

**GOVERNMENT OF PAKISTAN
SECURITIES AND EXCHANGE COMMISSION OF PAKISTAN**

NOTIFICATION

Islamabad, the 5th December, 2012

S.R.O. 1431 (I)/2012.- In exercise of powers conferred by section 40B of the Securities and Exchange Commission of Pakistan Act, 1997 (XLII of 1997) read with section 15D of the Securities and Exchange Ordinance, 1969 (XVII of 1969) the Securities and Exchange Commission of Pakistan is pleased to specify the manner and form for disclosure of inside information by the listed companies and by the persons discharging managerial responsibilities within listed companies, as under:

MANNER AND FORM FOR DISCLOSURE OF INSIDE INFORMATION

1. These shall be applicable on the following persons:

- a) all listed Companies;
- b) persons who possess inside information;
- c) Persons discharging managerial responsibilities in a listed company; and
- d) Persons associated with the persons discharging managerial responsibilities in a listed company.

2. All the listed companies as well as the persons specified above shall immediately file with the Commission and communicate the same simultaneously to the stock exchange(s) on which these are listed, the details as to the inside information and ancillary matters in the attached Form, upon the occurrence of any one or more of the events which may effect the price of a listed security. The stock exchanges shall immediately disseminate the information and also ensure posting of same on their website.

Explanation: In para 2 above, the expression "immediately" implies that the listed company or the persons upon whom disclosure requirement imply, shall file the relevant information with the Commission and Stock Exchanges before the commencement of the next day's trading on the Stock Exchanges and within twenty-four (24) hours after occurrence of the event.

3. For the purpose of sub-section (4) of section 15D, listed companies or persons acting on its behalf, shall maintain and regularly update a list of persons employed, under contract or otherwise, who have access to inside information, in accordance with annexure 'A', attached herewith.

[No. Misc/MSW/SMD/1(5)2004]


(Bushra Aslam)

Secretary to the Commission

Distribution:

1. All Listed Companies
2. All Stock Exchanges

DISCLOSURE FORM
IN TERMS OF SECTION 15D OF THE SECURITIES AND EXCHANGE ORDINANCE 1969

Islamabad, the ____ 20 ____.

Name of Company _____

Date of Report (Date of earliest event reported if applicable)

(Exact name of company as specified in its Memorandum or person as appearing on the CNIC)

(Address in case of companies address of registered office)

Contact information: _____

(Former name or former address, if changed since last report.)

Please mark the appropriate box below (see General Instruction A.1 below before filing the details).

☐ **Disclosure of inside information by listed company in terms of section 15D(1).**

Public disclosure of inside information, which directly concerns the listed securities.

☐ **Intimation of decision of the listed company to delay disclosure of inside information in terms of section 15D(2).**

Disclosure to the Commission of the inside information when the listed company decides to delay the public disclosure of inside information.

[] Disclosure of inside information by listed company where the listed company or person acting on its behalf discloses inside information to third party in terms of section 15D(3).

Disclosure to the Public, whenever a listed company or a person acting on its behalf, discloses any inside information to any third party in the normal exercise of employment, profession or duties, complete and effective public disclosure of that information must be made simultaneously.

[] Disclosure of transactions conducted by Persons discharging managerial responsibilities within a listed company or persons closely associated with them in terms of section 15D(5)

Disclosure to the Commission by persons discharging managerial responsibilities within a listed company and, where applicable, persons closely associated with them, of transactions conducted on their own account relating to the securities of such listed company.

SIGNATURES

In case of company, pursuant to the requirements of the Securities Exchange Ordinance of 1969 (XVII of 1969), the company has duly caused this form/statement to be signed/ on its behalf by the undersigned hereunto duly authorized.

(Company/person submitting the information)

DATE: _____

(Signature)*

*Print name and title of the signing officer under his signature.

SIGNATURES

In case of person, pursuant to the requirements of the Securities Exchange Ordinance of 1969 (XVII of 1969, this form/statement is duly signed.

(Name of the Person submitting the information)

(Designation and company name)

DATE: _____

(Signature)*

GENERAL INSTRUCTIONS

A. Rule as to Use of Disclosure Form.

1. Disclosure Form shall be used for the reports to be submitted to the Commission and the Stock Exchanges.

B. Events to be Reported and Time for Filing of Statements.

1. A statement is required to be filed or furnished along with the Disclosure form, upon the occurrence of any one or more of the events specified above.
2. An item that calls for disclosure of developments concerning a previously reported event or transaction, any information required in the new statement or amendment about the previously reported event or transaction may be provided by incorporation by reference to the previously filed statement.
3. When considering current reporting on this form, the entity reporting should have due regard for the accuracy, completeness and currency of the information.

C. Preparation of Statement.

1. This form is not to be used as a blank form to be filled in, but only as a guide in the preparation of the statement meeting the requirements of **Section 15D of Securities & Exchange Ordinance, 1969 (XVII of 1969)**.

D Signature and Filing of Statement.

1. One copy of the statement, including any financial statements, exhibits or other papers or documents filed as a part thereof, shall be filed with the Commission. At least one complete copy of the statement, including any financial statements, exhibits or other papers or documents filed as a part thereof, shall be filed, with each stock exchange on which any class of securities of the company is listed.
2. The Disclosure Form must be signed by the Chief Executive of the company (CEO), or the Company Secretary or by any other person authorised by the board, or by the person who is required to file the form pursuant to this Notification.

E Incorporation by Reference.

1. If the company makes available to its shareholders or otherwise publishes, within the period prescribed for filing the statement, a press release or other document or statement containing information meeting some or all of the requirements of this form, the information to be disclosed may be incorporated by reference to such published document or statement, in answer or partial answer to any item or items of this form, provided copies thereof are filed as an exhibit to the statement on this form.

INFORMATION TO BE INCLUDED IN THE STATEMENT

Examples of possible inside information concerning the companies

There are many events and circumstances which may affect the price of the listed securities of a company. It is vital for the company to make a prompt assessment of the likely impact of these events and circumstances on its share price and decide consciously whether the event or the set of circumstances constitutes inside information that needs to be disclosed.

The following are common examples of such events or circumstances where a company should consider whether a disclosure obligation arises:

- (a) Changes in performance, or the expectation of the performance, of the business;
- (b) Changes in financial condition, e.g. cash flow crisis, credit crunch;
- (c) Changes in control and control agreements;
- (d) Changes in directors and (if applicable) supervisors;
- (e) Changes in directors' service contracts;
- (f) Changes in auditors or any other information related to the auditors' activity;

- capital, share consolidation and capital reduction;
- (h) Issue of debt securities, convertible instruments, options or warrants to acquire or subscribe for securities;
- (i) Takeovers and mergers;
- (j) Purchase or disposal of equity interests or other major assets or business operations;
- (k) Formation of a joint venture;
- (l) Restructurings, reorganizations, demerger and spin-offs that have an effect on the corporation's assets, liabilities, financial position or profits and losses;
- (m) Decisions concerning buy-back programmes or transactions in other listed financial instruments;
- (n) Changes to the memorandum and articles;
- (o) Filing of winding up petitions, the issuing of winding up orders or the appointment of provisional managers or liquidators;
- (p) Legal disputes and proceedings;
- (q) Revocation or cancellation of credit lines by one or more banks;
- (r) Revaluation of assets;
- (s) Insolvency of relevant debtors;
- (t) Reduction of real properties' values;
- (u) Physical destruction of uninsured goods;
- (v) New licenses, patents, registered trademarks;
- (w) Decrease or increase in value of financial instruments in portfolio which include financial assets or liabilities arising from futures contracts, derivatives, warrants, swaps protective hedges, credit default swaps;
- (x) Decrease in value of patents or rights or intangible assets due to market innovation;
- (y) Receiving acquisition bids for relevant assets;
- (z) Innovative products or processes;
- (aa) Changes in expected earnings or losses;
- (bb) Orders received from customers, their cancellation or important changes;
- (cc) Withdrawal from or entry into new core business areas;

- (dd) Changes in the investment policy;
- (ee) Changes in the accounting policy;
- (ff) Ex-dividend date, changes in dividend payment date and amount of dividend;
- (gg) changes in dividend policy;
- (hh) divestment by majority shareholders;
- (ii) Pledge of the company's shares by controlling shareholders; or
- (jj) Changes in a matter which was the subject of a previous announcement.

Annexure “A”

In terms of sub-section (4) of section 15D of the Securities and Exchange Ordinance 1969, list of persons employed, under contract or otherwise, by listed companies, who have access to inside information shall be maintained in accordance with the following format:

[illegible]