



Securities and Exchange Commission of Pakistan
Securities Market Division

No. SMD/CIW/Misc/12/2008

Islamabad, December 05, 2008

Circular No. 27 of 2008

Subject: Reporting of information about Privately Placed Financial Instruments in the nature of Redeemable Capital

Private placement of the financial instruments, in the nature of redeemable capital, issued under Section 120 of the Companies Ordinance, 1984 (the Ordinance) are not required to be approved by the Securities and Exchange Commission of Pakistan (the Commission). Consequently the Commission is unaware of the exact scale of the corporate debt market. In order to rectify this situation it is deemed necessary that such data be made available to the Commission. This data will be useful for future planning for the growth and development of corporate debt market of Pakistan.

2. The Commission, therefore, under section 506B of the Ordinance directs all Issuers of the privately placed instruments issued in the nature of redeemable capital; like Term Finance Certificates, Participation Term Certificates, Sukuk Certificates, Commercial Papers etc., more exhaustively defined in Section 2(1)(30A) of the Ordinance to provide within 30-days of the issue of this Circular, the following details/information in respect of all such instruments that are presently outstanding:

- (i) name of the Issuer;
- (ii) date of the Issue;
- (iii) size of the Issue;
- (iv) type of the instrument;
- (v) latest credit rating of the Issuer and that of the instrument;
- (vi) salient features of the instruments like its tenure, rate of return, secured/unsecured, convertible/non-convertible, redeemable/perpetual etc.;
- (vii) nature and amount of the security backing the instrument and nature of charge(s) established in favor of the Trustee to the issue; if any;
- (viii) redemption schedule;
- (ix) options like put option, call option, conversion option, if any;
- (x) list of the investors together with the amount subscribed by each of them;
- (xi) address of the registered office of the Issuer;
- (xii) postal address, email address, telephone number & fax number of the compliance officer of the Issuer; and
- (xiii) address of the registered offices of the Consultant/Adviser/Lead Manager and Trustee to the Issue.

As regard to the future issues of such instruments, the abovementioned information should be provided within 15-days of the close of subscription for such instruments.

Amir M. Khan Afridi
Director (Capital Issues)

Distribution:

- i) All the three Stock Exchanges for circulation amongst their members and companies listed thereon.
- ii) All scheduled banks, DFIs and investment banks acting as Consultants/Advisers/Lead Managers to issue of securities.
- iii) All Companies Registration Offices (CROs);
- iv) Executive Director (IT) for placement on official website of SECP.
- v) Office copy.