

PART II

Statutory Notification (S.R.O.)

GOVERNMENT OF PAKISTAN

SECURITIES AND EXCHANGE COMMISSION OF PAKISTAN

Islamabad, 29th April, 2026

NOTIFICATION

S.R.O. 802 /2026(I). – The following draft amendments to the Shariah Governance Regulations, 2023, proposed to be made by the Securities and Exchange Commission of Pakistan, in exercise of powers conferred under section 512 read with section 451 of the Companies Act, 2017 (XIX of 2017), are hereby published for information of all persons likely to be affected thereby and notice is hereby given that objections or comments, if any, received by the Commission within fourteen days from the date of placement of the draft amendments on the website of the Commission will be taken into consideration, namely: -

DRAFT AMENDMENTS

In the aforesaid Regulations, -

- (1) in regulation 2, in sub-regulation (1), after clause (g), the following new clause shall be inserted, namely: -

“(ga) “Regulated Person” shall have the same meaning as defined in clause (pb) of sub-section (1) of section 2 of the SECP Act, 1997;”;

- (2) for the heading and regulation 3, the following shall be substituted, namely: -

“CHAPTER II

CERTIFICATION OF SHARIAH COMPLIANT REGULATED PERSON

“3. Certification of a Shariah compliant regulated person: - For the purposes of sub-section (1) of section 451 of the Act, every company which is a regulated

person, shall, prior to claiming to be a Shariah compliant company, by whatever name called, obtain a declaration in the form of a Shariah compliance certificate from the Commission in accordance with the provisions of these regulations.”;

(3) in regulation 4, -

(a) for heading and sub-regulation (1), the following shall be substituted, namely: -

“4. Grant of Shariah compliance certificate to a regulated person. – (1) Any regulated person eligible under these regulations, desirous of obtaining a declaration in the form of a Shariah compliance certificate shall constitute, appoint or engage a Shariah supervisory board or the Shariah advisor, as the case may be, who shall -

- (a) review core business activities and operations of the regulated person in light of Shariah principles and rules;
- (b) evaluate, in accordance with the Shariah screening criteria stipulated in these regulations, the nature of the business activities and operations of the regulated person, including its source of income, investments undertaken, and borrowings, as well as compliance with any other applicable requirements set out in these regulations or as may be specified by the Commission from time to time; and
- (c) issue a specific Shariah opinion in accordance with regulation 24, for the suitability of such regulated person for grant of Shariah compliance certificate.”

(b) after sub-regulation (1), substituted as aforesaid, the following new sub-regulation shall be inserted, namely: -

“(1A) After obtaining approval in the form of a Shariah opinion from the Shariah supervisory board or the Shariah advisor, as the case may be, such regulated person shall make an application to the Commission,

as set out in Form A, along with documents as mentioned therein and receipt evidencing the payment of non-refundable processing fee, as stipulated in Schedule I.”;

(c) for sub-regulations (2) the following shall be substituted, namely: -

“(2) The Commission, while considering an application made to it under sub-regulation (1), may also require the applicant to furnish such additional information, clarification, or documents as it deems appropriate.”; and

(d) in sub-regulation (3), (4), (5), (6) and (7), for the word “company” wherever occurring, the expression “Regulated Person” shall be substituted;

(4) after regulation 6, the following new chapter and regulation shall be inserted, namely: -

“CHAPTER IIA

CERTIFICATION OF SHARIAH COMPLIANT COMPANIES OTHER THAN REGULATED PERSONS

6A. Shariah compliance certificate. – (1) For the purposes of sub-section (1) of section 451 of the Act, every company, other than a regulated person, prior to claiming to be a Shariah compliant company, by whatever name called, shall-

(a) constitute, appoint, or engage a Shariah supervisory board or a Shariah advisor, as the case may be, provided that the Shariah advisor shall not be an individual;

(b) demonstrate that the nature of its business activities and operations, including its sources of income, investments undertaken, and borrowings, is in compliance with the Shariah screening criteria stipulated in these regulations, as well as with

all other applicable requirements set out herein or as may be specified by the Commission from time to time; and

(c) obtain a Shariah opinion from its Shariah supervisory board or, as the case may be, the Shariah advisor, confirming that the evaluation carried out under clause (b) is in compliance with the Shariah screening criteria, other applicable requirements prescribed under these regulations, and the Shariah rules and principles.

(2) Based on the Shariah opinion referred in clause (c), the Shariah supervisory board or the Shariah advisor, as the case may be, may grant a declaration in form of a Shariah compliance certificate, and such company shall-

(a) report the same to the Commission, on Form B1, along with the documents specified therein and a receipt evidencing payment of the non-refundable fee as stipulated in Schedule I, within 30 days of obtaining the Shariah opinion;

(b) admit that raising loans on interest is prohibited, whatsoever the amount, and it shall endeavor to settle the interest-bearing loan at the earliest possible time and shall not take any further interest-based loan in ordinary course of business:

Provided that in case of a dire need, such loans may be raised with specific approval of the Shariah supervisory board or the Shariah advisor, as the case may be, and the board of directors with complete disclosure in the annual financial statements and annual report;

(c) admit that any interest-based investment is prohibited, whatsoever the amount, and it shall endeavor to dispose

of the same and not make any further interest-based investments;

- (d) make concerted efforts to eliminate any prohibited elements from its income, operations, assets, and liabilities; and
 - (e) divest the Shariah non-compliant investments above the quantitative tolerance levels, and any such Shariah compliant investments that may subsequently become Shariah non-compliant, in a manner and within such time period, as may be determined by its Shariah supervisory board or the Shariah advisor, as the case may be.
- (3) The Commission may, at any time, call for additional information or documents, or conduct inquiries or inspections to verify compliance with these regulations and assess the quality of Shariah governance and oversight of the company.
- (4) If, at any time, the Commission is satisfied that, -
- (a) the Shariah opinion has been obtained or issued in contravention of any provision of these regulations;
 - (b) the company has ceased to comply with the requirements stipulated under these regulations; or
 - (c) the Shariah supervisory board or the Shariah advisor, as the case may be, has failed to discharge its responsibilities in an independent, impartial, or diligent manner;

the Commission may, after providing an opportunity of being heard, issue such directions to the Shariah supervisory board or Shariah advisor as the case may be, as it may consider necessary.

(5) The Commission may, from time to time, issue guidelines, prescribe forms, or specify additional requirements for the purposes of this regulation.”;

(5) in regulation 8, -

(i) in sub-regulation (1), for the full stop at the end, a colon shall be substituted and thereafter the following new proviso shall be inserted, namely: -

“Provided that-

(a) where an issuer has already obtained a Shariah compliance certificate under these regulations for a security and intends to issue another security having a similar underlying structure, same mode of Islamic financing, and same terms and conditions, except for commercial terms such as pricing and issue size, no further Shariah compliance certificate shall be required from the Commission for such security and such issuer shall report to the Commission on Form E, along with the documents specified therein and a receipt evidencing payment of the non-refundable fee as stipulated in Schedule I;

(b) where a fund, plan or scheme is to be offered as an Islamic collective investment scheme, the issuer shall, prior to issuance of the units and within thirty days of obtaining the Shariah opinion from its Shariah supervisory board or the Shariah Advisor, as the case may be, confirming compliance with Shariah rules and principles, report to the Commission on Form E1, along with the documents specified therein and a receipt evidencing payment of the non-refundable fee as stipulated in Schedule I.”; and

(ii) in sub-regulation 3, the second proviso shall be omitted;

(6) in regulation 13, -

- (i) in sub-regulation (2), after the words “Shariah scholar member”, the words “and at least one Islamic finance expert” shall be added; and
- (ii) for sub-regulation (4), the following shall be substituted, namely: -

“(4) A Shariah supervisory board shall not commence or continue to function unless its formation, constitution, appointment, or engagement has been duly reported to the Commission, on Form M, along with the documents specified therein and a receipt evidencing payment of the non-refundable fee as stipulated in Schedule I, together with evidence demonstrating that its members meet the fit and proper criteria stipulated in these Regulations.”;
- (7) in regulation 17, in sub-regulation (1), for clause (a), the following shall be substituted, namely: -

“(a) In case a registered person is a company, it shall be deemed as Shariah compliant company and shall be required to comply with the regulation pertaining to Shariah compliant company, in addition to all other applicable requirements stipulated herein.”;
- (8) in Form-B, for the first paragraph, the following shall be substituted, namely: -

“The Securities and Exchange Commission of Pakistan, having considered the application submitted by [Name of Company] under regulation 4 of the Shariah Governance Regulations, 2023 (the “Regulations”), read with section 451 of the Companies Act, 2017 (XIX of 2017), and being satisfied that the company meets the requirements of the Regulations, including the Shariah screening criteria, hereby grants a Shariah compliance certificate, subject to the conditions specified herein and any other conditions as may be stipulated or imposed from time to time:-”;
- (9) after Form-B, amended as aforesaid, the following new Form shall be inserted, namely: -

“FORM-B1

[See regulation 6A(2)(a)]

**REPORTING OF DECLARATION OF A SHARIAH COMPLIANT
COMPANY (OTHER THAN REGULATED PERSON)**

Dated: _____

The Islamic Finance Department
Securities and Exchange Commission of Pakistan
Islamabad.

Subject: Reporting of declaration of [Name of Company] as a Shariah compliant company (other than regulated person)

Dear Sir/Madam,

1. It is hereby reported, pursuant to the regulation 6A(1)(b) of the Shariah Governance Regulations, 2023 (the “Regulations”) read with section 451 of the Companies Act, 2017 (the “Act”), the [Name of Company] has been declared as a Shariah-compliant company with approval of our Shariah supervisory board/Shariah advisor.
2. We hereby furnish the following information/documents:
 - (a) An undertaking on a non-judicial stamp paper by the chief executive officer of the company that:
 - (i) a Shariah opinion has been obtained from the Shariah supervisory board or the Shariah advisor to that effect;
 - (ii) the information contained in this report and documents attached thereto is correct; and
 - (iii) the [Name of Company] reaffirms its commitment to uphold the sanctity of Shariah principles and rules and to adhere to them in their true spirit.

- (b) Shariah opinion from the Shariah supervisory board or the Shariah advisor, in original;
 - (c) Bank challan evidencing payment of non-refundable application fee as stipulated in Schedule I of the Regulations.
3. Scanned/electronic copies of the application and the required information/documents have also been provided through email at islamic.finance@secp.gov.pk

Yours faithfully,

Name and signature of authorized officer”;

- (10) in Form-D, for the first paragraph, the following shall be substituted, namely:
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“The Securities and Exchange Commission of Pakistan, having considered the application submitted by [Name of the Issuer] under regulation 8 of the Shariah Governance Regulations, 2023 (the “Regulations”), read with section 451 of the Companies Act, 2017 (XIX of 2017), and being satisfied that the security is Shariah compliant, hereby grants a Shariah compliance certificate for the issuance of [name of security/model structure] of an issue amount to Rs. [...], subject to the conditions specified herein and any other condition as may be stipulated or imposed from time to time:-”;

- (11) in Form-E, in the beginning, for the expression “[See regulation 8(3) 2nd Proviso]”, the expression “[See regulation 8(1)(a)]” shall be substituted;
- (12) after Form-E, amended as aforesaid, the following new Form shall be inserted, namely: -

“FORM-E1

[See regulation 8(1)(b)]

**REPORTING OF A SHARIAH COMPLIANT SECURITY (ISLAMIC
COLLECTIVE INVESTMENT SCHEME) TO BE ISSUED**

Dated: _____

The Islamic Finance Department
Securities and Exchange Commission of Pakistan
Islamabad.

Subject: Reporting of a Shariah compliant security [Name of Security] to be issued

Dear Sir/Madam,

1. It is hereby reported that, pursuant to the regulation 8(1)(b) of the Shariah Governance Regulations, 2023 (the “Regulations”) read with section 451 of the Companies Act, 2017 (the “Act”), the [Name of Security] is to be issued with approval of our Shariah supervisory board/Shariah advisor.
2. We hereby furnish the following information/documents:
 - (a) An undertaking on a non-judicial stamp paper by the chief executive officer of the company that:
 - (i) a Shariah opinion has been obtained from the Shariah supervisory board or the Shariah advisor to that effect;
 - (ii) the information contained in this report and documents attached thereto is correct; and
 - (iii) the issuer reaffirms its commitment to uphold the sanctity of Shariah principles and rules and to adhere to them in their true spirit.
 - (b) Shariah opinion from the Shariah supervisory board or the Shariah advisor, in original;
 - (c) Bank challan evidencing payment of non-refundable application fee as stipulated in Schedule I of the Regulations.

3. Scanned/electronic copies of the application and the required information/documents have also been provided through email at islamic.finance@secp.gov.pk

Yours faithfully,

Name and signature of authorized officer”;

- (13) in Form-G, for the first paragraph, the following shall be substituted, namely: -

“The Securities and Exchange Commission of Pakistan, having considered the application [Name of the Applicant/Person] under regulation 9 of the Shariah Governance Regulations, 2023 (the “Regulations”), read with section 451 of the Companies Act, 2017 (XIX of 2017), and being satisfied that the requirements of the Regulations have been complied with, hereby grants a Shariah compliance certificate for the selection of Shariah-compliant securities based on the Shariah stock screening criteria, subject to the conditions specified herein and any other conditions as may be stipulated or imposed from time to time:-”;

- (14) in Form J, -

- (i) for the first paragraph, the following shall be substituted, namely: -

“The Securities and Exchange Commission of Pakistan, having considered the application submitted for grant/renewal of registration as a Shariah advisor under regulation 16/18 of the Shariah Governance Regulations, 2023 (the “Regulations”), read with section 451 of the Companies Act, 2017 (XIX of 2017), and being satisfied that the requirements of the Regulations have been complied with, hereby grants registration/renewal of registration to [Name of the Applicant, Father Name and CNIC Number] as a Shariah advisor, subject to the conditions specified herein and any other conditions as may be stipulated or imposed from time to time:-”;

- (ii) in clause 2, after the word “applicant”, the expression “/person” shall be omitted; and
 - (iii) in clause 3, after the word “applicant”, the expression “/person” shall be omitted;
- (15) after Form L, the following new Form shall be inserted, namely: -

“FORM-M

[See regulation 13(4)]

REPORTING OF SHARIAH SUPERVISORY BOARD

Dated: _____

The Islamic Finance Department
Securities and Exchange Commission of Pakistan
Islamabad.

Subject: Reporting of Shariah supervisory board of [Name of Company/Entity]

Dear Sir/Madam,

1. It is hereby reported that, pursuant to the regulation 13(4) of the Shariah Governance Regulations, 2023 (the “Regulations”) read with section 451 of the Companies Act, 2017 (the “Act”), the [Name of Company/Entity] has formed/constituted/appointed/engaged a Shariah supervisory board comprising the following:
 - (a) names of Shariah scholar members
 - (b) name(s) of Islamic expert member(s)
2. We hereby furnish the following information/documents:
 - (a) An undertaking on a non-judicial stamp paper by the chief executive officer of the company that:

- (i) the information contained in this report and documents attached thereto is correct; and
 - (ii) the [Name of Company] reaffirms its commitment to uphold the sanctity of Shariah principles and rules and to adhere to them in their true spirit.
- (b) Particulars of each of the members of the Shariah supervisory board as per the format stipulated in Form I;
 - (c) Bank challan evidencing payment of non-refundable application fee as stipulated in Schedule I of the Regulations.
3. Scanned/electronic copies of the application and the required information/documents have also been provided through email at islamic.finance@secp.gov.pk

Yours faithfully,

Name and signature of authorized officer”;

- (16) for Schedule I, the following shall be substituted, namely: -

“SCHEDULE I

[See regulation 4, 6A, 8, 9 and 13]

Amount of Fee pertaining to Shariah Compliance Certificates

Forms	Subject of Application	Amount in rupees
Form A	Application for Grant of Shariah Compliance Certificate by a regulated person for a Shariah complaint company (Listed)	50,000
Form A	Application for Grant of Shariah Compliance Certificate by a regulated person for a Shariah compliant company (Unlisted)	25,000

Form B1	Filing fee for reporting of declaration of company (other than regulated person) as Shariah compliant	25,000
Form C	Application by Issuer for Grant of Shariah Compliance Certificate for a Shariah Compliant Security (Listed)	50,000
Form C	Application by Issuer for Grant of Shariah Compliance Certificate for a Shariah Compliant Security (Unlisted)	50,000
Form E	Filing fee for reporting of subsequent issuance of Shariah Compliant Security (Listed)	50,000
Form E	Filing fee for reporting of subsequent issuance of Shariah Compliant Security (Unlisted)	50,000
Form E1	Filing fee for reporting of issuance of Islamic Collective Investment Scheme	50,000
Form F	Application by persons other than issuer for Grant of Shariah Compliance Certificate for a Shariah Compliant Security	100,000

”; and

(17) in Schedule II, -

(i) after the expression “[See regulation”, the expression “13(4)” shall be added;
and

(ii) for the table “Amount of Fee pertaining to registration and renewal”, at the end, the following new row shall be added, namely: -

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Form M	Shariah Supervisory Board Reporting	25,000
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[File No.]

Bilal Rasul

(Secretary to the Commission)