

PART II

Statutory Notifications (S.R.O.)

GOVERNMENT OF PAKISTAN

Securities and Exchange Commission of Pakistan

NOTIFICATION

Islamabad, October 19, 2015.

S. R. O. 1032 (I)/2015;- In exercise of powers conferred by sub-section (1) of section 169 read with sections 101, 102, 103, 104 and 107 of the Securities Act, 2015 (Act No. III of 2015), Securities and Exchange Commission of Pakistan hereby makes the following Regulations, the same being previously published in Official Gazette vide S.R.O. 887/2015 dated September 1, 2015 and also placed on its website as required under sub-section (4) of section 169 of said Act, namely:-

CHAPTER I

PRELIMINARY

1. **Short title and commencement.**- (1) These Regulations shall be called the Reporting and Disclosure (of Shareholding by Directors, Executive Officers and Substantial Shareholders in Listed Companies) Regulations, 2015.

(2) They shall come into force at once.
2. **Definitions.**- (1) In these Regulations, unless there is anything repugnant in the subject or context, –
 - (a) “Act” means the Securities Act, 2015 (III of 2015);
 - (b) “equity securities” shall have the same meaning given in sub-section (3) of section 103 of the Act;

(c) “executive officer” shall have the same meaning as provided under sub-section (4) of section 101 of the Act;

(d) “substantial shareholder” shall have the same meaning provided in section 2 of the Act.

(2) Words and expressions used but not defined in these Regulations shall have the same meaning as assigned to them in the Securities Act, 2015 (III of 2015), the Companies Ordinance, 1984 (XLVII of 1984), or the Securities and Exchange Commission of Pakistan Act, 1997 (XLII of 1997).

CHAPTER II

Substantial Shareholding Disclosure

3. Reporting of beneficial ownership in the listed equity securities under section 101 to section 103 of the Act.-

(1) Any person who becomes a director, executive officer, or substantial shareholder of a listed company shall give notice in writing to the company in Form 1 of his beneficial ownership in the equity securities of the company and in Form 2 for any subsequent change therein or any gain therefrom.

(2) Every listed company shall, in accordance with Section 102 of the Act, keep and maintain a register of its directors interest notified under Section 101 of the Act in Form 3.

(3) The listed company shall notify the Commission in Form 4 whenever such company receives Form 1 from director, executive officer, or substantial shareholder pursuant to the requirement of section 101(1) of the Act.

(4) The directors, executive officer and substantial shareholder of equity securities in a listed company shall, in accordance with section 103 of the Act submit statement of beneficial ownership in Form 5 and report any subsequent change therein or position to the Commission in Form 6.

4. Computation of Gain under section 104 of the Act,- (1) Any gain made from the purchase and sale, or sale and purchase, of any beneficial owned listed equity securities within a period of less than six months shall be reported to the Commission in Form 7 within seven day of

accrual and shall be tendered to the Commission for onward credit to the Federal Consolidated Fund.

(2) The gain referred to under sub regulation (1) shall be computed in the following manner, namely,-

- (a) by matching the transactions in chronological order and the recoverable amount shall be calculated with respect to every individual transaction by reference to the difference between the sale price and the purchase price, made within the period of less than six months;

Explanation:- For the purposes of this clause the term "gain" includes profit made by purchase and sale or sale and purchase of same class of securities, within the period of six months.

- (b) the purchases and sales shall be matched as aforesaid so long as the securities involved in the purchase and sale are of the same class and of the same listed company and for this purpose the shares shall be deemed as fungibles;
- (c) any loss arising out of any involved transaction in a listed security, shall be setoff against the gain arising out of such security computed in the manner aforesaid;
- (d) the amount of brokerage, stamp duty and other expenditure actually paid or incurred in making the gain may be deducted by the person by whom it is to be reported or tendered subject to production of such documentary evidence in support of the payment having been made or expenditure having been incurred as may be acceptable to the Commission; and
- (e) matching of cum-bonus/cum-right shares sold after announcement of said pay-out, duly approved by Board of Directors, with purchase of ex-bonus/ex-right shares, sale price may be adjusted to the extent of pay out, subject to production of such documentary evidences.

(3) For the purpose of sub-regulation (1) the following shall not constitute a purchase:-

- (a) a security acquired in good faith in satisfaction of debt previously contracted;
- (b) distribution of bonus shares;
- (c) allotment of right shares by a listed company to an existing shareholder either on the basis of his entitlement or on account of purchase of right allotment letters from market; and
- (d) allotment of shares under employees stock option scheme.

5. Annual Return to be filed with the Commission.- (1) Every listed company shall once in each year in accordance with section 107 of the Act:-

- (a) prepare and file online the following information as per detail given in e-Services Process of the Commission titled as Annual Return by listed companies SMD-BO-107,-
 - (i) Issuer company information;
 - (ii) Particulars of each director, executive officer and substantial shareholder of the issuer company and their beneficial ownership;
 - (iii) Particulars of dependents i.e. spouse, minor children and other dependent relatives of each director, executive officer and substantial shareholder and their beneficial ownership.
 - (iv) Particulars of private companies where each director, executive officer and substantial shareholder is shareholder, but the private company holds less than ten percent shareholding in the issuer company;
 - (v) Particulars of associated companies;
 - (vi) Detail of trade carried out by each director, executive officer and substantial shareholder during the period from previous annual general meeting to present annual general meeting; and
 - (vii) Summary of shareholding;
- (b) Prepare and file a soft copy of list of members (Physical Shareholders and Central depository Accountholders) in MS Excel in accordance with the format and instructions given at the bottom of the aforesaid e-Services Process.

(2) Every listed company is required to file the information prescribed in sub-regulation (1) with the Commission within forty five days from the date of the annual general meeting held in the year or, where no such meeting is held or if held is not concluded, from the last day of the calendar year to which it relates.

(3) The Commission may provide e-service for the electronic filing or lodging of any Form, document and return required to be filed or lodged with the Commission:

Provided that the Commission upon an application received along with non-refundable processing fee prescribed by the Commission and justification for filing of the information in physical form instead of online, may allow the applicant to do so, subject to such conditions as deemed fit.

6 Filing Fee: (1) Any Form, document and return required to be filed with the Commission under these Regulations shall be accompanied by fee, notified by the Commission from time to time.

(2) The fee for the filing of any Form, document and return may be paid through any of the acceptable methods of payment notified by the Commission from time to time.

Note :

- (1) For the purposes of sections 101 to 107 of the Securities Act, 2015, the term "executive officer" - includes but not limited to the chief executive, chairman, chief financial officer, secretary, auditor or any other officer of the company as may be prescribed by the Commission.
- (2) For the purposes of sections 101 to 107 of the Securities Act, 2015 beneficial ownership of securities of any director, executive officer or substantial shareholder (in case of natural person) shall be deemed to include the securities beneficially owned, held or controlled by:
 - a) him/her;
 - b) the wife or husband of a director of a company (not being herself or himself a director of the company);
 - c) the minor son or daughter of a director where "son" includes step-son and "daughter" includes step-daughter; and "minor" means a person under the age of 18 years;
 - d) a private company, where such director, executive officer or substantial shareholder is a shareholder, but to the extent of his proportionate shareholding in the private company:

Provided that "control" in relation to securities means the power to exercise a controlling influence over the voting power attached thereto.

Provided further that in case the substantial shareholder is a non-natural person, only those securities will be treated beneficially owned by it, which are held in its name.

- (3) Every Director, executive officer and substantial shareholder of a listed Company who is or has been the beneficial owner of any equity securities is required to submit this return to the Company within the period specified under section 101 of the Securities Act, 2015.
- (4) The statement must be signed by the director, executive officer or substantial shareholder, and in the case of a Company, by its Chief Executive, Director, Secretary or Authorized Person.
- (5) Please furnish separate statement for each class of equity security beneficially owned.

FORM 2

The information given in the Form is not intended to be exhaustive.
The Company may seek any other information

The Chief Executive Officer,
.....
.....

Date...../...../.....

Subject: Notice of change in beneficial ownership/gain made to the company under section 101(2) of the Securities Act, 2015 by Director, Executive Officer and Substantial Shareholder of M/s.....

Dear Sir,

It is notified pursuant to Section 101(2) of the Securities Act, 2015 that the following change(s) has/have taken place in my beneficial ownership in above named company:-

Sr. No.	Change in Securities beneficially owned, held, or controlled by	Name	Nature of Change	No. of Securities (Shares)	Price per share, if any
1	Self				
2	Spouse				
3	Other dependent(s) along with nature of relationship				
4	Private company, where returnee is shareholder				

2. Subsequent to aforesaid change(s), my total beneficial ownership in the company is as under:-

Sr. No.	Securities beneficially owned, held, or controlled by	Name	No. of Securities (Shares) held
1	Self		
2	Spouse		
3	Other dependent(s) along with nature of relationship		
4	*Private company, where returnee is shareholder		
Total			

*Give your proportionate shareholding in column 3 of the Table. i.e. No. of shares of the private company held by you divided by total issued shares of the private company multiplied by No. of shares of the listed company held by private company.

3. It is further notified pursuant to section 101(2)(b) of Act that gain of Rs. ----- has been made by me on purchase and sale or sale and purchase of securities within the period of less than six months during the period from ----- to -----.

4	Signature	
5	Name	
6	Designation	
7	CNIC/Passport/Registration/UIN No.	
8	CDC Investor Account No.	
9	CDC Sub-Account(s) No.	
10	Date	

Note :

- (1) For the purposes of sections 101 to 107 of the Securities Act, 2015, the term “executive officer” - includes but not limited to the chief executive, chairman, chief financial officer, secretary, auditor or any other officer of the company as may be prescribed by the Commission.
- (2) For the purposes of sections 101 to 107 of the Securities Act, 2015 beneficial ownership of securities of any director, executive officer or substantial shareholder (in case of natural person) shall be deemed to include the securities beneficially owned, held or controlled by;
 - a) him/her;
 - b) the wife or husband of a director of a company (not being herself or himself a director of the company);
 - c) the minor son or daughter of a director where “son” includes step-son and “daughter” includes step-daughter; and “minor” means a person under the age of 18 years;
 - d) a private company, where such director, executive officer or substantial shareholder is a shareholder, but to the extent of his proportionate shareholding in the private company;

Provided that “control” in relation to securities means the power to exercise a controlling influence over the voting power attached thereto.

Provided further that in case the substantial shareholder is a non-natural person, only those securities will be treated beneficially owned by it, which are held in its name.

- (3) Every Director, executive officer and substantial shareholder of a listed Company who is or has been the beneficial owner of any equity securities is required to submit this return to the Company within the period specified under section 101 of the Securities Act, 2015.
- (4) The statement must be signed by the director, executive officer or substantial shareholder, and in the case of a Company, by its Chief Executive, Director, Secretary or Authorized Person.
- (5) Please furnish separate statement for each class of equity security beneficially owned.

Form 4
Notification to the Commission by listed company
under section 102(3) of the Securities Act, 2015

Reference No. _____

Date/...../.....

Securities and Exchange Commission of Pakistan,
 Securities Market Division,

Subject: Notification to the Commission under Section 102(3) of the Securities Act, 2015

Dear Sir,

(Insert Name of the Company) ----- has received a notification under section 101(1) of the Securities Act, 2015 on -----, which states that (insert name) ----- has become (insert designation/status) ----- of the Company on ----- . As per information provided in Form 1, detail of his/her/its information is as under:-

Sr. No. (1)	Securities beneficially owned, held, or controlled by (2)	Name (3)	CNIC/Passport/ Registration No. (4)	No. of Securities (Shares) held (5)
1	Self			
2	Spouse			
3	Dependents			
4	Private Company (ies)			

2. Fee Paid (Rs.) Name & Branch of the Bank

3. Receipt No. Date Day Month Year

(Bank challan to be attached in original)

Signature -----
 Designation -----
 Date -----
 Website address of the company -----

(ii) by spouse/dependents

1	2	3	4	5	6	7	8
Name	Relationship	CNIC No.	Nationality	Class of Securities	Number of (shares) securities	Beneficial ownership in % of the issued shares of Company	Cost (Rs.)

(iii) by private company (which is not substantial shareholder of the above named company)

1	2	3	4	5	6	7	8
Name(s) of Private Company (ies)	Incorporation No.	Address	Class of Securities	Number of securities held	holding of the private company in % of the issued shares of Company the listed company	*My interest in % in the private company	**Beneficially owned No. of securities by me through the private company

* No. of shares of the private company held /total issued shares of the Pvt. company multiplied by 100

** Column No. 5 multiplied by Column No. 7

Part-B

6. Thus my total beneficial ownership in the company as of the aforesaid date is as under:-

Description	No. of Securities (shares) beneficially owned	Beneficial ownership in % of the issued shares of listed company
Shares shown in column 7 of Part-A(i)		
Shares shown in column 6 of Part-A(ii)		
Shares shown in column 8 of Part-A(iii)		
Total Beneficial ownership		

7. I hereby declare that the information given in respect of my ownership and of the persons mentioned above is correct and complete to the best of my knowledge and belief.

Signature

Name

Designation

CDC Investor Account

CDC sub-account

UIN

Date

Note :

- (1) For the purposes of sections 101 to 107 of the Securities Act, 2015, the term “executive officer” - includes but not limited to the chief executive, chairman, chief financial officer, secretary, auditor or any other officer of the company as may be prescribed by the Commission.
- (2) For the purposes of sections 101 to 107 of the Securities Act, 2015 beneficial ownership of securities of any director, executive officer or substantial shareholder (in case of natural person) shall be deemed to include the securities beneficially owned, held or controlled by;
 - a) him/her;
 - b) the wife or husband of a director of a company (not being herself or himself a director of the company);
 - c) the minor son or daughter of a director where “son” includes step-son and “daughter” includes step-daughter; and “minor” means a person under the age of 18 years;
 - d) a private company, where such director, executive officer or substantial shareholder is a shareholder, but to the extent of his proportionate shareholding in the private company;Provided that “control” in relation to securities means the power to exercise a controlling influence over the voting power attached thereto.

Provided further that in case the substantial shareholder is a non-natural person, only those securities will be treated beneficially owned by it, which are held in its name.
- (3) Every Director, executive officer and substantial shareholder of a listed Company who is or has been the beneficial owner of any equity securities is required to submit this return to the Commission within the period specified under section 103 of the Securities Act, 2015.
- (4) The statement must be signed by the director, executive officer or substantial shareholder, and in the case of a Company, by its Chief Executive, Director, Secretary, or Authorized Person.
- (5) Please furnish separate statement for each class of equity security beneficially owned.

THE SECURITIES ACT, 2015
{SECTION 103}(1)(b)(c)

RETURN CONTAINING PARTICULARS OF
CHANGE IN BENEFICIAL OWNERSHIP OF LISTED SECURITIES
AS AT -----

Please complete in typscript or in bold block capitals.

1. CUN/passport No./Incorporation Number

--	--	--	--	--	--	--	--	--	--

2. Name of the Company whose securities are held

--

2.1 Name of the director / executive officer / substantial shareholder

--

2.2 Particulars of nominee director, if any (nominated by substantial shareholder)

Name:	CNIC No.

3. Fee Paid (Rs.)

--	--	--	--	--

Name & Branch of the Bank

--

4. Receipt No.

--

Date

--	--	--	--

Day

Month

Year

--	--	--	--

(Bank challan to be attached in original)

5. In pursuance of Section 103 of the Securities Act, 2015, I hereby report that the following changes have taken place in my beneficial ownership in the above named company

PART-A Details of Change(s) in securities beneficially owned, held or controlled by Self, Spouse/dependents and by Private company,

(i) by Self:

1	2	3	4	5	6	7	8	9
Name	CNIC/ passport No.	Date of change	Nature of change (Including sale/purchase/bonus/ right/gift, etc.)	No. of shares	Rate per share (Rs.)	To whom shares acquired/given	Holding before this change	Present shareholding (after adjustment)

(ii) by Spouse/dependents:

1	2	3	4	5	6	7	8	9	10
Name	Relation	CNIC No., if any	Date of change	Nature of change (including sale/purchase /bonus/right/ gift, etc.)	No. of shares	Rate per share	From/to whom shares acquired/given	Holding before this change	Present shareholding (after adjustment)

(iii) by Private company:

1	2	3	4	5	6	7	8	9	10	11
Name of Private Company	Incorporation no.	Date of change	Nature of change (sale/purchase e/bonus/right/ gift, etc.)	No. of shares	Rate per Share (Rs.)	From/to whom shares acquired/ given	Holding before this change	Present shareholding (after adjustment)	*My interest in % in the private company	**Beneficially owned No. of securities by me through the private company

* No. of shares of the private company held by you divided by total issued shares of the private company multiplied by 100
** Column No. 9 multiplied by Column No. 10

2. My total beneficial ownership in the company as on the aforesaid date is as under:-

Description	No. of Securities beneficially owned	Beneficial ownership in % of the issued shares of listed company
Shares shown in column 9 of Part-A(i)		
Shares shown in column 10 of Part-A(ii)		
Shares shown in column 11 of Part-A(iii)		
Total Beneficial ownership		

6. I hereby declare that the information given in respect of my ownership and of the persons mentioned above is correct and complete to the best of my knowledge and belief.

Signature

Name

Designation

Investor account

CDC sub-account

Date/...../.....

Note :

- (1) For the purposes of sections 101 to 107 of the Securities Act, 2015, the term "executive officer" - includes but not limited to the chief executive chairman, chief financial officer, secretary, auditor or any other officer of the company as may be prescribed by the Commission.
- (2) For the purposes of sections 101 to 107 of the Securities Act, 2015 beneficial ownership of securities of any director, executive officer or substantial shareholder (in case of natural person) shall be deemed to include the securities beneficially owned, held or controlled by:
 - a) him/her;
 - b) the wife or husband of a director of a company (not being herself or himself a director of the company);
 - c) the minor son or daughter of a director where "son" includes step-son and "daughter" includes step-daughter; and "minor" means a person under the age of 18 years;
 - d) a private company, where such director, executive officer or substantial shareholder is a shareholder, but to the extent of his proportionate shareholding in the private company.Provided that "control" in relation to securities means the power to exercise a controlling influence over the voting power attached thereto. Provided further that in case the substantial shareholder is a non-natural person, only those securities will be treated beneficially owned by it, which are held in its name.
- (3) Every Director, executive officer and substantial shareholder of a listed Company who is or has been the beneficial owner of any equity securities is required to submit this return to the Commission within the period specified under section 103 of the Securities Act, 2015.
- (4) The statement must be signed by the director, executive officer or substantial shareholder, and in the case of a Company, by its Chief Executive, Director, Secretary or Authorized Person.
- (5) Please furnish separate statement for each class of equity security beneficially owned.

REPORTING OF GAIN MADE BY THE BENEFICIAL OWNER
AS AT

Please complete in typescript or in bold block capitals.

1. CUIIN (Incorporation Number)

2. Name of the Company whose securities are held

3. Name of director, executive officer, or substantial shareholder

3. Fee Paid (Rs.) Name & Branch of the Bank

4. Receipt No. Date Day Month Year

(Bank challan to be attached in original)

5. In pursuance of Section 104 of the Securities Act, 2015, I hereby report that the following gain has accrued to me on account of purchase and sale or sale and purchase of securities beneficially owned, held or controlled by me, my spouse, dependents and private company (where I am shareholder) which has been calculated in accordance with the manner provided in Regulation 4 of the Public Offer of Securities and Substantial Shareholding Disclosure Regulations, 2015:-

Purchase during six months			Sales during six months			Calculation (difference in price x no. of shares)		
Date	No. of shares	Rate Per share (Rs.)	Date	No. of Shares	Rate per share (Rs.)	Difference in price (Rs.)	No. of shares involved	Amount of Gain/loss (Rs.)
Total Gain Rs.								

- A. Whether such gain has been tendered to the Commission for onward credit to Federal Consolidated Fund. If so, please furnish evidence.
- B. Particulars of such gain accrued earlier but not tendered to the Commission within six months of its accrual, if any:

6. I hereby declare that the information given in respect of my ownership and of the persons mentioned above is correct and complete to the best of my knowledge and belief.

Signature
Name
Designation
CNIC No.
Date

Bushra
19/10/15

Bushra Aslam
Secretary to the Commission