULATIONS PERTAINING TO PUBLIC OFFER OF SECURITIES:**

Public offering and listings of equity and debt securities are governed under the Public Offering Regulations, 2017 (**Public Offering Regulations**), Public Offering (Regulated Securities Activities Licensing) Regulations, 2017 of SECP and Chapter 5 [Listing of Companies and Securities Regulations] and 5B [Listing of Debt Securities Regulations] of PSX Rulebook.

Since various aspects of public offerings are already covered under the Public Offering Regulations, PSX is proposing following amendments to these Chapters of PSX Regulations:

**1. Including the financial accounts in the Prospectus/ Offer for Sale Document (OFSD):**

PSX Regulations currently specify that the audited accounts to be incorporated in the Prospectus/OFSD should not be older than 8 months from the date of publication of the Prospectus/OFSD. Instead of specifying validity in PSX Regulations, it is proposed to specify that the issuer must be compliant with the requirements of audited financial statements as per the requirements of the Companies Act, 2017 and also ensure to incorporate the following in the Prospectus/OFSD as per the existing requirements of the Public Offering Regulations:

- (a) Latest audited accounts for last two (2) preceding years.
- (b) Latest management accounts if the latest audited accounts are older than twelve (12) months at the time of publication of Prospectus/ OFSD.

**2. Linking the requirement of credit rating of debt securities with Public Offering Regulations:**

Credit ratings for debt securities (not less than BBB+ for long term debt securities and not less than A2 for short term securities) is proposed to be removed from PSX Regulations and linked with the same ratings as specified in the Public Offering Regulations.

**3. Linking the procedure and timeline for debt listing process approval:**

The listing approval procedure and timeline for debt securities be removed from PSX Rulebook and linked with the procedure & timeline stated in the Public Offering Regulations.



#### 4. Removing the duplicate documents from PSX Regulations:

Considering that the following documents are already prescribed in the Public Offering Regulations, the same currently required to be submitted to PSX along with listing application for equity or debt securities, are proposed to be removed from PSX Regulations:

- (a) Resolution passed by the Board of Directors and members of the company with respect to listing and issue of shares to the general public;
- (b) Memorandum and Articles of Association of the company;
- (c) Last page of the full prospectus and abridged prospectus, if any, duly signed by every person who is named therein as director of the issuing company;
- (d) Letter jointly signed by CEO and CFO of the company confirming that they have reviewed the contents of the draft prospectus/offer;
- (e) Consent Letters from the Consultant to the Issue, the Book Runner, where required;
- (f) Consent Letter from Bankers to the issue/offer;
- (g) Power of attorney in favour of the Consultant to the Issue;
- (h) Trust Deed or Issuance Agreement as per the Structuring of Debt Securities Regulations, 2020;
- (i) Shariah Pronouncement Letter, where applicable;
- (j) Credit rating reports from any credit rating company;
- (k) Submission of documents related to material contracts;
- (l) NOC from Underwriters, if any; and
- (m) Information Memorandum, if any, prepared for circulation among the pre-IPO investors for public issue of debt securities.

**Note:**

*The deletion of above documents from PSX Regulations are meant to remove duplication, however, these documents will continue to be submitted through PRIDE under the requirements of Public Offering Regulations.*

#### B. INSERTION OF CERTAIN CLAUSES TO PROVIDE VISIBILITY TO THE LISTING OF UNITS OF REIT SCHEMES:

Presently, the Units of REIT Schemes are listed at PSX subject to issuance or sale of units to the public. The listing of REIT Scheme is governed under Chapter 5 of PSX Regulations, Public Offering Regulations and Real Estate Investment Trust Regulations, 2022 (**REIT Regulations**).

In order to provide visibility for listing of Units of REIT Scheme, PSX is proposing following amendments to Chapter 5 of PSX Regulations:

1. Insertion of definitions of Company, RMC; REIT Regulations and REIT Scheme;
2. Insertion of term "Unit of REIT Scheme" where required; and
3. Insertion of Clause 5.20A, whereby, the RMC is proposed to be mandated to ensure compliance with the post listing reporting and disclosure requirements of Chapter 5 of PSX Regulations on behalf of the REIT Scheme.



## C. ADDITIONAL CHANGES PROPOSED IN THE GROWTH ENTERPRISE MARKET (“GEM”) BOARD OF PSX:

This is in continuation to the PSX Notice PSX/N-327 dated March 26, 2025, whereby, public comments were invited on proposed amendments to PSX Regulations in relation to additional reforms in the GEM Board of PSX.

After internally deliberating the comments and suggestions received from the stakeholders during various consultation sessions, PSX revisited the proposed amendments to GEM Regulations and is accordingly proposing the following major amendments:

### 1. Listing on GEM Board:

It is proposed that the companies may list on the GEM Board by issuing a simplified Prospectus inviting the public to participate in subscription of shares and trading at PSX.

#### Notes:

- The existing route of listing on GEM Board by way of issuance of Information Memorandum (IM) is proposed to be removed. With this removal, the concept of Accredited Investors, migration criteria for companies listed via IM route and the contents of IM would also entail removal from Chapter 5A of PSX Rulebook.
- The existing Book Building criteria, as prescribed in Annexure-II of Chapter 5A, will continue to be applicable as such criteria for GEM Board differs from the Main Board.

### 2. Post Issue Paid-Up Capital (“PIPC”):

The existing PIPC requirement for listing on the GEM Board is proposed to be capped at **PKR 500 million**.

Consequently, the minimum PIPC required for listing on Main Board is proposed to be enhanced from PKR 200 million to “above PKR 500 million”.

### 3. Minimum free float requirement:

The minimum free float requirement is proposed to be elevated from 10% to 15% at all times, with an aim to enhance liquidity and efficient price discovery.

### 4. Minimum number of subscribers:

It is proposed to enhance the minimum number of subscribers from 10 to 50.

### 5. Compliance with Listed Companies (Code of Corporate Governance) Regulations, 2019 (CCG Regulations):

The compliance with the CCG Regulations is proposed to be applicable as below:

Companies Having PIPC	Compliance
Up to PKR 200 million	Same as presently applicable
From PKR 201 to 500 million	Full compliance from the date of listing



## 6. Migration to the Main Board of PSX:

The migration to the Main Board is proposed to be kept optional. The proposed migration criteria would be as below:

- (a) PIPC for company should be more than PKR 500 million;
- (b) Company must not be in the Non-Compliant Segment or Winding-Up Segment of PSX;
- (c) Company must meet the minimum free float and minimum number of subscribers as prescribed for the Main Board;
- (d) Company must have been listed on GEM Board for at least three (03) years; and
- (e) Company must ensure compliance with Chapter 5 of PSX Regulations, including but not limited to Clause 5.2 to 5.5 of PSX Regulations.

## 7. Appointment of "Consultant to the Issue":

With the introduction of simplified Prospectus and applicability of public offering regime, the role of Consultant to the Issue duly licensed by the SECP shall be mandatory instead of Advisor to the Issue.

## INVITATION OF PUBLIC COMMENTS:

In terms of Section 7(3) of the Securities Act, 2015, all concerned are invited to provide written comments on the proposed amendments to PSX Regulations in relation to the above matters, which are attached herewith as **Annexure A, B and C** respectively.

The comments can be submitted latest by **July 08, 2025** through such modes and in such manner as prescribed in the 'Guidelines for Submission of Comments' which are attached herewith as **Exhibit A**.



**AJEET KUMAR**  
Chief Regulatory Officer

## “ANNEXURE A”

### PROPOSED AMENDMENTS TO PSX REGULATIONS IN RESPECT OF SIMPLIFICATION OF LISTING REGULATIONS PERTAINING TO PUBLIC OFFERING OF SECURITIES

EXISTING PSX REGULATIONS	PROPOSED AMENDMENTS	RATIONALE
<b>Chapter 5: LISTING OF COMPANIES AND SECURITIES REGULATIONS</b>		
<b>5.5. PROSPECTUS, ALLOTMENT, ISSUE AND TRANSFER OF SHARES:</b>	<b>5.5. PROSPECTUS, ALLOTMENT, ISSUE AND TRANSFER OF SHARES:</b>	-
5.5.6. The audited accounts to be incorporated in the Prospectus / Offer for sale document shall not be older than 8 months from the date of publication of the Prospectus / Offer for sale document.	5.5.6. The <u>Issuer must be compliant with the requirements of audited accounts as specified in the Companies Act.</u> <del>audited accounts to be incorporated in the Prospectus / Offer for sale document shall not be older than 8 months from the date of publication of the Prospectus / Offer for sale document.</del>	It is proposed to link the audit related requirement with the Companies Act, 2017 and validity of financial statements related requirement with the Public Offering Regulations, 2017.
<u>New Insertion</u>	<u>5.5.6A. The Issuer shall incorporate latest audited accounts for last two preceding years, where applicable, in the Prospectus/ Offer for Sale Document.</u>	
	<u>Provided that audited accounts must be audited by a QCR rated audit firm.</u>	
	<u>Provided further that if the Issuer is compliant with the requirements of the Companies Act but the latest audited accounts are older than 12 months at the time of publication of Prospectus/ Offer for Sale Document, the Issuer shall also incorporate latest management accounts in the Prospectus/ Offer for Sale Document. In such case, the board of directors of the Issuer shall certify that management accounts reflect true and fair view of the financial position of the Company and there are no major developments that have impacted the financial position and business of the Company post finalization of the latest annual audit. Any significant developments post annual audit should be duly disclosed in the Prospectus and</u>	

EXISTING PSX REGULATIONS	PROPOSED AMENDMENTS	RATIONALE
<p>The Prospectus shall contain all disclosures mentioned in the Public Offering Regulations. Moreover, it shall also disclose any loan amounting to Rs. 500,000 or more written-off by a financial institution during last five years.</p> <p>Provided that in case of secondary public offering and initial public offering of other class of shares, Listed Companies are allowed to publish the Prospectus/Offer for sale document based on audited accounts older than eight months, subject to the condition that they are compliant with the requirements related to annual and quarterly accounts as specified under the Companies Act.</p> <p>Provided further that the conditions referred to in Regulation 5.5.6. shall not apply to SPAC. Furthermore, SPAC shall ensure that prospectus submitted contains all the disclosures as specified for SPAC in Public Offering Regulations.</p>	<p><u>adequately covered in the risk disclosures.</u></p> <p><del>The Prospectus shall contain all disclosures mentioned in the Public Offering Regulations. Moreover, it shall also disclose any loan amounting to Rs. 500,000 or more written-off by a financial institution during last five years.</del></p> <p><del>Provided that in case of secondary public offering and initial public offering of other class of shares, Listed Companies are allowed to publish the Prospectus/Offer for sale document based on audited accounts older than eight months, subject to the condition that they are compliant with the requirements related to annual and quarterly accounts as specified under the Companies Act.</del></p> <p><del>Provided further that the conditions referred to in Regulation 5.5.6. shall not apply to SPAC. Furthermore, SPAC shall ensure that prospectus submitted contains all the disclosures as specified for SPAC in Public Offering Regulations.</del></p>	
Chapter 5B: LISTING OF DEBT SECURITIES REGULATIONS		
<p><b>5B.3. ELIGIBILITY FOR LISTING:</b></p> <p>5B.3.1. Any Issuer may apply for listing of its Debt Securities offered to the General Public under this chapter provided it fulfills the following criteria:</p> <p>(d) for long term debt security (instruments with tenor exceeding one year), the instrument rating is not less than BBB+ and in case of short-term debt security the instrument rating is not less than A2; Provided that in case of short-term debt securities the condition of instrument rating may be waived, if the issuer has obtained entity rating and such rating is not less than "A-" (long term)/ "A2" (short term) and not more than six months old. Provided further that this condition shall not apply to Debt</p>	<p><b>5B.3. ELIGIBILITY FOR LISTING:</b></p> <p>5B.3.1. Any Issuer may apply for listing of its Debt Securities offered to the General Public under this chapter provided it fulfills the following criteria:</p> <p>(d) <u>it meets the credit rating requirements as specified in the Public Offering Regulations</u> <del>for long term debt security (instruments with tenor exceeding one year), the instrument rating is not less than BBB+ and in case of short-term debt security the instrument rating is not less than A2; Provided that in case of short-term debt securities the condition of instrument rating may be waived, if the issuer has obtained entity rating and such rating is not less than "A-" (long term)/ "A2" (short term) and not more than six months</del></p>	<p>Credit ratings requirements are proposed to be linked with Clause 13 [General Conditions for Public Offer of Debt Securities] of the Public Offering Regulations, 2017.</p>



EXISTING PSX REGULATIONS	PROPOSED AMENDMENTS	RATIONALE
Securities backed by debt servicing guarantee from the GoP;	<del>old. Provided further that this condition shall not apply to Debt Securities backed by debt servicing guarantee from the GoP;</del>	
<b>5B.4. CONDITIONS FOR LISTING OF DEBT SECURITIES:</b>  5B.4.6. All Debt Securities other than Debt Securities backed by debt servicing guarantee from the GoP, shall be rated by a credit rating company registered with the Commission. The credit rating report of the entity and the instrument, where applicable, shall be prepared on the basis of the Issuer's latest audited accounts or on the basis of the Issuer's reviewed accounts if the audited accounts are older than six months	<b>5B.4. CONDITIONS FOR LISTING OF DEBT SECURITIES:</b>  <del>5B.4.6. All Debt Securities other than Debt Securities backed by debt servicing guarantee from the GoP, shall be rated by a credit rating company registered with the Commission. The credit rating report of the entity and the instrument, where applicable, shall be prepared on the basis of the Issuer's latest audited accounts or on the basis of the Issuer's reviewed accounts if the audited accounts are older than six months.</del>	Clause 13(3) of the Public Offering Regulations, 2017 states that the requirement of obtaining rating shall not apply to a Sovereign Sukuk, a Government Guaranteed Sukuk and any other debt security whose debt servicing is guaranteed from the Government.  With amendments proposed in Clause 5B.3.1 (d) above, it is proposed to delete this Clause 5B.4.6.
<b>5B.6. ISSUE OF DEBT SECURITIES</b>  5B.6.3. The audited accounts to be incorporated in the prospectus shall not be older than 8 months from the date of publication of the prospectus. The prospectus shall contain all disclosures mentioned in the Public Offering Regulations. Provided that in case of initial public offering of Debt Securities, Listed Companies are allowed to publish the Prospectus based on audited accounts older than eight months, subject to the condition that they are compliant with the requirements related to annual and	<b>5B.6. ISSUE OF DEBT SECURITIES</b>  <del>5B.6.3. The audited accounts to be incorporated in the prospectus shall not be older than 8 months from the date of publication of the prospectus. The prospectus shall contain all disclosures mentioned in the Public Offering Regulations. Provided that in case of initial public offering of Debt Securities, Listed Companies are allowed to publish the Prospectus based on audited accounts older than eight months, subject to the condition that they are compliant with the requirements related to annual and</del>	Kindly refer to the rationale given for the amendments proposed in Clause 5.5.6 above.



EXISTING PSX REGULATIONS	PROPOSED AMENDMENTS	RATIONALE
<p>quarterly accounts as specified under the Companies Act.</p> <p><u>New Insertion</u></p>	<p><del>quarterly accounts as specified under the Companies Act.</del></p> <p><u>The Issuer must be compliant with the requirements of audited accounts as specified in the Companies Act.</u></p> <p><u>The Issuer shall incorporate latest audited accounts for last two preceding years, where applicable, in the Prospectus.</u></p> <p><u>Provided that if the Issuer is compliant with the requirements of the Companies Act but the latest audited accounts are older than 12 months at the time of publication of Prospectus/Offer for Sale Document, the Issuer shall also incorporate latest management accounts in the Prospectus/ Offer for Sale Document. In such case, the board of directors of the Issuer shall certify that management accounts reflect true and fair view of the financial position of the Company and there are no major developments that have impacted the financial position and business of the Company post finalization of the latest annual audit. Any significant developments post annual audit should be duly disclosed in the Prospectus and adequately covered in the risk disclosures.</u></p> <p><u>Provided further that the Exchange can relax the requirement of incorporation of latest audited accounts for last two preceding years for regulated entities (regulated by a regulatory body) whose latest audited financial statements are not available due to delays in regulatory approvals/ processes not in the control of the Issuer. In such case, detailed explanation for non-availability of audited accounts shall be provided</u></p>	

EXISTING PSX REGULATIONS	PROPOSED AMENDMENTS	RATIONALE
	<u>in the Prospectus/Offer for Sale Document.</u>	
<b>5B.5. PROCEDURE FOR LISTING OF DEBT SECURITIES UNDER THIS CHAPTER:</b>  5B.5.4. The Exchange shall complete its approval process for listing of a Debt Security within 12 working days from the date of complete submission of all required documentation and any other additional documentation as required by the Exchange or the Commission. Provided that in case of approval of Debt Security backed by debt servicing guarantee from the GoP, the approval process shall be completed within 10 working days from the date of complete submission of all required documentation and any other additional documentation as required by the Exchange.	<b>5B.5. PROCEDURE FOR LISTING OF DEBT SECURITIES UNDER THIS CHAPTER:</b>  5B.5.4. The Exchange shall complete its approval process for listing of a Debt Security <del>within 12 working days from the date of complete submission of all required documentation and any other additional documentation as required by the Exchange or the Commission. Provided that in case of approval of Debt Security backed by debt servicing guarantee from the GoP, the approval process shall be completed within 10 working days from the date of complete submission of all required documentation and any other additional documentation as required by the Exchange</del> <u>as per the procedure and timeline specified in the Public Offering Regulations.</u>	It is proposed to link the procedure and timeline prescribed in Clause 13 [General Conditions for Public Offer of Debt Securities] of the Public Offering Regulations, 2017.
<b>ANNEXURE - I of Chapter 5 (DOCUMENTS TO BE UPLOADED ALONG WITH LISTING APPLICATION THROUGH PRIDE)</b>  The following documents and information shall be uploaded by the applicant company or by the Consultant/ Lead manager, through PRIDE: 1. An application for Listing on Form I. 2. Undertakings on Form-II and Form-III. 3. Certificate of incorporation. 4. Conversion certificate from private to public company; if applicable. 5. Certificate for change of name of the company, if applicable. 6. Resolution passed by the Board of Directors and members of the company with respect to listing and issue of shares to the general public. 7. License, consent, approval, NOC etc. from the concerned regulatory authority for undertaking / carrying on the business.	<b>ANNEXURE - I of Chapter 5 (DOCUMENTS TO BE UPLOADED ALONG WITH LISTING APPLICATION THROUGH PRIDE)</b>  The following documents and information shall be uploaded by the applicant company or by the Consultant/ Lead manager, through PRIDE: 1. An application for Listing on Form I. 2. Undertakings on Form-II and Form-III. 3. Certificate of incorporation. 4. Conversion certificate from private to public company; if applicable. 5. Certificate for change of name of the company, if applicable. 6. <del>Resolution passed by the Board of Directors and members of the company with respect to listing and issue of shares to the general public.</del> 7. License, consent, approval, NOC etc. from the concerned regulatory authority for undertaking / carrying on the business.	-  Submission of certain documents, which are proposed to be deleted, are already mentioned in the Public Offering Regulations, 2017. In order to avoid duplication in PSX Regulations, the same are proposed to be removed.  Documents submitted



EXISTING PSX REGULATIONS	PROPOSED AMENDMENTS	RATIONALE
<p>8. Memorandum and Articles of Association of the company.</p> <p>9. Certificate of registration of Modaraba Management Company, if required.</p> <p>10. Authorization for flotation of Modaraba by the Registrar of Modarabas.</p> <p>11. Prospectus.</p> <p>12. Audited accounts of the company for the last two years or for a shorter period in case the company is in existence for a shorter period, as applicable.</p> <p>13. Last page of the full prospectus and abridged prospectus, if any, duly signed by every person who is named therein as director of the issuing company. Signatures of the directors must be witnessed by the company secretary.</p> <p>In case of offer for sale of shares, last page of the full prospectus and abridged prospectus if any signed by every Offeror or the persons authorized in writing by the Offerors.</p> <p>14. No Objection Certificates from the Underwriter(s) to the Issue/Offer, if any, on Form-IV.</p> <p>15. Letter jointly signed by the Chief Executive Officer (CEO) and Chief Financial Officer (CFO) of the company confirming that they have reviewed the contents of the draft prospectus/offer for sale document and to the best of their knowledge and belief these have been stated/disclosed correctly and fairly.</p> <p>16. An undertaking on non-judicial stamp paper by the CEO and CFO of the Issuer on the format given in Section-1 (Inside Cover Page) of First Schedule of the Public Offering Regulations duly certified by the oath commissioner.</p> <p>17. Undertaking by the Company on non-judicial stamp paper regarding details of restrictions placed by any regulatory body, lender, stakeholder, on distribution of profits, transfer of securities,</p>	<p><del>8. Memorandum and Articles of Association of the company.</del></p> <p>9. Certificate of registration of Modaraba Management Company, if required.</p> <p>10. Authorization for flotation of Modaraba by the Registrar of Modarabas.</p> <p>11. Prospectus.</p> <p>12. Audited accounts of the company for the last two years or for a shorter period in case the company is in existence for a shorter period, as applicable.</p> <p><del>13. Last page of the full prospectus and abridged prospectus, if any, duly signed by every person who is named therein as director of the issuing company. Signatures of the directors must be witnessed by the company secretary.</del></p> <p><del>In case of offer for sale of shares, last page of the full prospectus and abridged prospectus if any signed by every Offeror or the persons authorized in writing by the Offerors.</del></p> <p><del>14. No Objection Certificates from the Underwriter(s) to the Issue/Offer, if any, on Form-IV.</del></p> <p><del>15. Letter jointly signed by the Chief Executive Officer (CEO) and Chief Financial Officer (CFO) of the company confirming that they have reviewed the contents of the draft prospectus/offer for sale document and to the best of their knowledge and belief these have been stated/disclosed correctly and fairly.</del></p> <p>16. An undertaking on non-judicial stamp paper by the CEO and CFO of the Issuer on the format given in Section-1 (Inside Cover Page) of First Schedule of the Public Offering Regulations duly certified by the oath commissioner.</p> <p>17. Undertaking by the Company on non-judicial stamp paper regarding details of restrictions placed by any regulatory body, lender, stakeholder, on distribution of profits, transfer of securities,</p>	<p>through PRIDE can be accessed by both regulators i.e. SECP and PSX.</p> <p>Therefore, any document submitted under the Public Offering Regulations, 2017 or PSX Regulations via PUCARS can be viewed by both SECP and PSX.</p> <p>Proposed deletion of documents mentioned in Sr. 6, 8, 13, 14, 15, 23, 24, 25, 26 &amp; 27 are already appearing under the Public Offering Regulations, 2017.</p>

EXISTING PSX REGULATIONS	PROPOSED AMENDMENTS	RATIONALE
<p>pledging of assets, issuance of corporate guarantee etc. duly certified by the oath commissioner.</p> <p>18. Undertaking from the Sponsors of the Issuer on non-Judicial stamp paper that IPO proceeds shall be utilized as per the purpose disclosed in the prospectus duly certified by the oath commissioner.</p> <p>19. Declaration from the Issuer about the loan amounting to Rs. 500,000 or more written-off by a financial institution during last five years as per Form V.</p> <p>20. Affidavit from the company affirming, under oath, that the company, has no overdue payment to any financial institution.</p> <p>21. Affidavit from company's sponsors/promoters, directors, and major shareholders affirming, under oath, that they have no overdue payment to any financial institution. (Specimen attached as Form VI).</p> <p>22. Application/Declaration of CDS eligibility.</p> <p>23. Material contracts and agreements relating to the public issue/offer of shares and project, if any.</p> <p>24. A statement containing particulars, dates of and parties to all material contracts, agreements (including agreements for technical advice and collaboration), concessions and similar other documents except those entered into in the normal course of the company's business or intended business together with a brief description of the terms of such agreements.</p> <p>25. Title deeds of land duly attested by a gazetted officer.</p> <p>26. Consent Letters from the Consultant to the Issue, the Book Runner, where required, the underwriters, if any, the share registrar and balloter, auditor, expert and legal advisor to the issue, if any.</p>	<p>pledging of assets, issuance of corporate guarantee etc. duly certified by the oath commissioner.</p> <p>18. Undertaking from the Sponsors of the Issuer on non-Judicial stamp paper that IPO proceeds shall be utilized as per the purpose disclosed in the prospectus duly certified by the oath commissioner.</p> <p>19. Declaration from the Issuer about the loan amounting to Rs. 500,000 or more written-off by a financial institution during last five years as per Form V.</p> <p>20. Affidavit from the company affirming, under oath, that the company, has no overdue payment to any financial institution.</p> <p>21. Affidavit from company's sponsors/promoters, directors, and major shareholders affirming, under oath, that they have no overdue payment to any financial institution. (Specimen attached as Form VI).</p> <p>22. Application/Declaration of CDS eligibility.</p> <p><del>23. Material contracts and agreements relating to the public issue/offer of shares and project, if any.</del></p> <p><del>24. A statement containing particulars, dates of and parties to all material contracts, agreements (including agreements for technical advice and collaboration), concessions and similar other documents except those entered into in the normal course of the company's business or intended business together with a brief description of the terms of such agreements.</del></p> <p><del>25. Title deeds of land duly attested by a gazetted officer.</del></p> <p><del>26. Consent Letters from the Consultant to the Issue, the Book Runner, where required, the underwriters, if any, the share registrar and balloter, auditor, expert and legal advisor to the issue, if any.</del></p>	



EXISTING PSX REGULATIONS	PROPOSED AMENDMENTS	RATIONALE
<p>27. Consent Letter from Bankers to the issue/offer. The letter shall state that:</p> <p>i. the Bank has given its consent to act as one of the Bankers to Issue/Offer;</p> <p>ii. this consent has not been withdrawn;</p> <p>iii. it has no objection on publication of its name in the prospectus/offer for sale document;</p> <p>iv. the bank has undertaken that the subscription money shall be kept in a separate bank account and shall not be released to the company/the Offeror without prior written approval of the Exchange and/or until the company is formally listed.</p> <p>28. Individual consent letters from all directors, CEO, CFO and secretary of the company for publishing their names in their respective capacity in the Prospectus/Offer for sale document.</p> <p>29. Any other document/ material/ information as may be required by the Exchange for its own record or for inclusion in the prospectus/offer for sale document.</p> <p>30. Payment of applicable fee and charges as mentioned in Regulation No. 5.19. in favor of the Exchange.</p> <p>Notes:</p> <p>(i) Scanned copies of all the documents shall be certified by the Company Secretary/CEO.</p> <p>(ii) Such scanned documents relating to regulatory authority as specified by the Exchange shall also be certified from the concerned Company Registration Office or concerned Regulatory Authority.</p> <p>(iii) Warranties, representations, declarations, affidavits and undertakings on stamp papers shall also be submitted in hard form.</p>	<p><del>27. Consent Letter from Bankers to the issue/offer. The letter shall state that:</del></p> <p><del>i. the Bank has given its consent to act as one of the Bankers to Issue/Offer;</del></p> <p><del>ii. this consent has not been withdrawn;</del></p> <p><del>iii. it has no objection on publication of its name in the prospectus/offer for sale document;</del></p> <p><del>iv. the bank has undertaken that the subscription money shall be kept in a separate bank account and shall not be released to the company/the Offeror without prior written approval of the Exchange and/or until the company is formally listed.</del></p> <p>28. Individual consent letters from all directors, CEO, CFO and secretary of the company for publishing their names in their respective capacity in the Prospectus/Offer for sale document.</p> <p>29. Any other document/ material/ information as may be required by the Exchange for its own record or for inclusion in the prospectus/offer for sale document.</p> <p>30. Payment of applicable fee and charges as mentioned in Regulation No. 5.19. in favor of the Exchange.</p> <p>Notes:</p> <p>(i) Scanned copies of all the documents shall be certified by the Company Secretary/CEO.</p> <p>(ii) Such scanned documents relating to regulatory authority as specified by the Exchange shall also be certified from the concerned Company Registration Office or concerned Regulatory Authority.</p> <p>(iii) Warranties, representations, declarations, affidavits and undertakings on stamp papers shall also be submitted in hard form.</p>	
<p><b>FORM IV</b></p> <p><b>NO OBJECTION CERTIFICATE</b></p> <p>We the undersigned have entered into an Underwriting Agreement with M/s. _____</p>	<p><b>FORM IV</b></p> <p><b><del>NO OBJECTION CERTIFICATE</del></b></p> <p><del>We the undersigned have entered into an Underwriting Agreement with M/s. _____</del></p>	<p>Consequential deletion due to deletion of Document No. 14 in Annexure-I to</p>

EXISTING PSX REGULATIONS	PROPOSED AMENDMENTS	RATIONALE
<p>on _____</p> <p>. The terms of which are as follows:</p> <p>i) Total Number of Shares Underwritten _____</p> <p>ii) Face Value Rs. _____ per share</p> <p>iii) Premium Value (if any) Rs. _____ per share</p> <p>iv) Total Value (Including Premium) Rs. _____ per share</p> <p>v) Amount of Underwriting Rs. _____</p> <p>vi) Underwriting Commission _____ %</p> <p>vii) Take-up Commission _____ %</p> <p>viii) The Underwriting Agreement is Valid up to _____</p> <p>We further confirm that we have not entered into any buy back or repurchase agreement in respect of the shares underwritten with the sponsors or any other person under the said agreement.</p>	<p><del>on _____</del></p> <p><del>. The terms of which are as follows:</del></p> <p><del>i) Total Number of Shares Underwritten _____</del></p> <p><del>ii) Face Value Rs. _____ per share</del></p> <p><del>iii) Premium Value (if any) Rs. _____ per share</del></p> <p><del>iv) Total Value (Including Premium) Rs. _____ per share</del></p> <p><del>v) Amount of Underwriting Rs. _____</del></p> <p><del>vi) Underwriting Commission _____ %</del></p> <p><del>vii) Take-up Commission _____ %</del></p> <p><del>viii) The Underwriting Agreement is Valid up to _____</del></p> <p><del>We further confirm that we have not entered into any buy back or repurchase agreement in respect of the shares underwritten with the sponsors or any other person under the said agreement.</del></p>	<p>Chapter 5 above.</p>
<p><b>Annexure-I of Chapter 5B (DOCUMENTS TO BE UPLOADED ALONG WITH THE LISTING APPLICATION THROUGH PRIDE)</b></p>	<p><b>Annexure-I of Chapter 5B (DOCUMENTS TO BE UPLOADED ALONG WITH THE LISTING APPLICATION THROUGH PRIDE)</b></p>	-
<p>The following documents and information shall be uploaded for listing of debt securities by the Issuer itself or by Consultant/ Lead manager through PRIDE:</p> <p>(i) Listing application on Form I.</p> <p>(ii) An unconditional undertaking on non-judicial stamp paper (certified by the oath commissioner) by the Issuer on the format as given at Form-II.</p> <p>(iii) In case of an Issuer whose equity shares are not listed on the Exchange, following documents shall be provided:</p> <p>i. Certificate of incorporation.</p> <p>ii. Conversion certificate from private to public company; if applicable.</p> <p>iii. Certificate for change of name of the company, if applicable.</p> <p>iv. Memorandum and Articles of Association of the company.</p> <p>v. Audited accounts of the company, both in hard and soft form, for the</p>	<p>The following documents and information shall be uploaded for listing of debt securities by the Issuer itself or by Consultant/ Lead manager through PRIDE:</p> <p>(i) Listing application on Form I.</p> <p>(ii) An unconditional undertaking on non-judicial stamp paper (certified by the oath commissioner) by the Issuer on the format as given at Form-II.</p> <p>(iii) In case of an Issuer whose equity shares are not listed on the Exchange, following documents shall be provided:</p> <p>i. Certificate of incorporation.</p> <p>ii. Conversion certificate from private to public company; if applicable.</p> <p>iii. Certificate for change of name of the company, if applicable.</p> <p><del>iv. Memorandum and Articles of Association of the company.</del></p> <p>v. Audited accounts of the company, both in hard and soft form, for the</p>	<p>Submission of certain documents, which are proposed to be deleted, are already mentioned in the Public Offering Regulations, 2017. In order to avoid duplication in PSX Regulations, the same are proposed to be removed.</p> <p>Documents submitted through PRIDE</p>



EXISTING PSX REGULATIONS	PROPOSED AMENDMENTS	RATIONALE
last two years or for a shorter period in case the company is in existence for a shorter period.	last two years or for a shorter period in case the company is in existence for a shorter period.  <u>Provided that a regulated entity (regulated by a regulatory body) whose latest audited accounts are not available due to delays in regulatory approvals/processes not in the control of the Issuer can submit latest available audit accounts instead of last two year audited accounts.</u>	can be accessed by both regulators i.e. SECP and PSX. So, any document submitted under Public Offering Regulations, 2017 or PSX Regulations via PUCARS can be viewed by both SECP and PSX.
(iv) Resolution passed by the Board of Directors of the Issuer approving issuance of the Debt Securities to the General Public and submission of application to the Exchange for listing.	<del>(iv) Resolution passed by the Board of Directors of the Issuer approving issuance of the Debt Securities to the General Public and submission of application to the Exchange for listing.</del>	Proposed deletion of documents mentioned in Sr. iii(iv), iv, vii, xiii, xiv, xvi, xvii, xix, xx, xxii, xxiii & xxiv are already appearing under the Public Offering Regulations, 2017.
(v) License, consent, approval, NOC etc. from the concerned regulatory authority for undertaking / carrying on the business.	(v) License, consent, approval, NOC etc. from the concerned regulatory authority for undertaking / carrying on the business.	
(vi) Prospectus.	(vi) Prospectus.	
(vii) Last page of the full prospectus and abridged prospectus, if any, duly signed by every person who is named therein as director of the issuing company. Signatures of the directors must be witnessed by the company secretary.	<del>(vii) Last page of the full prospectus and abridged prospectus, if any, duly signed by every person who is named therein as director of the issuing company. Signatures of the directors must be witnessed by the company secretary.</del>	
(viii) An undertaking on non-judicial stamp paper by the CEO and CFO of the Issuer on the format given in Section-1 (Inside Cover Page) of First Schedule of the Public Offering Regulations duly certified by the oath commissioner.	(viii) An undertaking on non-judicial stamp paper by the CEO and CFO of the Issuer on the format given in Section-1 (Inside Cover Page) of First Schedule of the Public Offering Regulations duly certified by the oath commissioner.	
(ix) Affidavit from the company affirming, under oath, that the company, has no overdue payment to any financial institution.	(ix) Affidavit from the company affirming, under oath, that the company, has no overdue payment to any financial institution.	
(x) Affidavit from company, its sponsors/promoters, directors, and major shareholders affirming, under oath, that they have no overdue payment to any financial institution.	(x) Affidavit from company, its sponsors/promoters, directors, and major shareholders affirming, under oath, that they have no overdue payment to any financial institution.	
(xi) In case of secured Debt Security, an undertaking on non-judicial stamp paper (certified by the oath commissioner) by the Issuer stating	(xi) In case of secured Debt Security, an undertaking on non-judicial stamp paper (certified by the oath commissioner) by the Issuer stating	Proposed deletion of documents mentioned in Sr. xviii is meant to reduce unnecessary submission of documents.

EXISTING PSX REGULATIONS	PROPOSED AMENDMENTS	RATIONALE
<p>that appropriate and sufficient security has been created in favour of the Debt Securities Trustee/ Investment Agent, that the assets on which charge has been created in favour of the Debt Securities Trustee/ Investment Agent are free from any encumbrances and that permission/NOC/consent of the existing creditors who have charge on such assets has been obtained for creation of charge on these assets in favour of the Debt Securities Trustee/Investment Agent.</p> <p>(xii) In case a part of the issue is allocated to pre-IPO investors, an undertaking on non-judicial stamp paper (certified by the oath commissioner) by the Company stating that pre-IPO investors shall subscribe to the Debt Security prior to the commencement of the public subscription, and that it shall provide a certificate from its auditors testifying receipt of the subscription money from all the pre-IPO investors prior to requesting the dates for publication of Prospectus/public subscription.</p> <p>(xiii) Power of attorney in favour of the Consultant to the Issue.</p> <p>(xiv) Trust Deed or Issuance Agreement as per the Structuring of Debt Securities Regulations, 2020 executed between the Issuer and the Debt Securities Trustee/ Investment Agent.</p> <p>(xv) Security documents along with detail of charged assets, in case of secured debt issue.</p> <p>(xvi) Shariah Pronouncement Letter, where applicable.</p> <p>(xvii) Credit rating reports from any credit rating company licensed by the Commission, where applicable.</p> <p>(xviii) Information Memorandum, if any, prepared for circulation among the pre-IPO investors.</p> <p>(xix) Underwriting agreement(s).</p> <p>(xx) No Objection Certificate(s) from the underwriter(s) for publication of</p>	<p>that appropriate and sufficient security has been created in favour of the Debt Securities Trustee/ Investment Agent, that the assets on which charge has been created in favour of the Debt Securities Trustee/ Investment Agent are free from any encumbrances and that permission/NOC/consent of the existing creditors who have charge on such assets has been obtained for creation of charge on these assets in favour of the Debt Securities Trustee / Investment Agent.</p> <p>(xii) In case a part of the issue is allocated to pre-IPO investors, an undertaking on non-judicial stamp paper (certified by the oath commissioner) by the Company stating that pre-IPO investors shall subscribe to the Debt Security prior to the commencement of the public subscription, and that it shall provide a certificate from its auditors testifying receipt of the subscription money from all the pre-IPO investors prior to requesting the dates for publication of Prospectus/public subscription.</p> <p><del>(xiii) Power of attorney in favour of the Consultant to the Issue.</del></p> <p><del>(xiv) Trust Deed or Issuance Agreement as per the Structuring of Debt Securities Regulations, 2020 executed between the Issuer and the Debt Securities Trustee/ Investment Agent.</del></p> <p>(xv) Security documents along with detail of charged assets, in case of secured debt issue.</p> <p><del>(xvi) Shariah Pronouncement Letter, where applicable.</del></p> <p><del>(xvii) Credit rating reports from any credit rating company licensed by the Commission, where applicable.</del></p> <p><del>(xviii) Information Memorandum, if any, prepared for circulation among the pre-IPO investors.</del></p> <p><del>(xix) Underwriting agreement(s).</del></p> <p><del>(xx) No Objection Certificate(s) from the underwriter(s) for publication of</del></p>	



EXISTING PSX REGULATIONS	PROPOSED AMENDMENTS	RATIONALE
<p>their name(s) in the prospectus and confirmation of non-execution of any buy-back/repurchase agreement(s) with the sponsors and/or with any other person(s).</p> <p>(xxi) Application to CDC or CDC notice with respect to declaration of its Debt Security as CDS eligible security.</p> <p>(xxii) Consent Letters from the Consultant to the Issue, Bankers to the Issue, Underwriter, Debt Securities Trustee/ Investment Agent, Shariah advisor, if required, the share registrar and balloter, auditor, expert and legal advisor to the issue, if any.</p> <p>(xxiii) Undertaking from the Bankers to the Issue, confirming that the subscription money shall be kept in a separate bank account, which shall not be released to the Issuer without prior written approval of the Exchange and /or until the Debt Security is formally listed.</p> <p>(xxiv) Material contracts related to the Debt Security issue.</p> <p>(xxv) Payment of non-refundable initial &amp; annual listing fee, as mentioned in this chapter, in favour of the Exchange.</p> <p>(xxvi) Any other documents/material contract and such other particulars as may be required by the Exchange.</p> <p>Notes:</p> <p>(i) Scanned copies of all the documents shall be certified by the Company Secretary/CEO.</p> <p>(ii) Such scanned documents relating to regulatory authority as specified by the Exchange shall also be certified from the concerned Company Registration Office or concerned Regulatory Authority.</p> <p>(ii) Warranties, representations, declarations, affidavits and undertakings on stamp papers shall also be submitted in hard form.</p>	<p><del>their name(s) in the prospectus and confirmation of non-execution of any buy-back/repurchase agreement(s) with the sponsors and/or with any other person(s).</del></p> <p>(xxi) Application to CDC or CDC notice with respect to declaration of its Debt Security as CDS eligible security.</p> <p><del>(xxii) Consent Letters from the Consultant to the Issue, Bankers to the Issue, Underwriter, Debt Securities Trustee/ Investment Agent, Shariah advisor, if required, the share registrar and balloter, auditor, expert and legal advisor to the issue, if any.</del></p> <p><del>(xxiii) Undertaking from the Bankers to the Issue, confirming that the subscription money shall be kept in a separate bank account, which shall not be released to the Issuer without prior written approval of the Exchange and /or until the Debt Security is formally listed.</del></p> <p><del>(xxiv) Material contracts related to the Debt Security issue.</del></p> <p>(xxv) Payment of non-refundable initial &amp; annual listing fee, as mentioned in this chapter, in favour of the Exchange.</p> <p>(xxvi) Any other documents/material contract and such other particulars as may be required by the Exchange.</p> <p>Notes:</p> <p>(i) Scanned copies of all the documents shall be certified by the Company Secretary/CEO.</p> <p>(ii) Such scanned documents relating to regulatory authority as specified by the Exchange shall also be certified from the concerned Company Registration Office or concerned Regulatory Authority.</p> <p>(ii) Warranties, representations, declarations, affidavits and undertakings on stamp papers shall also be submitted in hard form.</p>	

\*\*\*End of Annexure A\*\*\*

**“ANNEXURE B”**

**PROPOSED AMENDMENTS TO PSX REGULATIONS IN RELATION TO INSERTION OF CERTAIN CLAUSES TO PROVIDE VISIBILITY TO THE LISTING OF UNITS OF REIT SCHEMES**

EXISTING PSX REGULATIONS	PROPOSED AMENDMENTS	RATIONALE
<b>Chapter 5: LISTING OF COMPANIES AND SECURITIES REGULATIONS</b>		
<b>5.1. DEFINITIONS:</b>  5.1.1. In this chapter, unless there is anything repugnant in the subject or context:  <u><b>New Insertion</b></u>	<b>5.1. DEFINITIONS:</b>  5.1.1. In this chapter, unless there is anything repugnant in the subject or context:  <u><b>(b) “Company” shall have the same meaning as defined in Companies Act and shall also include RMC registered under REIT Regulations, 2022.</b></u>  <u><b>(k) “REIT Management Company or RMC” shall have the same meaning as defined in Real Estate Investment Trust Regulations, 2022.</b></u>  <u><b>(l) “REIT Regulations” shall mean Real Estate Investment Trust Regulations, 2022 notified by the Commission and amended from time to time.</b></u>  <u><b>(m) “REIT Scheme” shall have the same meaning as defined in the REIT Regulations.</b></u>	In order to provide visibility to listing of Units of REIT Schemes at PSX under this Chapter, following amendments are being proposed:  (ii) Important definitions as defined in the REIT Regulations are proposed to be inserted;
<u><b>New Insertion</b></u>	<b>5.1A. APPLICABILITY:</b>  <u><b>These regulations shall apply on listing of ordinary shares, preference shares, modaraba certificates, units of REIT Schemes and /or any other class of shares / security that may be allowed by the Exchange with the approval of the Commission.</b></u>	(ii) Terms ‘REIT Regulations’ and ‘Units of REIT Scheme’ are proposed to be inserted, where required; and
<b>5.2. LISTING OF COMPANIES AND SECURITIES:</b>  <b>5.2.1. DEALING IN THE SECURITIES OF A COMPANY AT THE EXCHANGE:</b>  (d) The Exchange shall not accept a listing application until the	<b>5.2. LISTING OF COMPANIES AND SECURITIES:</b>  <b>5.2.1. DEALING IN THE SECURITIES OF A COMPANY AT THE EXCHANGE:</b>	(iii) Clause 5.20A is proposed to be inserted, whereby, RMC is proposed to

EXISTING PSX REGULATIONS	PROPOSED AMENDMENTS	RATIONALE																				
<p>Issuer/Consultant to the Issue has completed all necessary requirements of the Exchange and Public Offering Regulations.</p> <p>(h) The issuer whose ordinary shares are already listed at Exchange may apply for listing of other class of shares without making public offer of respective class of shares.</p>	<p>(d) The Exchange shall not accept a listing application until the Issuer/Consultant to the Issue has completed all necessary requirements of the Exchange <del>and</del><sub>1</sub> Public Offering Regulations <u>and REIT Regulations</u>.</p> <p>(h) The issuer whose ordinary shares/<u>units of REIT Scheme</u> are already listed at Exchange may apply for listing of other class of shares/<u>units of REIT Scheme</u> without making public offer of respective class of shares/<u>units of REIT Scheme</u>.</p>	<p>be made responsible to ensure compliance with the post-listing compliance requirements of this Chapter on behalf of the REIT Scheme.</p> <p>Since Chapter 5 governs listing of various securities, applicability clause 5.1A is proposed to be inserted for clearly purpose.</p>																				
<p><b>5.4. PUBLIC OFFER BY COMPANIES/MODARABAS/SPAC:</b></p> <p>5.4.1. In case of issue of equity securities by the applicant company, except for the SPAC, by way of IPO or offer for sale, the allocation to General Public shall be as under:</p>	<p><b>5.4. PUBLIC OFFER BY COMPANIES/MODARABAS/SPAC:</b></p> <p>5.4.1. In case of issue of equity securities by the applicant company, except for the SPAC, by way of IPO or offer for sale, the allocation to General Public shall be as under:</p>																					
<table><tr><th>POST ISSUE PAID UP CAPITAL (PIPC)</th><th>ALLOCATION OF CAPITAL TO THE GENERAL PUBLIC, EXCLUDING PREMIUM AMOUNT AND PRE-IPO PLACEMENT</th></tr><tr><td>Up to PKR 2.5 billion</td><td>At-least 10% of PIPC  Provided that the Company shall be required to subsequently enhance the quantum of public shareholding to 25% within next 3 years of its listing.</td></tr><tr><td>Above PKR 2.5 billion and upto PKR 5 billion</td><td>At-least 10% of PIPC  Provided that the Company shall be required to subsequently enhance the quantum of public shareholding to 15% within next 3 years of its listing.</td></tr><tr><td>Above PKR 5 billion and upto PKR 10 billion</td><td>At-least 10% of PIPC</td></tr><tr><td>Above PKR 10 billion</td><td>At-least 5% of PIPC</td></tr></table>	POST ISSUE PAID UP CAPITAL (PIPC)	ALLOCATION OF CAPITAL TO THE GENERAL PUBLIC, EXCLUDING PREMIUM AMOUNT AND PRE-IPO PLACEMENT	Up to PKR 2.5 billion	At-least 10% of PIPC  Provided that the Company shall be required to subsequently enhance the quantum of public shareholding to 25% within next 3 years of its listing.	Above PKR 2.5 billion and upto PKR 5 billion	At-least 10% of PIPC  Provided that the Company shall be required to subsequently enhance the quantum of public shareholding to 15% within next 3 years of its listing.	Above PKR 5 billion and upto PKR 10 billion	At-least 10% of PIPC	Above PKR 10 billion	At-least 5% of PIPC	<table><tr><th>POST ISSUE PAID UP CAPITAL (PIPC)</th><th>ALLOCATION OF CAPITAL TO THE GENERAL PUBLIC, EXCLUDING PREMIUM AMOUNT AND PRE-IPO PLACEMENT</th></tr><tr><td>Up to PKR 2.5 billion</td><td>At-least 10% of PIPC  Provided that the Company shall be required to subsequently enhance the quantum of public shareholding/<u>unit holding</u> to 25% within next 3 years of its listing.</td></tr><tr><td>Above PKR 2.5 billion and upto PKR 5 billion</td><td>At-least 10% of PIPC  Provided that the Company shall be required to subsequently enhance the quantum of public shareholding/<u>unit holding</u> to 15% within next 3 years of its listing.</td></tr><tr><td>Above PKR 5 billion and upto PKR 10 billion</td><td>At-least 10% of PIPC</td></tr><tr><td>Above PKR 10 billion</td><td>At-least 5% of PIPC</td></tr></table>	POST ISSUE PAID UP CAPITAL (PIPC)	ALLOCATION OF CAPITAL TO THE GENERAL PUBLIC, EXCLUDING PREMIUM AMOUNT AND PRE-IPO PLACEMENT	Up to PKR 2.5 billion	At-least 10% of PIPC  Provided that the Company shall be required to subsequently enhance the quantum of public shareholding/ <u>unit holding</u> to 25% within next 3 years of its listing.	Above PKR 2.5 billion and upto PKR 5 billion	At-least 10% of PIPC  Provided that the Company shall be required to subsequently enhance the quantum of public shareholding/ <u>unit holding</u> to 15% within next 3 years of its listing.	Above PKR 5 billion and upto PKR 10 billion	At-least 10% of PIPC	Above PKR 10 billion	At-least 5% of PIPC	
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Up to PKR 2.5 billion	At-least 10% of PIPC  Provided that the Company shall be required to subsequently enhance the quantum of public shareholding to 25% within next 3 years of its listing.																					
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Above PKR 5 billion and upto PKR 10 billion	At-least 10% of PIPC																					
Above PKR 10 billion	At-least 5% of PIPC																					
<p>5.4.5. THE ALLOCATION OF SHARE CAPITAL:</p> <p>The shares/ warrants shall be allotted or allocated to any persons including sponsors or employees in the manner and with such terms and</p>	<p>5.4.5. THE ALLOCATION OF SHARE CAPITAL:</p> <p>The shares/ warrants/<u>units of REIT Scheme</u> shall be allotted or allocated to any persons including sponsors or employees in the manner</p>																					



EXISTING PSX REGULATIONS	PROPOSED AMENDMENTS	RATIONALE
<p>conditions as prescribed under the Public Offering Regulations.</p> <p>5.4.6. OFFER/ISSUE THROUGH BOOK BUILDING:</p> <p>In case where the shares of the company are issued/offered through Book Building, it shall comply with the requirements as prescribed in the Public Offering Regulations.</p>	<p>and with such terms and conditions as prescribed under the Public Offering Regulations.</p> <p>5.4.6. OFFER/ISSUE THROUGH BOOK BUILDING:</p> <p>In case where the shares/ <u>units of REIT Scheme</u> of the company are issued/offered through Book Building, it shall comply with the requirements as prescribed in the Public Offering Regulations.</p>	
<p><b>5.5. PROSPECTUS, ALLOTMENT, ISSUE AND TRANSFER OF SHARES:</b></p> <p>5.5.1. No Company will be listed unless it is registered under the Companies Act as a public limited company and its minimum post issue paid-up capital is Rs.200 million.</p> <p><u>New Insertion</u></p> <p>5.5.7. APPROVAL OF PROSPECTUS:</p> <p>(a) The prospectus shall be submitted to and approved by the Exchange before an application for its approval is made to the Commission. The Exchange may require additional information, data, certification or requirement to be included in the prospectus. If any applicant fails to comply with such requirements, the Exchange may refuse to issue approval of the prospectus under these Regulations.</p> <p>(d) The applications for shares/warrants shall be accepted only through bankers to the issue, whose names shall be included in the prospectus or the offer for sale.</p>	<p><b>5.5. PROSPECTUS, ALLOTMENT, ISSUE AND TRANSFER OF SHARES/ <u>UNITS OF REIT SCHEME</u>:</b></p> <p>5.5.1. No Company will be listed unless it is registered under the Companies Act as a public limited company and its minimum post issue paid-up capital is Rs.200 million.</p> <p><u>Provided that in case of listing of REIT Scheme, RMC should be licensed by SECP the Commission under the REIT Regulations and the REIT Scheme shall be permitted by the Commission to issue the units to the general public.</u></p> <p>5.5.7. APPROVAL OF PROSPECTUS:</p> <p>(a) The prospectus shall be submitted to and approved by the Exchange <u>and the Commission</u> <del>before an application for its approval is made to the Commission.</del> The Exchange may require additional information, data, certification or requirement to be included in the prospectus. If any applicant fails to comply with such requirements, the Exchange may refuse to issue approval of the prospectus under these Regulations.</p> <p>(d) The applications for shares/warrants/ <u>units of REIT Scheme</u> shall be accepted only through bankers to the issue, whose names shall be included in the prospectus or the offer for sale.</p>	<p>Editorial change proposed.</p>

EXISTING PSX REGULATIONS	PROPOSED AMENDMENTS	RATIONALE
(e) The directors or the offerors, as the case may be, shall not participate in subscription of shares/ warrants offered to the general public.	(e) The directors or the offerors, as the case may be, shall not participate in subscription of shares/ warrants/ <u>units of REIT Scheme</u> offered to the general public.	
<b>5.5.8. SUBSCRIPTION PROCESS:</b>  (b) Within five (05) working days of the close of public subscription period, the company shall allot and issue shares/ warrants against the accepted and successful applications and the subscription money of the unsuccessful applicants shall be refunded.  (e) The company shall credit all shares/ warrants in the respective CDS Account of the successful applicants within five (05) working days of the closing of subscription list under intimation to the Exchange.	<b>5.5.8. SUBSCRIPTION PROCESS:</b>  (b) Within five (05) working days of the close of public subscription period, the company shall allot and issue shares/ warrants/ <u>units of REIT Scheme</u> against the accepted and successful applications and the subscription money of the unsuccessful applicants shall be refunded.  (e) The company shall credit all shares/ warrants/ <u>units of REIT Scheme</u> in the respective CDS Account of the successful applicants within five (05) working days of the closing of subscription list under intimation to the Exchange.	
<b>5.5.9. BROKERAGE TO TRE CERTIFICATE HOLDERS:</b>  The Listed Company or the Offeror, as the case may be, shall, within five (05) working days of closing of subscription list, pay brokerage to the Securities Broker at a rate not more than one percent (1%) of the value of the shares actually sold through them.	<b>5.5.9. BROKERAGE TO TRE CERTIFICATE HOLDERS:</b>  The Listed Company <u>or RMC</u> or the Offeror, as the case may be, shall, within five (05) working days of closing of subscription list, pay brokerage to the Securities Broker at a rate not more than one percent (1%) of the value of the shares actually sold through them.	
<b>5.19.1. LISTING FEE SCHEDULE:</b>  (b) Whenever, a listed company increases the paid-up capital of any class or classes of its shares, or securities listed on the Exchange, it shall pay to the Exchange a fee equivalent to 0.2% of increase in Paid-Up Capital.  (c) Every listed company shall pay, in respect of each financial year of the Exchange, commencing from 1st July and ending on 30th June next, an annual listing fee calculated on the	<b>5.19.1. LISTING FEE SCHEDULE:</b>  (b) Whenever, a listed company increases the paid-up capital of any class or classes of its shares/ warrants/ <u>units of REIT Scheme</u> , or securities listed on the Exchange, it shall pay to the Exchange a fee equivalent to 0.2% of increase in Paid-Up Capital.  (c) Every listed company shall pay, in respect of each financial year of the Exchange, commencing from 1st July and ending on 30th June next, an annual listing fee calculated on the	

EXISTING PSX REGULATIONS	PROPOSED AMENDMENTS	RATIONALE
<p>basis of the company's *market capitalization, in accordance with following schedule, subject to a maximum of PKR Five million:</p> <p>* Explanation: For the purpose of this sub-clause, the market capitalization shall be calculated by multiplying the last one year's volume weighted average price with the company's outstanding ordinary shares as on June 30, of the preceding year.</p>	<p>basis of the company's *market capitalization, in accordance with following schedule, subject to a maximum of PKR Five million:</p> <p>* Explanation: For the purpose of this sub-clause, the market capitalization shall be calculated by multiplying the last one year's volume weighted average price with the company's outstanding ordinary shares/ units of REIT Scheme as on June 30, of the preceding year.</p>	
<p><b><u>New Insertion</u></b></p>	<p><b><u>5.20.A. POST LISTING COMPLIANCES FOR REIT SCHEMES:</u></b></p> <p><b><u>In case of REIT Scheme, the RMC shall be responsible to ensure compliance with all the provisions of post listing requirements mentioned in this Chapter on behalf of REIT Scheme.</u></b></p>	
<p><b>ANNEXURE - I</b></p> <p><b>DOCUMENTS TO BE UPLOADED ALONG WITH LISTING APPLICATION THROUGH PRIDE</b></p> <p>12. Audited accounts of the company for the last two years or for a shorter period in case the company is in existence for a shorter period, as applicable.</p> <p>20. Affidavit from the company affirming, under oath, that the company, has no overdue payment to any financial institution.</p> <p>21. Affidavit from company's sponsors/promoters, directors, and major shareholders affirming, under oath, that they have no overdue payment to any financial institution. (Specimen attached as Form VI).</p> <p>28. Individual consent letters from all directors, CEO, CFO and secretary of the company for publishing their</p>	<p><b>ANNEXURE - I</b></p> <p><b>DOCUMENTS TO BE UPLOADED ALONG WITH LISTING APPLICATION THROUGH PRIDE</b></p> <p>12. Audited accounts of the company/<u>RMC/ REIT Scheme</u> for the last two years or for a shorter period in case the company is in existence for a shorter period, as applicable.</p> <p>20. Affidavit from the company/<u>RMC</u> affirming, under oath, that the company/<u>RMC</u>, has no overdue payment to any financial institution.</p> <p>21. Affidavit from company's/<u>RMC's</u> sponsors/promoters, directors, and major shareholders affirming, under oath, that they have no overdue payment to any financial institution. (Specimen attached as Form VI).</p> <p>28. Individual consent letters from all directors, CEO, CFO and secretary of the company/<u>RMC</u> for publishing</p>	



EXISTING PSX REGULATIONS	PROPOSED AMENDMENTS	RATIONALE
names in their respective capacity in the Prospectus/Offer for sale document.	their names in their respective capacity in the Prospectus/Offer for sale document.	
<p align="center"><b>FORM II</b></p> <p align="center"><b>UNCONDITIONAL UNDERTAKING ON NON-JUDICIAL STAMP PAPER</b></p> <p align="center"><b>UNDERTAKING</b></p> <p>(4) That such provisions in the articles of association of our company or in any declaration or agreement relating to any other security as are or otherwise not deemed by the Exchange to be in conformity with these Regulations shall, upon being called upon by the Exchange, be amended to supersede the articles of association of our company or the nominee relating to the other securities to the extent indicated by the Exchange for purposes of amendment and we shall not raise any objection in relation to a direction by the Exchange for such amendment;</p> <p>(5) That none of the directors, sponsors and substantial shareholders of the company has been sponsor or substantial shareholder in any company, which:</p> <p>(6) That none of the sponsors, substantial shareholders, directors or management of the company as well as the company itself or its associated company/entity have been found guilty of being engaged in any fraudulent activity. The company has made full disclosure regarding any/or all cases in relation to involvement of the person named above in any alleged fraudulent activity which is pending before any Court of Law/Regulatory Body/Investigation Agency in or outside of the country; and</p>	<p align="center"><b>FORM II</b></p> <p align="center"><b>UNCONDITIONAL UNDERTAKING ON NON-JUDICIAL STAMP PAPER</b></p> <p align="center"><b>UNDERTAKING</b></p> <p>(4) That such provisions in the articles of association of our company or in any declaration or agreement relating to any other security as are or otherwise not deemed by the Exchange to be in conformity with these Regulations shall, upon being called upon by the Exchange, be amended to supersede the articles of association of our company/<a href="#">RMC</a> or the nominee relating to the other securities to the extent indicated by the Exchange for purposes of amendment and we shall not raise any objection in relation to a direction by the Exchange for such amendment;</p> <p>(5) That none of the directors, sponsors and substantial shareholders/<a href="#">unit holders</a> of the company/<a href="#">RMC</a> has been sponsor or substantial shareholder in any company, which:</p> <p>(6) That none of the sponsors, substantial shareholders, directors or management of the company/<a href="#">RMC</a> as well as the company itself or its associated company/entity have been found guilty of being engaged in any fraudulent activity. The company/<a href="#">RMC</a> has made full disclosure regarding any/or all cases in relation to involvement of the person named above in any alleged fraudulent activity which is pending before any Court of Law/Regulatory Body/Investigation Agency in or outside of the country; and</p>	

EXISTING PSX REGULATIONS	PROPOSED AMENDMENTS	RATIONALE
<p><b>FORM II</b></p> <p><b>UNDERTAKING</b></p> <p>(1) That we will issue shares in scripless form in the Central Depository System (CDS) within five (05) working days from the date of close of public subscription.</p> <p>(2) That shares shall be directly credited through book entry into the respective CDC accounts of the allottees maintained with Central Depository Company of Pakistan Limited (CDC).</p>	<p><b>FORM II</b></p> <p><b>UNDERTAKING</b></p> <p>(1) That we will issue shares/ <u>units of REIT Scheme</u> in scripless form in the Central Depository System (CDS) within five (05) working days from the date of close of public subscription.</p> <p>(2) That shares/ <u>units of REIT Scheme</u> shall be directly credited through book entry into the respective CDC accounts of the allottees maintained with Central Depository Company of Pakistan Limited (CDC).</p>	
<p><b>FORM VI</b></p> <p><b>AFFIDAVIT</b></p> <p>We hereby affirm under the oath that _____, the Company, its directors, sponsors/promoters and major shareholders have no overdue payment to any financial institutions.</p>	<p><b>FORM VI</b></p> <p><b>AFFIDAVIT</b></p> <p>We hereby affirm under the oath that _____, the Company/ <u>RMC</u>, its directors, sponsors/promoters and major shareholders/ <u>unit holders</u> have no overdue payment to any financial institutions.</p>	

\*\*\*End of Annexure B\*\*\*

## “ANNEXURE C”

### PROPOSED AMENDMENTS TO PSX REGULATIONS IN RELATION TO ADDITIONAL CHANGES PROPOSED IN THE GEM BOARD OF PSX

EXISTING REGULATIONS	PROPOSED AMENDMENTS	RATIONALE
<b>Chapter 5: LISTING OF COMPANIES AND SECURITIES REGULATIONS</b>		
<b>5.5. PROSPECTUS, ALLOTMENT, ISSUE AND TRANSFER OF SHARES:</b>  5.5.1. No Company will be listed unless it is registered under the Companies Act as a public limited company and its minimum post issue paid-up capital is Rs.200 million.	<b>5.5. PROSPECTUS, ALLOTMENT, ISSUE AND TRANSFER OF SHARES:</b>  5.5.1. No Company will be listed unless it is registered under the Companies Act as a public limited company and its minimum post issue paid-up capital is <del>Rs.200</del> <u>above PKR 500</u> million.	In order to differentiate between the Main Board and GEM Board and in light of comments received from stakeholders, the PIPC requirement for GEM is proposed to be capped at PKR 500 million with the minimum PIPC kept unchanged at PKR 25 million.
<b>5.22. REVERSE MERGER REGULATIONS:</b>  5.22.4. The Listed Shell Company shall submit to the Exchange the information / documents as mentioned in Annexure-II to this Chapter and give an undertaking on non-judicial stamp paper confirming that the proposed Surviving Company shall fulfill the following conditions:  (a) The minimum paid-up capital shall not be less than Rs. 200 million;	<b>5.22. REVERSE MERGER REGULATIONS:</b>  5.22.4. The Listed Shell Company shall submit to the Exchange the information / documents as mentioned in Annexure-II to this Chapter and give an undertaking on non-judicial stamp paper confirming that the proposed Surviving Company shall fulfill the following conditions:  (a) The minimum paid-up capital shall not be less than <del>Rs. 200 million</del> <u>such amount as prescribed in Clause 5.5.1 of these Regulations;</u>	Consequential amendment due to amendments proposed in Clause 5.5.1 above.



Chapter 5A: REGULATIONS GOVERNING LISTING AND TRADING OF EQUITY SECURITIES ON GROWTH ENTERPRISE MARKET		
<p><b>5A.1. DEFINITIONS:</b></p> <p>5A.1.1. In this chapter, unless the subject or context otherwise requires:</p> <p>(a) “Accredited Investor” includes:</p> <p>(i) Institutional investors; and</p> <p>(ii) Accredited individual investors registered with NCCPL having:</p> <p>i) assets of at least PKR 5 million; including but not limited to value of securities held in respective CDC investor account or sub account; or</p> <p>ii) any other criteria or threshold as may be specified by the Exchange.</p> <p>(h) “Information Memorandum” means a document inviting the Accredited Investors for subscription or purchase of equity securities offered by the issuer through GEM;</p> <p>(i) “Issue” means offer of equity securities to the Accredited Investors by an Issuer;</p> <p>(j) “Issue Size” means the total number of equity securities offered to the Accredited Investors;</p> <p>(k) “Issuer” for the purpose of these regulations means a Company who has issued or proposes to issue equity securities and includes an Offeror;</p> <p><b><u>New Insertion</u></b></p>	<p><b>5A.1. DEFINITIONS:</b></p> <p>5A.1.1. In this chapter, unless the subject or context otherwise requires:</p> <p><del>(a) “Accredited Investor” includes:</del></p> <p><del>(i) Institutional investors; and</del></p> <p><del>(ii) Accredited individual investors registered with NCCPL having:</del></p> <p><del>i) assets of at least PKR 5 million; including but not limited to value of securities held in respective CDC investor account or sub account; or</del></p> <p><del>ii) any other criteria or threshold as may be specified by the Exchange.</del></p> <p><del>(h) “Information Memorandum” means a document inviting the Accredited Investors for subscription or purchase of equity securities offered by the issuer through GEM;</del></p> <p>(i) “Issue” <b><u>for the purpose of this Chapter</u></b> means offer of equity securities to <del>the Accredited Investors</del> <b><u>general public</u></b> by an Issuer;</p> <p>(j) “Issue Size” <b><u>for the purpose of this Chapter</u></b> means the total number of equity securities offered to the <del>Accredited Investors</del> <b><u>general public</u></b>;</p> <p>(k) “Issuer” for the purpose of <b><u>this Chapter</u></b> <del>these regulations</del> means a Company <del>who</del> <b><u>which</u></b> has issued or proposes to issue equity securities to the <del>Accredited Investor</del> <b><u>general public</u></b> and includes an Offeror;</p> <p><b><u>(r) “Prospectus” for the purpose of listing in GEM shall have the same meaning as</u></b></p>	<p>In light of the comments received and international practices, it is proposed that instead of having 2 routes for listing on GEM, there should only be one route i.e. the Prospectus route.</p> <p>Consequently, the existing IM is proposed to be removed. Such removal will consequently eliminate the following:</p> <ul style="list-style-type: none"> <li>▪ Accredited Investors,</li> <li>▪ Migration criteria for companies listed via IM route; and</li> <li>▪ Contents of IM.</li> </ul> <p>Consequential changes have been proposed in various clauses to replace the term ‘Accredited Investors’ with ‘general public’ as there will only be one route i.e Prospectus.</p> <p>The definition of IM is proposed to be deleted and replaced with the definition of ‘Prospectus’.</p>

	<u>defined in the Public Offering Regulations, 2017.</u>	
<p><b>5A.2. ELIGIBILITY CRITERIA FOR LISTING ON GEM:</b></p> <p>Eligibility criteria for listing on GEM includes the following:</p> <p>(a) It is a public limited company;</p> <p>(b) The Issuer must have audited accounts for the last two preceding financial years;</p> <p>(c) The Issuer shall have post issue paid up capital of at least Rs. 25 million;</p> <p>(d) The Issuer shall offer at least 10% of the post issue paid-up capital of the Company to Accredited Investor by circulation of Information Memorandum;</p> <p>(e) The issuer shall offer the equity securities either through fixed price method or book building method;</p> <p>Provided that in case of fixed price method the issue size shall be fully underwritten.</p> <p>(f) In case of Book Building, the issue size shall not be less than 5 million shares and Rs. 50 million;</p> <p>(g) Book building shall be conducted in accordance with the criteria prescribed by the Exchange in Annexure-II of this Chapter. In case of any ambiguity</p>	<p><b>5A.2. ELIGIBILITY CRITERIA FOR LISTING ON GEM:</b></p> <p>No Change</p> <p>No Change</p> <p>(c) The Issuer shall have <u>a minimum</u> post issue paid up capital of <del>at least Rs.</del> <u>PKR 25 million and but not exceeding PKR 500 million</u>;</p> <p>(d) The Issuer shall offer at least <del>+0 15</del> % of the post issue paid-up capital of the Company to <u>the general public</u> <del>Accredited Investor</del> by circulation of <del>Information Memorandum</del> <u>Prospectus</u>;</p> <p>No Change</p> <p>No Change</p> <p>No Change</p> <p>(g) Book building shall be conducted in accordance with the criteria prescribed by the Exchange in Annexure-II of this Chapter. In case of any ambiguity</p>	<p>In order to differentiate the PIPC requirement of GEM from Main Board and in light of the comments received from the stakeholders, it is proposed to cap PIPC to PKR 500 million.</p> <p>It is proposed to enhance the minimum free float to 15% with an aim to increase investor participation, stock liquidity and price discovery.</p> <p>The existing book building criteria as prescribed in Annexure-II of this chapter 5A would continue to apply.</p>

<p>relating to book building method, procedure/criteria prescribed under Public Offering Regulations, 2017 shall prevail;</p> <p>(h) The minimum number of subscribers shall not be less than 10;</p> <p>(i) The issuer must have its own active/ functional website for disseminating the following information:</p> <ul style="list-style-type: none"> <li>(i) Business activities of the Issuer;</li> <li>(ii) Details regarding Board of Directors;</li> <li>(iii) Past Financial performance;</li> <li>(iv) Management details;</li> <li>(v) Capital structure;</li> <li>(vi) Shareholding details;</li> <li>(vii) Name of group and associated Companies; and</li> <li>(viii) Half yearly progress providing the status of the commitment mentioned in the Information Memorandum. etc.</li> </ul>	<p>relating to book building method, procedure/criteria prescribed under Public Offering Regulations, 2017 shall prevail;</p> <p>(h) the minimum number of subscribers shall not be less than <del>10</del> <u>50</u></p> <p>No Change</p>	<p>With introduction of general public, the minimum number is proposed to be enhanced to 50.</p>
<p>(i) The equity securities shall be issued only in Book-Entry form;</p> <p>(k) The promoters/ sponsors/ controlling directors are not also promoters/ sponsors/ controlling directors in other listed companies, which are in default of any Listing Regulation of the Exchange. None of its promoters, sponsors, or controlling directors is sponsor/ controlling director of a company which was delisted during last three years due to non-compliance with any of the Listing Regulations.</p>	<p>No Change</p> <p>No Change</p>	



<p>However, this will not apply to nominee directors of the Government and Financial Institutions. The company shall also provide a list of Controlling Directors;</p>		
<p>(l) The Issuer is not an associated company of any other listed company (over which it has control), which has violated the Listing Regulations of the Exchange and is still in default of any Listing Regulation. However, this will not apply to nominee directors of the Government and Financial Institutions;</p>	No Change	
<p>(m) its Chief Executive has not served or is not serving as Chief Executive of a listed company which has significantly violated and/or failed to comply with any provision of Chapter 5 relating to "Listing of Companies and Securities Regulations" during his tenure as the Chief Executive;</p>	No Change	
<p>(n) the Issuer, its sponsors, promoters, substantial shareholders and directors have no over dues or defaults, irrespective of the amount, appearing in the report obtained from the Credit Information Bureau. This will not apply to the directors nominated by the Federal Government or any Provincial Government and the Financial Institutions.</p>	No Change	
<p>(o) its sponsors hold not less than 25% of the post issue paid up capital of the</p>	No Change	

<p>Issuer for a lock-in period of not less than three years;</p> <p>(p) its sponsors retain their entire shareholding in the Issuer and subsequent right and bonus shares issued thereon for a lock-in period of not less than twelve months;</p> <p>(q) For the purpose of clause (o) and (p) above, the lock-in periods shall start from the date of listing of the Issuer or from the date of commencement of commercial operation or production whichever is later, or till such additional period as may be specified by the Exchange; and</p> <p>(r) Subject to clauses (o) and (p) above, and with the approval of the exchange, the sponsors may sell their shareholding through block-sale and shall notify to the Commission change in particulars of their shareholdings in the form and manner as specified in section 103 of the Securities Act, 2015 and regulations made thereunder.</p> <p><b><u>New Insertion</u></b></p> <p><b><u>New Insertion</u></b></p>	<p>No Change</p> <p>No Change</p> <p>No Change</p> <p><b><u>(s) The issuer seeking to list its equity securities on the GEM shall ensure that the securities offered to the general public are declared as eligible securities in the CDS.</u></b></p> <p><b><u>Provided that the companies registered in Gilgit Baltistan and Azad Jammu and Kashmir will be eligible for listing and will be treated at par with companies registered in Pakistan.</u></b></p>	<p></p> <p></p> <p></p> <p>This sub-clause is proposed to be inserted in line with Clause 5.5.5 of Chapter 5 of PSX Regulations.</p> <p>These two provisos are proposed to be inserted in line with Clause 5.5.2 and 5.5.4 of Chapter 5 of PSX Regulations.</p>
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<p><u>New Insertion</u></p>	<p><u>Provided further that the requirements of Regulation 5A.2 (c) or 5A.2 (h) shall not apply to listing of Securities other than shares of Companies, unless any law so requires or the Federal Government in the exercise of its powers under the Securities Act, 2015 so directs.</u></p>	
<p><b>5A.3. ISSUE OF EQUITY SECURITIES AT PREMIUM:</b></p> <p>An Issuer may issue equity securities at premium to the par value. Justification for the premium shall be disclosed in the Information Memorandum. Moreover, justification for issuing shares at par shall also be disclosed in the Information Memorandum.</p>	<p><b>5A.3. ISSUE OF EQUITY SECURITIES AT PREMIUM:</b></p> <p>An Issuer may issue equity securities at premium to the par value. Justification for the premium <u>or issuing shares at par</u> shall be disclosed in the <del>Information Memorandum</del> <u>Prospectus</u>. <del>Moreover, justification for issuing shares at par shall also be disclosed in the Information Memorandum.</del></p>	<p>Consequential changes are proposed here.</p>
<p><b>5A.4. OFFER FOR SALE OF EQUITY SECURITIES BY THE OFFEROR:</b></p> <p>5A.4.1. A person or group of persons, holding more than ten per cent equity securities of a company listed on GEM, may offer such equity securities for sale to the Accredited Investors subject to the conditions that the offer size of capital shall not be less than fifty million rupees. Explanation: For the purpose of this clause, the term, “offer size” means the product of the offer price [or floor price] and the number of shares being offered.</p> <p>5A.4.2. In case of offer for sale of equity securities of an unlisted company, the size of the offer of capital shall be in accordance with these Regulations. Provided that offer for sale of equity by the existing shareholders of a company is</p>	<p>No Change</p>	

not allowed in case of green field project		
<b>5A.5. LISTING PROCEDURE:</b>  5A.5.1. An Issuer that fulfils the eligibility criteria specified in clause 5A.2. may apply for listing of its equity securities on the GEM by making an application to the Exchange under section 19 of the Securities Act, 2015 on Form-I attached to this chapter accompanied with such information and documents as mentioned at Annexure-I to Form-I along with payment of initial listing fee as prescribed under this chapter.	No Change	
<b>5A.6. CONTENTS OF INFORMATION MEMORANDUM:</b>  5A.6.1. The Information Memorandum, to be circulated to Accredited Investors for issuance/ offer of equity securities of the Issuer, shall contain at least such information as provided in Schedule-I of this chapter. This Schedule is meant as a guideline for all Advisors to the Issue and the Exchange shall not be responsible for ensuring its compliance.  5A.6.2. The Issuer and Board of Director of the Issuer shall be responsible for the accuracy of the content of the Information Memorandum.  5A.6.3. The Information Memorandum shall be signed by every director and CEO of the Issuer and shall be duly witnessed.  Provided that in case of offer for sale, the Information Memorandum shall also be signed by every Offeror or the	<del><b>5A.6. CONTENTS OF INFORMATION MEMORANDUM:</b></del>  <del>5A.6.1. The Information Memorandum, to be circulated to Accredited Investors for issuance/ offer of equity securities of the Issuer, shall contain at least such information as provided in Schedule-I of this chapter. This Schedule is meant as a guideline for all Advisors to the Issue and the Exchange shall not be responsible for ensuring its compliance.</del>  <del>5A.6.2. The Issuer and Board of Director of the Issuer shall be responsible for the accuracy of the content of the Information Memorandum.</del>  <del>5A.6.3. The Information Memorandum shall be signed by every director and CEO of the Issuer and shall be duly witnessed.</del>  <del>Provided that in case of offer for sale, the Information Memorandum shall also be signed by every Offeror or the</del>	This clause is proposed to be replaced with a new clause below.  Information Memorandum is proposed to be replaced with 'Prospectus', the contents thereof are prescribed in the Public Offering Regulations, 2017. Therefore, necessary changes are proposed in this clause. Consequentially, the existing Schedule-I, which contains the contents for the IM, is proposed to be deleted entirely.



<p>persons authorized in writing by the Offerors.</p> <p>5A.6.4. The Issuer shall place the Information Memorandum on its own website and ensure that the Information Memorandum is also placed on the websites of the Exchange and the Advisor to the Issue.</p> <p>5A.6.5. The Issuer shall not use the Information Memorandum as a document inviting the general public for subscription of equity securities and shall include a statement to this effect on the cover page of the Information Memorandum.</p> <p>5A.6.6. The Exchange shall be granting approval after ensuring that the Issuer has complied with the eligibility criteria / requirement of the Regulations.</p>	<p><del>persons authorized in writing by the Offerors.</del></p> <p><del>5A.6.4. The Issuer shall place the Information Memorandum on its own website and ensure that the Information Memorandum is also placed on the websites of the Exchange and the Advisor to the Issue.</del></p> <p><del>5A.6.5. The Issuer shall not use the Information Memorandum as a document inviting the general public for subscription of equity securities and shall include a statement to this effect on the cover page of the Information Memorandum.</del></p> <p><del>5A.6.6. The Exchange shall be granting approval after ensuring that the Issuer has complied with the eligibility criteria / requirement of the Regulations.</del></p>	
<p><b>New Insertion</b></p>	<p><b><u>5A.6. PROSPECTUS, ALLOTMENT, ISSUE AND TRANSFER OF SHARES</u></b></p> <p><b><u>With respect to the approval of prospectus, allotment and subscription process, issue and transfer of shares and incorporation of audited accounts in the Prospectus / Offer for sale document, Clause 5.5.6 till 5.5.12 of these Regulations will apply on the issuers seeking to list its equity securities on the GEM.</u></b></p>	<p>It may be noted that similar to the 'Prospectus' required for listing in the Main Board, the 'Prospectus' for GEM shall also be approved by PSX and SECP and it shall comply with the requirements of Public Offering Regulations, 2017. Accordingly, linkage with relevant clauses of Chapter 5 is proposed in this clause.</p>
<p><b>5A.7. APPOINTMENT AND DUTIES OF ADVISOR TO THE ISSUE:</b></p> <p>The Issuer shall appoint an Advisor to the Issue through an agreement in writing, till the date of its formal listing on the GEM. The Advisor to the Issue shall perform the following duties:</p>	<p><b><u>5A.7. APPOINTMENT AND DUTIES OF <del>ADVISOR</del> CONSULTANT TO THE ISSUE:</u></b></p> <p>The Issuer shall appoint <del>an Advisor</del> <b>a Consultant</b> to the Issue through an agreement in writing, till the date of its formal listing on the GEM. The <del>Advisor</del> <b>Consultant</b> to the Issue shall perform the following duties:</p>	<p>With the introduction of Prospectus and applicability of public offering regime, the role of Consultant to the Issue, which is a licensed person from SECP, comes into play. Accordingly, the term "Advisor to the Issue" is being replaced with</p>

<p>(a) Draft Information Memorandum in consultation with the Issuer;</p> <p>(b) Conduct road shows and pitch the issue to the Accredited Investors; and</p> <p>(c) Submit listing application to the Exchange on behalf of the Issuer.</p>	<p>(a) Draft <del>Information Memorandum</del> <b>Information Prospectus</b> in consultation with the Issuer;</p> <p>(b) Conduct road shows and pitch the issue to the <del>Accredited Investors</del> <b>general public</b>;</p> <p>(c) Submit listing application to the Exchange on behalf of the Issuer.</p>	<p>“Consultant to the Issue” in various clauses of this Chapter.</p>
<p><b>5A.8. APPOINTMENT AND FUNCTIONS OF MARKET MAKERS:</b></p> <p>If deem appropriate and required, the Issuer may appoint a Market Maker, through an agreement in writing for market making of respective equity security.</p> <p>Chapter 12 of these Regulations shall apply to the matters relating to appointment and functions of Market Makers in GEM.</p>	<p>No Change</p> <p>No Change</p>	
<p><b>5A.9. TRADING OF SECURITIES ON EXCHANGE, RISK MANAGEMENT AND ALLIED MATTERS:</b></p> <p><b>5A.9.1. TRADING:</b> Any Securities Broker can trade on the GEM either on its own account or on account of its clients through the Trading System.</p> <p><b>5A.9.2. MINIMUM ORDER SIZE:</b> The minimum order size for trading in equity securities shall be notified from time to time by NCCPL.</p> <p><b>5A.9.3. MINIMUM FREE FLOAT:</b> The Issuer shall maintain at all times the minimum Free Float of 10% of its post issue paid up capital.</p>	<p>No Change</p> <p><b>5A.9.3. MINIMUM FREE FLOAT:</b> The Issuer shall maintain at all times the minimum Free Float of <del>10</del> <b>15</b>% of its post issue paid up capital.</p>	<p>It is proposed to increase the minimum FF level in order to increase investor participation, stock liquidity and price discovery.</p>

<p><b>5A.9.4. CLEARING AND SETTLEMENT:</b> Clearing and settlement of the transactions executed at the GEM shall be done under T+2 settlement system through the NCCPL.</p>		
<p><b>5A.10. APPLICABILITY OF THE LISTED COMPANIES (CODE OF CORPORATE GOVERNANCE) REGULATIONS, 2019:</b>  The applicability of the Listed Companies (Code of Corporate Governance) Regulations, 2019 on the companies listed on GEM shall be as approved by the Commission.</p>	No Change	<p><u>For companies having PIPC of up to PKR 200 million:</u> It is proposed that the existing requirements of CCG, as proposed vide PSX Notice No. PSX/N-993 dated September 10, 2020, would continue to apply for such companies.</p> <p><u>For companies having PIPC of more than PKR 201 million:</u> It is proposed to require such companies will be required to ensure full compliance with the CCG Regulations from the date of listing.</p>
<p><b>5A.11. APPLICABILITY OF SUBSTANTIAL ACQUISITION LAWS:</b>  Any person who, directly or indirectly, intends to acquire voting shares of a Company listed on GEM, shall be subject to compliance with the provisions of the Securities Act, 2015 and the Listed Companies (Substantial Acquisition of Voting Shares and Takeovers) Regulations, 2017.</p>	No Change	
<p><b>5A.12. AUDITED FINANCIAL STATEMENTS AND INFORMATION REQUIREMENT:</b>  5A.12.1. The Issuer shall prepare its periodic financial statements as per the Companies Act, 2017 and shall get the same audited as per the Companies Act, 2017.</p>	No Change	

<p>5A.12.2. The Issuer shall place its periodic financial statements on its website.</p> <p>5A.12.3. The Issuer shall also immediately notify the Exchange about the placement of such information on its website.</p> <p>5A.12.4. The Issuer shall submit half yearly progress report providing status of the commitment mentioned in the Information Memorandum, to the exchange for public dissemination.</p> <p>5A.12.5. The Issuer shall place its half yearly progress report on its website.</p> <p>5A.12.6. The Issuer shall have its financial statements audited by a QCR rated Chartered Accountant Firm.</p>		
<p><b>5A.13. REPORTING AND DISCLOSURE BY ISSUER:</b></p> <p>An Issuer listed under this Chapter shall be required to disseminate the following information:</p> <p>(a) DISCLOSURE OF PRICE SENSITIVE INFORMATION:</p> <p>Every Issuer shall communicate to the Exchange any non-public material information about the Issuer such as all decisions of its Board of Directors relating to cash dividend, bonus issue, right issue or any other entitlement or corporate action, change of management, significant change in its financial condition, sphere of activity and current and expected</p>	<p>No Change</p>	



<p>business performance or any other price-sensitive non-public information which if made public will likely cause a substantial change in the market price of its equity securities. Such information must be notified without delay to the Exchange according to the procedure laid down in the Exchange's Correspondence Manual.</p>		
<p>(b) DISCLOSURE OF RELATED PARTY TRANSACTIONS:</p> <p>Every Issuer shall communicate to the Exchange all related party transaction, without delay as soon as the terms of a transaction with a related party are agreed, according to the procedure laid down in the Exchange's Correspondence Manual. Such information should include the following:</p> <ul style="list-style-type: none"> <li>(i) Nature of the transaction and amount involved;</li> <li>(ii) Name of the related party(ies) and the nature and extent of their interest in the transactions;</li> <li>(iii) Effect of the transaction on the Issuer;</li> <li>(iv) Any other information necessary to enable Investors to evaluate the effect of the transaction on the Issuer; and</li> <li>(v) A statement that the directors, excluding those who are involved in the transaction as a related party, consider that the terms of the transaction are fair and reasonable in so far as its shareholders are concerned.</li> </ul>		

<p>(c) REPORTING OF REGULATORY COMPLIANCE:</p> <p>The Chief Executive Officer/ Managing Director of the Issuer shall:</p> <p>(i) be responsible for ensuring compliance by the Issuer with all the requirements of these Regulations and all other applicable rules, regulations, notices, guidelines, orders and the directives issued by the Commission or the Exchange from time to time;</p> <p>(ii) report status of the compliance mentioned in sub-clause (i) above to the Board of Directors of the Issuer and the Exchange within 15 days from the end of each half year; and</p> <p>(iii) act with due skills, diligence and care at all times.</p>		
<p>(d) DISCLOSURE OF MISCELLANEOUS INFORMATION:</p> <p>An Issuer shall notify, without delay, to the Exchange the information relating to:</p> <p>(i) any change in its accounting reference date;</p> <p>(ii) any change in its registered address;</p> <p>the resignation, dismissal or appointment of any director giving the date of such occurrences; and</p> <p>(iii) any other information in such form and within such timeframe as may be required by the Exchange.</p>		
<p><b>5A.14. SUSPENSION, RESTORATION OF TRADING, DELISTING AND VOLUNTARY DELISTING FROM GEM:</b></p>	<p>No Change</p>	

<p>Suspension of trading in securities, restoration of trading in securities, and delisting of Growth Companies from GEM shall be governed in accordance with the relevant provisions laid down in Chapter 5 of these Regulations. However, Voluntary delisting shall be dealt in accordance with the procedure prescribed by the Exchange.</p>		
<p><b>5A.15. DISCIPLINARY ACTIONS:</b></p> <p>If the Exchange considers that the Issuer has contravened any of the provisions of this chapter, it may take one or more of the following measures:</p> <p>(a) Censure the Issuer;  (b) Impose a fine on the Issuer or the promoters, sponsors, directors and/ or CEO of the Issuer;  (c) Publicly disclose the fact that the Issuer has been fined or censured;  (d) Disclose the names of the directors and CEO of the Issuer through its website;  (e) Place the Issuer in the Non-Compliant Segment; or</p> <p>(f) Suspend trading in the shares of the Issuer.</p>	<p><b>5A.15. DISCIPLINARY ACTIONS:</b></p> <p>No Change</p> <p>No Change No Change</p> <p>No Change</p> <p>No Change</p> <p>(e) Place the Issuer in the Non-Compliant Segment and Winding-up Segment <u>and take subsequent action under Clauses 5.11 of these Regulations</u>; or</p> <p>No Change</p>	<p>It is also proposed that the actions as defined in Clause 5.11 [Such as Issue notice for the general public regarding placement of the company or its securities on the Non-Compliant Segment or Winding-up Segment and Advise CDC/ Registrar, in case of physical shares, to freeze the shares of the company in the CDS accounts or in the name of the sponsors, directors and senior management of the Company] be also taken against the Issuer if it has contravened any</p>

		of the provisions of GEM Board regulations.
<b>5A.16. EXIT FROM THE GEM:</b>  A GC may be excluded from the GEM Board in the following events: (a) Voluntary de-listing; (b) Compulsory de-listing; or (c) Migration from GEM to the Exchange's Main Board.	No Change	
<b>5A.17. MIGRATION FROM GEM TO THE MAIN BOARD:</b>  The Issuer may migrate from GEM to the Main Board after fulfilling the criteria prescribed by the Exchange. However, reverse migration from the Main Board to the GEM shall not be allowed.	No Change	
<b>5A.18.</b> The Companies listed on GEM shall be at par with the companies listed on the Main Board in all matters except the voluntary delisting procedure/process.	No Change	
<b>5A.19. INITIAL AND ANNUAL LISTING FEE:</b>  5A.19.1. An Issuer applying for listing of its equity securities under this chapter shall be required to pay an initial listing fee equivalent to 0.05% of its post issue paid-up capital subject to a maximum of Rs. 50,000/-.  5A.19.2. Whenever the Issuer increases its paid-up capital, it shall be required to pay to the Exchange an additional listing fee equivalent to 0.05% of increase in the paid-up capital subject to a maximum of Rs. 50,000/-.  5A.19.3. The Issuer shall pay an annual listing fee for each subsequent financial year of the Exchange, commencing from 1st	5A.19. INITIAL AND ANNUAL LISTING FEE:  No Change  No Change  No Change	



<p>July and ending on 30th June, which shall be payable by or before the 30th September in each calendar year, as per the following schedule:</p> <table border="1" data-bbox="231 403 635 593"> <thead> <tr> <th>S. #</th><th>Issuer having Paid-up Capital</th><th>Amount of Fee</th></tr> </thead> <tbody> <tr> <td>(i)</td><td>Upto Rs. 50 million</td><td>Rs. 50,000</td></tr> <tr> <td>(ii)</td><td>Above Rs. 50 million &amp; upto Rs. 100 million</td><td>Rs. 100,000</td></tr> <tr> <td>(iii)</td><td>Above Rs. 100 million</td><td>Rs. 200,000</td></tr> </tbody> </table> <p>Provided that the Exchange may relax/revise the above fees or any of the slabs or add new slabs as it may deem appropriate.</p> <p>Provided further that every Issuer applying for listing shall pay annual listing fee for the entire financial year of the Exchange along with listing application irrespective of the date of its listing during the financial year.</p>	S. #	Issuer having Paid-up Capital	Amount of Fee	(i)	Upto Rs. 50 million	Rs. 50,000	(ii)	Above Rs. 50 million & upto Rs. 100 million	Rs. 100,000	(iii)	Above Rs. 100 million	Rs. 200,000		
S. #	Issuer having Paid-up Capital	Amount of Fee												
(i)	Upto Rs. 50 million	Rs. 50,000												
(ii)	Above Rs. 50 million & upto Rs. 100 million	Rs. 100,000												
(iii)	Above Rs. 100 million	Rs. 200,000												
<p><b>5A.20. RELAXATION:</b></p> <p>Where the Exchange is satisfied that it is not practicable to comply with any listing requirement(s) of this Chapter in a particular case or class of cases, the Exchange may, for reasons to be recorded, relax such requirement(s) subject to such conditions as it may deem fit. The Exchange shall also intimate the Commission in writing regarding any such relaxation.</p>	No Change													
<p><b>5A.21. REPEAL:</b></p> <p>The regulations governing listing and trading of equity securities of Small and Medium Enterprises (SMEs) are hereby repealed.</p>	No Change													
<p><b>FORM I</b></p> <p><b>LISTING APPLICATION</b></p>	No Change													

<p>To: The Secretary, Pakistan Stock Exchange Limited, Karachi.</p> <p>Dear Sir,</p> <p>1. We hereby apply for the listing of our (Name of the Growth Company) _____ on your Stock Exchange.</p> <p>2. Necessary information and documents as required under Annexure-I to Chapter 5A of PSX Regulation are attached herewith.</p> <p>Yours faithfully,</p> <p>_____ SIGNATURE &amp; ADDRESS</p> <p>c.c. to: The Securities &amp; Exchange Commission of Pakistan ISLAMABAD - as required under Sub-Section (1) of Section 19 of the Securities Act, 2015</p>		
<p><b>ANNEXURE-I</b></p> <p><b>DOCUMENTS TO BE UPLOADED ALONG WITH LISTING APPLICATION THROUGH PRIDE</b></p> <p>The The following documents and information shall be uploaded by the Growth Company or by Advisor to the Issue through PRIDE:</p> <ol style="list-style-type: none"> <li>1. An application for listing of Form-I.</li> <li>2. Memorandum and Articles of Association containing copy of the certificate of incorporation.</li> <li>3. Resolution passed by the Board of Directors of the Growth Company with respect to issue and listing of the shares.</li> <li>4. Information Memorandum and audited annual accounts of</li> </ol>	<p><b>ANNEXURE-I</b></p> <p><b>DOCUMENTS TO BE UPLOADED ALONG WITH LISTING APPLICATION THROUGH PRIDE</b></p> <p>The following documents and information shall be uploaded by the Growth Company or by <del>Advisor</del> <u>Consultant</u> to the Issue through PRIDE:</p> <p>No Change</p> <p>No Change</p> <p>No Change</p> <p>4. <del>Information—Memorandum</del> <u>Prospectus</u> and audited annual</p>	

<p>the Growth Company for the last 2 years or for a shorter period, if two years of the commencement of business are not completed.</p> <p>5. A statement containing particulars, dates and parties to all material contracts, agreements (including agreements for technical advice and collaboration), concessions and similar other documents except those entered into in the normal course of the company's business or intended business together with a brief description of the terms of such agreements.</p> <p>6. Auditors' Certificates on the Growth Company's: i. latest balance sheet; ii. two years income statement containing EPS as well; iii. paid up capital; and iv. the break-up value per share on the basis of latest audited accounts.</p> <p>7. A statement showing cash dividends and bonuses paid (if any) during the last 2 years or such shorter period as the company may have been in existence.</p> <p>8. Application submitted to the CDC for declaration of the share of the Growth Company as an eligible security for its CDS.</p> <p>9. An undertaking on the format as prescribed in Form-II.</p> <p>10. Payment of initial listing fee and annual listing fee as prescribed under the Regulations.</p> <p>11. Any other document or information required by the Exchange.</p> <p>Notes: (i) Scanned copies of all the documents shall be certified by the Company Secretary/CEO. (ii) Such scanned documents relating to regulatory authority</p>	<p>accounts of the Growth Company for the last 2 years or for a shorter period, if two years of the commencement of business are not completed.</p> <p>No Change</p> <p>No Change</p> <p>No Change</p> <p>No Change</p> <p>No Change</p> <p>No Change</p> <p>No Change</p> <p>No Change</p>	
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<p>as specified by the Exchange shall also be certified from the concerned Company Registration Office or concerned Regulatory Authority.</p> <p>(ii) Warranties, representations, declarations, affidavits and undertakings on stamp papers shall also be submitted in hard form.</p>		
<p style="text-align: center;"><b>Annexure-II</b></p> <p style="text-align: center;"><b>CRITERIA FOR ISSUE/OFFER OF SHARES THROUGH BOOK BUILDING</b></p> <p>Book Building for the purpose of these regulations shall be conducted amongst the Accredited Investors subject to the following conditions:</p> <p>i. The issue size is not less than 5 million shares and 50 million Rupees.</p> <p>ii. The bid size for each initial subscriber shall be Rs. 100,000.</p> <p>iii. Book building is a mechanism of price discovery of equity securities through Bidders who make Bids at Floor Price or within the Price Band. Bids received are listed in descending order of price evidencing demand at different price levels at Floor Price or within the Price Band. A Strike Price is arrived at through Dutch Auction Method.</p> <p>iv. Dutch Auction method means the method through which the price is determined by arranging all the bid price in descending order along with the number of shares and the cumulative number of shares bid for at each bid price. The strike price is determined by lowering the bid price to the extent that the total number of shares offered under the Book Building portion is subscribed.</p>	<p style="text-align: center;"><b>Annexure-II</b></p> <p style="text-align: center;"><b>CRITERIA FOR ISSUE/OFFER OF SHARES THROUGH BOOK BUILDING</b></p>	



<p>v. The Book Runner shall be appointed to perform the function of Book Building.</p> <p>vi. Book runner may also act as Advisor to the Issue.</p> <p><b>BOOK BUILDING PROCEDURE:</b></p> <p>i. The Issuer shall decide the Floor Price and the Price Band. Provided that the upper limit of the price band should not be more than 40% of the Floor Price.</p> <p>ii. The Issuer shall provide the justification of the floor price and the price band in the Information Memorandum.</p> <p>iii. The Issuer shall place copy of the Information Memorandum before the start of the book building on its website and the websites of the Book Runner, the Designated Institution, advisor to the Issue, and the Securities Exchange.</p> <p>iv. The Registration of the bidders shall start at least 2 working days before the start of the bidding period and shall remain open till 03:00 pm on the last date of the bidding period.</p> <p>v. The Book Runner shall establish bid collection centers.</p> <p>vi. The Book Runner shall provide a mechanism for registration of the bidders at the bid collection centers.</p> <p>vii. The Book Runner shall make all necessary arrangements for receiving bids and the instruments evidencing payment of the bid money.</p> <p>viii. The Book Runner shall put in place a mechanism to enter details including the maximum Bid amount of the Bidders into the System.</p> <p>ix. Once details of the bidders are entered into the System, the</p>	<p>vi. Book runner may also act as <del>Advisor</del> <u>Consultant</u> to the Issue.</p> <p>iii. The Issuer shall place copy of the <del>Information—Memorandum</del> <u>Prospectus</u> before the start of the book building on its website and the websites of the Book Runner, the Designated Institution, <del>advisor</del> <u>Consultant</u> to the Issue, and the Securities Exchange.</p>	
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<p>Designated Institution shall assign and communicate password and user ID to the bidders enabling them to directly place the bid and revise the bid upward only, if required.</p> <p>x. The bidding shall remain open for at least one working day.</p> <p>xi. The Book Building process shall be considered as cancelled if the Issuer does not receive bids for the number of shares allocated under the Book Building Portion.</p> <p>xii. The Book Building process shall be considered as cancelled if the total number of bids received is less than forty.</p> <p>PROCEDURE FOR BIDDING:</p> <p>i. A bid by an Accredited Investor can be a "Limit Bid" or a "Step Bid".</p> <p>ii. Limit Bid: Limit bid is at the Limit Price, which is the maximum price an investor is willing to pay for a specified number of shares.</p> <p>Step Bid means a series of Limit Bids at increasing prices provided that bid amount of any step is not less than Rs. 100,000.</p> <p>iii. The book runner shall vet the bid applications and accept bid applications only from Accredited investors duly supported by a crossed cheque or demand draft or pay order.</p> <p>iv. The Book Runner shall collect full amount of the bid money as margin money in respect of bids placed by the Accredited Investors.</p> <p>v. On receipt of bid application, the Book Runner shall enter the Bid into the System and issue to the bidder an electronic receipt bearing name of the book</p>	<p>i. A bid <del>by an Accredited Investor</del> can be a "Limit Bid" or a "Step Bid".</p> <p>ii. Limit Bid: Limit bid is at the Limit Price, which is the maximum price an investor is willing to pay for a specified number of shares.</p> <p>Step Bid means a series of Limit Bids at increasing prices provided that bid amount of any step is not less than Rs. 100,000.</p> <p>iii. The book runner shall vet the bid applications and accept bid applications <del>only from Accredited investors</del> duly supported by a crossed cheque or demand draft or pay order.</p> <p>iv. The Book Runner shall collect full amount of the bid money as margin money in respect of bids placed by the <u>general public</u> <del>Accredited Investors</del>.</p>	
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<p>runner, name of the bidding center, date and time.</p> <p>vi. The bidding shall commence from 09:00 a.m. and close at 05:00 p.m. on all days of the Bidding Period. The bids shall be collected and entered into the system by the Book-Runner till 05:00 p.m. on the last day of the bidding period.</p> <p>vii. The bidders can revise the bids upward till 05:00 p.m. on the last day of the Bidding Period;</p> <p>viii. The Book Runner may reject any bid application for reasons to be recorded in writing provided the reason of rejection is disclosed to such bidder. Decision of the Book Runner shall not be challengeable by the bidder.</p> <p>ix. The Designated Institution shall through the System display live throughout the bidding period an order book in descending order showing demand for shares at various prices and the accumulated number of shares bid for along with percentage of the total shares offered. The order book should also show the revised bids. The order book shall be accessible through websites of the Designated Institution, Book Runner, Advisor to the Issue, securities exchange.</p> <p>x. At the close of the bidding period, Strike Price shall be determined on the basis of Dutch Auction Method by the Designated Institution.</p> <p>xi. The bidders who have made bids at prices above the Strike Price shall be allotted shares at the Strike Price.</p> <p>xii. In case all the bids made above the Strike Price are accommodated and shares are still available for allotment, such available shares shall be allotted against the bids made</p>		
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<p>at the Strike Price on proportionate basis.</p> <p>xiii. The successful bidders shall be issued securities in the form of book-entry to be credited in their CDS account. All the bidders shall, therefore, provide number of their CDS account in the bid application.</p> <p><b>RESTRICTION ON BIDDERS:</b></p> <p>The bidder shall not –</p> <ul style="list-style-type: none"> <li>i. make bid below the Floor Price and above the upper limit of the Price Band;</li> <li>ii. make bid for more than 20% of the shares allocated under the Book Building Portion;</li> <li>iii. subject to the provision of clause (i) above, make bid with price variation of more than 10% of the prevailing indicative strike price or such other percentage as may be specified by the Commission;</li> <li>iv. make consolidated bid;</li> <li>v. make more than one bid either severally or jointly;</li> <li>vi. make downward revision both in terms of Bid Price and Bid Volume;</li> </ul> <p>Provided that in case of upward revision of the Bid Price, the number of shares Bid for i.e. Bid Volume may be adjusted ensuring that the bid amount or bid money remains the same; or</p> <ul style="list-style-type: none"> <li>vii. withdraw the Bid.</li> </ul> <p><b>RESPONSIBILITY OF THE BOOK RUNNER:</b></p> <p>The Book Runner to the Issue shall be responsible to:</p> <ul style="list-style-type: none"> <li>i. ensure that necessary infrastructure and electronic system is available to accept bids and to undertake the whole Book Building in a fair, efficient and transparent manner.</li> <li>ii. use the software provided by the Designated Institution for the</li> </ul>		
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<p>Book Building on such terms and conditions as may be agreed through an agreement in writing.</p> <p>iii. ensure that the software used for Book Building is based on Dutch Auction Method for display of the order book and determination of the strike price.</p> <p>iv. ensure that the bidders can access to the System and can revise their bids electronically using the user ID and the password.</p> <p>v. maintain record of all the bids received.</p> <p>vi. the Book Runner has established bid collection centers.</p>		
<p style="text-align: center;"><b>Schedule-I</b> <b>CONTENTS OF</b> <b>INFORMATION</b> <b>MEMORANDUM</b></p> <p>NOTE: THIS IS A GUIDELINE FOR ADVISORS TO THE ISSUE. THE EXCHANGE SHALL BE NOT BE RESPONSIBLE FOR MONITORING COMPLIANCE WITH SCHEDULE I</p> <p>The Information Memorandum (IM) prepared with respect to issue of shares for listing under this Chapter shall contain at least the following information/disclosures:</p> <p>On cover page, the following shall be disclosed:</p> <p>a) A disclaimer in bold letters stating that, "This is not a prospectus for issue of shares to the general public, but a document prepared for the purpose of offering shares only to Accredited Investors. This IM has not been approved by the Securities &amp; Exchange Commission of Pakistan (the Commission) or the Pakistan</p>	<p style="text-align: center;"><b><del>Schedule-I</del></b> <b><del>CONTENTS OF</del></b> <b><del>INFORMATION-</del></b> <b><del>MEMORANDUM</del></b></p> <p><del>NOTE: THIS IS A GUIDELINE FOR ADVISORS TO THE ISSUE. THE EXCHANGE SHALL BE NOT BE RESPONSIBLE FOR MONITORING COMPLIANCE WITH SCHEDULE I</del></p> <p><del>The Information Memorandum (IM) prepared with respect to issue of shares for listing under this Chapter shall contain at least the following information/disclosures:</del></p> <p><del>On cover page, the following shall be disclosed:</del></p> <p><del>a) A disclaimer in bold letters stating that, "This is not a prospectus for issue of shares to the general public, but a document prepared for the purpose of offering shares only to Accredited Investors. This IM has not been approved by the Securities &amp; Exchange Commission of Pakistan (the Commission) or the Pakistan</del></p>	<p>Information Memorandum is proposed to be replaced with 'Prospectus' – the contents of which are prescribed in the Public Offering Regulations, 2017. Consequentially, this schedule-I is proposed to be deleted entirely.</p>



<p>Stock Exchange Limited (the Exchange)”;</p> <p>b) Advise for Investors: The GEM is designed primarily for Growth Companies. Growth Companies are comparatively exposed to higher investment risk including liquidity risk as compared to the companies listed at the main Board of the Exchange. The prospective investor should, therefore, be aware of the risk of investing in such companies and should make the decision to invest only after careful diligence of the issue and consideration. It is advisable to consult any independent investment advisor before making investment in equity of the Issuer;</p> <p>c) A statement in bold letters stating that, “The Issuer &amp; Board of Directors of ... (Name of the Issuer) ... accepts responsibility for accuracy of the information contained in this document”;</p> <p>d) Name of the Issuer;</p> <p>e) Address of the Issuer;</p> <p>f) Date of incorporation;</p> <p>g) Information regarding website address of the issuer;</p> <p>h) Name of group and associated Companies;</p> <p>i) Capital Structure of the Issuer/ Name of Sponsors and Major shareholders along with shareholding;</p> <p>j) Name of Chairman, directors, Chief executive and top management of the Issuer;</p> <p>k) Profile of the management of the Issuer including all the members of the Board of Director, the Chief Financial Officer and the Company Secretary;</p> <p>l) Details about the Issuer;</p> <p>i) Introduction;</p> <p>ii) Principal business of the issuer;</p> <p>iii) Type of share capital issued and voting rights;</p>	<p><del>Stock Exchange Limited (the Exchange)”;</del></p> <p><del>b) Advise for Investors: The GEM is designed primarily for Growth Companies. Growth Companies are comparatively exposed to higher investment risk including liquidity risk as compared to the companies listed at the main Board of the Exchange. The prospective investor should, therefore, be aware of the risk of investing in such companies and should make the decision to invest only after careful diligence of the issue and consideration. It is advisable to consult any independent investment advisor before making investment in equity of the Issuer;</del></p> <p><del>c) A statement in bold letters stating that, “The Issuer &amp; Board of Directors of ... (Name of the Issuer) ... accepts responsibility for accuracy of the information contained in this document”;</del></p> <p><del>d) Name of the Issuer;</del></p> <p><del>e) Address of the Issuer;</del></p> <p><del>f) Date of incorporation;</del></p> <p><del>g) Information regarding website address of the issuer;</del></p> <p><del>h) Name of group and associated Companies;</del></p> <p><del>i) Capital Structure of the Issuer/ Name of Sponsors and Major shareholders along with shareholding;</del></p> <p><del>j) Name of Chairman, directors, Chief executive and top management of the Issuer;</del></p> <p><del>k) Profile of the management of the Issuer including all the members of the Board of Director, the Chief Financial Officer and the Company Secretary;</del></p> <p><del>l) Details about the Issuer;</del></p> <p><del>i) Introduction;</del></p> <p><del>ii) Principal business of the issuer;</del></p> <p><del>iii) Type of share capital issued and voting rights;</del></p>	
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<p>iv) Company operating segment;</p> <p>v) Company market share;</p> <p>vi) Basic information about the industry the issuer belongs to, key players in the industry, basic raw material used by the issuer, if any, and list of supplier thereof, main clients of the issuer, and main competitors of the issuer;</p> <p>vii) Risk(s) faced by the Issuer;</p> <p>viii) Past financial performance - past financial highlights of the issuer including key financial ratios like debt/equity ratio (pre &amp; post issue), current ratio, return on equity, return on assets, earning per share, Break-up value per shares (pre &amp; post issue) etc. in tabular form;</p> <p>ix) Details of the financial facilities obtained by the Issuer and major covenants</p> <p>x) Name of creditors along with contact details;</p> <p>m) Profit distribution policy;</p> <p>n) Pending litigations and contingent liabilities;</p> <p>o) Purpose of raising the funding, utilization of proceeds and future prospectus;</p> <p>p) In case the proceeds of the Issue are to be utilized for project financing, detail of such project like project cost &amp; means of financing (i.e. Financial Plan), project implementation schedule, latest status of the implementation of the project, expected date of completion of the project, expected date of trial &amp; commercial production etc.;</p> <p>q) Projected 3 years financials, along with a disclaimer that the actual financial performance of the Company may vary as a result of changing macro – economic conditions, and other factors;</p>	<p><del>iv) Company operating segment;</del></p> <p><del>v) Company market share;</del></p> <p><del>vi) Basic information about the industry the issuer belongs to, key players in the industry, basic raw material used by the issuer, if any, and list of supplier thereof, main clients of the issuer, and main competitors of the issuer;</del></p> <p><del>vii) Risk(s) faced by the Issuer;</del></p> <p><del>viii) Past financial performance - past financial highlights of the issuer including key financial ratios like debt/equity ratio (pre &amp; post issue), current ratio, return on equity, return on assets, earning per share, Break-up value per shares (pre &amp; post issue) etc. in tabular form;</del></p> <p><del>ix) Details of the financial facilities obtained by the Issuer and major covenants</del></p> <p><del>x) Name of creditors along with contact details;</del></p> <p><del>m) Profit distribution policy;</del></p> <p><del>n) Pending litigations and contingent liabilities;</del></p> <p><del>o) Purpose of raising the funding, utilization of proceeds and future prospectus;</del></p> <p><del>p) In case the proceeds of the Issue are to be utilized for project financing, detail of such project like project cost &amp; means of financing (i.e. Financial Plan), project implementation schedule, latest status of the implementation of the project, expected date of completion of the project, expected date of trial &amp; commercial production etc.;</del></p> <p><del>q) Projected 3 years financials, along with a disclaimer that the actual financial performance of the Company may vary as a result of changing macro – economic conditions, and other factors;</del></p>	
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<p>r) Salient features of the Issue like issue size, face value of share, offer price, Floor Price, etc.;</p> <p>s) Justification for premium / par;</p> <p>t) Rights of the shareholders like right to vote, dividend etc.;</p> <p>u) Summary of all the material contracts relating to the Issue and the project, if any;</p> <p>v) Subscription dates in case of fixed price method;</p> <p>w) Bidding dates in case of book building method;</p> <p>x) Procedure for book building method including instructions for registration and bidding;</p> <p>y) Procedure for fixed price method;</p> <p>z) Procedure for allotment of shares</p>	<p><del>r) Salient features of the Issue like issue size, face value of share, offer price, Floor Price, etc.;</del></p> <p><del>s) Justification for premium / par;</del></p> <p><del>t) Rights of the shareholders like right to vote, dividend etc.;</del></p> <p><del>u) Summary of all the material contracts relating to the Issue and the project, if any;</del></p> <p><del>v) Subscription dates in case of fixed price method;</del></p> <p><del>w) Bidding dates in case of book building method;</del></p> <p><del>x) Procedure for book building method including instructions for registration and bidding;</del></p> <p><del>y) Procedure for fixed price method;</del></p> <p><del>z) Procedure for allotment of shares</del></p>	
<p align="center"><b>FORM II</b></p> <p align="center"><b>UNCONDITIONAL UNDERTAKING ON NON- JUDICIAL STAMP PAPER</b></p> <p>Date: _____</p> <p>The Board of Directors, Pakistan Stock Exchange Limited, Karachi.</p> <p align="center"><b>UNDERTAKING</b></p> <p>We undertake, unconditionally, to abide by the Regulation(s) of the Pakistan Stock Exchange Limited applicable to the company which presently are, or hereinafter may be in force.</p> <p>We further undertake:</p> <p>1. That our shares shall be quoted on the _____ at the discretion of the Exchange;</p> <p>2. That the Exchange shall not be bound by our request to remove shares from the _____;</p> <p>3. That the Exchange shall have the right, at any time to place</p>	<p>No Change</p>	

<p>the company/ security in the Defaulters' Segment, suspend trading or remove the said share for any reason which the Exchange consider sufficient in the interest of the market;</p> <p>4. That such provisions in the Articles of Association of our company or in any declaration or agreement relating to any other security as are or otherwise not deemed by the Exchange to be in conformity with the Listing of Companies and Securities Regulations of the Exchange shall, upon being called upon by the Exchange, be amended to supersede the Articles of Association of our company or the nominee relating to the other securities to the extent indicated by the Exchange for purposes of amendment and we shall not raise any objection in relation to a direction by the Exchange for such amendment; and</p> <p>5. That our company and/or the share may be delisted by the Exchange in the event of non-compliance and breach of this undertaking.</p> <p>Yours sincerely,</p> <p>_____ SIGNATURE OF AUTHORIZED PERSON</p>		
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\*\*\*End of Annexure C\*\*\*

## “EXHIBIT A”

### GUIDELINES FOR SUBMISSION OF COMMENTS

1. PSX invites the interested parties to provide their comments and views with specific reference to the subject matter of the proposed amendments to PSX Regulations notified in this Notice.

2. The comments can be submitted through any of the following modes:

Email	<a href="mailto:comments.rad@psx.com.pk">comments.rad@psx.com.pk</a>
Mail	The Chief Regulatory Officer, Regulatory Affairs Division, 2 <sup>nd</sup> Floor, Administration Building, Pakistan Stock Exchange Building, Pakistan Stock Exchange Road, Karachi – 74000.

3. At the time of submission of comments, respondent is advised to provide the information, as per **Table-A** below, so that PSX may contact him/her for clarification or deliberation on the comments, if needed. Anonymous responses may be disregarded by PSX.

**Table-A**

TO BE FILLED BY THE RESPONDENT	
Name of respondent	
Name of company (if applicable)	
Designation (if applicable)	
Contact Number	
Email Address	

4. The respondent may request confidential treatment for his/ her identity and all or any part of comments due to their proprietary, confidential or commercial nature, by clearly marking the information in **Table-B** below:

**Table-B**

DISCLOSURE OF IDENTITY AND COMMENTS
Please check the box(es) if you wish to be remain confidential:
<input type="checkbox"/> I wish to have my identity remain confidential.
<input type="checkbox"/> I wish to keep all or any part of my comments confidential.

If respondent wishes to keep any part(s) of comments confidential, then he/she is required to clearly specify such part(s) of comments.

5. To ensure quality and promote transparency, PSX will publish the relevant comments of respondents and its management’s response thereon in the form of a **Response Paper** on its website, within a reasonable timeframe, after close of public consultation session, unless the respondent has made a confidentiality request.
6. Any policy or rule amendment may be subject to regulatory concurrence. For this purpose, respondents should note that notwithstanding any confidentiality request, PSX will share all their response(s) with the Securities and Exchange Commission of Pakistan (Apex Regulator).
7. By submitting comments, respondents are deemed to have consented to the collection, use and disclosure of data that is provided to PSX, unless respondents wish to have their identity or comments remain confidential.