|  |  |
| --- | --- |
| **FORM-3** |  |
|  |
| **Return of allotments of shares & change of more than twenty five percent in shareholding or membership or voting rights** |
|  |
| ***[Pursuant to Sections 70 & 465(4) of the Companies Act, 2017 read with Regulations 30, 39 & 41 of the Companies Regulations, 2024]*** |

**PART-I**

|  |
| --- |
| *(Please complete in typescript or in bold block capitals)* |

|  |  |  |  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- | --- | --- | --- |
| 1.1 | CUIN (Corporate Unique Identification Number) |  |  |  |  |  |  |  |

|  |  |  |
| --- | --- | --- |
| 1.2 | Name of the Company |  |

|  |  |  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- | --- | --- |
| 1.3 | Fee Payment Details | 1.3.1 | Challan No |  | 1.3.2 | Challan Amount |  |

**PART-II**

***(Applicable in case of allotment of shares)***

**2. Share Capital**

|  |  |  |  |
| --- | --- | --- | --- |
|  |  | Number of Shares | Amount (Rs.) |
| 2.1 | Authorized capital |  |  |

|  |  |  |  |
| --- | --- | --- | --- |
| 2.2 | Paid up capital |  |  |
|  | *(Inclusive of present allotment)* |  |  |

|  |  |  |  |
| --- | --- | --- | --- |
| 2.3 | Kind of shares  *(Check relevant checkbox)* | * Ordinary | * Preference |

|  |  |  |
| --- | --- | --- |
| 2.4 | Classes of shares *(if applicable)*  *(Check relevant checkbox)* | * Class A * Class B * Preferred: Participatory: Redeemable at company’s option * Preferred: Participatory: Redeemable at Shareholder’s option * Preferred: Non Participatory: Non-Redeemable * Preferred: Non Participatory: Redeemable at company’s option * Preferred: Non Participatory: Redeemable at Shareholder’s option * Any other Class, (please specify)\_\_\_\_\_\_\_\_\_\_\_\_\_\_ |

|  |  |  |  |  |  |  |  |  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- |
|  |  |  |  | DD | |  | MM | | YYYY | | | | |
| 2.5 | Date(s) of allotment\* | | |  |  | ~~-~~ |  |  | ~~-~~ |  |  |  |  |

*(\*If shares were allotted on different dates, then date of first allotment shall be mentioned)*

|  |  |  |  |  |  |  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- |
| 2.6 | Date of Passing of Special Resolution\*\* |  |  | ~~-~~ |  |  | ~~-~~ |  |  |  |  |

*(\*\* where allotment of shares is subject to passing of special resolution)*

|  |  |  |
| --- | --- | --- |
| **2.7** | **SECTION A -** | **SHARES ALLOTTED AGAINST CASH CONSIDERATION** |

|  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- |
|  |  |  | No of shares |  | indicating class, if any |
|  | 2.7.1 |  |  |  |  |

|  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- |
|  |  |  | Per share (Rs.) |  | Total Amount (Rs.) |
|  | 2.7.2 | Nominal amount |  |  |  |

|  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- |
|  | 2.7.3 | Premium |  |  |  |

|  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- |
|  | 2.7.4 | Discount | ( ) |  | (\_\_\_\_\_\_\_\_\_\_\_\_) |

|  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- |
|  | 2.7.5 | Total (Amount paid on each share 2.7.2 to 2.7.4) |  |  |  |

|  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- |
|  |  |  | Specify currency |  | Total Amount of foreign currency |
|  | 2.7.6 | Consideration received against allotment in foreign currency *(equivalent amount in PKR included in total amount mentioned at 2.7.5)* |  |  |  |

|  |  |  |
| --- | --- | --- |
| **2.8** | **SECTION B -** | **SHARES ALLOTTED FOR CONSIDERATION OTHERWISE THAN IN CASH** |

|  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- |
|  |  |  | No of shares |  | indicating class, if any |
|  | 2.8.1 |  |  |  |  |

|  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- |
|  |  |  | Per share (Rs) |  | Total Amount (Rs) |
|  | 2.8.2 | Nominal amount |  |  |  |
|  |  |  |  |  |  |
|  | 2.8.3 | Premium |  |  |  |
|  |  |  |  |  |  |
|  | 2.8.4 | Discount | ( ) |  | ( ) |
|  |  |  |  |  |  |
|  | 2.8.5 | Total (2.8.2 to 2.8.4) |  |  |  |

|  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- |
|  | 2.8.6 | The consideration for which shares have been allotted is as follow: | |  |  |
|  |  |  |  |  | Amount (Rs.) |
|  |  | (a) | Property and assets acquired (give description) |  |  |
|  |  |  |  |  |  |
|  |  | (b) | Good will |  |  |
|  |  |  |  |  |  |
|  |  | (c) | Services (give nature of services) |  |  |
|  |  |  |  |  |  |
|  |  | (d) | Other items (to be specified) |  |  |
|  |  |  |  |  |  |
|  |  | (e) | Total (a to d) |  |  |

|  |  |  |
| --- | --- | --- |
| **2.9** | **SECTION C -** | **ALLOTMENT OF BONUS SHARES** |

|  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- |
|  |  |  | No of shares |  | indicating class, if any |
|  | 2.9.1 | Details of Bonus Shares |  |  |  |
|  |  |  | Allotment Ratio (Existing shares / Bonus shares) |  | Total Amount (Rs.) |
|  |  |  |  |  |  |

|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- |
|  |  |  | Resolution number |  | DD | |  | MM | |  | YYYY | | | |
|  | 2.9.2 | Particulars of resolution of Board of directors / shareholders |  |  |  |  |  |  |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |

|  |  |  |
| --- | --- | --- |
| **2.10** | **SECTION D -** | **NAME, ADDRESSES AND OTHER PARTICULARS OF THE ALLOTTEES** |

|  |  |  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- | --- | --- |
| **Date of allotment** | **Name of allottee(s) in full** | **Nationality** | **Country of origin in case of foreign national** | **Address of the allottee(s)** | **Number of shares allotted** | **Kind(s) & class(es) of shares** | **CNIC No./NICOP/Passport No. of allottee/ Registration Number, if any (in case of allotee other than natural person)** |
| (a) | (b) | (c) | (d) | (e) | (f) | (g) | (h) |

|  |  |  |  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- | --- | --- | --- |
| *DD* | *MM* | *YYYY* |  |  |  |  |  | *Please enter CNIC No. without (-)* |

|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |

**PART-III**

***(Applicable in case of change of more than twenty five percent in shareholding or membership or voting rights)***

|  |  |  |
| --- | --- | --- |
| 3.1 | **Change in shareholding** |  |

|  |  |  |  |
| --- | --- | --- | --- |
|  | 3.1.1 | Total Number of paid up shares |  |

|  |  |  |
| --- | --- | --- |
|  | 3.1.2 | Particulars of change in shareholding: |

|  |  |  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- | --- | --- |
| **Name of Transferor** | **CNIC/ Passport No./Registration No. of Transferor, as applicable** | **Name of Transferee(s)** | **CNIC/ Passport No./Registration No. of Transferee, as applicable** | **Address of Transferee** | **No. of shares transferred** | **Kind / Class of Shares** | **Date of transfer** |
|  |  |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |

*Use separate sheet, if necessary.*

|  |  |  |
| --- | --- | --- |
| 3.2 | **Change in voting right** |  |

|  |  |  |  |
| --- | --- | --- | --- |
|  | 3.2.1 | Reason & details of change in voting rights |  |

|  |  |  |  |  |  |  |  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- |
|  |  |  | DD | |  | MM | |  | YYYY | | | |
|  | 3.2.2 | Effective date of change in voting right |  |  |  |  |  |  |  |  |  |  |

|  |  |  |
| --- | --- | --- |
| 3.3 | **Change in membership** |  |

|  |  |  |  |
| --- | --- | --- | --- |
|  | 3.3.1 | Total Number of members prior to change |  |

|  |  |  |
| --- | --- | --- |
|  | 3.3.2 | Particulars of change in members |

|  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- |
| **Particulars of Outgoing Member(s), if any** | | | **Particulars of New Member(s)** | | |
| **Name** | **CNIC/NICOP/ Passport No./Registration No., as applicable** | **Date of cessation** | **Name** | **CNIC/NICOP/ Passport No./Registration No., as applicable** | **Date of Admission** |
|  |  |  |  |  |  |
|  |  |  |  |  |  |

*Use separate sheet, if necessary*

**PART-IV**

|  |  |
| --- | --- |
| 4.1 | **Declaration:**  I do hereby solemnly and sincerely declare that the information provided in the form is:  (i) true and correct to the best of my knowledge, in consonance with the record as maintained by the Company and nothing has been concealed; and  (ii) hereby reported after complying with and fulfilling all requirements under the relevant provisions of law, rules, regulations, directives, circulars and notifications whichever is applicable. |

|  |  |  |  |
| --- | --- | --- | --- |
| 4.2 | Name of Authorized Officer with designation / Authorized Intermediary |  |  |

|  |  |  |
| --- | --- | --- |
| 4.3 | Signatures |  |

|  |  |  |
| --- | --- | --- |
| 4.4 | Registration No of Authorized Intermediary, if applicable |  |

|  |  |  |  |  |  |  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- |
|  |  | DD | |  | MM | |  | YYYY | | | |
| 4.5 | Date |  |  |  |  |  |  |  |  |  |  |

**Enclosures:**

1. In case shares are allotted against cash consideration, a report from Auditor of the Company in terms of section 70(1)(b) of the Act as per Appendix attached herewith, to the effect that the amount of consideration has been received in full.
2. In case shares are allotted against consideration otherwise than in cash, a copy of the document evidencing the transfer of non-cash asset to the company, or a copy of the contract for technical and other services, intellectual property or other consideration, along with copy of the valuation report (verified in the specified manner) for registration in respect of which that allotment was made;
3. In case bonus shares are issued, copies of the resolution of Board of Directors authorizing the issue of such shares.
4. In case the shares are issued at discount, a copy of the special resolution passed by the members authorizing such issue along-with copy of the order of the Commission permitting the issue at discount as required under section 82(1)(d).
5. In case of allotment of shares in consequence of the exercise of the option for conversion in terms of an agreement for participation term certificates, term finance certificates, redeemable capital, musharika or hire-purchase shall be reported in Section-B of Part-II and copies of the relevant documents submitted with the return.
6. In case of allotment of shares other than right, attach evidence of filing of Form-26 (special resolution) and in case of public companies also copy of the approval of the Commission.
7. In case the allottee/transferee is a foreign company or a foreign body corporate, the profile of the foreign company, detail of its directors, their nationality and country of origin, certified copy of its charter, statute or memorandum and articles, copy of the certificate of incorporation, Board resolution by the foreign company for authorization to acquire shares in the company as well appointment of nominee/authorized person and an undertaking on stamp paper of requisite value duly signed, notarized and witnessed;
8. In case the allottee/transferee is an individual of foreign nationality, five sets of copies of bio data, copies of valid passport and an undertaking on stamp paper of requisite value duly signed, notarized and witnessed;
9. Any other document, certificate, report etc. required under any regulation pertaining to issuance of shares.
10. Original challan or other evidence of payment of fee specified in Seventh Schedule of the Act will be submitted with this form (not applicable in case of online filing).