

GOVERNMENT OF PAKISTAN
SECURITIES AND EXCHANGE COMMISSION OF PAKISTAN

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Islamabad, the 16th March, 2020

NOTIFICATION

S.R.O 231 (I)/2020.- In exercise of the powers conferred under section 512 read with sections 58, 82, 83 and 83 A¹ of the Companies Act 2017 (XIX of 2017), the Securities and Exchange Commission of Pakistan is pleased to notify the following regulations, the same having been previously published in the official Gazette vide Notification No. S.R.O. 33(I)/2020 dated January 15, 2020, as required under proviso to sub-section (1) of the said section 512, namely:-

CHAPTER 1
PRELIMINARY

1. Short Title and Commencement. - (1) These regulations shall be called the Companies (Further Issue of Shares) Regulations, 2020.

(2) They shall come into force at once except in the case of issues announced on or before the date of these regulations.

(3) These regulations shall apply to the [listed]² companies issuing further capital by way of:

- (i) right shares;
- (ii) other than right shares;
- (iii) bonus shares;
- (iv) employee stock option schemes; and
- (v) shares with different rights including preference shares.

2. Definitions. – (1) In these regulations, unless there is anything repugnant in the subject or context, –

- (i) “Act” means the Companies Act, 2017 (XIX of 2017);
- [(ia) “Application Supported by Blocked Amount “(ASBA)” means an application for subscribing to shares, where money is blocked in the subscriber’s respective bank account;]³

¹ Substituted for ‘82 and 83’ vide S.R.O 1754(I)/2022 dated September 16, 2022

² Inserted vide S.R.O 361(I)/2024 dated March 04, 2024

³ Inserted vide S.R.O 1754(I)/2022 dated September 16, 2022

- (ii) "issue of share at discount" means issue of share at a price below face value of such share;
- (iii) "further issue of shares" means issue of shares under section 83 of the Act and does not include Initial Public Offer or offer for sale of shares by any person holding shares in listed company or further issue of shares pursuant to any scheme of arrangement including merger, demerger, amalgamation etc.;
- (iv) "exercise" means making of an application by an employee to a company for issue of shares against option vested in him in pursuance of a Scheme;
- (v) "exercise period" means the time period after vesting within which an employee may exercise his right to apply for shares against an option vested in him in pursuance of the Scheme;
- (vi) "exercise price" means the price payable by an employee for exercising an option granted to him in pursuance of the Scheme;
- (vii) "initial public offer or IPO" means first time offer of securities to the general public;
- (viii) "issue" for the purpose of these regulations, means further issue of shares;
- (ix) "issue size" means the total number of shares issued or proposed to be issued by a company;
- (x) "issue price" means the price per share at which shares are offered or issued;
- (xi) "issue of shares by way of other than right" means issue of shares out of the share capital of a company or body corporate to any person without right offer, either for cash or for consideration otherwise than in cash;
- (xii) "market price" for the purpose of a scheme means latest available closing price of the share on a securities exchange on which the shares of the company are listed and where share price is not traded on a given date, then the share price on the last trading day shall be considered;
- (xiii) "option" means a right but not an obligation granted to an employee in pursuance of a Scheme to apply for shares of a company at a pre- determined price;
- (xiv) "preference shares" mean the shares which carry or would carry such preferential rights or privileges as provided for in the articles of association of the company including but not limited to the following:
 - (a) carry preferential right over the rights of ordinary shareholders to receive dividend; preference dividend may be cumulative or non-cumulative;
 - (b) carry preferential right over the rights of ordinary shareholders to participate in profits of company;
 - (c) carry preferential rights over the rights of ordinary shareholders to be paid in the event of winding up of the issuer; and
 - (d) voting and non-voting rights

- (xv) "right issue" means the shares offered by a company to its members strictly in proportion to the shares already held in respective kinds and classes;
- (xvi) "scheme" means an Employees Stock Option Scheme (ESOS) approved by the shareholders of the company through special resolution⁴ in accordance with procedure and on conditions specified through these regulations;
- (xvii) "schedule" means the schedule appended with these regulations.
- [(xviii) "Sponsor" shall have the same meaning as assigned to it in clause (liv) of sub-regulation (1) of regulation 2 of Public Offering Regulations, 2017;]⁵
- (xviii) "vesting" means to give or earn a right to apply for conversion of the options, granted under a scheme, into shares of the company; and
- (xix) "vesting period" means the period during which the vesting of an option granted to an employee in pursuance of a scheme takes place.

(2) All terms and expression used but not defined in these regulations shall have the same meaning as assigned to them in the Act, the Securities Act, 2015 (III of 2015) and the Securities and Exchange Commission of Pakistan Act, 1997 (XLII of 1997).

CHAPTER II RIGHT ISSUE

3. Conditions for right issue. –

GENERAL CONDITIONS⁶

(1) Subject to requirements of section 83 of the Act, a [omitted]⁷ company issuing right shares shall, comply with the following general conditions, namely. –

- (i) board shall approve the decision to increase share capital and the said decision shall be communicated on the same day to the Commission and to the securities exchange for public dissemination;
- (ii) Fractional shares, if any, shall not be offered and all fractions less than a share shall be consolidated and disposed of by the company and the proceeds from such disposition shall be paid to such of the entitled shareholders as may have accepted such offer;
- (iii) the decision of board shall clearly state the following-
 - (a) quantum of the issue i.e. as percentage of existing paid up capital;
 - (b) issue size;

⁴ Substituted for the word "Commission" vide S.R.O 1754(I)/2022 dated September 16, 2022

⁵ Inserted vide S.R.O 361(I)/2024 dated March 04, 2024

⁶ Inserted vide S.R.O 1754(I)/2022 dated September 16, 2022

⁷ Omitted the word "listed" vide S.R.O 361(I)/2024 dated March 04, 2024

- (c) issue price;
- (d) purpose of the issue;
- (e) utilization of the proceeds of the issue;
- (f) benefits of the issue to the company and its shareholders;
- (g) risks, if any, associated with the issue to which the company and/or its members are exposed to;
- (h) justification for issue of shares at, premium or at discount to face value (if applicable);
- (i) minimum subscription amount; and
- (j) provision of ASBA facility (optional).⁸
- (iv) where announcement of the issue of bonus and right shares is made simultaneously, the resolution of the board shall specify whether such bonus shares qualify for right entitlement or not;
- (v) [The letter of offer, accompanied with a circular as required under sub-section (3) of section 83 of the Act, on a format as provided in schedule 1 to these regulations, shall be sent to all members along with copy of the extract of the resolution of the board's meeting approving the right issue;]⁹
- (vi) A [omitted]¹⁰ company may issue right shares at face value or at premium to face value provided the directors and substantial shareholders of the company undertake in writing that:
 - (a) they will subscribe the right shares to be offered to them as per their right entitlement or arrange subscription for the same through other persons; and
 - (b) [the balance of the right issue is underwritten through an underwriter or consortium of underwriters, licensed by the Commission to undertake underwriting of securities, not being associated companies or associated undertakings of the issuer:

Provided that if any of the directors and substantial shareholders of the company do not provide an undertaking to subscribe to the right shares offered to them as per clause (a) above, then such portion, along with the portion in sub-clause (b), shall be underwritten as mentioned in sub-clause (b);]¹¹

⁸ Inserted vide S.R.O 1754(I)/2022 dated September 16, 2022

⁹ Substituted vide S.R.O 361(I)/2024 dated March 04, 2024 for "the letter of offer under section 83 of the Act and information specified in Schedule I to these regulations, shall be sent to all members along with copy of the extract of the resolution of the board's meeting approving the right issue; and".

¹⁰ Omitted the word "listed" vide S.R.O 361(I)/2024 dated March 04, 2024

¹¹ Substituted vide S.R.O 361(I)/2024 dated March 04, 2024 for "the balance of the right issue is underwritten through at least two underwriters, not being associated companies or associated undertakings of the issuer; Explanation: An underwriter may enter into sub-underwriting arrangement through sub-underwriting agreement in writing provided such sub-underwriter is licensed by the Commission to undertake underwriting of securities."

- (vii) [omitted]¹² the letter of offer of right shall be dispatched or credited within the time period as specified by the listing's regulations of the securities exchange;
- (viii) [an]¹³ issuer shall not be eligible to make a right issue if the issuer at the time of right issuance is placed on Pakistan Stock Exchange (PSX) defaulter counter. Provided that this condition will not be applicable on the companies wherein the purpose of the right issue is repayment of the respective overdues or removing defaults;
- (ix) [an]¹⁴ issuer shall not be eligible to make right issue if it is not cooperating in an investigation or inspection ordered by the Commission;
- (x) if the whole or any part of the shares offered by the issuer is declined or is not subscribed, the directors may allot such shares in such manner as they may deem fit within a period of thirty days from the close of the offer or within such extended time not exceeding thirty days with the approval of the Commission;
- (xi) right shares shall only be offered for consideration only in cash;
- (xii) right shares shall not be subscribed for consideration of already injected funds in the issuing company by the subscriber either in the form of loan or any other consideration;
- (xiii) if the board of directors fail, within extended time, to allot shares or underwriters fail to take up the unsubscribed portion, the unsubscribed right issue will be extinguished. In such cases, in addition to any other action specified under the Act against the board, the underwriter will be barred for three years from underwriting any issue of any listed issuer;
- (xiv) subject to compliance with the requirement of section 82 of the Act, a company may issue right shares at a discount to face value: provided that-
 - (a) the issue is underwritten in the form and manner as stated in clause (vi) of this sub-regulation; and
 - [(b) appropriate disclosures are made in line with the requirements of these Regulations;]¹⁵
- (xv) the [omitted]¹⁶ Issuer shall not, at any time changes or deviate from the purpose of utilization of proceeds of right issue earlier disclosed to the members through Schedule 1;
- (xvi) in exceptional circumstances, the issuer may change the purpose of proceeds utilization subject to passing of special resolution and offering an exit opportunity to dissenting shareholders who have not agreed to the change in purpose of proceeds utilization;
- (xvii) the mechanism for an exit offer opportunity shall be as under-

¹² Omitted the expression "in case of a listed company," vide S.R.O 361(I)/2024 dated March 04, 2024

¹³ Substituted for "a listed" vide S.R.O 361(I)/2024 dated March 04, 2024

¹⁴ Substituted for "a listed" vide S.R.O 361(I)/2024 dated March 04, 2024

¹⁵ Substituted for "(b) appropriate disclosures in line with the size of the issue are made;" vide S.R.O 361(I)/2024 dated March 04, 2024

¹⁶ Omitted the word "listed" vide S.R.O 361(I)/2024 dated March 04, 2024

- (a) EOGM notice in respect of any change in the purpose of proceeds utilization of the issue as disclosed in the offer document shall be given along with draft special resolution as required under the provisions of the Act;
- (b) subject to approval of special resolution as defined in the Act, the shareholders who have dissented against the special resolution and conveyed their dissent to the company secretary under intimation to PSX, shall be provided an opportunity to exit;
- (c) during the exit opportunity, shares shall be purchased by sponsors of the issuer;
- (d) purchase price per share shall be average market price of the period between last date of payment against right issuance and the date of passing of special resolution;
- (e) the exit offer shall be executed by the sponsors with in a period of thirty (30) days from the date of passing of special resolution]¹⁷.

[(2) In addition to compliance with the general conditions, provided in sub-regulation (1), a company issuing right shares shall comply with the following additional requirements, -

- (i) The board of directors of the issuing company shall, prior to announcement of the right issue, ensure that the issuing company, its sponsor(s), promoter(s), substantial shareholder(s) and directors shall not have overdues or defaults irrespective of the amount appearing in the report obtained from Credit Information Bureau:

Provided that clause (i) shall not apply to independent director(s) and the nominee director(s) of the government and financial institution(s)/creditor(s);

- (ii) the company shall prepare and its board shall approve the draft offer document in English and Urdu language;
- (iii) the Offer document shall contain all disclosures, as referred to in Schedule I of these regulations and such disclosure should be true and complete and enable the applicants to take an informed investment decision;
- (iv) the draft offer document shall be submitted to PSX and the Commission within 45 days of the date of announcement and it shall be the discretion of the company to seek public comments on the offering document and in such case, the company shall simultaneously place the draft offer document on the PSX and company's website. The public can submit its comments within 7 days of placement;

¹⁷ Inserted vide S.R.O 1754(I)/2022 dated September 16, 2022

- (v) PSX and the Commission shall, within 15 days of the filing of draft offer document, share their observations and changes with the company, if any;
- (vi) the board shall ensure that draft offer document is updated in light of the public comments, (if opted for), and PSX and the Commission comments/observations, and shall submit final offer document to PSX and the Commission within 20 days from the date of comments/observations. Simultaneously, the Board shall also disclose in tabular form on PSX and company website as per the Schedule II, all the comments received along with the explanations as to how they are addressed;
- (vii) the final offer document shall be placed on PSX website along with book closure dates, and relevant right issuance timelines in accordance with Section 83 of the Act; and
- (viii) the sponsors shall retain their entire shareholding for one year or project completion whichever is later.]¹⁸

(3) [Omitted]¹⁹

18 Substituted vide S.R.O 361(I)/2024 dated March 04, 2024 for the following;

“(2) In case the right issue size cumulatively during a financial or a calendar year is less than or equal to Rs.750 million or 50% of the paid-up capital of the listed company issuing right shares, whichever is lower, the listed company, in addition to compliance of the general conditions, provided in sub-regulation (1), shall-

- (i) simultaneously place Schedule 1 on the website of Securities Exchange along with sending it to all the members with copy of the extract of the resolution of the board’s meeting approving the right issue;
- (ii) Offer letter dispatched to all shareholders should include the copy of Schedule 1;
- (iii) the book closure for the issue shall be made within thirty (30) days from the date of board resolution or within such time period as approved by the Commission;”

19 Following is omitted vide S.R.O 361(I)/2024 dated March 04, 2024

“In case the right issue size cumulatively during a financial or a calendar year exceeds Rs.750 million or 50% of the paid up capital of the listed company issuing right shares, whichever is higher, the listed company, in addition to compliance of the general conditions, provided in sub-regulation (1), shall comply with the following conditions, namely:-

- (i) no company shall issue right exceeding the above referred threshold if the issuing company, its sponsor, promoter, substantial shareholder and directors have overdues or defaults irrespective of the amount appearing in the report obtained from Credit Information Bureau;
- (ii) the company shall prepare and its board shall approve the draft offer document in easily understandable English and Urdu language;
- (iii) the Offer document shall contain all disclosures, as referred to in Schedule I of these regulations. and such disclosure should be true and adequate and enable the applicants to take an informed investment decision;
- (iv) the draft offer document shall be submitted to PSX and the Commission within 45 days of the date of announcement and it shall simultaneously be placed by the listed company on the PSX and company’s website. It shall be the discretion of the company and its board to seek public comments on the offering document and in such case, the public can submit its comments within 7 days of placement;
- (v) PSX and the Commission shall, within 15 days of the filing of draft offer document, share their observations and changes with the company, if any;

(4) [omitted]²⁰

(5) Right issue once announced by the board of a [omitted]²¹ company shall not be varied, postponed, withdrawn or cancelled [except that it will stand extinguished in case it is not completed within the timeline [omitted]²² and manner specified with in these regulations.]²³

(6) The company can opt for announcing minimum subscription amount being less than the total amount of right announced. In instant scenario, the company in addition to complying with the requirements [omitted]²⁴ as mentioned in Regulation 3, shall comply with the following conditions, -

- (i) minimum subscription amount should not be less than 90% of size of right issue;
- (ii) directors/substantial shareholders undertake in writing that they will subscribe the right shares to be offered to them as per their right entitlement to the extent of their proportion of minimum subscription;
- (iii) [public portion of minimum subscription shall be underwritten through an underwriter or consortium of underwriters, licensed by the Commission to undertake underwriting of securities, not being associated companies or associated undertakings of the issuer;]²⁵
- (iv) right entitlement letter will be traded on PSX [omitted]²⁶.

(vi) the board shall ensure that draft offer document is updated in light of the public comments, (if opted for), PSX and the Commission comments/observations, and shall submit final offer letter to PSX within 20 days from the date of comments/observations, whichever is later. Simultaneously, the Board shall also disclose in tabular form on PSX and company website as per the Schedule II, all the comments received along with the explanations as to how they are addressed;

(vii) the final offer document shall be placed on PSX website along with book closure dates, and relevant right issuance timelines in accordance with Section 83 of the Act;

(viii) the sponsors shall retain their entire shareholding for one year or project completion whichever is later;

(ix) the statutory auditor shall monitor the proceed utilization till 95% of the proceeds are utilized in the manner referred to in the final offer letter, and shall submit half yearly report to the issuer. The issuer will include the report, along with its comments, if any, in its half yearly and annual financial statements."

²⁰ Substituted for regulation (2), (3) (4) vide S.R.O 1754(I)/2022 dated September 16, 2022

²¹ Omitted the word "listed" vide S.R.O 361(I)/2024 dated March 04, 2024

²² Omitted the word "line" vide S.R.O 361(I)/2024 dated March 04, 2024

²³ Substituted for full stop in the end vide S.R.O 1754(I)/2022 dated September 16, 2022

²⁴ Omitted the expression "as applicable depending upon the size of right issue" vide S.R.O 361(I)/2024 dated March 04, 2024

²⁵ Substituted for "public portion of minimum subscription shall be underwritten by the underwriter, not being associated company or associated undertakings of the issuer;" vide S.R.O 361(I)/2024 dated March 04, 2024

²⁶ Omitted the expression ", risk and rewards shall be sole liability of the investors" vide S.R.O 361(I)/2024 dated March 04, 2024

(7) The company can opt for ASBA facility for receiving of right proceeds and in case the company announces the option of ASBA facility, in addition to complying with the requirements [omitted]²⁷ as provided in regulation 3, shall also comply with the following conditions,-

- (i) The company or banker to the issue, upon receipt of instructions from the subscriber, immediately block the subscription money in respective account of the subscriber;
- (ii) in case of subscribers other than ASBA, if the company fails to refund the subscription amount within 15 days, it shall be liable to pay penalty of 15% per annum to the subscriber along with the subscription amount.²⁸

CHAPTER III BONUS ISSUE

4. Conditions for bonus issue. - (1) A company, in accordance with the provisions of its articles of association, may issue bonus shares subject to the following conditions, namely: -

- (i) the issue of bonus shares is approved by the board;
- (ii) [omitted]²⁹ the resolution of board approving to issue bonus shares is communicated to the Commission and the securities exchange on the same day i.e. on the day of the decision;

(2) The decision of the board to issue bonus shares, once announced, shall not be varied, postponed, withdrawn or cancelled.

CHAPTER IV ISSUE OF SHARES BY WAY OF OTHER THAN RIGHT OFFER

5. Conditions for issue of shares by way of other than right offer. - (1) A [omitted]³⁰ company may issue further shares, by way of other than right, under sub-section (1) of section 83 of the Act subject to the following general conditions, namely. –

- (i) the issue is proposed by the board;
- (ii) the aforesaid proposal of the board clearly states the following-
 - (a) proposal of the board to issue shares without right offer is subject to approval of the shareholders and the Commission;

²⁷ Omitted the expression “(as applicable depending upon the size of right issue)” vide S.R.O 361(I)/2024 dated March 04, 2024

²⁸ Inserted vide S.R.O 1754(I)/2022 dated September 16, 2022

²⁹ Omitted the expression “in case of a listed company” vide S.R.O 361(I)/2024 dated March 04, 2024

³⁰ Omitted the word “public” vide S.R.O 361(I)/2024 dated March 04, 2024

- (b) quantum of the issue both in terms of the number of shares and percentage of paid up capital before and after the issue;
- (c) issue price per share and justification for the same;
- (d) consideration against which shares are proposed to be issued i.e. cash or other than cash;
- (e) name of person(s), their brief profile, existing shareholding, if any, in the company, to whom the shares are proposed to be issued;
- (f) purpose of the issue;
- (g) justification for issue of the shares by way of other than right;
- (h) benefits of the issue to the company, its members and capital markets;
- (i) breakup value per share as per the latest available audited and reviewed accounts
- (j) consent of the person(s) to whom the shares are to be issued is(are) obtained;
- (k) the proposed new shares shall rank pari passu in all respects with the existing ordinary shares of the company. In case the proposed new shares are different from the issued ordinary shares in any respect, then the board's decision must state the differences in detail;
- (l) average market price of the share, [omitted]³¹ during the last three months preceding the board's decision as well as the latest available market price; and
- (m) where shares are proposed to be issued for consideration other than in cash, the value of non-cash assets or services or intangible assets shall be determined by a valuer:

Provided that the valuation shall not be older than six months from the date of submission of the application to the Commission [and the valuers must be registered as per the requirements of [these Regulations.]³²]³³

[Provided further that the requirements of sub-regulation 5(1)(ii)(b), (c), (e), (i), (j), (l) and (m) shall not be applicable in case of further issuance of shares by way of other than right where the issuance is dependent on a future contingent event.

Explanation:- For the purpose of these regulations the expression "future contingent event" is an event emanating from legal or regulatory requirements that may or may not occur in future and it can reasonably be determined that the required information for issuance of

³¹ Omitted the expression "in case of a listed company" vide S.R.O 361(I)/2024 dated March 04, 2024

³² Substituted for "regulation 8A & 8B of the Companies (Further Issue of Shares) Regulations, 2020." vide S.R.O 361(I)/2024 dated March 04, 2024

³³ Substituted for full stop vide S.R.O 1754(I)/2022 dated September 16, 2022

shares by way of other than right offer in such event is not available to the issuer at the time of passing of resolution by the board of directors.]³⁴

- (iii)³⁵ the company shall invite claims, if any, on the non-cash assets through advertisement in the widely circulated newspaper both English and Urdu language clearly mentioning the fact that-
 - (a)³⁶ after issuance of shares the title of the assets will be transferred in the name of the issuer; and
 - (b)³⁷ claims must be submitted to the statutory auditors [omitted]³⁸ within seven (7) days of the date of advertisement.
- (iv)³⁹ the company shall intimate the Commission, at the time of seeking approval, confirming details of claims received and settled as referred in sub-clause [(iii)]⁴⁰ verified through its statutory auditor along with an affidavit that the information is correct to the best of their knowledge;
- (v)⁴¹ non-cash assets shall be transferred in the name of issuer within sixty (60) days of the date of approval by the Commission or within such extended time not exceeding 30 days with the approval of the Commission;

[“Provided that the requirements of sub-regulation 5(1)(iii), (iv) and (v) shall not be applicable in case of further issuance of shares by way of other than right where the issuance is dependent on a future contingent event.”]⁴²

[(vi) the shares shall be issued only in the book entry form within 60 days from the date of approval by the Commission or within such extended time not exceeding 30 days with the approval of the Commission:

Provided that the timeline for issuance of shares as specified in the sub-regulation 5(1)(vi) shall not be applicable in case of further issuance of shares by way of other than right where the issuance is dependent on a future contingent event.]⁴³

³⁴ Inserted vide S.R.O 361(I)/2024 dated March 04, 2024

³⁵ Renumbered vide S.R.O 361(I)/2024 dated March 04, 2024

³⁶ Renumbered vide S.R.O 361(I)/2024 dated March 04, 2024

³⁷ Renumbered vide S.R.O 361(I)/2024 dated March 04, 2024

³⁸ Omitted the expression “(insert name)” vide S.R.O 361(I)/2024 dated March 04, 2024

³⁹ Renumbered vide S.R.O 361(I)/2024 dated March 04, 2024

⁴⁰ Substituted for “(n)” vide S.R.O 361(I)/2024 dated March 04, 2024

⁴¹ Renumbered vide S.R.O 361(I)/2024 dated March 04, 2024

⁴² Inserted vide S.R.O 361(I)/2024 dated March 04, 2024

⁴³ Substituted for “(q) the shares shall be issued only in the book entry form within 60 days from the date of approval by the Commission;” vide S.R.O 361(I)/2024 dated March 04, 2024

(vii)⁴⁴ the issuer shall intimate the Commission and the securities exchange about issuance of the shares within seven days of the issuance;

[(viii) the sponsors and associated companies/undertakings shall retain their shareholding arising as a result of subject issuance for two years from the date of such issuance:

Provided that the issuer shall submit report to the Commission concerning the shares held in blocked status within the CDC account immediately after the issuance of said shares;]⁴⁵

[(ix) the persons other than sponsors and associated companies/undertakings, shall retain their shareholding arising as a result of subject issuance for a period of six months from the date of such issuance:

Provided that the conditions referred in sub-clauses (viii) and (ix), shall not be applicable in case where offer price is at premium to the market price of the share of the company and free float of the issuing company is less than 10% of its listed capital;]⁴⁶

(x)⁴⁷ the person(s) to whom shares are being issued shall not have overdues or defaults irrespective of the amount appearing in the report obtained from Credit Information Bureau].⁴⁸

[Provided that the requirements of sub-regulation 5(1)(x) shall not be applicable in case of further issuance of shares by way of other than right where the issuance is dependent on a future contingent event.]⁴⁹

⁴⁴ Renumbered vide S.R.O 361(I)/2024 dated March 04, 2024

⁴⁵ Substituted for “the sponsors shall retain their shareholding arising as a result of subject issuance for at least twelve months; and at least twenty five percent of their shareholding for the next two years;” vide S.R.O 361(I)/2024 dated March 04, 2024

⁴⁶ Substituted for “(t) the persons other than sponsors, shall retain their shareholding arising as a result of subject issuance from the date of their issuance as follows-

- (i) for a period of one year, in case such shareholding is not more than ten percent (10%) of the issuer’s respective paid up share capital;
- (ii) for a period of two years, in case such shareholding is above ten percent (10%) but not more than twenty five percent (25%) of the issuer’s respective paid up share capital; and
- (iii) for a period of three years, in case such shareholding is above twenty five percent (25%) of the issuer’s respective paid up share capital:

Provided that the conditions referred in sub-clauses (s) and (t), shall not be applicable in case where offer price is at premium to the market price of the share of the company and free float of the issuing company is less than 10% of its listed capital;” vide S.R.O 361(I)/2024 dated March 04, 2024

⁴⁷ Renumbered vide S.R.O 361(I)/2024 dated March 04, 2024

⁴⁸ Inserted vide S.R.O 1754(I)/2022 dated September 16, 2022

⁴⁹ Inserted vide S.R.O 361(I)/2024 dated March 04, 2024

(2) The aforesaid decision of the board [omitted]⁵⁰ shall be communicated to the Commission and the securities exchange on the same day i.e. on the date of the decision of the board.

CHAPTER V

CLASSES AND KINDS OF SHARE CAPITAL

6. Conditions for issuance of shares with different rights. – (1) A company may issue shares with differential rights under section 58 of the Act subject to compliance with the following conditions, namely-

- (i) the issue of shares with different rights is recommended by the board through resolution;
- (ii) the decision of the board shall, in addition to particulars required under clauses (a) to (g) of regulation 3 (iii), state the following-
 - (a) description of different kind of shares such as ordinary shares and preference shares;
 - (b) description of different rights such as different class in each kind, rights and privileges attached to each class or kind of capital;
 - (c) whether the shares are being issued as right or other than right;
 - (d) whether the holders of such shares shall be entitled to participate in profits or surplus funds of the company;
 - (e) whether the holders of such shares shall be entitled to participate in surplus assets and profits of the company on its winding-up which may remain after the ordinary shareholders has been repaid;
 - (f) whether payment of dividend on preference shares is on cumulative or noncumulative basis;
 - (g) in case the shares being issued are convertible into ordinary shares, then mode, mechanism and manner of such conversion;
 - (h) rights of holders of preference shares regarding dividend, participation in general meetings and voting therein before and after conversion of preference shares into ordinary shares;
 - (i) in case the shares are partially or wholly redeemable, then mode and manner of redemption;
 - (j) any other feature as deem appropriate by the board.
- (iii) the issue of shares is authorized by a special resolution;

⁵⁰ Omitted the expression “, in case of a listed company” vide S.R.O 361(I)/2024 dated March 04, 2024

- (iv) [omitted]⁵¹
- [(iva) [The]⁵² company shall comply with all applicable requirements of Chapter IV of these Regulations and seek approval of the Commission for issuance of such shares offered by way of other than Right;
- (ivb) If such shares are being offered by way of Right, then the issuing company shall comply with the requirement as specified in Regulation 3.]⁵³
- (v) [The company shall not amend, alter, [vary]⁵⁴ or reassess the terms and conditions of such issue without approval of the holders of such shares carrying differential rights]⁵⁵;
- (vi) in case a company performs an act which is contradictory to the provision to clause (v) above, the Commission may:
 - (a) direct such company to redeem the entire issue with immediate effect and make full compensation along with interest accrued therein, if any; or
 - (b) direct such company to convert the entire issue into ordinary shares with immediate effect; or
 - (c) give direction as deemed appropriate by the Commission through an order after providing the company an opportunity of hearing.

⁵⁶(2) Notwithstanding the requirements of sub-regulation (1), a company may convert its ordinary shares into preference shares or convert its shares (of a particular kind) from one class to another, on the basis of a special resolution:

Provided that the rights of holders of such converted shares are provided for in the articles of association of a company:

Provided further that a share that is not a redeemable preference share when issued cannot afterwards be converted into redeemable preference share.

[(3) A [omitted]⁵⁷ company, in case of issue of preference shares, by way of other than right offer, in addition to compliance of conditions mentioned at regulation 6(1) above, is required to submit the following along with the application to the Commission:-

- (i) consent of the person(s) to whom the shares are to be issued; and
- (ii) terms and conditions of the agreement(s) executed between the company and the preference shareholders.]⁵⁸

⁵¹ Sub-clause (iv) in Regulation 6 omitted through S.R.O. 1461(I)/2021 dated November 10, 2021

⁵² Substituted for "Irrespective of the size of the issue, the listed" vide S.R.O 361(I)/2024 dated March 04, 2024

⁵³ Inserted vide S.R.O 1754(I)/2022 dated September 16, 2022

⁵⁴ Substituted for "very" vide S.R.O 361(I)/2024 dated March 04, 2024

⁵⁵ Sub-clause (v) in Regulation 6 amended through S.R.O. 1461(I)/2021 dated November 10, 2021

⁵⁶ Sub-regulation (2) in Regulation 6 inserted through S.R.O. 1461(I)/2021 dated November 10, 2021

⁵⁷ Omitted the word "listed" vide S.R.O 361(I)/2024 dated March 04, 2024

⁵⁸ Inserted vide S.R.O 1754(I)/2022 dated September 16, 2022

CHAPTER VI
EMPLOYEE STOCK OPTION SCHEME

7. Condition for issue of Employee Stock Option Scheme. - (1) A [omitted]⁵⁹ company may issue shares to employees pursuant to a Scheme under section [83 A]⁶⁰ of the Act, subject to the following conditions-

- (i) the articles of association of the company expressly provides and authorizes the offer of scheme;
- (ii) the board shall form a compensation committee for administration and superintendence of the scheme provided that the chairman of the compensation committee [omitted]⁶¹ shall be an independent director;
- (iii) board shall consider and resolve to offer the scheme;
- (iv) the aforesaid decision of the board shall provide information required under subclause (a) to (f) of clause (ii) of sub-regulation (1) of regulation 5, as applicable;
- (v) the offer of scheme is authorized by a special resolution;

Provided that separate special resolution shall be required for the following, where a scheme provides so, -

- (a) grant of option to employees of a subsidiary or holding company; and
- (b) grant of option to identified employees, during any one year, equal to or exceeding one per cent of the issued capital (excluding outstanding conversions) of the company at the time of grant of option;

Provided further that agenda of the EOGM should explicitly provide details of any litigation or legal proceedings in the context of the current or previous ESOS along with management's stance;

Provided further that ESOS by the issuer has to be announced within six months of passing of special resolution, and in case of failure to do so, fresh resolution will be required.]⁶²

- (vi) In case shares are to be issued at discount to the face value, the company shall also obtain approval of shareholders and the Commission under section 82 of the Act;

⁵⁹ Omitted the word "public" vide S.R.O 361(I)/2024 dated March 04, 2024

⁶⁰ Inserted vide S.R.O 1754(I)/2022 dated September 16, 2022

⁶¹ Omitted the expression "of listed company" vide S.R.O 361(I)/2024 dated March 04, 2024

⁶² Inserted vide S.R.O 1754(I)/2022 dated September 16, 2022

- (vii) the company and compensation committee shall ensure that its executive directors and employees in senior management shall not participate in the deliberation or discussion of their own allocation of options under the scheme;
- (viii) a company shall not vary the terms of a scheme in any manner which may be detrimental to the interests of its employees:

Provided that a company may by special resolution in a general meeting vary the terms of a scheme offered pursuant to an earlier resolution but not yet exercised by its employees provided that such variation is not prejudicial to the interests of the option holders.

(2) There shall be a minimum period of one year between the grant of option and vesting of option.

(3) Where options are granted by a company under its scheme in lieu of options held by the same person under a scheme in another company, which has merged or amalgamated with the first mentioned company, the period during which the options granted by the merging or amalgamating company were held by him shall be adjusted against the minimum vesting period required under these regulations.

(4) A company shall have the freedom to specify the lock-in period for the shares issued pursuant to an exercise of option.

(5) An employee shall not have the right to receive any dividend or to vote or be entitled to rights of members in respect of option granted to him, till shares are issued to such employee on exercise of option.

(6) In case of failure to exercise the option, the options granted shall lapse and such lapsed options may be granted to other employees within a period of thirty days from the date of lapse.

(7) An option granted to an employee shall not be transferable to any other person except to an entitled employee of the company:

Provided that:

- (i) in the event of death of an employee while in employment of a company, all options granted to him till the date of his death shall vest in his legal heirs or nominees;
- (ii) in case an employee suffers a permanent incapacity while in employment of a company, all options granted to him, as on the date of permanent incapacitation, shall vest in him on that day;
- (iii) in the event of resignation or termination of service of an employee, all options not vested as on that day shall expire. Provided, the employee shall, subject to

the terms and conditions of the scheme, may be entitled to retain all the vested options.

(8) An option granted to an employee shall not be pledged, hypothecated, mortgaged or otherwise alienated in any other manner.

[(9) [Entitlement]⁶³ pool is capped at 10% of the enhanced paid capital of the company in a year; and 25% of the enhanced paid up capital of the company at any point in time.

Explanation:- For the purpose of this regulation, "Entitlement Pool" means number of shares that can be issued under an employee stock option scheme determined by the compensation committee and approved by the shareholders through special resolution.

(10) A [omitted]⁶⁴ company may raise its capital through issuance of employee stock option scheme with the approval of the shareholders through special resolution passed in the general meeting.

(11) The [omitted]⁶⁵ company shall comply with the requirements envisaged in the Act and file the notice of increase in share capital with the registrar in line with the requirements of the Act.]⁶⁶

8. Scheme offered at the time of public offering. - If any options granted to employees in pursuance of a scheme are outstanding at the time of IPO, the offering document shall disclose number of such outstanding options, exercise price, exercise period and impact on shareholding of the members in case all the outstanding options are exercised.

⁶⁷CHAPTER VIA REGISTRATION AND VALUATION

8A. Registered Valuers. (1) Where valuation is required in respect of any property, stocks, shares, debentures, securities or goodwill or any other assets or net worth of a company or its liabilities under the provisions of this Act, the following persons shall be eligible to conduct the requisite valuation:

(a) Consulting Engineers registered with Pakistan Engineering Council;

⁶³ Substituted for "In case of listed company, entitlement" vide S.R.O 361(I)/2024 dated March 04, 2024

⁶⁴ Omitted the word "listed" vide S.R.O 361(I)/2024 dated March 04, 2024

⁶⁵ Omitted the word "listed" vide S.R.O 361(I)/2024 dated March 04, 2024

⁶⁶ Inserted vide S.R.O 1754(I)/2022 dated September 16, 2022

⁶⁷ Chapter VIA 'Registration and Valuation' inserted through S.R.O. 1461(I)/2021 dated November 10, 2021

- (b) Practicing chartered accountants having satisfactory Quality Control Review awarded by the Institute of Chartered Accountants of Pakistan; and (c) Any other person as notified by the Commission.

(2) The valuers eligible under sub-regulation (1) shall also be deemed to be registered with the Commission and shall be entitled to conduct valuation as required under the Act, subject to fulfilment of the requirements of regulation 8A and 8B.

(3) All such valuers shall continue to be regulated, administered and monitored by the entities in which they are originally registered, and shall comply with all relevant rules, regulations, instructions, etc. of such entities in addition to requirements of the Act.

Explanation: This Chapter VI-A shall not be applicable on valuers engaged in valuation of banking transactions, and such valuers shall continue to be regulated under the applicable laws.

8B. Qualification and Experience for Valuation. - (1) Following valuers who are independent shall be eligible to conduct valuation: -

- (a) in respect of movable property i.e. plant and machinery, immovable property i.e. land, building, etc., and natural resources and exploration thereof, by a valuer registered with the Pakistan Engineering Council as a Consulting Engineer;
- (b) in respect of stocks, shares, debentures, securities, net worth of a company or an undertaking, goodwill and other intangible assets, services, and liabilities, by a valuer who is a practicing chartered accountant having satisfactory Quality Control Review awarded by the Institute of Chartered Accountants of Pakistan; and
- (c) in respect of value of all other assets, not covered in clauses (a) and (b), by a valuer registered with the Pakistan Engineering Council as a consulting engineer having experience as a valuer of at least five years in the relevant field:

Explanation: To maintain independence and impartiality and to ensure true and fair valuation, the valuer shall not undertake valuation of any assets in which he has a direct or indirect interest or becomes so interested at any time before submission of the report.

(2) The valuation shall not be older than six months, or such other time period as may be notified by the Commission, from the date of submission to the registrar pursuant to section 70 of the Act in case of a right issue, and from the date of submission of application to the Commission in case of an issue otherwise than right pursuant to section 83(1)(b) of the Act.

(3) The relevant entity or agency, on its own motion or on the reference by the Commission, may initiate necessary action against the abovementioned eligible valuers for any misconduct or failure to perform professional duties in accordance with its rules and regulations, and may cancel the registration of such a valuer.

(4) Upon cancellation under sub-regulation (3), such valuer shall be deemed as deregistered and shall not be eligible to conduct any valuation for the purposes of the Act.

[8C. Contents of valuation report.- (1) In case the shares of a [omitted]⁶⁸ company are being issued against properties, building, plant, equipment, machinery etc. separate valuation of each asset is required and such valuation report shall include,-

- (i) affidavit/undertaking from the valuer about title verification and physical existence of the asset;
- (ii) in case of Land and building, purchase date, chronological transfer of property along with the value for which transferred, fresh *Fard*, comparison of at least 3 comparable properties, if any, justification/reasons why they are considered comparable; reasons in case no comparable property is available; NOCs from the Bank to ensure that they are free from encumbrance;
- (iii) in case of building, plant, equipment, machinery, purchase date, chronological transfer of the building, plant, equipment, machinery; initial useful life; remaining useful life; in case initial useful [life]⁶⁹ estimate has been revised (detail and reason of such revision), repair/maintenance cost incurred; in case plant is bought from a foreign supplier, the date when the payment for purchase of plant etc. was made, the date when it reached in the country, reasons of time lag in the purchase payment and arrival date; requisite formal approvals from other regulatory bodies and reference to the record of funding for the purchase in relevant books of accounts; and
- (iv) in case shares are being issued against intangible assets and services, the valuation should include affidavit/undertaking from the valuer about title verification of the asset; the methodology used and justification for the same.]⁷⁰

CHAPTER VII

GENERAL CONDITIONS, REPORTING AND DISCLOSURE REQUIREMENTS

9. General conditions. - (1) The board shall not decide or recommend increase in capital by way of further issue of shares, beyond the authorized capital as stipulated in the memorandum and articles of association of the company or where resolution to give effect to

⁶⁸ Omitted the word "listed" vide S.R.O 361(I)/2024 dated March 04, 2024

⁶⁹ Substituted for the word "lime" vide S.R.O 361(I)/2024 dated March 04, 2024

⁷⁰ Inserted vide S.R.O 1754(I)/2022 dated September 16, 2022

such increase is passed by the members or to be passed by the members before any such increase.

(2) In case share capital of a company has different classes or kinds having different rights and privileges, this fact shall be distinctly mentioned in the letter of offer in case of right issue and the difference in the rights and privileges of each class of share capital shall be clearly stated in directors' report to members.

10. Reporting. - (1) [Omitted]⁷¹

(2) [After issuance of right shares, the issuer shall include progress report on utilization of the proceeds of the right issue in its half yearly and annual financial statements containing the following:

- (i) item-wise breakup of the proceeds utilized both in terms of amount and percentage of the total allocation made to the relevant item. The breakup must be provided in comparative form with the utilization plan earlier disclosed to the members;
- (ii) deviation, if any, from the purpose or use of proceeds earlier disclosed to the members along-with justification for such deviation;
- (iii) the progress report shall be included in the financial statements till such time that the proceeds from the right issue have been fully utilized or the purpose for which the proceeds were raised is achieved:

Provided that the statutory auditor of the issuer, shall submit half yearly report to the issuer regarding utilization of proceeds in the manner referred to in the final offer document. The issuer will include the report of the statutory auditor, along with its comments thereon, if any, in its half yearly and annual financial statements.]⁷²

⁷¹ Following is omitted vide S.R.O 361(I)/2024 dated March 04, 2024 "(1) The company shall, within 30 days from the date of issue of shares, submit a report to the Commission clearly indicating the shares issued to:

- (i) directors;
- (ii) associated companies;
- (iii) other shareholders; and
- (iv) persons to whom unsubscribed shares are issued under sub-clause (iv) of clause (a) of sub-section (1) of section 83 of the Act."

⁷² Substituted vide S.R.O 361(I)/2024 dated March 04, 2024 for the following "After issuance of right shares, the listed entity shall submit to the Commission progress report on utilization of the proceeds of the right issue on quarterly basis containing the following -

- (i) item-wise breakup of the proceeds utilized both in terms of amount and percentage of the total allocation made to the relevant item. The breakup must be provided in comparative form with the utilization plan earlier disclosed to the members;
- (ii) deviation, if any, from the purpose or use of proceeds earlier disclosed to the members along-with justification for such deviation;
- (iii) the progress report shall be continuously submitted till such time the proceeds from the right issue have been fully utilized or the purpose for which the proceeds were raised is achieved."

CHAPTER VIII MISCELLANEOUS

11. Penalty for contravention of Regulations: Whoever fails or refused to comply with, or contravenes any requirements of the regulations shall be punishable with penalty as provided under sub-section (2) of section 512 of the Act.

12. Repeal and Savings. - (1) The Companies (Further Issue of Shares) Regulations, 2018, hereinafter referred to as the repealed regulations shall, upon coming into force of these regulations, stand repealed:

Provided that repeal of the repealed regulations shall not-

- (i) revive anything not in force at the time at which the repeal take effect; or
- (ii) affect the previous operation of the repealed instruments or anything duly done or suffered thereunder; or
- (iii) affect any right, privilege, obligation or liability acquired, accrued or incurred under or in respect of the said repealed regulations; or
- (iv) affect any penalty imposed, forfeiture made or punishment incurred in respect of any offence committed against or in violation of the repealed regulations; or
- (v) affect any inspection, investigation, prosecution, legal proceeding or remedy in respect of any obligation, liability, penalty, forfeiture or punishment as aforesaid, and any such inspection, investigation, prosecution, legal proceedings or remedy may be made, continued or enforced and any such penalty, forfeiture or punishment may be imposed, as if these regulations has not been notified.

(2) Save as otherwise specifically provided, nothing in these regulations shall affect or deemed to affect any action taken, orders issued, relaxation granted unless withdrawn, fee paid or accrued, resolution passed, direction given under the repealed regulations shall, if in force at the effective date of these regulations and not inconsistent with provision of these regulations, shall continue to be in force and have effect as if it were respectively taken, made, directed, passed, given, executed or issued under these regulations.

[“Schedule I
[Circular under section 83 of Companies Act, 2017]⁷³
The Companies (Further Issue of Shares) Regulations, 2020
Right Share - Offer Document

General Instruction for filling the form:

- All information should be relevant and updated. The source and basis of all statements and claims should be disclosed.
- All blank spaces in the draft offer document shall be filled up with appropriate data before filing the offer document.
- Wherever it is mentioned that details are given elsewhere in the document, the same shall be adequately cross referred by indicating the paragraph, heading and page number.
- There should be no forward-looking statement or estimation that cannot be substantiated.

1. Cover Page:

- (i) The following statement should appear on the upper most top in bold capital letters:

ADVICE FOR INVESTORS

INVESTMENT IN EQUITY SECURITIES AND EQUITY RELATED SECURITIES INVOLVES A CERTAIN DEGREE OF RISKS. THE INVESTORS ARE REQUIRED TO READ THE RIGHTS SHARE OFFER DOCUMENT (*HEREIN REFERRED TO AS ‘OFFER DOCUMENT’*) AND RISK FACTORS CAREFULLY, ASSESS THEIR OWN FINANCIAL CONDITIONS AND RISK-TAKING ABILITY BEFORE MAKING THEIR INVESTMENT DECISIONS IN THIS OFFERING.

RIGHT ENTITLEMENT LETTER IS TRADABLE ON PSX, RISKS AND REWARDS ARISING OUT OF IT SHALL BE SOLE LIABILITY OF THE INVESTORS

- (ii) Following additional information should also appear on the front page:

This document is issued for the purpose of providing information to shareholders of the Company and to the public in general in relation to the rights issue (size of the issue in Rs.) consisting of new ordinary shares (Number of share) by (name of the issuer). A copy of this document has been registered with the Securities Exchange.

This offer document is valid till..... (60 days from the last day of payment of subscription amount).

- (iii) Full name of the Issuer (including previous name, if any) along with logo/monogram, if any, date and place of its incorporation, incorporation number, address of its registered and corporate offices, telephone number, contact person, website

⁷³ Inserted vide S.R.O 361(I)/2024 dated March 04, 2024

address and e-mail address.

- (iv) Total issue size (number of shares), offer price, premium/discount if any, total amount to be raised through right issue, proportion of right offer.
- (v) Date of placing offer document on PSX for public comments.
- (vi) Date of Final Offer Letter, Date of Book Closure, Subscription amount payment dates, Trading dates for Letter of Rights
- (vii) Details of the relevant contact persons

	Name of the Person	Designation	Contact Number	Office Address	Email ID
Authorized Officer of the Issuer					
Underwriter					
Banker to the Issue					

- (viii) Website addresses from where the offer document can be downloaded.

2. Inside Cover Page:

The following undertaking by the Issuer:

“WE THE CHIEF EXECUTIVE OFFICER AND CHIEF FINANCIAL OFFICER ...CERTIFY THAT;

- (i) THE OFFER DOCUMENT CONTAINS ALL INFORMATION WITH REGARD TO THE ISSUER AND THE ISSUE, WHICH IS MATERIAL IN THE CONTEXT OF THE ISSUE AND NOTHING HAS BEEN CONCEALED IN THIS RESPECT;
- (ii) THE INFORMATION CONTAINED IN THE OFFER DOCUMENT IS TRUE AND CORRECT TO THE BEST OF THEIR KNOWLEDGE AND BELIEF;
- (iii) THE OPINIONS AND INTENTIONS EXPRESSED THEREIN ARE HONESTLY HELD;
- (iv) THERE ARE NO OTHER FACTS, THE OMISSION OF WHICH MAKES THE OFFER DOCUMENT AS A WHOLE OR ANY PART THEREOF MISLEADING; AND
- (v) ALL REQUIREMENTS OF THE COMPANIES ACT, 2017, THE COMPANIES (FURTHER ISSUE OF SHARES) REGULATIONS, 2020, THE CENTRAL DEPOSITORY COMPANY AND THAT OF PSX PERTAINING TO THE RIGHT ISSUE HAVE BEEN FULFILLED.”

For and on behalf of (Name of the Issuer)

.....Sd-.....

Name of the Chief Executive Officer

.....Sd-.....

Name of the Chief Financial Officer”

3. Undertaking by the Board of Directors (Board) [or an officer of the Company authorized by them in this behalf]⁷⁴

WE, THE BOARD _____ HEREBY CONFIRM THAT:

- (i) ALL MATERIAL INFORMATION AS REQUIRED UNDER THE COMPANIES ACT, 2017, THE SECURITIES ACT, 2015, COMPANIES (FURTHER ISSUE OF SHARES) REGULATIONS, 2020, THE LISTING OF COMPANIES AND SECURITIES REGULATIONS OF THE PAKISTAN STOCK EXCHANGE LIMITED HAS BEEN DISCLOSED IN THIS OFFER DOCUMENT AND THAT WHATEVER IS STATED IN OFFER DOCUMENT AND IN THE SUPPORTING DOCUMENTS IS TRUE AND CORRECT TO THE BEST OF OUR KNOWLEDGE AND BELIEF AND THAT NOTHING HAS BEEN CONCEALED.
- (ii) WE UNDERTAKE THAT ALL MATERIAL INFORMATION, INCLUDING RISKS THAT WOULD ENABLE THE INVESTOR TO MAKE AN INFORMED DECISION, HAS BEEN DISCLOSED IN THE OFFER DOCUMENT.
- (iii) RIGHT ISSUE IS THE DISCRETION OF BOARD OF THE ISSUER AND IT NEITHER REQUIRE APPROVAL OF THE COMMISSION NOR THE SECURITIES EXCHANGE.
- (iv) THE DRAFT OFFER DOCUMENT WAS PLACED ON THE WEBSITE OF THE SECURITIES EXCHANGE AND THE ISSUER, IF PUBLIC COMMENTS ARE SOUGHT, ON _____ (I.E. WITHIN 45 DAYS OF THE DATE OF ANNOUNCEMENT BY THE BOARD.
- (v) PUBLIC COMMENTS WERE SOUGHT FOR A PERIOD OF 7 (SEVEN) WORKING DAYS I.E. _____ TO _____ (OPTIONAL AND IS THE DISCRETION OF THE COMPANY).
- (vi) COMMENTS FROM SECURITIES EXCHANGE AND THE SECP WERE RECEIVED ON _____
- (vii) THE BOARD HAS ENSURED THAT DRAFT OFFER DOCUMENT IS UPDATED IN LIGHT OF THE PUBLIC COMMENTS (IF SOUGHT), SECURITIES EXCHANGE AND SECP COMMENTS.
- (viii) THE BOARD HAS DISCLOSED ON PSX'S AND COMPANY'S WEBSITE, ALL THE COMMENTS RECEIVED ALONG WITH THE EXPLANATIONS AS TO HOW THEY ARE ADDRESSED.
- (ix) THE FINAL OFFER DOCUMENT WAS SUBMITTED TO THE COMMISSION AND PLACED ON SECURITIES EXCHANGE WEBSITE ON _____ ALONG WITH THE BOOK CLOSURE DATES AND RELEVANT RIGHT ISSUANCE TIMELINES. (I.E. WITHIN 20 WORKING DAYS FROM THE DATE OF RECEIPT OF COMMENTS OF PSX and SECP).
- (x) THE STATUTORY AUDITOR M/s. _____ OF THE ISSUER SHALL SUBMIT HALF YEARLY REPORT TO THE ISSUER REGARDING UTILIZATION OF PROCEEDS IN THE MANNER REFERRED TO IN THE FINAL OFFER DOCUMENT. THE ISSUER WILL INCLUDE THE REPORT OF THE STATUTORY AUDITOR, ALONG WITH ITS COMMENTS THEREON, IF ANY, IN ITS HALF YEARLY AND ANNUAL FINANCIAL STATEMENTS.
- (xi) THE ISSUER HAS COMPLIED WITH THE REQUIREMENTS OF SECTION 82 OF THE COMPANIES ACT, 2017 IN CASE OF ISSUANCE OF RIGHT SHARES AT DISCOUNT TO

⁷⁴ Inserted vide S.R.O 361(I)/2024 dated March 04, 2024

FACE VALUE.

(xii) NAMES OF THE DISSENTING DIRECTORS (IF ANY) ARE _____.]⁷⁵

4. DISCLAIMER:

(i) Following disclaimer be included:

- *In line with Companies Act, 2017 and Companies (Further Issue of Shares) Regulations, 2020, this document does not require approval of the Securities Exchange and the Securities Exchange Commission of Pakistan (SECP).*
- *The Securities Exchange and the SECP disclaims*
 - a. *any liability whatsoever for any loss however arising from or in reliance upon this document to any one, arising from any reason, including, but not limited to, inaccuracies, incompleteness and/or mistakes, for decisions and/or actions taken, based on this document.*
 - b. *any responsibility for the financial soundness of the Company and any of its schemes/projects stated herein or for the correctness of any of the statements made or opinions expressed with regards to them by the Company in this Offer document.*
 - c. *any responsibility w.r.t quality of the issue*
- *It is clarified that information in this Offer document should not be construed as advice on any particular matter by the SECP and the Securities Exchange and must not be treated as a substitute for specific advice.*

5. Glossary of Technical Terms & Definitions:

All the technical terms and abbreviations used in offer document must be defined in the glossary.

75 Substituted vide S.R.O 361(I)/2024 dated March 04, 2024 for “(iv) THE DRAFT OFFER DOCUMENT WAS PLACED ON THE WEBSITE OF THE SECURITIES EXCHANGE AND THE ISSUER ON _____ (I.E. WITHIN 45 DAYS OF THE DATE OF ANNOUNCEMENT BY THE BOARD.

(v) PUBLIC COMMENTS WERE SOUGHT FOR A PERIOD OF 7 (SEVEN) WORKING DAYS I.E. _____ TO _____. (OPTIONAL AND IS THE DISCRETION OF THE COMPANY AND ITS BOARD)

(vi) COMMENTS FROM SECURITIES EXCHANGE AND THE SECP WERE RECEIVED ON

(vii) THE BOARD HAS ENSURED THAT DRAFT OFFER DOCUMENT IS UPDATED IN LIGHT OF THE PUBLIC COMMENTS, SECURITIES EXCHANGE AND SECP COMMENTS.

(viii) THE BOARD HAS DISCLOSED ON PSX’S AND COMPANY’S WEBSITE, ALL THE COMMENTS RECEIVED ALONG WITH THE EXPLANATIONS AS TO HOW THEY ARE ADDRESSED.

(ix) THE FINAL OFFER DOCUMENT WAS PLACED ON SECURITIES EXCHANGE WEBSITE ON _____ ALONG WITH THE BOOK CLOSURE DATES AND RELEVANT RIGHT ISSUANCE TIMELINES. (I.E. WITHIN 20 WORKING DAYS FROM THE DATE OF RECEIPT OF COMMENTS OF PSX & SECP).

(x) THE STATUTORY AUDITOR M/s _____ WILL MONITOR THE PROCEED UTILIZATION IF THE ISSUANCE PROCEEDS EXCEED RS.750 MILLION OR 50% OF THE PAID UP CAPITAL OF THE LISTED COMPANY ISSUING RIGHT SHARES, WHICHEVER IS HIGHER .

(xi) THE ISSUER HAS COMPLIED WITH THE REQUIREMENTS OF SECTION 82 OF THE COMPANIES ACT, 2017 IN CASE OF ISSUANCE OF RIGHT SHARES AT DISCOUNT TO FACE VALUE.”

6. Table of Contents

7. Salient features of the right issue:

(i) Brief Terms of the Rights Issue:

(a)	Description of issue:	
(b)	Size of the proposed issue	Rs. _____ divided into _____ of Rs. _____ each
(c)	Face value of the share	
(d)	Basis of determination of price of the right issue	
(e)	Proportion of new issue to existing issued shares with condition, if any	
(f)	Date of meeting of board of directors (BoD) wherein the right issue was approved	
(g)	Names of directors attending the BoD meeting	
(h)	Brief purpose of utilization of right issue proceeds	
(i)	Purpose of the Right Issue - Details of the main objects for raising funds through present right issue.	• Total funds required for the project: • percentage of funds financed through the right issue: • percentage of funds financed from other sources, if any; • time of completion of project. • Impact on production capacity
(j)	'Minimum level of subscription' (MLS)	-----% The Board shall clearly pronounce the options in case MLS is not achieved.
(k)	"Application Supported by Blocked amount" (ASBA) facility, if any, will be provided for subscription of right shares	

(ii) Principal Purpose of the Issue and funding arrangements:

A. Details of the principal purpose of the issue.

- (a) Summary item-wise breakup of the proceeds to be utilized both in terms of amount & %age of total allocation made to the relevant item, along with percentage completion status of the relevant item. Additional information may also be included, as needed, to make the table give complete, concise and clear picture.

B. Additional disclosures relating to purpose of the issue shall be made in case of the following:

(a) If purpose of the issue is to finance a project:

- Total Cost required for the project;
- Sources of Funding;
- Status of Debt Financing if any;
- Project completion status
- location of the project;
- Working capital requirement of the project: - all details, along with following, as specified in 8(ii)(b) of this schedule be included here.
 - ✓ Basis of estimation of working capital requirement, along with relevant assumptions.
 - ✓ If no working capital is shown as a part of the project for which the issue is being made, the reasons for the same.
- plant and machinery, technology, process, etc. – all details as specified in 8(ii)(c) of this Schedule be included here;
- land, building – all details as specified in 8(ii)(d) of this Schedule be included here;
- Following information regarding persons or entities with whom any agreement is entered into:
 - ✓ Place of registration and year of incorporation.
 - ✓ Nature of business
 - ✓ paid up share capital.
 - ✓ Net worth
 - ✓ Revenue
 - ✓ general information relevant to the issuer.
- Pre and post expansion production capacity of the Issuer, if applicable.

(b) If purpose of the issue is to finance working capital:

- Specify activities that are classified as working capital.
- Basis of estimation of working capital requirement, along with relevant assumptions.
- Reasons for raising additional working capital, substantiating the same with relevant facts and figures.
- Total envisaged working capital requirement in a tabular form, the margin money thereof and the portion to be financed by any bank(s) or otherwise.
- Cash Conversion Cycle in Number of days for last three years (days inventory outstanding + days sales outstanding - days payables outstanding)

	Year	Year	Year
Cash Conversion Cycle (in days)			

(c) If purposes of the issue is to purchase Plant/ Equipment/ Technology:

- Details shall be given in a tabular form, which shall include the details of the machines required to be bought by the issuer, cost of the machines, name of the suppliers, date of placement of order and the date or expected date of supply, etc.
- The percentage and value terms of plant and machinery delivered
- The percentage and value terms of the plant and machinery for which orders are yet to be placed.
- If second-hand machinery is bought or proposed to be bought, if any, the issuer shall include valuation report (as envisaged in the Regulations) as part of the disclosure. Information contained herein should include useful life of machines, balance estimated life, performance guarantee etc., impact on production capacity, impact on market share.
 - ✓ purchase date, chronological transfer of the building, plant, equipment, machinery; initial useful life; remaining useful life; in case initial useful [life]⁷⁶ estimate has been revised (detail and reason of such revision), repair/maintenance cost incurred;
 - ✓ expected working capital expenditure during next 3 years.
- In case plant is bought from a foreign supplier, for both new and second-hand plant & machinery/equipment, the date when the payment for purchase of plant etc. was made, the date when it reached in the country, reasons of time lag in the purchase payment and arrival date; requisite formal approvals from other regulatory bodies; reference to the purchase payment in relevant books of accounts.

(d) If the purpose of the issue is to acquire Land:

- location of the land
- area of the land
- estimated cost of the land
- details of whether the land has been acquired by the Issuer
- Title of the land
- Property agent hired for the execution of purchase
- Comparable value of the property in the vicinity.
- If the party from whom land is being acquired is a related party, status be disclosed.
- For related party transaction, rationale as to how the transaction is an arm's length transaction.

⁷⁶ Substituted for the word "lime" vide S.R.O 361(I)/2024 dated March 04, 2024

(e) If the purpose of the issue is to acquire intangible assets:

- Nature of the asset
- Title of the asset
- Estimated cost of the asset
- If the party from whom intangible asset is being acquired is a related party, status be disclosed.

(f) If purpose of the issue is loan/debt repayment:

- details of loan proposed to be repaid such as name of the lender, brief terms and conditions and amount outstanding;
- dates of receipt of loan from directors;
- details whether the loan is pledged against any financing facility
- in case the loan is given by the directors, table containing date of deposit of loan in bank account of the company and subsequent utilization of the same.
- Reasons of issuing right for payment of loan
- Impact of loan repayment on financial position of the company.

(g) If purpose of the issue is BMR/investment in greenfield project:

- Details of source of funding.
- Status of debt financing, if any.
- Details regarding financial close of the project.
- Details of letter of credit, if applicable.
- Utilization of the proceeds:
- Breakup of the funds required and funds already deployed
- Working capital requirement of the project:
 - ✓ Basis of estimation of working capital requirement, along with relevant assumptions.
 - ✓ If no working capital is shown as a part of the project for which the issue is being made, the reasons for the same.
- Implementation schedule of the project like land acquisition, execution of civil works, installation of plant and machinery, date of trial production, date of commercial production.
- Details regarding implementation of the project.
- Pre and post expansion production capacity of the Issuer, if applicable.

[(h) If purpose of the issue is to acquire a company:

- Relationship of the issuer with the company being acquired
- Profiles of sponsors, major shareholders and directors of the company being acquired along with percentage of their shareholding
- Ultimate beneficial owners of the company being acquired

- Details related to share purchase agreement
- Any regulatory approvals required before acquisition
- Details of business operations of the company being acquired
- Financial highlights of last three years or such shorter period for which financial information is available.
- Break-up value of shares of the company being acquired
- Offer price per share along with number of shares to be acquired
- Name of valuer and key assumptions used in calculation of offer price
- Relative price measures of the company being acquired i.e. Price to Book Value, Price to Earnings (P/E), and Price to Sales (P/S)
- Impact of acquisition on the operating and financial position of the issuer
- Any other material information;]⁷⁷

(iii) General Requirements:

- Where the issuer proposes to undertake more than one activity or project, such as diversification, modernization, expansion, etc., the total project cost activity-wise or project wise, as the case may be.
- Where the issuer is implementing the project in a phased manner, the cost of each phase including the phase, if any, which has already been implemented.
- Details of all material existing or anticipated transactions in relation to the utilization of the issue proceeds or project cost with promoters, directors, key managerial personnel, associate companies.

(iv) Financial effects arising from right issue

	Measurement Unit	Pre Issue	– Post Issue	Increase in Percentage (%)
Authorized Capital				
Paid-up-Capital				
Net Asset/Breakup value per share				
Gearing Ratio				
Production Capacity				
Market Share				

(v) Total expenses to the issue: (i) bankers' commission (ii) others, if any.

⁷⁷ Inserted vide S.R.O 361(I)/2024 dated March 04, 2024

(vi) Details of underwriters:

Name of the Underwriter	Amount Underwritten	Associated Company/Associated Undertaking of the Issuer (YES/NO)

(vii) Commitments from substantial shareholders/directors:

Name of the person	Status (Substantial Shareholder/Director)	Number of Shares Committed to be Subscribed	Amount Committed to be Subscribed	Shareholding % - pre-issuance	Shareholding % - post-issuance

(viii) Fractional shares: Fractional shares, if any, shall not be offered and all fractions less than a share shall be consolidated and disposed of by the company and the proceeds from such disposition shall be paid to such of the entitled shareholders as may have accepted such offer;

(ix) Important Dates:

(Name of the Issuer) Tentative Schedule for Issuance of Letter of Rights Book Closure: From dd/mm/yy to dd/mm/yy (both days inclusive)			
S.No.	Procedure	Day	Date
1	Date of credit of unpaid Rights into CDC in Book Entry Form		
2	Dispatch of Letter of Right (LOR) to physical shareholders		
3	Intimation to Stock Exchange for dispatch of physical Letter of Rights		
4	Commencement of trading of unpaid Rights on the Securities Exchange		
5	Last date of trading of letter of Rights		
6	Payment of subscription amount start date		
7	Last date for acceptance of payment		
8	Allotment of shares and credit of Shares into CDS		
9	Date of dispatch of physical shares certificates		

8. Subscription Amount Payment procedure:

- (i) Payment as indicated above should be made by cash or crossed cheque or demand draft or pay order made out to the credit of "<Issuer Name> Right Shares

Subscription Account” through any of the authorized branches of above mentioned bank(s) on or before dd/mm/yy along with this Right Subscription Request* duly filled in and signed by the subscriber(s).

- (ii) Right Subscription Request can be downloaded from
- (iii) In case of Non-Resident Pakistani / Foreign shareholder, the demand draft of equivalent amount in Pak Rupees should be sent to the Company Secretary, (Issuer Name) at the registered office of the issuer along with Right Subscription Request (both copies) duly filed and signed by the subscriber(s) with certified copy of NICOP/ Passport well before the last date of payment.
- (iv) All cheques and drafts must be drawn on a bank situated in the same city where Right Subscription Request is deposited. Cheque is subject to realization.
- (v) The Bank will not accept Right Subscription Request delivered by post which may reach after the closure of business on dd/mm/yyyy, unless evidence is available that these have been posted before the last date of payment.
- (vi) Payment of the amount indicated above to the issuer’s Banker(s) to the issue on or before dd/mm/yyyy shall be treated as acceptance of the Right offer.
- (vii) After payment has been received by the Company’s banker(s), the Right Securities will be credited into respective CDS Accounts within 14 business days from the last payment date. Paid Right Subscription Request will not be traded or transferred.

9. Profile of management and sponsors

- (i) Profile of directors (names, executive/ nonexecutive/independent/nominee director and tenure of directorship held)
- (ii) other directorships held (provide names of the company(ies))
- (iii) Profile of sponsors
- (iv) If sponsor is company registered in Pakistan, date of incorporation, names of directors % age of shareholding.
- (v) If sponsor is foreign registered company, % age of shareholding, Form 43, Form 45 be provided.

10. [omitted]⁷⁸ Details of the Issuer

- (i) financial highlights of issuer for last three years

	Audited Account Year	Audited Accounts Year	Audited Accounts Year...
Name of the Statutory Auditor			
Gross Revenue/Sale			
Gross Profit			
Profit before interest & Tax			

⁷⁸ Omitted the word “Financial” vide S.R.O 361(I)/2024 dated March 04, 2024

Profit after tax			
Net Profit/Loss			
Accumulated Profit/Loss			
Total Assets			
Total Liabilities			
Net Equity			
Break-up value Per Share			
Earnings/Loss per share			
Dividend Announced			
Bonus Issue			

(ii) financial highlights for preceding one year of consolidated financial statements same as (B) above,

(iii) Detail of issue of capital in previous five years

Right Issue	FY____	FY____	FY____	FY____	FY____
Percentage					
Number of Shares					
Amount Raised					
Unsubscribed portion					
Unsubscribed portion allotted by BoD					
Unsubscribed portion taken up by the Underwriter					
Proceed utilization break up....					

(iv) Average market price of the share of the issuer during the last six months

(v) Share Capital and Related Matters

(a) Pattern of shareholding of the issuer in both relative and absolute terms.

(b) Number of shares held by the directors, sponsors & substantial shareholders of the Issuer (both existing and post right issue).

(c) Details and shareholding of holding company, if any.

[(vi) Group structure along with respective shareholding in subsidiaries and associates.]⁷⁹

11. Risk Factors:

(i) Each risk factor shall appear in the following manner

(a) Risk as envisaged by the issue;

(b) Proposals, if any, to address the risk.

(ii) [Risk factors shall be classified as internal and external risk factors and the issuer shall ensure that coverage of each risk factor is in manner that is specific to the issue/issuer and clearly covers the impact of the risk factor on the

⁷⁹ Inserted vide S.R.O 361(I)/2024 dated March 04, 2024

operations/performance of the issuer.”]⁸⁰

- (iii) Risk factors shall be disclosed in the descending order of materiality.
- (iv) All possible risk factors relating to business of the company, the project, technology, competition, suppliers, consumers, industry, liquidity, regulatory, changes in Govt. policies, law and order situation, capital market, pending litigations, defaults etc. shall be disclosed.
- (v) Additional risk factors relating to the following areas shall necessarily be disclosed in the offer document, wherever applicable:
 - (a) Approvals that are yet to be received by the issuer;
 - (b) Seasonality of the business;
 - (c) Risk associated with orders not having been placed for plant and machinery in relation to the principal purpose of the issue;
 - (d) Lack of experience of the Management to run the business;
 - (e) If the issuer has incurred losses in the last three financial years;
 - (f) Dependence of the issuer or any of its business segments upon a single customer or a few customers
 - (g) Loans, if any, taken by the issuer and its subsidiaries that can be recalled at any time.
 - (h) In case of outstanding debt instruments, any default in compliance with the material covenants;
 - (i) Default in repayment of loan by the issuer and associated group companies, if any.
 - (j) Potential conflict of interest of the Sponsors, substantial shareholders or directors of the issuer if involved with one or more ventures which are in the same line of activity or business as that of the issuer.
 - (k) Excessive dependence on any key managerial personnel for the project for which the issue is being made.
 - (l) Any material investment in debt instruments by the issuer which are unsecured.
 - (m) Pending legal Proceeding against the issuer and associated group companies, which could have material adverse comments.
 - (n) Negative cashflow from operating activities in the last three preceding financial years.
 - (o) Any restrictive covenant that could hamper the interest of the equity shareholders
 - (p) Low credit rating of the Issuer.
 - (q) Dependence of the issuer or any of its business upon a single customer or few customers, loss of any one or more may have material adverse effect on the issuer.
 - (r) Any portion of the issue proceed that is proposed to be paid by the issuer to the

⁸⁰ Substituted vide S.R.O 361(I)/2024 dated March 04, 2024 for “Risk factors shall be classified as internal and external risk factor.”

sponsors, directors or key management personnel of the issuer.

- (vi) A statement that 'to the best of our knowledge and belief all risk factors have been disclosed' shall be given immediately after the risk factor by the authorized officer/Management.

12. Legal proceedings

- (i) Any outstanding legal proceeding other than the normal course of business involving the issuer, its sponsors, substantial shareholders, directors and associated companies, over which the Issuer has control, that could have material impact on the issuer.
- (ii) Action taken by the securities exchange against the issuer or associated listed companies of the issuer during the last three years due to noncompliance of the its regulations.
- (iii) Legal proceedings be summarized in the following format

Legal Order dated	Issuing Authority	Tax Period, if any	Order Amount/ Financial Impact (PKR Mn)	Current status	Management's Stance

13. Signatories to the Offer document

- (i) [List of the signatories, including all the directors or an officer of the company authorized by them in this behalf, to the offer document and their signatures in original duly dated and witnessed.]⁸¹

Schedule II⁸²

The Companies (Further Issue of Shares) Regulations, 2020

Sr. No	Name of the Person	Comment received	Whether the Company agree/ disagree to the comment	Proposed change, if agreed.	Rationale

[No. CSD/CI-Reg/14/2018]

(Bilal Rasul)
(Secretary to the Commission)

⁸¹ Substituted vide S.R.O 361(I)/2024 dated March 04, 2024 for "List of the signatories to the offer document and their signatures in original duly dated and witnessed."

⁸² Substituted vide S.R.O 1754(I)/2022 dated September 16, 2022