



Procedure for Input of Paid-up Capital / Total Issue in CDS (Listed & Unlisted)

Following are the different scenarios for input of Paid-up Capital / Total Issue in CDS.

S.No	Activity	Listed / Quoted Securities	Unlisted Securities
1	At the time of Induction	<p>At the time of eligibility the issuer is required to provide CDC; the latest Annual Audited Report or a certificate from the “Statutory Auditor” in terms of issued capital. In case of debt securities, copy of approved Prospectus and approval of SECP and relevant Stock Exchange is required.</p> <p>The last annual audited report shall be submitted in all the cases except for new companies who have not yet completed their minimum period (i.e. 18th months after the date of incorporation) for audit of financial statements.</p> <p>In case of a subsequent change in paid up capital after the eligibility and prior to induction, then the same shall be supported by issuers’ audited financial statements or original statutory auditor’s certificate.</p> <p>At the time of induction the paid up capital will also be reconciled with stock exchange quotation to confirm if the same is published there.</p>	<p>At the time of eligibility the Issuer is required to provide CDC; the latest Annual Audited Report or a certificate from the “Statutory Auditors in terms of issued capital. In case of privately-placed debt securities, certified copy of relevant Trust Deed including Supplemental Trust Deed, where applicable, is required.</p> <p>The last annual audited report shall be submitted in all the cases except for new companies who have not yet completed their minimum period (i.e. 18th months after the date of incorporation) for audit of financial statements.</p>
2	Right Issue	<p>Issuer is required to provide the following documents to CDC:</p> <p>At the time of defining Right Issue into CDS:</p> <ol style="list-style-type: none"> 1. Corporate action notice. 2. Certified true copy of board resolution. 3. Certified true copy of SECP Approval (only in case of Rights issue at a discount). 	<p>Issuer is required to provide the following documents to CDC:</p> <p>At the time of defining Right Issue into CDS:</p> <ol style="list-style-type: none"> 1. Corporate action notice. 2. Certified true copy of board resolution. 3. Certified true copy of SECP Approval (only in case of Right issue at a discount).



		<p>At the time of <u>providing Upload:</u></p> <ol style="list-style-type: none"> 1. Letter for Authorization to Upload Data. 2. Certificate from “Statutory Auditor” as per the guidelines in Annexure A. <p>At the time of <u>credit of right Issue:</u></p> <ol style="list-style-type: none"> 1. Allotment confirmation letter. 	<p>At the time of <u>providing Upload:</u></p> <ol style="list-style-type: none"> 1. Letter for Authorization to Upload Data. 2. Certificate from “Statutory Auditor” as per the guidelines in Annexure A. <p>At the time of <u>credit of right Issue:</u></p> <ol style="list-style-type: none"> 1. Allotment confirmation letter.
3	Bonus	<p>Issuer is required to provide the following documents to CDC:</p> <p>At the time of <u>defining Bonus</u> into CDS:</p> <ol style="list-style-type: none"> 1. Corporate action notice. 2. Certified true copy of board resolution. <p>The recommended <u>bonus entitlement percentage</u> is also reconciled with stock exchange quotation.</p> <p>At the time of <u>credit of Bonus:</u></p> <ol style="list-style-type: none"> 1. Allotment confirmation letter. 2. Annual audited report for further verification of proposed bonus Issue. In case of Interim Bonus, half yearly reviewed accounts are required. For issuance of Bonus after 1st & 3rd quarter “Auditor’s certificate (free reserves certificate)” would be required. 	<p>Issuer is required to provide the following documents to CDC:</p> <p>At the time of <u>defining Bonus</u> into CDS:</p> <ol style="list-style-type: none"> 1. Corporate action notice. 2. Certified true copy of board resolution. <p>At the time of <u>credit of Bonus:</u></p> <ol style="list-style-type: none"> 1. Allotment confirmation letter. 2. Annual audited report for further verification of proposed bonus Issue. In case of Interim Bonus “Statutory Auditor’s certificate” would be required.
4	Further Issue of Shares Other than Rights (against cash or other than cash)	<p>Issuer is required to provide the following documents to CDC:</p> <p>At the time of <u>defining Further Issue without Rights Issue</u> into CDS:</p> <ol style="list-style-type: none"> 1. Certified true copy of SECP approval. 2. SECP Certified true copy of special resolution (Form 26). <p>At the time of <u>providing Upload:</u></p> <ol style="list-style-type: none"> 1. Letter for Authorization to Upload Data. 	<p>Issuer is required to provide the following documents to CDC:</p> <p>At the time of <u>defining Further Issue without Rights Issue</u> into CDS:</p> <ol style="list-style-type: none"> 1. Certified true copy of SECP approval. 2. SECP Certified true copy of special resolution (Form 26). <p>At the time of <u>providing Upload:</u></p> <ol style="list-style-type: none"> 1. Letter for Authorization to Upload Data.



		<p>2. Certificate from the “Statutory Auditor” as per the guidelines in Annexure B.</p> <p>At the time of <u>credit of Further Issue without Rights:</u></p> <p>1. Allotment confirmation letter.</p>	<p>2. Certificate from the “Statutory Auditor” as per the guidelines in Annexure B.</p> <p>At the time of <u>credit of Further Issue without Rights:</u></p> <p>1. Allotment confirmation letter.</p>
5	New Issue	<p>Issuer is required to provide the following documents to CDC:</p> <p>At the time of <u>defining New Issue</u> into CDS:</p> <ol style="list-style-type: none"> 1. Certified true copy of SECP approval of IPO. 2. Copy of approved Prospectus 3. Approval of relevant stock exchanges. <p>At the time of <u>providing Upload:</u></p> <ol style="list-style-type: none"> 1. Letter for Authorization to Upload Data. 2. Certificate from the “Statutory Auditor” as per the guidelines in Annexure B. <p>At the time of <u>credit of New Issue:</u></p> <ol style="list-style-type: none"> 1. Allotment confirmation letter. 2. Representation from the Issuer is required with reference to Section 70 (As per Annexure D) of the Companies Ordinance, 1984 (Not applicable in case of debt securities). 	<p>Issuer is required to provide the following documents to CDC:</p> <p>At the time of <u>defining New Issue</u> into CDS:</p> <ol style="list-style-type: none"> 1. Certified true copy of SECP approval of IPO (<i>only for those securities which are in process of listing</i>). <p>In case of privately-placed debt securities, certified copy of relevant Trust Deed including Supplemental Trust Deed (where applicable) is required.</p> <p>At the time of <u>providing Upload:</u></p> <ol style="list-style-type: none"> 1. Letter for Authorization to Upload Data. 2. Certificate from the “Statutory Auditor” as per the guidelines in Annexure B. <p>At the time of <u>credit of New Issue:</u></p> <ol style="list-style-type: none"> 1. Allotment confirmation letter. 2. Representation from the Issuer is required with reference to Section 70 (As per Annexure D) of the Companies Ordinance, 1984 (Not applicable for private companies and debt securities).



6	<p>Merger / De-Merger</p>	<p><u>Transferee Company</u> is required to provide the following documents to CDC:</p> <p>At the time of <u>defining Merger / De-Merger:</u></p> <ol style="list-style-type: none"> 1. Corporate action notice. 2. Certified true copy of scheme of amalgamation and the order of Competent Authority / Court. 3. Certified true copy of board resolution. <p>At the time of credit of Merger / De-Merger:</p> <ol style="list-style-type: none"> 1. Allotment confirmation letter. 2. Certificate from “Statutory Auditor” as per the guidelines in Annexure C. 3. CRO certified true copy of Form 7 filed, where as a result of Merger the authorized share capital of Transferee Company needs to be increased. 	<p><u>Transferee Company</u> is required to provide the following documents to CDC:</p> <p>At the time of <u>defining Merger / De-Merger:</u></p> <ol style="list-style-type: none"> 1. Corporate action notice. 2. Certified true copy of scheme of amalgamation and the order of Competent Authority / Court. 3. Certified true copy of board resolution. <p>At the time of credit of Merger / De-Merger:</p> <ol style="list-style-type: none"> 1. Allotment confirmation letter. 2. Certificate from “Statutory Auditor” as per the guidelines in Annexure C. 3. CRO certified true copy of Form 7 filed, where as a result of Merger the authorized share capital of Transferee Company needs to be increased.
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Notes:

1. In case of change in paid-up capital, due to any reason not mentioned in this document, CDC would require “original statutory auditor’s certificate” along with other relevant documents which would vary on case to case basis.
2. The requirement for representation under Section 70 of the Companies Ordinance, 1984 in respect of new issue is not applicable on private companies and debt securities issued by any issuer.
3. All certificates from the statutory auditors shall be submitted in original.

Guidelines for Auditor's certificate

The Auditor's certificate to be submitted by the Issuer with CDC under these Procedures shall confirm the following as a minimum requirement:

1. Revised paid up capital and receiving of subscription amount.
2. That all requirements with regards to allotment of shares in the name of CDC have been fulfilled by the Issuer.
3. That conditions (if any) imposed by the regulatory body in respect of rights at a discount have been fulfilled by the Issuer in every respect.

Note:

1. Regarding serial number 3 above, the issuer instead of getting it certified from the statutory auditor can either submit final approval of Regulatory body stating that conditions imposed, if any, have been fulfilled or a confirmation from their external legal advisor to this effect.
2. Where securities are issued in **physical**, the auditor's certificate should confirm all the stated requirements of the Annexure with the exception of **point no. 2**.
3. It shall be specifically mentioned in the certificate that the Auditor issuing the certificate is the Statutory Auditor of the Issuer.

Guidelines for Auditor's certificate

The Auditor's certificate to be submitted by the Issuer with CDC under these Procedures shall confirm the following as minimum requirement:

1. In case of new issue, confirming the **total issue / paid-up capital** and receiving of subscription amount in case of cash or other consideration in case of other than cash.

OR

- In case of further issue, confirming the **revised paid up capital / total issue** and receiving of subscription amount in case of cash or other consideration in case of consideration other than cash.
2. That all requirements with regards to allotment of securities in the name of CDC have been fulfilled by the Issuer.
 3. That conditions (if any) imposed by the regulatory body have been fulfilled by the Issuer in every respect.

Note:

1. Regarding serial number 3 above, the issuer instead of getting it certified from the statutory auditor can either submit final approval of Regulatory body stating that conditions imposed, if any, have been fulfilled or a confirmation from their external legal advisor to this effect.
2. With respect to serial number 3 above; in cases where no special condition has been imposed, a representation letter will be required from the issuer stating that no special conditions were imposed and further that all ordinary conditions have been fulfilled.
3. Where securities are issued in **physical**, the auditor's certificate should confirm all the stated requirements of the Annexure with the exception of **point no. 2**.
4. It shall be specifically mentioned in the certificate that the Auditor issuing the certificate is the Statutory Auditor of the Issuer.

Guidelines for Auditor's certificate

The Auditor's certificate to be submitted by the Issuer with CDC under these Procedures shall confirm the following as a minimum requirement:

1. Revised paid up capital of the transferee company after credit of merger.
2. That all requirements with regards to allotment of Securities in the name of CDC have been fulfilled by the Issuer, and
3. That conditions (if any) imposed by the competent authority / court have been satisfied by the Issuer in every respect.

Note:

1. Regarding serial number 3 above, the issuer instead of getting it certified from the statutory auditor can either submit final approval of Regulatory body stating that conditions imposed, if any, have been fulfilled or a confirmation from their external legal advisor to this effect.
2. Where pursuant to Merger, securities of Transferee Company are issued in **physical** to the shareholders of the Transferor Company; the auditor certificate should confirm all the stated requirements of the guideline only with the exception of **point no. 2**.
3. It shall be specifically mentioned in the certificate that the Auditor issuing the certificate is the Statutory Auditor of the Issuer.

[To be obtained from public limited companies (both listed and unlisted) only –
To be printed on non-judicial stamp paper of Rs. 100]

Representations and Warranties

for allowing entering of Securities of the Issuer into the
relevant Accounts and Sub-Accounts in the CDS as Book-entry Securities

1. For the purpose of inducing Central Depository Company of Pakistan Limited (“CDC”) to enable Book-entry Securities representing our ordinary shares to be entered into the relevant Accounts and Sub-Accounts in the Central Depository System (“CDS”) established and maintained by CDC, we, [**insert name of the company**], represent and warrant to and in favour of CDC that:
 - (a) no allotment made of such ordinary shares is voidable in terms of section 70 of the Companies Ordinance, 1984; and
 - (b) no contravention of sections 68 or 69 of the Companies Ordinance, 1984, as the case may be, has occurred in connection with the allotment of such ordinary shares.
2. We are aware that CDC will rely upon the representations and warranties made and provided by us in paragraph 1 above while enabling Book-entry Securities representing our ordinary shares to be entered into the relevant Accounts and Sub-Accounts in the CDS established and maintained by CDC.
3. We undertake to indemnify and hold harmless CDC and each of its directors and officers against all losses, liabilities, costs and expenses paid or payable by all or any of them (including fees and charges paid or payable to lawyers) in connection with or arising from any or each of the representations and warranties made and provided by us in paragraph 1 above being incorrect or misleading, whether wholly or in part.
4. We intend this document to have legal effect.
5. This document and its terms will be governed by and construed in accordance with the laws of Pakistan.

Signed for and on behalf of
_____ Limited

Signature: _____

Name: _____

Title: _____

Dated: [Karachi/Lahore/Islamabad] _____ day of _____ 2009

Witnesses:

1. Signature: _____
Name: _____
Address: _____
CNIC: _____

2. Signature: _____
Name: _____
Address: _____
CNIC: _____