

Government of Pakistan

SECURITIES AND EXCHANGE COMMISSION OF PAKISTAN

Islamabad, the 2nd April, 2015

NOTIFICATION

S.R.O. 272(I)/2015.— In exercise of the powers conferred by section 33 of the Securities and Exchange Ordinance, 1969 (XVII of 1969), read with section 32C thereof and clause (b) of section 43 of the Securities and Exchange Commission of Pakistan Act, 1997 (XLII of 1997), the Securities and Exchange Commission of Pakistan, with the approval of the Federal Government, is pleased to make the following rules, the same have been previously published vide Notification No. S.R.O. 273(I)/2013, dated the 1st April, 2013, as required by sub-section (2) of section 39 of the said Act, namely:—

CHAPTER 1

PRELIMINARY

1. Short title and commencement.— (1) These rules may be called the Balloters and Transfer Agents Rules, 2015.

(2) They shall come into force at once.

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

- (i) “Act” means the Securities and Exchange Commission of Pakistan Act, 1997 (XLII of 1997);
- (ii) “Annexure” means an annexure to these rules;
- (iii) “Form” means a form appended to these rules;
- (iv) “issue” includes issue of securities through

- (a) initial public offering by an issuer;
 - (b) an offer for sale of securities to the public by an offeror;
 - (c) an offer of securities to the existing shareholders by a company or a body corporate; and
 - (d) an offer of securities by a company or body corporate to persons other than the existing shareholders.
- (v) “offeror” means a person who directly or indirectly holds ten percent or more securities of a public limited company or a body corporate and offers for sale such securities, in full or in part, to the general public;
- (vi) “Ordinance” means the Securities and Exchange Ordinance, 1969 (XVII of 1969); and
- (vii) “Schedule” means a schedule to these rules;

(2) Words and expressions used but not defined in these rules shall, unless there is anything repugnant in the subject or context, have the same meaning as assigned to them in the Companies Ordinance, 1984(XLVII of 1984), the Ordinance or the Act.

CHAPTER II

REGISTRATION

3. Prohibition.— (1) No person shall act or perform the functions of a balloter and transfer agent unless such person is registered as a balloter and transfer agent with the Commission in accordance with these rules.

(2) On commencement of these rules any person providing services as balloter and transfer agent shall seek registration in accordance with these rules within six months of such commencement:

4. Eligibility requirements for registration.— Any person may apply to the Commission for registration as a balloter and transfer agent in accordance with these rules if

such person is authorized by its memorandum of association to act as balloter and transfer agent and-

- (a) it is a company;
- (b) it has a minimum paid-up capital of three million rupees provided that the persons who are providing share registrar services shall enhance their paid-up capital up to three million rupees within a period of three years from the notification of these rules; and
- (c) its chief executive or any of its full time working directors:-
 - (i) possesses membership of any recognized professional accounting body; the Institute of Corporate Secretaries of Pakistan or holds bachelor degree in law, business administration, public administration, commerce, economics, statistics or mathematics from a university/institute recognized by the Higher Education Commission of Pakistan (HEC) or a foreign degree recognized by HEC in any of the above-mentioned fields determined by HEC as equivalent to bachelor; and
 - (ii) has at least three years' experience of providing services as a balloter and transfer agent or has at least three years' experience of working at the management level in any regulated financial services sector.

5. Application and procedure for registration.— (1) An application for registration as a balloter and transfer agent shall be made to the Commission in Form 'A' alongwith all the documents specified in Annexure 'A' and receipt evidencing payment of non-refundable fee of such amount as set out in Schedule 1.

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

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

(4) 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.

6. Grant of registration.— (1) The Commission , while considering the application for granting a certificate of registration made under sub-rule (1) of rule 5, shall *inter alia* take into account the following matters, namely:-

- (a) ability of the applicant to efficiently handle its functions under these rules;
- (b) the necessary infrastructure including but not limited to adequate office space, equipments, experienced manpower and technical aspects to effectively and efficiently discharge its responsibilities as a balloter and transfer agent;
- (c) earlier refusal, if any, by the Commission for registration of the applicant as a balloter and transfer agent;
- (d) conviction or involvement of its sponsors, directors or employees in the senior management level in an offence involving, fraud or breach of trust;
- (e) penal action against the applicant or its directors for an offence under the Ordinance, Act and Companies Ordinance, 1984(XLVII of 1984); and
- (f) any other matter as deemed necessary by the Commission.

(2) The Commission on being satisfied that the applicant is eligible for registration may grant a certificate of registration to the applicant in Form 'B'.

(3) The certificate of registration shall remain valid for a period of three years from the date of registration unless it is restricted, suspended or cancelled earlier by the Commission.

7. Renewal of registration.— (1) For renewal of its registration a balloter and transfer agent shall, three months prior to the date of expiry of its registration, apply to the Commission in Form 'C' providing therewith a receipt evidencing payment of a non-refundable renewal fee of such amount as prescribed in Schedule I and submit such documents as specified in Annexure 'C'.

(2) The Commission if satisfied that the applicant continues to meet the requirements for registration and is eligible for renewal of registration shall renew the registration of the balloter and transfer agent and issue a certificate of renewal of registration to the applicant in Form 'D'.

(3) Where the application for renewal of registration is made within such time as specified in sub-rule (1) but has not been decided by the Commission, the registration shall continue to be valid until the application for renewal is decided by the Commission.

(4) While granting renewal of registration to a balloter and transfer agent the Commission may, in addition to the criterion laid down for grant of registration, also take into account the past performance of the balloter and transfer agent.

8. Procedure where registration is not granted or renewed.— (1) The Commission, after giving a reasonable opportunity of being heard to the applicant, may refuse to grant or renew a certificate of registration if in the opinion of the Commission such applicant does not fulfill the requirements prescribed in these rules or 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 such certificate of registration.

(2) The applicant, if aggrieved by the decision of the Commission under sub-rule (1), may, prefer an appeal to the Appellate Bench of the Commission under section 33 of the Act within such time period as provided therein.

(3) The applicant, if aggrieved by the decision of the Appellant Bench of the Commission under sub-rule (2), may prefer appeal to the Court under section 34 of the Act within such time period as provided therein.

(4) A balloter and transfer agent whose application for renewal of certificate of registration is refused under sub-rule (1) shall, from the date of receipt of the decision of the Commission, cease to act as balloter and transfer agent in any new issue.

(5) A balloter and transfer agent whose application for renewal of certificate of registration is

refused by the Commission shall continue to act as such in all previous issues in which it is acting as balloter and transfer agent till the appointment of other balloter and transfer agent by its clients.

(6) A balloter and transfer agent whose application for renewal of registration is refused shall intimate all its existing clients of this fact within a period of fourteen days from the date of receipt of such decision of the Commission or, as the case may be, decision of the Appellate Bench of the Commission referred to in sub-rule (2) and decision of the Court referred to in sub-rule (3).

CHAPTER III

DUTIES AND RESPONSIBILITIES OF THE BALLOTTERS AND TRANSFER AGENTS

9. Obligations of balloters and transfer agents.— (1) A balloter and transfer agent shall-

- (a) while appointing Chief Executive Officer (CEO) and Chief Operating Officer (COO) ensure that both CEO and COO fulfill such fit and proper criteria as may be specified by the Commission.
- (b) maintain the eligibility criteria provided in rule 4 and notify to the Commission immediately if it ceases to fulfill any of the conditions prescribed in the said rule;
- (c) maintain high standard of integrity and fairness in discharging its functions and its dealing with the security subscribers, the security holders and other balloters and transfer agents and its clients i.e. the issuers and the offerors with whom they have agreed in writing to render services as a balloter and transfer agent;
- (d) fulfill its obligations in a fair, efficient, transparent and ethical manner;
- (e) act with due skill, care and diligence in performing all its functions and discharging all its obligations and responsibilities;

- (f) prepare and provide lists of the successful, unsuccessful and rejected/unaccepted applications to the issuer for allotment, issue, credit or dispatch, as the case may be, of securities and refund of subscription money, where required, according to the provisions of the applicable laws;
 - (g) render only such services as agreed in writing with its clients and which are not prohibited under these rules and any other applicable law;
 - (h) follow the criteria and procedure as provided in the respective prospectus for the scrutiny of applications, balloting, if required, and allotment of securities;
 - (i) handle the complaints, inquiries of the investors and security holders received directly by them or through the issuer, offerer, stock exchanges or the Commission in a timely and appropriate manner;
 - (j) put in place a mechanism to resolve any conflict of interest that may arise in the conduct of its business as balloter and transfer agent and take reasonable steps to resolve the same in an equitable manner;
 - (k) maintain its own website and upload on it among other things a list of its clients, form for online submission of complaints, and any other document or information as the Commission deemed appropriate ; and
 - (l) maintain proper record of the complaints received and file a report on annual basis on the number and nature of complaints received and their redressal status with the Commission and in case of listed securities, also with the concerned stock exchange(s).
- (2) A balloter and transfer agent shall not-
- a) provide services as a balloter and transfer agent to any of its listed associated company or associated undertaking;
 - b) change its CEO and COO without prior approval, in writing, of the Commission;
 - c) make any false statement, whether oral or written, either about its qualifications or capability to render services or its achievements with regard to services rendered to its potential clients; and

- d) disclose information to any person for any purpose other than in the performance of its obligations as a balloter and transfer agent unless such disclosure is expressly or impliedly authorized by its clients or registered owner of the security or is required or permitted by any applicable law, rule, regulation, direction or order of the Commission.

Explanation.— For the purposes of this rule the term “conflict of interest” includes situations in which a balloter and transfer agent has competing interests which make it difficult for the balloter and transfer agent to fulfill its duties impartially.

10. Functions of the balloter and transfer agent.— A balloter and transfer agent shall be responsible for the following functions, namely:-

- (a) to collect applications for subscription of securities from the bankers to the issue or offer or any other intermediary, conduct scrutiny of the applications and prepare list of all applications that have been rejected in the scrutiny alongwith reasons of such rejection;
- (b) to conduct ballot if required and prepare separate lists of applications declared successful and unsuccessful in the ballot;
- (c) to prepare and maintain allotment register and keep proper record thereof;
- (d) to ensure that allotment is made in the mode and manner as disclosed in the prospectus or any other offering document;
- (e) to prepare and submit a report in respect of each issue, including initial public offering, right issue, bonus issue, etc., in which it has acted as a balloter and transfer agent, to the Commission within thirty days of the closure of the issue and such report should contain all the relevant information including but not limited to the following, namely:-
 - (A) in case of initial public offering (IPO),
 - (i) name of the issuer, and offerer, where applicable;
 - (ii) date of publication of the prospectus;
 - (iii) dates of subscription;

- (iv) amount of capital allocated to various types of investors including sponsors, directors, pre-IPO investors, institutional investors, high net worth individual investors and general public i.e. retail investors;
 - (v) size-wise breakup of applications and amount thereof received for subscription of securities;
 - (vi) number of successful, un-successful and rejected applications and reasons of rejection thereof;
 - (vii) mechanism adopted for the allotment of securities; and
 - (viii) status of refund of the subscription money to unsuccessful applicants,
- (B) in case of right issue,
- (i) date of approval by the board of directors of the issuer and other approvals, if applicable;
 - (ii) basis of allotment;
 - (iii) date of dispatch of the right allotment letters or credit of unpaid right entitlement in book entry form;
 - (iv) date for payment and renunciation of right allotment letters;
 - (v) number of securities subscribed, renounced, declined and unsubscribed;
 - (vi) date of dispatch or credit of right shares;
 - (vii) number of securities remained as unclaimed; and
- (C) in case of bonus issue,
- (i) date of approval by the board of directors of the issuer and other approvals, if applicable;
 - (ii) basis of allotment;
 - (iii) date of dispatch or credit of the bonus shares; and

- (iv) number of securities remained as undelivered;
- (f) to maintain record of the allotment, transfer and redemption of securities of companies;
- (g) to maintain record of the disposal of the queries and complaints by the investors or security holders with regard to issue and transfer of securities, refund of subscription money, payment of dividend and other related matters;
- (h) to maintain list of members in such form and manner as required under the Companies Ordinance, 1984 (XLVII of 1984);
- (i) to maintain record of payment of dividend to shareholders as and when declared by its clients;
- (j) to maintain record of the decisions taken by its clients relating to issue of securities and payment of profit thereon, if any;
- (k) to submit report to the Commission on semi-annual basis about the status of the settlement of the unclaimed dividend and undelivered shares, if any;
- (l) to maintain record of the proxies of the members of its clients for the general meetings; and
- (m) any other function and activity arising as its obligation under any other provision of these rules or pursuant to the agreement executed with its clients.

11. Maintenance of books of accounts and record by the balloter and transfer agent.— (1) Every balloter and transfer agent shall properly maintain the following records, namely:-

- (a) list of all the applications received from investors for subscription of securities;
- (b) list of all the rejected applications and reasons of rejection thereof;
- (c) criteria, procedure and basis of allotment of securities;

- (d) allotment register;
- (e) report on the issue or offer of securities prepared by it as required under these rules;
- (f) all the record relating to the investors and shareholders' complaints;
- (g) members' register i.e. proper list of holders of the securities of its clients;
- (h) the dates of transfer of securities and the names, Computerized National Identify Card numbers /NICOP numbers and Passport number in case of foreigners and addresses of the transferors and the transferees;
- (i) copy of agreements executed with its clients;
- (j) list of members and the shareholding pattern;
- (k) documents relating to initial and further issues of shares;
- (l) detail of unclaimed dividend and undelivered shares;
- (m) record with regard to proxies of members for general meetings; and
- (n) such other record as may be specified by the Commission.

(2) Every balloter and transfer agent shall ensure that the record referred to in sub-rule (1) is maintained and preserved in good order for a period of at least five years from the date of closing of the respective issue.

(3) Every balloter and transfer agent shall-

- (a) ensure that the record is kept at such a place and maintained in such a manner that it is easily accessible; and
- (b) establish a record-retention-policy which shall ensure that all relevant legal and regulatory requirements are complied with.

12. Designating compliance officer.— Every balloter and transfer agent shall designate any of its suitable officer as compliance officer who shall be responsible for-

- (a) monitoring the compliance of the laws including the rules, regulations, guidelines and directives etc., issued by the Federal Government or the Commission;
- (b) redressal of the investor's grievances, complaints; and
- (c) informing the Commission on annual basis on status of compliance with the provisions of these rules by the balloter and transfer agent:

Provided that designating a compliance officer shall not absolve the balloter and transfer agent from its obligations under these rules.

CHAPTER IV

DISCIPLINARY PROCEEDINGS

13. Restriction or suspension of registration.— (1) Where a balloter and transfer agent contravenes or fails to comply with any provision of these rules or is not in compliance with the conditions of registration or any directive issued or order passed by the Commission, the Commission may, after providing a reasonable opportunity of representation to the balloter and transfer agent, impose-

- (a) a restriction on its activities as balloter and transfer agent or suspend its registration; and
- (b) a penalty provided under sub-section (1) of section 22 of the Ordinance.

(2) A balloter and transfer agent whose registration has been suspended shall not act as, or perform the functions of, balloter and transfer agent for any new issue during the period of suspension and remove the cause of suspension within a period of one hundred and twenty days from the receipt of the suspension order or such earlier period as specified in the order of suspension.

(3) The Commission while restricting or suspending the registration of a balloter and transfer agent may impose such conditions, as it deems appropriate.

14. Cancellation of registration.— (1) The Commission, after providing to the balloter and transfer agent a reasonable opportunity of being heard, may cancel the registration of a balloter and transfer agent, if-

- (a) in the opinion of the Commission the balloter and transfer agent has been in violation of any provision of these rules or restriction imposed under sub-rule (1) of rule 13;
- (b) it is found guilty of fraud or any criminal offence of moral turpitude; or
- (c) its registration has been suspended and the causes of suspension have not been removed within one hundred and twenty days from the receipt of suspension order or such earlier period as specified in the order of suspension.

(2) The Commission while cancelling the registration of a balloter and transfer agent may take such measures and issue such directions as it deems appropriate as are not inconsistent with the Act, Ordinance and the Companies Ordinance, 1984 (XLVII of 1984).

(3) The registration of a balloter and transfer agent shall stand automatically cancelled if such balloter and transfer agent-

- (a) voluntarily surrenders its certificate of registration to the Commission; or
- (b) is wound up by an order passed by a court of competent jurisdiction.

(4) Notwithstanding anything contained in sub-rule (1), where the Commission is satisfied that a delay in the cancellation of registration of the balloter and transfer agent will be detrimental to the interest of investors or the public in general, the Commission may immediately cancel the registration of the balloter and transfer agent till the time an opportunity of being heard is provided to the balloter and transfer agent and final order is passed:

Provided that where the Commission cancels the registration under sub-rule (4), the opportunity of being heard and final order must be passed within sixty days of such cancellation.

(5) Upon cancellation of the registration, the balloter and transfer agent shall with immediate effect cease its business as a balloter and transfer agent and transfer all the necessary record to other balloter and transfer agent appointed by its clients for the purpose.

15. Dissemination of information of cancellation of registration.— In the event of cancellation of registration of a balloter and transfer agent, the Commission may, for the information of the stakeholders, publish press release of its order of cancellation in newspaper of wide circulation in Pakistan and where necessary, direct the issuers to appoint any other company as a balloter and transfer agent.

16. Power of the Commission to issue directives, circulars etc.—The Commission may, if it is satisfied that it is necessary or expedient so to do in the public interest or in the interest of the capital market, by order in writing, give such directions or issue circulars, not inconsistent with the Ordinance and these rules, to balloter and transfer agent as it may deem fit.

17. Rescission.— The Balloters, Transfer Agents and Underwriters Rules, 2001, in their application to balloters and transfer agents, are hereby rescinded.

**APPLICATION FOR REGISTRATION AS BALLOTTER AND TRANSFER AGENT
UNDER THE BALLOTTERS AND TRANSFER AGENTS RULES, 2015**

To

The Securities and Exchange Commission of Pakistan
(Full address of SECP)

Pursuant to the decision of the board of directors (BoD) of[name of company]..... taken in its meeting held on[date of meeting]....., we hereby apply for registration as a balloter and transfer agent under rule 5 of the Balloters and Transfer Agents Rules, 2015 (the Rules).

The requisite information and documents mentioned at Annexure ‘A’ of the Rules are attached herewith.

Date: _____

Signature: _____

Place: _____

Name and designation 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.

**INFORMATION AND DOCUMENTS TO BE SUBMITTED ALONG WITH
APPLICATION UNDER RULE 5**

1. General and business information:

- 1.1. Brief history of the applicant containing at least name of the applicant, date and place of its incorporation, date of commencement of business, names of sponsors and promoters, name of CEO, CFO and COO, group structure, if any, length of experience as balloter and transfer agent, if any, number of companies to whom it provides services as balloter and transfer agent and number of public offering of securities in which it provided services as balloter and transfer agent during the last three years.
- 1.2. Address of the registered office of the applicant (postal address, postal code and telephone and fax numbers.)
- 1.3. Mailing address of the applicant (postal address, postal code, telephone number, fax numbers and e-mail address of the concerned officer of the applicant.)
- 1.4. Name and designation of the compliance officer along with contact detail i.e. postal address, postal code, telephone number, fax number and e-mail address.
- 1.5. Location and quantum of space available for safe custody of record specified in rule 11.
- 1.6. Details of outstanding legal proceedings, if any, initiated against the applicant by the Commission or any other regulatory authority.
- 1.7. Details of penal actions, if any, taken against the applicant during the last three years by the Commission or any other regulatory authority.
- 1.8. In case any associated company of the applicant is already registered under the rules, the following details shall be provided, namely:-
 - (i) name of such associated company;
 - (ii) details of warning notices, if any, issued to such associated company by the Commission;
 - (iii) details of legal proceedings, if any, initiated against such associated company by the Commission or any other regulatory authority; and

- (iv) penal action, if any, taken against such associated company by the Commission during the last three years.

2. Details of infrastructural facilities (to be used for handling of applications submitted for subscription of securities, data processing, balloting and maintenance of the members' registers etc.).

2.1 Computer system installed,

- (a) hardware configuration;
- (b) software used; and
- (c) does the system has the capability to be linked with the bankers to the issue or other market intermediary for the purpose of retrieving soft data relating to applications submitted for subscription of securities

2.2 Data processing capacity;

- (a) available infrastructure (computers and other electronic equipments used for data processing and communication);
- (b) available manpower; and
- (c) office space (mention extent of area in square feet available)

3. Procedures.

3.1 In case of public offering of securities,

- (a) procedure for collection of securities' subscription applications from the bankers to the issue or other market intermediary.
- (b) procedure for processing of such applications.
- (c) procedure for scrutiny of applications, ballot, refund of subscription money, credit or dispatch of securities.

3.2 In case of right issue,

- (a) procedure for issuance of right allotment letters (RAL);
- (b) procedure for payment or renunciation by the holders of RAL; and
- (c) procedure for credit or dispatch of right shares.

- 3.3 In case of bonus issue, procedure for credit or dispatch of bonus shares.
- 3.4 In case of payment of cash dividend, procedure for payment of cash dividend.
- 3.5 Procedure for handling or redressal of investors' complaints or grievances.

4 Other information:

4.1 Details as per following format of all pending disputes in which the applicant is a party:

Nature of dispute relating to the balloter services of the applicant	Name of the party	Name and place of court/tribunal where dispute is pending	Amount involved	Pending since	Date of last hearing	Decision at last hearing
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- 4.2 List of civil and criminal offenses in which the applicant or any of its sponsors, directors or employees in the senior management cadre has remained involved during the last three years.
- 4.3 Any other information considered relevant to the principal business, i.e., balloter and registrar services of the applicant.
- 4.4 Any significant awards or recognition, collective grievances against the applicant.

5. List of documents to be provided along with application:

- 5.1 copy of memorandum and articles of association of the applicant duly certified from the company registration office (CRO) concerned containing copy of the certificate of incorporation and that of the certificate of commencement of business, duly certified from the CRO concerned.
- 5.2 copy of Forms 3, 27, 28 and 29 of the applicant duly certified from the CRO concerned.
- 5.3 audited accounts for the last three years and latest half yearly and quarterly accounts, where applicable.
- 5.4 profile of chief executive officer (CEO), chief financial officer (CFO), Chief Operating Officer (COO), company secretary (CS), compliance officer and directors of the applicant [name, qualification, experience and date of appointment, directorship in other companies, names of such other companies and date of appointment as director in such other companies].
- 5.5 List of companies to whom it provides services, if any, as balloter and transfer agent.

- 5.6 List of public offering of securities in which it provided services as balloter and transfer agent during the last three years. The list should contain name of the issuer, nature of security offered, issue date and size of the issue.
- 5.7 A declaration in the manner as given at Annexure 'B'.
- 5.8 Any other information/document as required by the Commission.

DECLARATION

[clause 5.7 of Annexure-A]

(On non-judicial stamp paper certified by oath commissioner)

This declaration must be 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

1. I, Mr./Ms.(name of the chief executive or director, as the case may be) Chief Executive /Director of (name of applicant) duly authorized by the board of directors of (name of applicant) to do so state on behalf of the applicant that we have applied under rule 5 of the Balloters and Transfer Agents Rules, 2015 (the Rules) for grant of certificate of registration as a balloter and transfer agent.
2. That we undertake that we will carry out our duties as balloter and transfer agent in accordance with the provisions of the Ordinance and the Rules.
3. That we will promptly intimate the Commission of any change in the information provided with the application for registration under rule 5 as and when any change occurs in the information provided to the Commission.
4. That the information provided along with the application for registration is true, correct and fair to the best of our knowledge and belief and that nothing has been concealed.
5. That we hereby declare and undertake that we meet all the eligibility conditions as specified in the Rules for registration of a person as a balloter and transfer agent.
6. We undertake that-
 - (a) CEO, CFO, COO, company secretary and compliance officer of the applicant are familiar and well conversant with all the applicable laws relating to the issue of securities e.g. Part V and Part VI of the Companies Ordinance, 1984; section 9 and 18A of the Ordinance; the rules relating to the issue of capital e.g. the Companies (Issue of Capital) Rules, 1996; the Public Companies (Employees Stock Option Scheme) Rules, 2001; the Companies' Share Capital (Variation in

Rights and Privileges) Rules, 2000; the regulations e.g. the Listing Regulations of the Stock Exchanges; the guidelines and directives issued by the Commission or the stock exchanges for issue and listing of securities;

- (b) we will not proceed with allotment, issue or transfer of any security which is in violation or is not in compliance with the applicable laws and prescribed procedures; and
- (c) in case of receipt of any direction from our client for any unlawful allotment, issue or transfer of security, we shall report the same to the Commission immediately on receipt of such direction from our client.

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

Date: _____

Signature: _____

Place: _____

Name and designation of the chief executive or any director of the applicant authorized by the BoD for signing this declaration.

**CERTIFICATE OF REGISTRATION AS A
BALLOTTERS AND TRANSFER AGENT**

Islamabad,(date).....

Registration No.

1. The Securities and Exchange Commission of Pakistan, having considered the application for registration under rule 5 of the Balloters and Transfer Agents Rules, 2015 (the Rules) made by(name of the applicant)..... and being satisfied that the said..... (name of the applicant)..... is eligible for registration and that it would be in the interest of the capital market so to do, hereby grants, under rule 6 of the Rules, registration to(name of the applicant)..... subject to the provisions of the Rules and to any condition that may be prescribed or imposed hereafter.

2. Unless restricted, suspended or cancelled, this certificate of registration is valid for a period of three years from the date of its issuance.

For and on behalf of the
Securities and Exchange Commission of Pakistan
(authorized signatory)

SCHEDULE I

[rules 5, 7]

SECURITIES AND EXCHANGE COMMISSION OF PAKISTAN

F E E S

- (1) Every balloter and transfer agent shall pay fee as specified below:
 - (a) One time registration fee: Rs.50,000/-
 - (b) renewal fee: Rs.25,000/-
- (2) Fee prescribed at serial number 1(a) above shall be paid by the applicant at the time of filing application under rule 5.
- (3) Fee prescribed at serial No. 1 (b) above shall be paid by the balloter and transfer agent at the time of filing application for renewal of its registration under rule 7.
- (4) All the fees indicated above shall be paid through pay order or demand draft or a bank challan in favour of the Securities and Exchange Commission of Pakistan.

INFORMATION TO BE PROVIDED ALONGWITH APPLICATION FOR RENEWAL

The following details shall be provided alongwith application for renewal by a balloter and transfer agent along with the relevant supporting documents:

1. List of companies to whom it provides services as balloter and transfer agent.
2. List of public offering of securities in which it provided services as balloter and transfer agent during the last three years.
3. Details of the non-compliance, if any, by it with any provision of these rules.
4. Details of the non-compliance, if any, by it with any of the terms and conditions, if any, of the registration certificate.
5. Details of non-compliance, if any, with any provisions of any agreement executed with respect to rendering of the balloter services during the last three years.
6. Details of legal proceedings, if any, initiated against it and penal actions taken against it and penalty imposed by the Commission or any other regulatory authority during last three years.
7. Details of changes made, if any, in the objective clause of its memorandum of association or other constitutive document, if different from memorandum of association of the balloter and transfer agent.
8. Number of complaints received, if any, during the last three years and their rederssal status.
9. Declaration that it is in compliance with the post registration requirements as prescribed in these rules.
10. Copy of the last three years annual audited accounts.

**APPLICATION FOR GRANT OF RENEWAL OF CERTIFICATE OF REGISTRATION
AS BALLOTTER AND TRANSFER AGENT**

To
The Securities and Exchange Commission of Pakistan

Pursuant to the decision of the board of directors (BoD) of [name of the applicant]..... taken in its meeting held on[date of meeting]....., we hereby apply for renewal of registration as a balloter and transfer agent under rule 7(1) of the Balloters and Transfer Agents Rules, 2015 (the Rules). The information and documents mentioned in Annexure-C to the Rules are attached herewith.

Date: _____

Signature: _____

Place: _____

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.

SECURITIES AND EXCHANGE COMMISSION OF PAKISTAN

**CERTIFICATE OF RENEWAL OF
REGISTRATION AS BALLOTTER AND TRANSFER AGENT**

Islamabad, the (*date*).....

Registration No.

1. The Securities and Exchange Commission of Pakistan, having considered the application of the balloter and transfer agent for renewal of its registration under rule 7(1) of the Balloters and Transfer Agents Rules, 2015 made by [name of the applicant] and being satisfied that the said[name of the applicant]..... is eligible for renewal of registration and that it would be in the interest of the securities market so to do, hereby grants renewal of certificate of registration, in exercise of the powers conferred under rule 7(2) of the Rules to[name of the applicant].... as a balloter and transfer agent to carry out the activities as specified in the Rules subject to the condition that[name of the applicant].... shall comply with all the provisions of the Rules and to any other condition that may be imposed hereafter.

2. Unless cancelled, restricted or suspended, this renewal of the certificate of registration is valid for a period of three years from the date of its issuance.

For and on behalf of the
Securities and Exchange Commission of Pakistan
(authorized signatory)

[No.SMD/Misc.(Prosp)/05/2003]

(Bushra Aslam)
Secretary to the
Commission