

Government of Pakistan
SECURITIES AND EXCHANGE COMMISSION OF PAKISTAN

Islamabad, 11th January, 2017

NOTIFICATION

S.R.O. 15 (I)/2017.— In exercise of powers conferred by section 169 read with sub-section (4) thereof and sections 63, 64, 65, 68 and 69 of the Securities Act, 2015 (III of 2015), and having been previously published in the official Gazette vide notification S.R.O. 1009(I)/2016 dated October 27, 2016 as required by sub-section (4) of section 169 thereof, the Securities and Exchange Commission of Pakistan hereby makes the following Regulations, namely:-

CHAPTER I

PRELIMINARY

1. Short title, commencement and applicability.— (1) These Regulations shall be called the Debt securities trustees Regulations, 2017.

- (2) They shall come into force at once.
- (3) They shall apply to all the Debt securities trustees.

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) "Commission" means the Securities and Exchange Commission of Pakistan established under section 3 of the Securities and Exchange Commission of Pakistan Act, 1997 (XLII of 1997);
- (c) "debt security" includes any instrument creating or acknowledging indebtedness which is issued or proposed to be issued by a company including, in particular, debentures, debentures stock, loan stock, bonds, notes, commercial paper, term finance certificates, Sukuk or any other conventional or Islamic debt security of a company, whether constituting a charge on the assets of the issuing company or not;
- (d) "debt securities trustee" means a person licensed as Debt securities trustee under section 69 of the Act;
- (e) "issue" includes issue of debt securities through, -
 - (i) public offering by an issuer; or
 - (ii) an offer to the existing members by an issuer; or

(iii) private placement to persons referred to and notified under section 120 of the Ordinance;

(f) "Ordinance" means the Companies Ordinance, 1984 (XLVII of 1984);

(g) "Trust Act" means the Trust Act, 1882 (II of 1882); and

(h) "trust deed" means a trust deed executed by an issuer in accordance with the provisions of the Trust Act.

(2) Words and expressions used but not defined in these Regulations shall have the same meaning as assigned to them in the Act, the Ordinance, the Securities and Exchange Commission of Pakistan Act, 1997 (XLII of 1997) or the Central Depositories Act, 1997 (XIX of 1997)

CHAPTER II

LICENSING REQUIREMENTS

3. Prohibitions.— No person shall act as or perform the functions of a debt securities trustee unless such person is licensed by the Commission under the Act and these Regulations:

Provided that a person registered as debt securities trustee prior to coming into force of these Regulations, shall be deemed to be licensed as a debt securities trustee under the Act and these Regulations till the time its existing certificate of registration remains valid. The debt securities trustee shall obtain license under the Act and these Regulations upon expiry of its certificate of registrations granted under the Debt Securities Trustee Regulations, 2012.

Provided further that the existing debt security trustees shall comply with the requirements of these Regulations within a period of one year from the date of coming into force of these Regulations.

4. Eligibility criteria for License.— Any person may apply to the Commission for grant of license under these Regulations, if such person fulfills the following conditions:

(1) it is a wholly owned subsidiary set up by a scheduled bank or a development financial institution or a depository company for carrying out the activities of debt securities trustee;

(2) it is any other company allowed by the Commission;

(3) it is authorized by its memorandum of association to act as a Debt securities trustee;

(4) its equity is not less than fifty million rupees;

(5) its entity credit rating, assigned by a credit rating company licensed by the Commission, is not less than A- (single A minus) and such rating is not more than six months old;

(6) it has necessary infrastructure for performing efficient and uninterrupted functions as debt securities trustee; and

(7) its chief executive or any of its executive directors or the senior management officer heading the Debt securities trustee function has at least three years' experience of providing services as a Debt securities trustee or has at least three years' experience of working at the senior management level in any regulated financial services sector.

5. Application and procedure for grant of license.— (1) Subject to compliance with the provisions of the Act and these Regulations, a person may apply to the Commission for grant of a license as a Debt securities trustee in **Form A** along-with the documents specified in **Annexure I** and receipt evidencing payment of non-refundable fee of one hundred thousand rupees.

(2) The Commission, while considering the application for grant of license, may require the applicant to furnish such further information or clarification regarding its activities and businesses as it deems appropriate

(3) The applicant shall, if so required, appear before the Commission for a representation through an officer duly authorized for this purpose in writing by the board of directors of the applicant.

(4) Any subsequent change in the information provided to the Commission at the time of filing of application under sub-regulation (1) shall be intimated to the Commission within five working days from the date of such change.

6. Grant of license.— (1) The Commission, while considering the application for grant of license made under regulation 5(1), shall beside the requirements mentioned under sub-section (2) of section 69 of the Act inter-alia take into account the following matters, namely:-

- (a) the ability of the applicant to safeguard the interest of debt securities holders;
- (b) the capability of the applicant to efficiently handle its functions as Debt securities trustee and its obligations under these Regulations.
- (c) the availability of necessary infrastructure including but not limited to adequate office space, equipment, experienced manpower and financial and technical aspects to effectively discharge its activities as Debt securities trustee;
- (d) earlier refusal, if any, by the Commission for licensing of the applicant as a Debt securities trustee;
- (e) conviction or adverse findings in investigation of directors or senior management employees of the applicant in an offence involving, fraud or breach of trust;
- (f) penal action against the applicant or its directors including initiation of any kind of prosecution for an offence under the Act, the Ordinance or the Securities and Exchange Commission of Pakistan Act, 1997;

- (g) track record as a Debt securities trustee, if any;
- (h) over-dues or defaults appearing in the reports of credit information bureau of the following:
 - (i) the applicant, its sponsors, chief executive, directors, associated companies and associated undertakings; and
 - (ii) the companies, firms, sole proprietorship where the chief executive, directors and sponsors of the applicant are chief executive, directors (other than nominee director) or sponsors; and
- (i) any other matter as deemed necessary by the Commission.

(2) The Commission, if deems necessary, may seek additional information about the applicant from other agencies and regulatory bodies and may also conduct a pre-license assessment visit of the premises of the applicant to verify genuineness of the submitted information.

(3) The Commission on being satisfied that the applicant is eligible for license may grant license to the applicant in **Form B** and impose such conditions as it may deem necessary.

(4) The license shall remain valid for a period of one year from the date of grant unless it is restricted, suspended or cancelled earlier by the Commission.

7. Renewal of License.— (1) Subject to the provisions of the Act and these Regulations, a Debt securities trustee shall, one month prior to the date of expiry of its license, apply to the Commission on **Form C** for renewal of its license along with all the documents as specified in **Annexure II** and evidence of payment of non-refundable renewal fee of one hundred thousand.

(2) The Commission upon being satisfied that the applicant continues to meet the requirements for licensing shall renew the license for one year and issue a certificate of renewal of license to the applicant in **Form D**.

(3) Where the application for renewal of license is made within the provided time but has not been decided by the Commission, the license of the Debt securities trustee shall continue to be valid until the application for renewal is decided by the Commission.

(4) While considering renewal of the license of a Debt securities trustee the Commission may, in addition to the conditions for grant of license and the matter specified under regulation 6 above, also take into account the past performance of the Debt securities trustee.

8. Procedure where license is not granted or renewed.— (1) The Commission, after giving a reasonable opportunity of hearing to the applicant, may refuse to grant or renew a license if in the opinion of the Commission such applicant does not fulfill the requirements prescribed under the Act and these Regulations and where the Commission after taking into account the facts, is of the view that it is not in the public interest or in the interest of the capital market to grant or renew a license.

(2) The decision of refusal to grant a license or refusal of renewal of license shall be communicated to the applicant stating therein the grounds on which the application has been rejected.

(3) A Debt securities trustee whose application for renewal of license is refused by the Commission under sub-regulation (1) shall, from the date of receipt of the decision of the Commission, not act as Debt securities trustee for any new Issue.

(4) A Debt securities trustee whose application for renewal is refused shall, on the day of the receipt of the decision of the Commission, intimate to all the concerned parties including the issuers, the debt securities holders, the concerned credit rating company and the securities exchange in case of listed debt securities about its inability to act as a Debt securities trustee.

(5) A Debt securities trustee whose application for renewal of license is refused by the Commission shall continue to act as such in all previous Issues in which it is acting as Debt securities trustee till the appointment of any other Debt securities trustee by the issuer or complete redemption of such Issues, whichever is earlier:

Provided that the appointment of any other Debt securities trustee should be made within such time period as mentioned in the refusal order but not exceeding 60 days from the date of such refusal.

9. Procedure for voluntary surrender of license. - (1) The debt securities trustee may voluntarily apply to the Commission for cancellation of its licence at least three months prior to the date of expiry of its licence.

(2) The Commission may, upon being satisfied that the debt securities trustee has completed all the formalities for closure of business, accept the application made under sub-regulation (1) and cancel the licence of such debt securities trustee.

(3) Upon cancellation of license, name of the debt securities trustee shall be excluded from the register of the regulated persons maintained by the Commission under section 72 of the Act.

10. Exemption to financial institutions from licensing requirements.- (1) In terms of section 64 of the Act, a scheduled bank, a development financial institution and an investment finance company shall be exempted from the licensing requirements to act as a debt securities trustee as given in regulation 5, 6 and 7, subject to the following terms and conditions:

- (a) It meets all the regulatory requirements required under the law governing its principal business; and
- (b) It is compliant with the eligibility criteria mentioned at sub-regulations (3), (5), (6) and (7) of regulation 4;

(2) Any scheduled bank, a development finance institution and an investment finance company shall obtain approval of the Commission prior to commencing the business as debt securities trustee. The said financial institution shall submit a board resolution

authorizing it to undertake the business as a debt securities trustee along with a non-refundable fee of Rs.100,000/-.

(3) Any scheduled bank, a development finance institution and an investment finance company while acting as debt securities trustee shall remain compliant with all the requirements of these Regulations.

(4) Within one month of the end of each calendar year, every scheduled bank, development finance institution and investment finance company engaged in the business of debt securities trustee shall submit an affidavit along with a fee of Rs.100,000/- that it is compliant with all the requirements of these Regulations.

(5) Any scheduled bank, a development finance institution and an investment finance company shall become ineligible to act as debt securities trustee if it is non-compliant with any of the requirements of these Regulations including non-submission of affidavit on annual basis.

CHAPTER III

FUNCTIONS, DUTIES, OBLIGATIONS AND RESTRICTIONS

- 11. Functions, Duties of Debt securities trustee.** - A Debt securities trustee shall, -
- (i) sign a Trust Deed with the issuer before commencement of the subscription period which inter- alia contain that the Debt securities trustee has agreed to act as a trustee under the Trust Deed for securing the interest of the Debt securities holders;
 - (ii) ensure that the Trust Deed contains all terms and conditions specified in Schedule I and as required under the Trust Act;
 - (iii) ensure that none of the provisions of the Trust Deed is contradictory to the provisions of the Trust Act.
 - (iv) ensure compliance with the provisions of the Trust Deed;
 - (v) participate in each general meeting of the debt security holders;
 - (vi) ensure that in case of secured debt securities, appropriate security has been arranged and based on the information obtained from the issuer, the assets backing the debt security are maintained throughout the tenure of the Issue;
 - (vii) enforce security, in the interest of the debt securities holders according to the terms of the Trust Deed; or
 - (viii) initiate legal proceeding, in case an event of default occurs, in terms of the relevant Trust Deed and the Trust Act;
 - (ix) efficiently take steps as per Trust Deed in the event the security becomes enforceable;

- (x) regularly monitor compliance of the issuer with all the covenants of the Trust Deed;
- (xi) report to the debt security holders and the securities exchange, in case of listed debt securities, on semi-annual basis, the status of compliance with the covenants of the Trust Deed.
- (xii) monitor the status of the redemption reserve, if any, established by the issuer for the redemption of debt securities and in case of listed debt securities furnish the same to the securities exchange, on semi-annual basis;
- (xiii) regularly monitor payment of profits to the debt security holders and redemption of the debt security and report the same to the Commission and the securities exchange on semi-annual basis, highlighting default, if any;
- (xiv) maintain proper record of the complaints received;
- (xv) ascertain that the debt securities have been converted, where required, in accordance with the provisions and conditions under which they were issued
- (xvi) call a general meeting of all debt securities holders, within such time period as provided in the Trust Deed, on, -
 - (a) a requisition in writing signed by at least one-tenth of the debt securities holders in value for the time being outstanding; and
 - (b) the happening of any event, which pursuant to the Trust Deed constitutes a default by the issuer or which in the opinion of the Debt securities trustee adversely affects the interest of the debt securities holders and place before the general meeting, such proposals for the protection of the interest of the debt securities holders including restructuring/ rescheduling, as the trustee considers necessary or appropriate, and obtain their directions by way of approval of at least two third of the debt securities holder in value for the time being outstanding;
- (xvii) not relinquish duties as Debt securities trustee to an Issue until another Debt securities trustee is appointed in its place;
- (xviii) submit any document or information as and when required by the Commission;
- (xix) provide, on request in writing, copy of certified Trust Deed to the debt security holders as and when required by them;
- (xx) protect the interest and rights of the debt security holders in accordance with the Trust Deed;
- (xxi) inform the Commission immediately of any breach by the issuer of the Trust Deed or provision of the Act, the Ordinance or any other law applicable to the Issue which comes to its knowledge;

- (xxii) ensure that the Commission is promptly informed about any action, legal proceeding etc., initiated against it in respect of any material breach or non-compliance by it of any law, rules or regulations;
- (xxiii) provide the issuer and debt securities holders with adequate and appropriate information about its trusteeship business, including contact details, services available to issuers, and the identity and status of employees and other persons acting on its behalf with whom the issuer or the debt security holders may have to interact;
- (xxiv) ensure that the information shared with the debt security holders through correspondences or other means is correct, adequate, comprehensive and not misleading to the best of its knowledge and belief and is shared on timely basis;
- (xxv) ensure that:
 - (a) inquiries from debt securities holders are adequately dealt with; and
 - (b) grievances of debt securities holders are redressed in a timely and appropriate manner.
- (xxvi) provide adequate freedom and powers to its compliance officer for the effective discharge of its duties under the Act and these Regulations;
- (xxvii) not disclose the non-public price sensitive information it has due to its position as a trustee to any person;
- (xxviii) inspect books of accounts, records, registers of the issuer and the security to the extent necessary for discharging its obligations under the issue of debt security;
- (xxix) maintain high standard of integrity and fairness in performing its functions and discharging all its obligations under the Act and these Regulations in a fair, efficient, transparent and ethical manner;
- (xxx) employ sufficient human resource which is adequately trained to efficiently perform its functions as Debt Security Trustee.

12. Debt securities trustee shall not, -

- a) make unsubstantiated claims, in order to induce customers, about qualifications of its professional staff or its capabilities to render certain services or its achievements concerning services rendered to other customers;
- b) involve in unfair competitive practices which are likely to be harmful to the interest of other Debt securities trustee, nor shall solicit business from customers on assurance of providing any undue benefit;
- c) not publish, circulate or distribute any advertisement or any information which is false, misleading or deceptive or contain such material which is prejudice to the interest of any other person including investors;

- d) make any exaggerated statements regarding its capabilities to render certain services or its achievements; and
- e) willfully make false statements or conceal any material fact in any document, report or statement submitted to the Commission.

13. Restrictions on the business of debt securities trustee. - A debt securities trustee shall not be eligible to act as a debt securities trustee to any Issue, -

- (i) by its associated companies or associated undertakings;
- (ii) where the debt securities trustee and its associated companies or associated undertakings collectively holds more than 30% shareholding or debt securities of the issuer;

Provided that a debt securities trustee shall not invest more than ten percent of the total issue size where it is acting as debt securities trustee, shall hold such investment till maturity and shall hold the interest of the debt securities holders especially the individual debt securities holders and minority debt securities holders supreme while casting its vote in the meetings of the debt security holders.

- (iii) where the debt securities trustee has underwritten or intends to underwrite the Issue;
- (iv) where the debt securities trustee or any of its associated companies or associated undertakings has provided any guarantee with respect to the amount payable under such Issue; and
- (v) where more than thirty percent of the total liabilities of the issuer as disclosed in its latest audited financial statements are outstanding towards the debt securities trustee.

14. Appointment of compliance officer.__ (1) Every Debt securities trustee shall designate any senior management officer as a compliance officer.

Provided that a scheduled bank or development financial institution or investment finance company shall be deemed compliant with the above requirement if it has appointed a compliance officer under the law governing its principal business.

- (2) The compliance officer shall be responsible to:
 - (a) monitor compliance of the Debt securities trustee with the requirements of the Act and these Regulations;
 - (b) monitor compliance with the terms of the Trust Deed and the special resolutions of the debt security holders;
 - (c) redress investor's grievances and complaints:

Provided that designating compliance officer shall not absolve the Debt securities trustee from its obligations under the Act and these Regulations.

(3) The compliance officer shall immediately report any non-compliance, observed by it, with any provision of the Act or these Regulations to the officer heading the trusteeship department of the Debt securities trustee who shall immediately take such steps that rectify the non-compliance.

(4) Where the Debt securities trustee fails to take steps as required under sub-regulation (2) and (3), the compliance officer shall immediately inform the Commission and the securities exchange of such non-compliance.

15. Conflict of interest.— (1) The Debt securities trustee shall take all reasonable steps to ensure that no conflict of interest arises while undertaking any trusteeship transaction.

(2) The Debt securities trustee must, before entering into an agreement with the issuer, disclose to the issuer all possible conflicts of interest including that of its sponsors and directors which could impair its ability to render fair, objective and unbiased service.

(3) Where any conflict of interest arises, the Debt securities trustee shall immediately inform the issuer and the debt security holders and not gain any direct or indirect advantage from the situation and shall act in the best interests of the debt security holders.

(4) The Debt securities trustee shall put in place a mechanism to resolve any conflict of interest that may arise in the conduct of business and take all reasonable steps to resolve all conflict of interests in an equitable manner.

(5) The Debt securities trustee shall ensure that channels of communications, like logs of e-mails and other inter-office information exchange channels are properly documented and monitored regularly and effectively.

(6) Put in place a mechanism to resolve any conflict of interest situation that may arise in the conduct of its business as Debt securities trustee and where any conflict of interest arises, it shall take reasonable steps to resolve the same in an equitable manner.

CHAPTER IV

MISCELLANEOUS

16. Maintenance of records by Debt securities trustee.— (1) In addition to the requirements of section 79 of the Act, a Debt securities trustee shall also properly maintain the following records, namely:-

- (a) all contracts relating to the Issue to which it is acting as a Debt securities trustee including but not limited to the Trust Deed, letter of hypothecation, memorandum of deposit of title deed and the charge registration certificate, where applicable etc.;
- (b) statements relating to profit payment and principal redemption;
- (c) minutes of the general meeting of the debt security holders and special resolution passed therein;

- (d) all documents relating to compliance with the covenants of the Trust Deed and enforcement of security, where applicable;
- (e) Debt security holders' complaints and subsequent correspondence; and
- (f) such other records as may be specified by the Commission from time to time.

(2) The Debt securities trustee shall ensure that the record referred to in sub-regulation (1) is maintained and preserved in good order for a period of at least ten years from the date of complete redemption of the Issue.

(3) The Debt securities trustee shall, -

- (a) ensure that the record is kept at such a place and maintained in such a manner that the Commission or any person appointed by it has easy access to it; and
- (b) establish and follow record retention policy which shall ensure that all relevant legal and regulatory requirements are complied with.

Repeal and Saving.— (1) The Debt securities trustees Regulations, 2012 shall stand repealed immediately upon coming into force of these Regulations.

(2) Save as otherwise specifically provided in these Regulations, nothing in these Regulations shall affect or be deemed to affect anything done, action taken, investigation or proceedings commenced, order made, unless withdrawn, conveyance, mortgage deed, document or agreement made, fee directed or paid or accrued, resolution passed, direction given, proceedings taken or instrument executed or issued, under or pursuant to repealed Debt securities trustees Regulations, 2012 and any such things, action, investigation, proceedings, order, appointment, conveyance, mortgage deed, document, agreement, fee, resolution, direction, proceedings or instrument shall if in force at the coming into force on these Regulations and not inconsistent with any of the provisions of these Rules continue to be in force and have effect as if it were respectively done, taken, commenced, made, directed, passed, given, executed or issued under these regulations.

FORM A
[regulation 5(1)]

**APPLICATION FOR GRANT OF
LICENSE AS DEBT SECURITIES TRUSTEE**

To,
The Securities and Exchange Commission of Pakistan,

(Full Address of SECP)

Pursuant to the decision of the Board of Directors of *[Name of the applicant]*.... taken in its meeting held on*[Date of Meeting]*....., we hereby apply for grant of license under regulation 5(1) of the Debt securities trustees Regulations, 2016 read with Section 68 of the Securities Act, 2015.

The information and documents mentioned in **Annexure-I** are attached herewith.

Date: _____

Place: _____

Signature: _____

Name of the Chief Executive Officer, the Company Secretary or the Chief Financial Officer duly authorized by the Board of Directors through a resolution for signing and submission of this application.

Information and documents to be submitted along-with application for grant of license

- 1 Copy of Memorandum & Articles of Association of the applicant.
- 2 Last annual audited accounts and latest quarterly or half yearly accounts of the applicant
- 3 Date wise breakup of Issues, if any, in which the applicant acted as Debt securities trustee during the last three years. The statement should also contain size of each Issue.
- 4 List of Issues, if any, in which the applicant has enforced security or taken any other remedial action for safeguarding the interest of its debt securities holders.
- 5 Detail of ongoing legal or regulatory proceedings, if any, initiated against the applicant or any of its directors, Chief Executive Officer, Chief Financial Officer or Company Secretary by the Commission or any other regulatory authority.
- 6 Detail of penal or regulatory action(s), if any, taken against the applicant during the last three years by the Commission or any other regulatory authority.
- 7 Procedures for redressal of complaints, if any, lodged by the Debt securities holders.
- 8 An Affidavit as specified in **Annexure-III** signed by the Chief Executive or any director of the applicant authorized by the Board of Directors to do so through resolution passed in its meeting.
- 9 Any other information/document as required by the Commission.

***Instructions:**

- (i) The applicant must submit application for license on this form duly filled in and signed, together with supporting documents to the Commission.
- (ii) All columns of the application form should be filled in. In case a column is not relevant or not applicable, the same should also be filled in as "Not Applicable" or "Not Relevant".
- (iii) Information, which needs to be supplied in more details may be provided on separate sheet(s) and attached to the application

AFFIDAVIT

I, _____ son/daughter/wife of _____ adult, resident of _____ and holding CNIC/Passport No. _____ do hereby state on solemn affirmation as under:-

1. That I am the chief executive/director ofname of the applicant).... and as such I am well conversant with the facts deposed to below.
2. That the statements made and the information and documents provided along with the application for License as a Debt securities trustee under the Securities Act, 2015 and these Regulations are correct and there are no facts which have been concealed.
3. That the Securities and Exchange Commission of Pakistan (the Commission) will be notified of any change in the information provided to it along with the application for grant of license during the period the applications for grant of license is being considered and after the grant of license.
4. That all the documents provided to the Commission are true copies of the originals.
5. That I do hereby verify that the statements made above are correct to the best of my knowledge and belief and nothing has been concealed therein.

DEPONENT

Signature _____

The Deponent is identified by me.

Signature _____

ADVOCATE
(Name & Seal)

Solemnly affirmed before me on this ____ day of ____ at ____ by the Deponent above named who is identified to me by _____, Advocate.

Signature _____

OATH COMMISSIONER FOR TAKING AFFIDAVIT
(Name & Seal)

FORM B
[regulation 6(3)]

SECURITIES AND EXCHANGE COMMISSION OF PAKISTAN
LICENSE TO ACT AS DEBT SECURITIES TRUSTEE

License No.

Islamabad, the (date).....

1. The Securities and Exchange Commission of Pakistan having considered the application for grant of license as a Debt securities trustee under regulation 5(1) of the Debt securities trustee Regulations, 2016 (the Regulations) read with Section 68 of the Securities Act, 2015 (the Act) by [Name of the applicant](the Applicant) and being satisfied that the Applicant is eligible for license and that it would be in the interest of the securities market so to do hereby grants license, in exercise of the powers conferred under regulation 6(3) of the Regulations read with Section 69 of the Act to the Applicant as a Debt securities trustee to carry out the activities as specified in the Regulations and the Act subject to any condition that may be imposed hereafter.

2. Unless cancelled or suspended this license is valid for a period of one year from the date of its issuance.

For and on behalf of the
Securities and Exchange Commission of Pakistan
Authorized Signatory

FORM C
[regulation 7(1)]

**APPLICATION FOR GRANT OF RENEWAL
OF LICENSE AS DEBT SECURITIES TRUSTEE**

To,
The Securities and Exchange Commission of Pakistan,
(Full address)

Pursuant to the decision of the Board of Directors of [*Name of the applicant*]..... taken in its meeting held on[*Date of Meeting*]....., we hereby apply for renewal of license as Debt securities trustee under regulation 7(1) of the Debt securities trustee Regulations, 2016 read with Section 69 of the Securities Act, 2015 (the Act). The information and documents mentioned in **Annexure-II** are attached herewith

Date: _____

Place: _____

Signature: _____

Name of the Chief Executive Officer, the Company Secretary or the Chief Financial Officer duly authorized by the BoD through a resolution for signing and submission of this application.

Annexure-II
[regulation 7(1)]

A Debt securities trustee shall submit the following information along with the application for renewal of its license,-

1. Detail of non-compliance, if any, during the last one year by the Debt securities trustee with any provision of the Act or these Regulations and reasons thereof.
2. Detail of legal proceedings initiated against the Debt securities trustee and penal actions taken against it by the Securities and Exchange Commission of Pakistan or any other regulatory authority during the last one year.
3. Detail of changes, if any, in the status of the Debt securities trustee.
4. Detail of changes, if any, in the sponsors of the Debt securities trustee, its directors, or substantial shareholders.
5. Detail of changes in controlling interest in the parent company, if any, of the Debt securities trustee.
6. Undertaking on a stamp paper stating that the Debt securities trustee, its directors, sponsors and senior management officers are in compliance with all the applicable requirements of the Regulations and the conditions imposed at the time of grant of license and its renewal.
7. Detail of default, or delay in profit payment or redemption, if any, by the issuers including the following:
 - a) the action taken by the Debt securities trustee to safeguard the interest of debt securities holders;
 - b) mode of enforcement of security, if any; and
 - c) compensation provided to the debt securities holders.

For and on behalf of(Name of the applicant)...

Date: _____

Place: _____

Signature: _____

Name of the Chief Executive Officer or any director of the applicant authorized by BoD to submit the above-mentioned information.

Instructions:

- (i) The applicant must submit application for license in this form duly filled in and signed, together with supporting documents to the Commission.

- (ii) All columns of the application form should be filled in. In case a column is not relevant or not applicable, the same should also be filled in as "Not Applicable" or "Not Relevant".
- (iii) Information, which needs to be supplied in more details may be provided on separate sheet(s) and attached to the application.

SECURITIES AND EXCHANGE COMMISSION OF PAKISTAN

**CERTIFICATE OF RENEWAL OF
LICENSE AS DEBT SECURITIES TRUSTEE**

License. No.

Islamabad, the (date).....

1. The Securities and Exchange Commission of Pakistan having considered the application of the Debt securities trustee for renewal of its license under regulations 7(1) of the Debt securities trustee Regulations, 2016 read with Section 69 of the Securities Act, 2015 (the Act) by [Name of the applicant] (the Applicant) and being satisfied that the Applicant is eligible for renewal of license and that it would be in the interest of the public and the securities market so to do hereby grant renewal of license, in exercise of the powers conferred under regulation 7(2) of the Regulations read with Section 69 of the Act to the Applicant as a Debt securities trustee to carry out the activities as specified in the Regulations and the Act subject to any condition that may be imposed hereafter.

2. Unless cancelled or suspended this renewal of the license is valid for a period of one year from the date of the issuance of this certificate of renewal.

For and on behalf of the
Securities and Exchange Commission of Pakistan
Authorized Signatory

AFFIDAVIT
(Regulation 10)

I, _____ son/daughter/wife of _____ adult, resident of _____ and holding CNIC/Passport No. _____ am the chief executive/director of(name of the financial institution)..... and do hereby state on solemn affirmation as under:-

1.(name of the financial institution)..... meets all the regulatory requirements required under the law governing its principal business;
2.(name of the financial institution)..... is compliant with the eligibility criteria mentioned at sub-regulations (3), (5), (6) and (7) of regulation 4 of the Debt securities trustee Regulations, 2017.
3.(name of the financial institution)..... is compliant with the relevant requirements of the Securities Act, 2015 and other requirements of the Debt securities trustee Regulations, 2017

DEPONENT

Signature _____

The Deponent is identified by me.

Signature _____

ADVOCATE
(Name & Seal)

Solemnly affirmed before me on this ____ day of ____ at ____ by the Deponent above named who is identified to me by _____, Advocate.

Signature _____

OATH COMMISSIONER FOR TAKING AFFIDAVIT
(Name & Seal)

CONTENTS OF TRUST DEED

The Trust Deed should contain all the necessary terms and conditions including the following:

1. The Issuer

All obligations and responsibilities of the issuer under the Act, the Regulations, the Trust Act 1882 and any other applicable law or directions by the Commission including the following:

- (i) its obligation for maintaining proper record of its books of accounts and keeping it open for inspection by the Debt securities trustee;
- (ii) its obligations for maintaining proper register of debt securities holders with their addresses, record of subsequent transfers and changes of ownership;
- (iii) its obligations for facilitating the Debt securities trustee to enter its premises and inspection of the charged assets, if any;
- (iv) its obligations for intimating the Debt Securities Trustee of all orders, directions, notices of the courts of law affecting or likely to affect the charged assets or interest of the debt securities holders;
- (v) its obligations for submitting any document or information including copies of financial reports; auditor's certificate on maintaining minimum redemption reserve fund, if required; report on redemption of debt securities; report on conversion of debt securities, if they are convertible; report on dividend payment, contracts relating to the Issue and detail of the assets backing the debt security etc. as and when required by the Debt securities trustee;
- (vi) its obligations for keeping the charged assets, if any, in proper condition;
- (vii) its obligation to pay the profit and the principal amount;
- (viii) its obligation to seek prior consent of the Debt securities trustee for declaration of any dividend, if so required by the Trustee;
- (ix) its obligations for reporting to Debt securities trustee before any change in the nature and conduct of business of the issuer;
- (x) its obligations for submitting periodical report on semi-annual basis to the Debt securities trustee containing at least the following:
 - a) register of debt securities holders;
 - b) number and nature of grievances received by the issuer from debt securities holders and status of resolution thereof;
 - c) amount of markup due but unpaid and reasons for non-payment thereof and

detail of due but unpaid /undelivered payments, if any;

- d) a declaration confirming that its assets which are available by way of security are sufficient to discharge the claims of the debt securities holders as and when they become due.
- (xi) its obligations for submission of its annual audited accounts to the Debt securities trustee within thirty (30) days from the date of the general meeting in which such accounts are approved;
- (xii) its obligations to conduct and manage its business affairs with due diligence and efficiency in accordance with sound financial practices;
- (xiii) its obligations to inform the Debt securities trustee about the material change in its shareholding structure and the Board of Directors;
- (xiv) its obligations to provide the Debt securities trustee information about its financial condition, business and operations as and when requested by the Debt securities trustee;
- (xv) its obligation to inform the Debt securities trustee regarding any change in the utilization of proceeds of the Issue where the offering document sets out specific purpose for the utilization of the proceeds of the issue;
- (xvi) its obligations to furnish to the Debt securities trustee copies of all documents, reports, notices, circulars and particulars which the issuer provides to its creditors;
- (xvii) its obligations to immediately inform the Debt Securities Trustee of the occurrence of any event of default;
- (xviii) its obligations that until all the amounts payable by the issuer in relation to the debt security have been paid in full to the satisfaction of the Debt securities trustee, the issuer shall not without prior written consent of the Trustee;
 - (a) sell, transfer or otherwise dispose of, except in the ordinary course of business, any of the charged assets or more than 20 per cent of its undertaking or assets or permit any merger, consolidation, dismantling or reorganization;
 - (b) create or permit to subsist any pari passu or superior security interest over the charged assets or any portion thereof except in accordance with inter-creditor agreement, if any, to which the Debt securities trustee is a party;
 - (c) demolish or remove any part of the buildings which are part of the secured assets or the fixtures and fittings annexed thereto except in the ordinary course of repair, maintenance, replacement or improvement;

- (d) change its memorandum or articles of association, in a manner that may adversely affect its ability to perform its obligations in respect of the debt security Issue;
 - (e) take any action which is likely to result in a material adverse change in the Issue; and
 - (f) declare or pay any dividends after the occurrence of any event of default.
- (xix) its obligation to ensure that the assets of the Issuer backing the debt security are maintained and sufficient to discharge its obligations as the issuer;
 - (xx) its obligation to ensure that all information provided to the Debt securities trustee relating to the issue is accurate and that it has not concealed any material facts/information.

2. Obligations of the Issuer in case of rescheduling, restructuring etc.— Where the issuer intends to reschedule or restructure the debt security issued by it, it may do so subject to fulfilment of the following conditions namely:

- (i) The issuer shall call general meeting of debt securities holders for obtaining approval of the proposed rescheduling or restructuring
- (ii) A statement annexed to the notice of the meeting shall set out all material facts as required under Section 160(1)(b) of the Ordinance including instrument's latest credit rating, if any;
- (iii) In case of listed debt securities, the issuer shall, prior to sending the notice to holders of debt securities, file a copy of the notice and proposed resolution with the Commission, the Trustee, the credit rating company and the securities exchange, for dissemination of the same to public on its website;
- (iv) The rescheduling or restructuring of an issue of a listed debt security shall be undertaken by way of approval of at least two third majority of the debt securities holders in value for the time being outstanding;
- (v) The issuer shall redeem the listed debt securities held by the individual small investors holding securities up to Rs.500,000;
- (vi) Supplementary trust deed shall be executed at the time of such rescheduling or restructuring;
- (vii) Additional security shall be arranged, if required;

3. Purpose and salient features of the Issue:

Complete detail and information regarding the following:

- (a) Purpose of the Issue, utilization of the proceeds thereof and Issue size.

- (b) tenure of the Issue.
- (c) markup/coupon rate.
- (d) redemption schedule.
- (e) options like call option, put option and conversion option, if any, and in case of conversion option, the conversion procedure.
- (f) debt equity ratio (the company's long term debt/equity ratio and the company's total debt/equity ratio both before and after the issuance of the debt security).
- (g) debt service coverage ratio, if applicable.

4. Details of the assets backing the debt security if applicable:

- (a) Nature of the assets.
- (b) Book value of the assets as per the latest audited accounts of the issuer.
- (c) Nature of the existing charge(s) viz floating, exclusive, pari passu, ranking etc. on the charged assets and total amount of such charges.
- (d) Nature of charge(s) established in favor of the Debt securities trustee.
- (e) Circumstances under which security becomes enforceable.
- (f) Minimum amount of the security to be maintained at all times during the tenure of the debt security.
- (g) Procedure for successive valuation of the assets backing the debt security.
- (h) Procedure for inspection of the charged assets and books of accounts by the Debt securities trustee or any person or persons authorized by it.
- (i) Mechanism for preservation of the assets backing the debt security.
- (j) Circumstances under which the security may be disposed off or leased out with the approval of the Debt securities trustee.

5. Procedure for Enforcement of Security and related risk factors

The procedure for enforcement of security in case of default by the issuer and risk factors connected to the enforcement of security should be provided in detail.

6. Representation and Warranties

Details regarding the issuer representation and warranties regarding any issue or creation of trust or the clause that execution of this declaration shall not contravene the memorandum and articles of association of the Issuer, any agreement which constitute legal and binding obligation of the issuer etc.

7. Details of the agreements executed by the issuers with its creditors and covenants thereof.

8. Events of Default:

All the events, which if occurred shall require the Debt securities trustee to initiate the actions, proceedings including enforceability of the security for safeguarding interest of the debt securities holders, should be defined

9. Rights of Debt securities trustee in case of issuer's default:

- (i) right of the Debt securities trustee to inspect any document of the issuer relating to the Issue including the books of accounts, contracts relating to assets backing the debt security, the register of debt securities holders and shareholders etc. and to take copies and extracts thereof.
- (ii) the right of Debt securities trustee to appoint nominee director(s) on the board of the issuer in the case of default.
- (iii) right of the Debt securities trustee to call meeting of the debt securities holders, the events under which such meeting may be called and minimum quorum for the meeting of debt securities holders.
- (iv) right of the Debt securities trustee to approach a court of competent jurisdiction in the event of any default by the issuer and its failure to comply with the covenants of the Trust Deed.

10. Rights of the debt securities holders:

- (i) right of the debt securities holders to call meetings;
- (ii) to vote at the general meetings of the debt securities holders;
- (iii) in the event the Debt securities trustee, upon receiving instructions from the debt securities holders in accordance with the provisions of the Trust Deed, refuses or fails to act in accordance with such instructions, then any of the debt securities holders, holding such number of debt securities as specified in the Trust Deed, may, on giving the Trustee a notice in writing of its intention to initiate proceedings against the issuer;
- (iv) to replace the Debt securities trustee if it contravenes any of its obligations under the Trust Deed and procedure for such replacement; and
- (v) to replace the Debt securities trustee if it contravenes any provision of the Act, the Ordinance, the Trust Act, these Regulations and the Trust Deed.

11. Duties of Debt securities trustee:

All obligations and duties of the Debt securities trustee under the Act, the Ordinance, the Trust Act, these Regulations, or the Trust Deed and any other applicable law including the following:

- (i) its obligation to regularly monitor payment of profit to the debt securities holders and redemption of the debt security and ensure that it is according to the redemption schedule provided to the debt securities holders.
- (ii) its obligation to monitor delay or default in payment of profit and redemption of principal amount to the debt securities holders.
- (iii) its obligations towards regularly monitoring compliance by the issuer with all the covenants of the Trust Deed.
- (iv) its obligations of reporting to the debt securities holders about actual or potential breaches of its own or the issuer's obligations along with remedial steps taken or to be taken and the manner and time period during which the debt securities holders shall be informed of such breaches.
- (v) its obligation to monitor on semi-annual basis the quantum of security, where the Issue is secured, and to ascertain whether the security of the issuer backing the debt security is sufficient to discharge the claims of debt securities holders as and when they become due.
- (vi) its obligation in case of impairment of the security; and
- (vii) its obligation to enforce security, where necessary, in the interest of the debt securities holders.

12. Removal and Resignation of the Debt securities trustee:

- (i) Provide in details the instances and procedure for the retirement, removal and resignation of the Debt securities trustee including appointment of new Debt securities trustee.
- (ii) Procedure for modifications/rectification in the Trust Deed.
- (iii) clause prohibiting any unilateral modification/ amendment by either party to the Trust Deed.

13. Miscellaneous:

- (a) Provisions for redressal of grievances of debt securities holders.
- (b) Provision that the Debt securities trustee shall not relinquish from its assignment unless another Debt securities trustee is appointed.
- (c) fee or commission of the Debt securities trustee.
- (d) Provisions relating to the quorum, voting, whether meeting of the debt securities holders may be convened by the issuer, the Debt securities trustee and/or by the debt securities holders, minimum holding for convening meeting by debt securities holders etc.
- (e) Conditions under which the provisions of Trust Deed or the terms and


conditions of the issue may be changed.

- (f) Provisions relating to the creation and maintenance of redemption reserve fund, if any.
- (g) Indemnification of the Debt securities trustee.
- (h) Preferential treatment, if any, to any class of investors in case of redemption of debt securities or in the event of default or rescheduling/ restructuring of debt security.

Note:

- (i) The arrangement for rendering services as Debt securities trustee does not absolve the issuer of the obligations and responsibilities placed on it under the Act, the Ordinance, the trust Act, these Regulations and the Trust Deed.
- (ii) The Debt securities trustee may incorporate additional clauses, provided that the additional clauses do not dilute or contravene the provisions of the Act, the Ordinance, the Trust Act, these Regulations or the Trust Deed particularly of the above clauses.

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(Bilal Rasul)
Secretary to the Commission

