

**Securities and Exchange Commission of Pakistan  
NIC Building, Jinnah Avenue, Islamabad**

Islamabad, November 20, 2002.

**GUIDELINES FOR THE ISSUE OF TERM FINANCE CERTIFICATES (TFCs) TO  
GENERAL PUBLIC**

**CHAPTER I**

**Preliminary**

**1. Short title and commencement.-** (1) These guidelines may be called GUIDELINES FOR THE ISSUE OF TERM FINANCE CERTIFICATES (TFCs) TO GENERAL PUBLIC.

(2) These shall come into force at once.

**2. Introduction and Scope: -**

2.1 These guidelines set out the minimum information required to be disclosed in a Prospectus (including full prospectus, abridged prospectus and supplement to the prospectus) for offer of TFCs to general public (hereinafter referred to as "issue, offer or invitation") under Section 57 read with Section 120 of the Companies Ordinance, 1984 (the Ordinance).

2.2 These guidelines are made pursuant to sub-section (4) of Section 20 of the Securities and Exchange Commission of Pakistan Act, 1997 in order to facilitate the Issuers to disclose all such information and facts in the prospectus as are required under Section 53 of the Ordinance and 2nd schedule to the Ordinance.

2.3 These guidelines are general in nature and should not be construed as the sole criteria for disclosure. Directors, promoters and advisers to the issue shall have the primary obligation and responsibility in relation to the contents of the Prospectus and they should ensure that all such information and facts that are necessary for assessment of the instrument, offered through the Prospectus, are disclosed.

**3. Definitions.-** (1) In these guidelines unless there is any thing repugnant in the subject or context,-

(a) "Abridged Prospectus," means the condensed form of the full Prospectus.

(b) "Commission" means the Securities and Exchange Commission of Pakistan.

(c) "Green Shoe Option (GSO)" means a pre-determined amount of TFCs to be retained in case of over-subscription of the issue.

- (d) "Instrument" means the Term Finance Certificate (TFC).
- (e) "Shelf Registration" means the sanctioned amount of TFCs to be issued in tranches over a period of time as specified in the Prospectus.
- (f) "Supplement to the prospectus" means an updated condensed form of the full prospectus for inviting public subscription through subsequent tranche(s).
- (g) "Term Finance Certificate" means a debt instrument issued for the purpose to raise fund in the form of redeemable capital.
- (h) "Tranche" means an offer of a certain portion out of the total amount of TFCs approved by the Commission.
- (2) All other words and expressions used but not defined in these guidelines shall have the same meanings as are assigned to them in the Companies Ordinance, 1984 (XLVII of 1984) and Securities and Exchange Ordinance, 1969 (XVII of 1969)

## **CHAPTER II**

### **Eligibility, Procedure and Contents of the Prospectus**

#### **4. Eligibility**

A Public Limited Company is eligible to offer TFCs to the general public through issue, publication and circulation of prospectus under section 57 read with section 120 of the Ordinance. The entity as well as the instrument should have a minimum credit rating grade of Triple B Minus (BBB-) assigned by a credit rating agency registered with the Commission under the Credit Rating Companies Rules, 1995.

#### **5. Procedure**

The issuer will be required to file an application with the Commission under Section 57 of the Ordinance for approval to issue, circulate and publish prospectus for offer of TFCs to the general public. Before filing the application the issuer will be required to fulfill the following requirements: -

- i) In case of a new project, Expansion or Balancing, Modernization & Replacement (BMR), a feasibility study should be conducted and a report should be prepared.
- ii) Pre-IPO placement of TFCs should be finalized.
- iii) Underwriting arrangements, if any, should be completed.
- iv) Credit rating of the entity as well as the instrument from any rating agency should be carried out.
- v) Trustee, Bankers to the Issue, Balloters, Registrar (Transfer Agent) and Legal Adviser to the Issue should be appointed.

vi) Clearance of the prospectus from the concerned stock exchange(s) should be obtained.

vii) Auditor's certificates as required under Section 53 of the Ordinance read with clause 28(1) of Section 2 of Part-I of the 2nd schedule to the Ordinance should be obtained.

## **6. Contents of the Prospectus**

The prospectus should contain all material facts, information and disclosures as required under Section 53 of the Ordinance, and 2nd schedule to the Ordinance. However in order to facilitate the issuers the contents of the Prospectus have been provided for guidance as per Annexure-I, Annexure-II and Annexure-III for full Prospectus, abridged Prospectus and supplement to the Prospectus respectively. In addition to these, the Commission may ask for disclosure of any material information.

## **CHAPTER III**

### **Risk Analysis, Categorization, Filing of Documents and Issuance of TFCs in Tranches**

## **7. Risk Analysis**

7.1 The Prospectus should contain information about all material risks, contingent or otherwise, associated with the lending to the issuer. Any risk disclosed in the Prospectus should be accompanied by a statement indicating the likely impact that the risk factors might have on the issuer and the instrument. If possible, the effects should be quantified. The disclosure should include risks relating to the issuer's financial performance. Any subsequent material change must be reflected in the supplement to the Prospectus, in case of subsequent tranche(s).

7.2 The material risks set out below are only a guide to some of the types of risks that may apply to the issuer and the instrument. The issuer has an obligation to disclose all material risks, contingent or other wise, in addition to those mentioned below: -

(i) Risks associated with the nature of business of the issuer;

(ii) If the issuer has no operating history or its history is limited, the risks of investing in a new or relatively new venture;

(iii) Risks arising from economic conditions and cycles that are significant or peculiar to the issuer's business;

(iv) Risks relating to any form of government control or regulation that, when changed, have financial consequences on the issuer;

(v) Risks relating to legal uncertainties concerning the issuer's business or operations or contractual agreements;

(vi) Risks relating to financial performance, like covenants under borrowing facility, which limits the issuer/group's operating and financial flexibilities, foreseeable capital commitments and indebtedness.

(vii) General Risks associated with the issue, instrument, Law & Order situation, etc.

7.3 The risk factors should include a note at the end in bold letters stating the following:- "IT IS AFFIRMED THAT ALL MATERIAL RISK FACTORS HAVE BEEN DISCLOSED TO THE BEST OF OUR KNOWLEDGE AND BELIEF AND THAT NOTHING HAS BEEN CONCEALED IN THIS RESPECT".

## 8. Categorization of TFCs

The application for subscription of TFCs should be categorized as for Rs. 5,000/-, Rs. 25,000/-, Rs. 50,000/-, Rs. 100,000/- and in multiples of the highest category. The TFCs offered to the general public should be allocated among different categories of applications in the following manner: -

### In case of Public Offer Up to Rs. 50 Million

| Category of Application            | Reserve Allocation of TFCs |
|------------------------------------|----------------------------|
| For and in multiple of Rs. 5,000/- | 100% of the public offer   |

### In case of Public Offer above Rs. 50 Million and up to Rs. 100 Million

|   | Category of Application             | Reserve Allocation of TFCs                                 |
|---|-------------------------------------|--|
| 1 | For Rs. 5,000/-                     | Minimum Rs. 50 million.                                    |
| 2 | For Rs. 25,000/                     | The balance should be equally allocated to each category . |
| 3 | For and in multiple of Rs. 50,000/- |  |

### In case of Public Offer above Rs. 100 Million

|   | Category of Application              | Reserve Allocation of TFCs                                |
|---|--------------------------------------|---|
| 1 | For Rs. 5,000/-                      | 25% of the public offer, Minimum Rs. 50 million.          |
| 2 | For Rs. 25,000/-                     | The balance should be equally allocated to each category. |
| 3 | For Rs. 50,000/-                     |   |
| 4 | For and in multiple of Rs. 100,000/- |   |

## 9 Filing of Documents

The issuer will be required to provide all necessary documents alongwith the application for approval of the Commission. These documents have been listed at Annexure-IV

## **10 TFC Issues under Shelf Registration**

10.1 TFCs can be offered in tranches, however, in case of each subsequent tranche, the issuer will not be permitted to alter the basic features/structure of the issue and the instrument.

10.2 In a supplement to the prospectus for subsequent tranche(s) the issuer cannot make any change except the followings;

- i. The rate of return.
- ii. List of institutional investors.
- iii. Updation of the clauses of Income Tax, Withholding Tax, Wealth Tax, Zakat, Capital Gain where necessary.
- iv. Security & Trustee clauses.
- v. Expenses of the issue.
- vi. Advisors & Arranger
- vii. Underwriters.
- viii. Bankers to the Issue.
- ix. Risk Factors.
- x. Material Contracts.
- xi. The information about company's progress and strategy may be up-dated.
- xii. Financials may be up-dated.
- xiii. Change in the percentage of Green Shoe Option

## **CHAPTER IV**

### **Approval and General Requirements**

#### **11. Approval of Prospectus**

The approval of Commission for issue, circulation and publication of prospectus shall be valid for a period of 60 days from the date of sanction. The approval of prospectus under Shelf Registration will be valid for a period mentioned therein, however, the company shall submit supplement for approval of the Commission before going public, for subsequent tranches.

#### **12. General Requirement**

## I. Language & Sequencing

The language of the prospectus should be simple, clear, and brief. Relative emphasis and sequencing of different information in a prospectus should be from the perspective of a common investor.

## II. Signatories to the Prospectus

The full Prospectus should be signed by every director of the company as required under sub-section (3) of Section 57 of the Ordinance. The abridged prospectus as well as the supplement should be signed by at least one director authorized by the Board of Directors, Chief Financial Officer and the Company Secretary.

## III. Availability of Application forms

Under the existing Laws, application form for subscription of TFCs are required to be available with the stock exchanges at which the TFCs are to be listed and with its members, the Bankers to the Issue and at the Registered Office of the Company. It is advised that the said forms be made available to other stock exchange(s) as well where the instrument is not listed.

## IV. Refund of Subscription Money

Although under the law subscription money is required to be refunded within ten days of the decision regarding acceptance of applications whereas the said decision is required to be taken within ten days of the closing of the subscription list. It is advised that the decision be made within seven days of the closure of the subscription list and the subscription money is refunded to unaccepted or unsuccessful applicants within five days of the said decision.

## V. Underwriting

In case of Green Field Projects, Expansion or BMR, the issues are required to be fully underwritten.

## VI. Primary Purpose

The primary purpose of the issue should be explained in appropriate detail specifying the use of the subscription proceeds.

## VII. Publication of Prospectus in Urdu Language.

In order to further facilitate the investors, broaden the circulation and readability, the Commission would encourage publication of the abridged prospectus and/or supplement in Urdu language in addition to English. The translation should be functional and words from English may be borrowed, where necessary.

## VIII. Use of Pictures and Formatting

The prospectus being a legal document should not be used as a marketing tool. Its layout should be simple and plain. Pictures and fancy formatting are not to be used.

## IX. Expenses of the Issue

All material expenses of the issue should be disclosed in full including advisory & arrangement fees, trustee fee, stamp duties, listing fee, SEC fee etc.

## X. Listing of TFCs.

TFCs to be offered to general public should be listed at least on any one Stock Exchange of the country.

## XI. Credit Rating

a) The company shall have the instrument rated on continuous basis till its life period and provide the rating to the Stock Exchange(s) where it is listed, the Trustee, TFC holders and the Commission. The TFCs rating should also be disclosed in the accounts of the company.

b) The issuer shall not change the Rating Agency without prior approval of the Commission during the tenure of the TFC.

## XII Creation of Redemption Fund

In order to protect interest of small investors, redemption reserve shall be created in case of unsecured TFCs or bullet payment (repayment of principal in a single chunk at maturity). Only small investors holding TFCs of the value of two hundred thousand rupees or below will be eligible to be compensated, if found necessary, from this fund.

## XIII Market Maker

In order to make the TFCs more liquid, the issuers are encouraged to appoint a Market Maker. The Market Maker shall give the offer and bid prices of TFCs daily in the secondary market. A market maker may be a Brokerage House or an Investment Bank.

## XIV Trustee

Trustee shall be appointed by the issuer in all cases irrespective of the fact whether the instrument is secured or not. The power, role, liabilities and responsibilities of the Trustee shall be defined in the Security Trust Deed, as required under Section 119 of the Ordinance.

## XV Features Of TFCs

The TFCs may have different features that should be disclosed in the prospectus. These may include: -

- i. Secured or un-secured
- ii. Short Term (Maturity/ life upto 12 months)

- iii. Long Term (Maturity/ life beyond 12 months)
  - iv. Role-over at maturity (containing call and put option)
  - v. Bullet payment i.e repayment of principle amount in one chunk
- XVI Glossary of Defined Terms

Prospectus should provide a glossary of the abbreviations and technical terms, if any used therein.



---

## ANNEXURE-I

### CONTENTS OF FULL PROSPECTUS FOR TFCS

#### 1. Cover Page: -

The cover page of the prospectus should contains the following: -

i The words "PROSPECTUS FOR PUBLIC OFFER OF TERM FINANCE CERTIFICATES " should be written on the top.

ii The following statement should appear near bottom; **"THE INVESTORS ARE ADVISED IN THEIR OWN INTEREST TO READ THE CONTENTS OF THE PROSPECTUS ESPECIALLY THE RISK FACTORS CAREFULLY BEFORE MAKING ANY INVESTMENT DECISION"**

iii Credit Rating Grade alongwith name of Credit rating agency.

iv Total amount of TFCs, amount of respective tranche, if any, and amount to be retained under Green Shoe Option, if any.

v Full name of the issuer. Logo/monogram, if any (optional).

vi Date of Publication of the prospectus;

vii Date of Subscription in bold letters.

viii Full name(s) of the underwriters;

ix Full name of the Adviser/Arranger/Lead manager

#### 2. Table of Contents.

The contents of the prospectus should appear in the following order.

#### 3. Part I

Approvals, Consents, & Listing

i. Approval of SECP

ii. Clearance of Prospectus by Stock Exchange

iii. Filing of documents with Registrar

iv. Listing on the Stock Exchange

#### **4. Part II**

##### TFCs and Related Matters

- i. TFC Issue
- ii. Opening & Closing of Subscription
- iii. Investor Eligibility
- iv. Minimum Amount of Application
- v. Basis of Allotment of TFCs
- vi. Refund of Money to Unsuccessful Applicants
- vii. Minimum Subscription
- viii. Issue and Dispatch of TFCs
- ix. Transfer of TFCs in case of Physical Scrip and Transfer under book entry system
- x. TFC Issued in Preceding Two Years
- xi. Principal Purpose of the Subscription Money
- xii. Instrument Registration
- xiii. Redemption of TFCs
- xiv. Call and put Options, if any
- xv. Redemption Reserve
- xvi. Zakat
- xvii. Wealth Tax
- xviii. Income Tax
- xix. Withholding Tax
- xx. Capital Gains Tax
- xxi. Market Maker/Market Liquidity
- xxii. Deferred Taxation

#### **5. Part III**

## Underwriting, Commission, Brokerage & Other Expenses of the Issue

- i. Underwriting
- ii. No buyback/repurchase Agreement
- iii. Underwriting Commission
- iv. Commission to Banker to the Issue
- v. Brokerage
- vi. Expenses of the Issue

### **6. Part IV**

#### History & Prospects

- i. History
- ii. Prospects

### **7. Part V**

#### Risk Factors

Regulatory, Liquidity, Reinvestment, Business Specific, Industry related, Competitors, Suppliers, Consumers risk etc. Risks related to changes in Govt. policies, Law and Order situation etc.

### **9. Part VI**

#### Financial Information & Credit Rating Report

- i. Auditor's Certificate under Section 53(1) read with clause 28(1) of Section 2 of Part-I of the 2nd schedule to the Ordinance containing a statement on Break-up Value per share of the issuer
- ii. Auditor's Certificate on Issued, Subscribed, & Paid-up Capital
- iii. Full Credit Rating Report

### **10. Part-VII**

#### Trustee & Security

- i. Security

- ii. Trustee
- iii. Trust Deed

## **11. Part VIII**

### Management of the Company

- i. Management Information
- ii. Number of Directors
- iii. BOD (Name, Address, Designation, Other Directorships)
- iv. Information in respect of dividend payments by group companies in which directors of the issuers holding directorship.
- v. Overdue Loans
- vi. Power of Directors
- vii. Profiles of Chairman, Chief Executive, MD, CFO, COO and Secretary of the Company
- viii. Qualification of Directors
- ix. Remuneration of Directors
- x. Benefits to Promoters & Officers during last two years
- xi. Interest of the Directors
- xii. Interest of the Director in Property acquired by the Company
- xiii. Election of Directors
- xiv. Borrowing Power

## **12. Part IX**

### Miscellaneous Information

- a. Addresses of the Registered Office, Head office and Factory
- b. Bankers to the Company
- c. Bankers to the Issue
- d. Auditors

- e. Legal Advisor to the Issue
- f. Advisors & Arrangers to the Issue
- g. Balloter to the Issue
- h. Material Contracts (Nature, amount and dates of different agreements executed with respect to the issue and that of Trust Deed, Letter of Hypo; L.Cs etc.)
- i. Inspection of Documents & Contracts
- j. Legal Proceedings
- k. Indemnity
- l. Capitalization of Reserves
- m. Revaluation of Fixed Assets
- n. Memorandum of Association
- o. Vendors
- p. Subsidiary Companies
- q. Associated Companies and investment therein, if any, and latest market value of the this investment
- r. Registrar (Transfer Agent)
- s. Tax Adviser

**13. Part X**

Application & Allotment Instructions

- i. Allotment instructions
- ii. Basis of Allotment
- iii. List of Bankers to the issue and their Bank Code
- iv. Code of Occupation

**14. Part XI**

Signatories to the Prospectus

List of the signatories to the prospectus and their signatures in original duly dated and witnessed

**15. Part XII**

Memorandum of Association

**16. Application Form**

The Application Form should contains allotment instructions, basis of allotment, list of bankers to the issue & their bank code and code of different occupations

**17. Any other material information directed by the Commission should be disclosed**

---

**ANNEXURE-II**

**CONTENTS OF ABRDIGED PROSPECTUS**

**Caption:**

Contains word "Abridged Prospectus", name of issuer, total issue size, subscription date(s), lead advisors and arranger; credit rating, and rating agency and approvals.

**Part 1**

Issuer - History including profile of management & sponsors

**Part 2**

- i. Description of Issue, including rate of return
- ii. Primary purpose of issue
- iii. Break-up of the issue in Private Placement & Public Offer
- iv. Options, if any - Call, Put, Green Shoe, Minimum Subscription
- v. Return & Redemption Schedule(s) for smallest denomination
- vi. Zakat & Taxes
- vii. Listing(s)
- viii. Market Maker(s)

### **Part 3**

- i. Risk Factors
- ii. Underwriters
- iii. Trustee & Responsibility
- iv. Security & Negative Pledge
- v. Redemption Reserve
- vi. Overdue debt servicing liabilities
- vii. Legal Cases
- viii. Total Expenses to the issue

### **Part 4**

- a. Investor Eligibility
- b. Denomination(s)
- c. Bankers to the Issue
- d. Issue, Dispatch & Transfer of TFCs
- e. Address of the issuer

---

---

## **ANNEXURE-III**

### **CONTENTS OF SUPPLEMENT TO THE PROSPECTUS**

**1. Cover Page:** - The cover page of the supplement should contain the following: -

i. The words **“SUPPLEMENT FOR THE SECOND/THIRD/(whichever is applicable) TRANCHE OF THE FIRST/SECOND/THIRD/(whichever is applicable) PUBLIC OFFER OF TERM FINANCE CERTIFICATES ”** should be written on the top.

ii. The following statement should appear near bottom;  
**“THE INVESTORS ARE ADVISED IN THEIR OWN INTEREST TO READ THE CONTENTS OF THE SUPPLEMENT ESPECIALLY THE RISK FACTORS CAREFULLY BEFORE MAKING ANY INVESTMENT DECISION”**

iii. Credit Rating Grade alongwith name of credit rating agency

- iv. Total amount of TFCs, amount of respective tranche, and amount to be retained under Green Shoe Option, if any
- v. Full name of the issuer, logo/monogram, if any (optional)
- vi. Date of publication of the Supplement
- vii. Date of subscription in bold letters
- viii. Full name(s) of the underwriters
- ix. Full name of the Adviser/Arranger/Lead manager

## **2. Table of Contents.**

The contents of the Supplement should appear in the following order.

1. Approvals and list of documents filed with Registrar Joint Stock Companies
2. The Issuer
3. The Tranche
4. Principal purpose of the subscription money
5. Application Procedure
6. Underwriting and expenses of the issue
7. Contracts and Legal Cases
8. Summary of the financial statements
9. Summarized credit rating report
10. Security & Trustee
11. Application and allotment instructions

## **3. Approval and list of documents filed with Registrar Joint Stock Companies**

- i. Approval of SECP and clearance from the stock exchange(s).
- ii. List of documents filed with Registrar Joint Stock Companies.
- iii. Total amount of the Issue and the amount and date(s) of previous tranche(s)



#### **4. The Issuer**

- i. History/Background
- ii. Project Information

#### **5. The Tranche**

- i. The Total amount of TFC under shelf registration, the amount of previous tranche(s), and the break-up of the amount of current tranche in to Pre-IPO and IPO.
- ii. Green Shoe Option, if any.
- iii. Denomination of TFCs
- iv. Redemption of TFCs
- v. Call and put Options, if any
- vi. Zakat
- vii. Wealth Tax
- viii. Income Tax
- ix. Withholding Tax
- x. Capital Gains Tax
- xi. Market Maker/Market Liquidity
- xii. Deferred Taxation
- xiii. Basis of Allotment of TFCs
- xiv. Refund of Money to Unsuccessful Applicants
- xv. TFC Issued in Preceding Two Years
- xvi. Risk Factors

#### **6. Principal purpose of the subscription Money**

#### **7. Application Procedure**

- i. Investor eligibility
- ii. Opening & closing of subscription

- iii. Bankers to the Issue
- iv. Minimum amount of application
- v. Availability of application forms
- 8. Underwriting and expenses of the issue**
- 9. Contracts and Legal Cases**
  - i. Legal Cases
  - ii. Material Contracts
  - iii. Inspection of Documents and Contracts
- 10. Summary of the financial statements**
- 11. Summarized Credit Rating Report**
- 12. Trustee & Security**
  - i. Security
  - ii. Trustee
- 13. Application and Allotment Instructions**

The Application Form should contain allotment instructions, basis of allotment, list of bankers to the issue & their bank code and code of different Occupations

- 14. **Any other material information** as directed by the Commission should be disclosed

**ANNEXURE-IV**

**CHECKLIST OF DOCUMENTS FOR APPROVAL OF PROSPECTUS OF TERM  
FINANCE CERTIFICATES**

| S. No. | Name of Document   |
|--------|--|
| 1.     | Application under Section 57(1) of Companies Ordinance, 1984   |
| 2.     | Application(s) made to Stock Exchange (s)  |
| 3.     | Clearance Letter(s) from concerned Stock Exchange (s)  |
| 4.     | Affidavit, on Non-Judicial Stamp Paper, from Chief Executive & Chief Financial Officer on accuracy of disclosure, certified by Oath Commissioner |

|     |  |
|-----|--|
| 5.  | Power of Attorney, on Non-Judicial Stamp Paper, in favor of consultants to the issue, certified by Notary Public   |
| 6.  | Application filing and processing fee of Rs. 25,000/-  |
| 7.  | Draft full Prospectus (alongwith abridged prospectus, if any) with the last page signed in original by all directors of the company and duly witnessed   |
| 8.  | Certificate from auditors under Section 53(1) of the Companies Ordinance, 1984 and statement on break-up value per share   |
| 9.  | Consent from Experts/Auditors under Section 55 of the Companies Ordinance, 1984  |
| 10. | Consents from Bankers to the issue   |
| 11. | Consent from Balloter to the issue   |
| 12. | Consent from Legal Advisor to the issue  |
| 13. | Consents from Chief Executive and Directors  |
| 14. | Consent from Company Secretary   |
| 15. | Form-28 duly certified from concerned Company Registration Office (CRO)  |
| 16. | Form-29 duly certified from concerned CRO  |
| 17. | Feasibility Report and/or Information Memorandum   |
| 18. | Copy of only one Investor Agreement in full, if the terms and conditions of all the Agreements are same, along with key pages of others  |
| 19. | Copies of Underwriting Agreements (if underwritten)  |
| 20. | Certificate(s) on non-judicial stamp paper regarding no-buy-back / re-purchase agreement from sponsors/sponsoring directors  |
| 21. | Certificate(s) on non-judicial stamp paper regarding no-buy-back / re-purchase agreement from underwriters (if underwritten)   |
| 22. | Audited Annual Accounts for the last five years  |
| 23. | Full Credit Rating Report  |
| 24. | Trust Deed   |
| 25. | Letter of Hypothecation along with details of assets hypothecated  |
| 26. | Undertaking from the Balloter, Transfer Agent (Registrar to the Issue) and Underwriter(s) that they fulfill all the conditions of rule-4 of the Balloters, Transfer Agents and Underwriters Rules, 2001  |
| 27. | Copy of Memorandum and Articles of Association duly certified from the concerned Company Registration office (CRO)   |
| 28. | Undertaking on non-judicial stamp paper from the directors of the company that all legal proceedings other than ordinary routine litigations incidental to the business of the company as described in clause 27 of the part-I of 2nd schedule to the Companies Ordinance, 1984, have been disclosed in the prospectus |
| 29. | Application for clearance, of any advertisement in the press and/or  |

|   |
|---|
| electronic media, inviting public subscription for TFCs |
|---|

### **Additional Documents For Un-listed Public Companies**

|     |   |
|-----|---|
| 30. | Copy of Certificate of Incorporation duly Certified from concerned CRO            |
| 31. | Copy of Certificate of Commencement of Business duly Certified from concerned CRO |
| 32. | Certificate from Auditors testifying subscription of sponsors' money              |
| 33. | Form-3 Certified from concerned CRO   |
| 34. | Form-27 duly Certified from concerned CRO   |

### **Documents required after Approval, before Subscription**

|     |  |
|-----|--|
| 35. | Auditors certificate confirming receipt of proceeds of subscription of TFCs under Pre-IPO placement three days prior to the subscription date          |
| 36. | Ten printed copies of the Prospectus along with copies of all newspapers in which the prospectus has been published within two days of the publication |

### **Documents required after Approval, after Subscription**

|     |  |
|-----|--|
| 37. | Supplemental Trust Deed and Letter of Hypothecation, where necessary   |
| 38. | <p>Report containing information about the public issue, advertisement of the Prospectus, subscription received, basis of allotment, refund made and related matters, within 30 days of the public offer</p> <p>The Report to be submitted to the Commission within 30 days of the Public Subscription should include information on the following:</p> <ol style="list-style-type: none"><li>1. Brief History and Financial Highlights of the Issuer;</li><li>2. Summary of the TFC Issue including; Amount (Pre-IPO and IPO), Tenor, Return, green shoe option, Credit Rating, Listing etc.;</li><li>3. Sector-wise breakup of Private Placement Investors (Amounts and percentage of total Pre-IPO);</li><li>4. Total number and amount of Applications received in response to the Public Offer;</li><li>5. Odd Amounts or Multiple Applications received if any;</li><li>6. Refunds or Confiscation (of multiple applications if any);</li><li>7. Exercise of green shoe option; and</li></ol> <p>Sector-wise breakup of successful applicants in the public offer (Amount and percentage of total public offer &amp; Green shoe Option, if any).</p> |

|     |  |
|-----|--|
| 39. | Statement regarding the payment of profit/interest on TFCs and redemption of the principle amount, regularly on semiannual basis |
|-----|--|

Note: Copies of all the documents should be truly certified by the Company Secretary.