

**NON-BANKING FINANCE COMPANIES  
AND NOTIFIED ENTITIES REGULATIONS, 2008**

# SECURITIES AND EXCHANGE COMMISSION OF PAKISTAN

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Islamabad the 21<sup>st</sup> November, 2008

## NOTIFICATION

**S.R.O. 1203(I)/2008.**- In exercise of the powers conferred by sub-section (2) of section 282B of the Companies Ordinance, 1984 (XLVII of 1984), the Securities and Exchange Commission of Pakistan hereby notifies the following Non-Banking Finance Companies and Notified Entities Regulations, 2008 for the regulation of NBFCs carrying out leasing, investment finance services, housing finance services, <sup>1</sup>[discounting services, micro financing] asset management services and investment advisory services and their business activities and notified entities being managed by the aforementioned NBFCs <sup>2</sup>[and Pension Fund Managers and pension fund scheme business managed by them].

### <sup>3</sup>[PART I

#### Title and definitions]

**1. Short title and commencement.**- (1) These Regulations shall be called the Non-Banking Finance Companies and Notified Entities Regulations, 2008.

(2) They shall come into force at once.

**2. Definitions.**- (1) In these Regulations, unless there is anything repugnant in the subject or context,-

(i) “Asset Management Company” means an NBFC licensed by the Commission to provide asset management services;

<sup>4</sup>[omitted]

<sup>5</sup>[(iii) “Borrower” means a person who has obtained Finance from an NBFC];

<sup>6</sup>[omitted]

<sup>7</sup>[(v) “Collective Investment Scheme” means any arrangement whose sole purpose is

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1 Inserted vide SRO 592(I)/2023 dated 17 May 2023

2 Inserted vide SRO 592(I)/2023 dated 17 May 2023

3 Substituted for the words “CHAPTER – I General” vide SRO 1160(I)/2015 dated 25 November 2015

4 Deleted the words “(ii) “Bankers’ Acceptance” means an instrument drawn on a scheduled bank by a person ordering and accepted by the drawee bank to pay to the order of a person a specified sum of money, either on demand or at a future specified date;” vide SRO 1160(I)/2015 dated 25 November 2015

5 Substituted for the words “(iii) “Borrower” includes a person on whom an NBFC has taken an Exposure during the course of its business” vide SRO 1160(I)/2015 dated 25 November 2015

6 Deleted the words “(iv) “Certificate of Deposit” means a certificate of investment or a certificate of deposit issued for raising funds for a specified time by a Leasing Company, Investment Finance Company or a Housing Finance Company;” vide SRO 1160(I)/2015 dated 25 November 2015

the collective investment of funds in a portfolio of securities, or other financial assets for profits, income or other returns, and where the participants, who have pooled in the funds, do not have any day to day control over the management of the scheme, whether or not they have the right to be consulted or to give direction in respect of such management:

Provided that the following shall not be considered as a Collective Investment Scheme for the purpose of these regulations:-

- (a) employee welfare trusts or gratuity trusts or employees provident funds or employees' pension funds setup for the benefit of employees by companies; and
  - (b) any such pool of funds which is separately regulated by the Commission or which is already established under any specific law;]
- <sup>8</sup>[(vi) "Closed End Fund" means a Closed End Scheme which is a CIS having a specified period of maturity which does not continuously offer its certificates for sale to investors and entitles the holder of certificates, to receive, proportionate share of the net assets of the closed end scheme;]
- <sup>9</sup>[Omitted]
- (viii) "Constitutive Documents" includes the trust deed, offering document, supplemental documents and other principal documents governing the formation of a Closed End Scheme, Open End Scheme or a Pension Fund and all other related material agreements <sup>10</sup>;
- <sup>11</sup> [(ix) "Consumer Financing" means the financing allowed to individuals for meeting their personal, family or household needs.]
- (x) "Consumer Leasing" means any leasing allowed to individuals for meeting their personal, family or household needs;

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7 Substituted for the words "(v) "Collective Investment Scheme" means a Closed End Fund and an Open End Scheme;" vide SRO 1160(I)/2015 dated 25 November 2015

8 Substituted for the text "(vi) "Closed End Fund" means an Investment Company or a Closed End Scheme;" vide SRO 592(I)/2023 dated 17 May 2023

9 Deleted the text "(vii) closed end scheme" means a collective investment scheme having a specified period of maturity which does not continuously offer its certificates for sale to investors and entitles the holder of certificates, to receive, proportionate share of the net assets of the closed end scheme:

Provided that existing closed end scheme shall be classified as closed end scheme until revoked or converted into open end scheme for the purpose of these regulations;" vide SRO 592(I)/2023 dated 17 May 2023

10 "Amended vide SRO 1068 (I)/2021 dated 23 August 2021. Clause viii substituted. Previous text read as: Constitutive Documents" means the trust deed, Offering Document and other principal documents governing the formation of a Closed End Scheme or an Open End Scheme, including all related material agreements

11 Substituted for the words "(ix) "Consumer Financing" means the financing allowed to individuals for meeting their personal, family or household needs and includes:

(a) credit cards mean cards which allow a customer to make payments on credit and supplementary credit cards shall be considered part of the principal borrower; and

(b) personal loans obtained by individuals for the payment of goods, services and expenses;" vide SRO 1160(I)/2015 dated 25 November 2015

- <sup>12</sup>[(xi) “Contingent Liabilities” mean, -
- (a) a possible obligation that arises from past events, the existence of which will be confirmed only by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the entity; or
  - (b) a present obligation that arises from past events but is not recognized on the books of the NBFC and Notified Entity because:
    - (I) it is not probable that an outflow of resources embodying economic benefits will be required to settle the obligation; or
    - (II) the amount of the obligation cannot be measured with sufficient reliability and includes letters of credit, letters of guarantee, bid bonds or performance bonds, advance payment guarantees and Underwriting Commitments;]
- <sup>13</sup>[(xiaa) “Data processing” shall mean any operation or set of operations which is performed upon the User’s data, whether or not by automatic means, such as collection, recording, organization, storage, adaptation or alteration, retrieval, consultation, use, disclosure by transmission, dissemination or otherwise making available, aligning or combining, blocking, erasing or destroying of data;]
- <sup>14</sup>[(xiaaa) “Digital Fund Management NBFC” means services provided by fund management NBFC through digital technology based or internet-based channels, apps or tools, with limited or no human interaction;
- (xiaaab) “Digital Lending” means providing finance through digital, technology-based or internet-based channels, apps or tools, with limited or no human interaction for loan application, approval, disbursement and repayment of loan;
- (xiaaac) “Digital Trustee” means a trustee that is providing services through digital technology based or internet-based channels, apps or tools with limited or no human interaction”];]

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<sup>12</sup> Substituted for the words “(xi) “Contingent Liabilities” mean, -

(a) a possible obligation that arises from past events, the existence of which will be confirmed only by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the entity; or

(b) a present obligation that arises from past events but is not recognized on the books of the NBFC and Collective Investment Scheme because:

(I) it is not probable that an outflow of resources embodying economic benefits will be required to settle the obligation; or

(II) the amount of the obligation cannot be measured with sufficient reliability and includes letters of credit, letters of guarantee, bid bonds or performance bonds, advance payment guarantees and Underwriting Commitments;” vide SRO 1160(I)/2015 dated 25 November 2015

<sup>13</sup> Inserted vide SRO 807(I)/2022 dated 14 June 2022

<sup>14</sup> Inserted vide SRO 592(I)/2023 dated 17 May 2023

- <sup>15</sup>[(xia) “deposit taking NBFC” means a lending NBFC with a valid permission to raise Deposits or have outstanding Deposits on its books;
- (xib) “discount house” means an NBFC licensed by the Commission to provide discounting services.]
- <sup>16</sup>[(xii) “Discretionary Portfolio” means a portfolio of securities and deposit with financial institution managed by an Investment Advisor under an agreement entered into with a client on a duly notarized stamp paper of applicable value and whereby investment decisions are made and executed by the Investment Advisor on behalf of its client;]
- <sup>17</sup>[(xiia) “Distributor” means a person who performs distribution function for Collective Investment Schemes;]
- <sup>18</sup>[(xiib) “Element of income” represents the difference between net assets value on the issuance or redemption date, as the case may be, of units and the Net Asset Value (NAV) at the beginning of the relevant accounting period.

*Explanation:-* Element of income is a transaction of capital nature and the receipt and payment of element of income is taken to unit holders’ fund; however, to maintain same ex-dividend net asset value of all units outstanding on accounting date, net element of income contributed on issue of units lying in unit holders fund is refunded on units in the same proportion as dividend bears to accounting income available for distribution] <sup>19</sup>[:

Provided that in case of Exchange Traded Funds receipt and payment of element of income relating to income statement is taken to Income Statement both at the time of issuance and redemption of units.]

<sup>20</sup>[Omitted]

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15 Inserted vide SRO 1160(I)/2015 dated 25 November 2015

16 Substituted for the words “(xii) “Discretionary Portfolio” means a portfolio of securities managed by an NBFC under an agreement entered into with a client on a duly notarised stamp paper of applicable value and whereby investment decisions are made and executed by the NBFC on behalf of its client;” vide SRO 1160(I)/2015 dated 25 November 2015

17 Inserted vide SRO 1160(I)/2015 dated 25 November 2015

18 Inserted vide SRO 756(I)/2017 dated 3 August 2017

19 Substituted for the full stop (.) vide SRO 613(I)/2020 dated July 7, 2020

20 Deleted the text “(xiii) “Eligible Investor” means a person offering minimum of three million rupees for investment and who furnishes an undertaking to the NBFC that such investor understands the risks involved in the management of portfolio on discretionary or non-discretionary basis:

Provided that in the case of an entity such an undertaking shall be made by the board of directors or trustees as the case may be;

(xiv) “Equity of the Borrower” includes paid-up capital, general reserves, balance in share premium account, reserve for issue of bonus shares and retained earnings or accumulated losses, revaluation reserves on account of fixed assets and Subordinated Loans:

Explanation: (i) Revaluation reserves will remain part of the equity for first three years only, from the date of asset revaluation, during which time the borrower will strengthen its equity base to enable it to avail facilities without the benefit of revaluation reserves. However, if a borrower gets revaluation during the three years period, the borrower will be allowed the benefit from fresh revaluation, to the extent of increase in revaluation reserves, but restricting the benefit of such incremental value to 3 years only. Similarly, if after 3 years, the borrower again gets revaluation of the assets with resultant addition in their value, the benefit of such revaluation may also be allowed for the next 3 years, again to the extent of increase in revaluation reserves.

(ii) For a loan to be classified as subordinated loan, the following conditions shall be met:

(a) Subordinated loan shall be un-secured and sub-ordinate to NBFC indebtedness; and

- <sup>21</sup>[(xv) “Exposure” includes Finance, subscription to or investment in securities, debt instruments, units or certificates or shares of a Notified Entity, placements, deposits with Financial Institutions, derivatives, Margin Trading System (MTS) or any mechanism that replaces it, but does not include:
- (a) obligations under letters of credit and letters of guarantee to the extent of cash margin held by an NBFC;
  - (b) Finance provided to financial institutions through REPO transactions with underlying statutory liquidity requirement eligible securities;
  - (c) deposits in current and savings accounts other than term deposits;]

<sup>22</sup>[Omitted]

- (xvii) “Fit and Proper Criteria” means the criteria specified in Schedule IX;
- (xviii) "Form" means the Forms annexed to these Regulations;
- (xix) “FSV” means the forced sale value which reflects the possibility of price fluctuations and can be realized by selling the mortgaged, pledged, leased or collaterally held assets in forced or distressed sale conditions;
- (xx) “Government Securities” include monetary obligations of the Federal Government or a Provincial Government or of a corporation wholly owned or controlled, directly or indirectly, by the Federal Government or a Provincial Government and guaranteed by the Federal Government and any other security as the Federal Government may, by notification in the Official Gazette, declare, to the extent determined from time to time, to be a

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(b) Subordinated loan shall be documented by a formal subordination agreement between the provider of the loan and the Borrower that the loan is subordinate to NBFC claim;” vide SRO 592(I)/2023 dated 17 May 2023

21 Substituted for the words “(xv) “Exposure” includes Facility and subscription to or investment in equity securities, debt instruments or securities, units or certificates or shares of a Collective Investment Scheme, money-market placements, deposits, Certificate of Deposits, CFS, forward contracts, derivatives and credit cards, but does not include:

(a) obligations under letters of credit and letters of guarantee to the extent of cash margin held by an NBFC;

(b) a Facility provided to financial institutions through REPO transactions with underlying statutory liquidity requirement eligible securities;

(c) letters of credit established for the import of plant and machinery; and

(d) deposits of less than ninety days.” Vide SRO 1160(I)/2015 dated 25 November 2015

22 Deleted the text “ (xvi) “finance” means provision of,-

(a) any accommodation or facility on the basis of participation in profit and loss, musharika or modaraba basis, mark-up or mark-down in price, hire-purchase, lease, rent-sharing, bills of exchange, promissory notes or other instruments with or without buy-back arrangement by a seller, participation term certificate, musharika or modaraba certificate, term finance certificate;

(b) guarantees, indemnities, letters of credit or any other financial engagement, issued or undertaken on behalf of a person, with a corresponding obligation of that person;

(c) a loan, advance, discounting services to any person;

(d) micro financing including any form of Finance such as leases, advances, consumer loans, housing finance;

(e) a financial facility or accommodation provided on the basis of Islamic mode of financing; and

(f) any other form of financial facility provided to a person;” vide SRO 592(I)/2023 dated 17 May 2023

Government Securities;

(xxi) “Housing Finance Company” means an NBFC licensed by the Commission to provide housing finance services;

(xxii) “Investment Advisor” means an NBFC licensed by the Commission to provide investment advisory services;

<sup>23</sup>[Omitted]

(xxiv) “Investment Finance Company” means an NBFC licensed by the Commission to provide investment finance services;

(xxv) “Leasing Company” means an NBFC licensed by the Commission to provide leasing;

<sup>24</sup>[(xxva) “Lender” in relation to P2P Lending means a person or entity extending a loan to a borrower through the Platform for the Price and on the terms and conditions determined by the P2P Service Provider and where context permits, a lender shall also include the P2P Service Provider;]

<sup>25</sup>[(xxvi) Liquid Assets” means the assets which are readily convertible into cash and includes encashment or realizable value of gold, Government Securities, bank deposits, shares of listed companies which are actively traded on the stock exchange, certificates or shares of a Closed End Fund, Deposits issued by DFIs or NBFCs rated at least ‘A-’ by a credit rating agency registered with the Commission, Certificates of Musharika issued by Modarabas rated at least ‘A’ by a credit rating agency registered with the Commission, listed TFCs and Sukuks rated at least ‘A’ by a credit rating agency registered with the Commission and which are actively traded in the market, commercial papers rated at least ‘A’ by a credit rating agency registered with the Commission, National Saving Scheme securities and units of Open End Scheme for which a duly licensed Asset Management Company quotes daily offer and redemption price;]

<sup>26</sup>[(xxvii) “Margin Financing” <sup>27</sup>[shall have the same meaning as assigned to it under

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23 Deleted vide SRO 592(I)/2023 dated 17 May 2023

24 Inserted vide SRO 807(I)/2022 dated 14 June 2022

25 Substituted for the words “(xxvi) “Liquid Assets” means the assets which are readily convertible into cash and includes encashment or realizable value of Government Securities, bank deposits, shares of listed companies which are actively traded on the stock exchange, NIT units, certificates or shares of a Closed End Fund, Certificate of Deposit issued by DFIs or NBFCs and Certificates of Musharika issued by Modarabas rated at least ‘A’ by a credit rating agency registered with the Commission, listed TFCs, Sukuks and commercial papers rated at least ‘A’ by a credit rating agency registered with the Commission, National Saving Scheme securities and units of Open End Scheme for which a duly licensed Asset Management Company quotes daily offer and redemption price;” vide SRO 1160(I)/2015 dated 25 November 2015

26 Substituted for the words “(xxvii) “Margin Loan” means a loan made by an Investment Finance Company to partly finance investment by the client in marketable securities, which shall be held by the Investment Finance Company as collateral, the amount invested by the client being the “margin” against the loan;” vide SRO 1160(I)/2015 dated 25 November 2015

27 Substituted for the text “means Margin Financing as defined in sub-rule (k) of rule 2 of” vide SRO 592(I)/2023 dated 17 May 2023

the] Securities (Leveraged Markets and Pledging) Rules, 2011;]

<sup>28</sup>[(xxviii) “Micro Financing” means Finance provided to a poor person or microenterprise;

(xxviib) “Microenterprises” means projects or businesses in trading or manufacturing or services or agriculture that lead to livelihood improvement and income generation. These projects or businesses are undertaken by micro entrepreneurs who are either self-employed or employ few individuals not exceeding 10 (excluding seasonal labour);]

<sup>29</sup>[(xxviii) “Net Assets”, in relation to a collective investment scheme and pension fund, means the excess of assets over liabilities of the collective investment scheme or pension fund, computed in the manner provided in these regulation <sup>30</sup>;

(xxviiiia) non-deposit taking NBFC” means a Lending NBFC which does not have a permission to raise Deposits;]

<sup>31</sup>[(xxix) “Non-Discretionary Portfolio” means a portfolio of securities and deposit with financial institution managed by an Investment Advisor under an agreement entered into with the client on a duly notarized stamp paper of applicable value whereby investment decisions are executed by the Investment Advisor on written instructions of the client;]

(xxx) “Notified Entity” means a company or class of companies or corporate body or trust or any other entity or person notified by the Federal Government in the official Gazette;

(xxxi) “offering document” includes,-

- (a) a published document containing information on a Collective Investment Scheme to invite the public for purchase of certificates or units in that scheme;
- (b) a document inviting contributions from eligible persons for a pension fund; and
- (c) all supplementary documents thereto or any document relating to an income payment plan;<sup>32</sup>

<sup>33</sup>[(xxxii) “Open End Scheme” means a collective Investment Scheme which offers

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28 Inserted vide SRO 1160(I)/2015 dated 25 November 2015

29 Substituted for the words “(xxviii) “Medium and Long Term Facilities” means a Facility with maturities of more than one year;” vide SRO 1160(I)/2015 dated 25 November 2015

30 “Amended vide SRO 1068 (I)/2021 dated 23 August 2021. Clause xxviii substituted. Previous text read as: “Net Assets”, in relation to a collective investment scheme, means the excess of assets over liabilities of the collective investment scheme, such excess being computed in the manner provided in these regulation.

31 Substituted for the words “(xxix) “Non-Discretionary Portfolio” means a portfolio of securities managed by an NBFC under an agreement entered into with the client on a duly notarised stamp paper of applicable value whereby investment decisions are executed by the NBFC on written instructions of the client;” vide SRO 1160(I)/2015 dated 25 November 2015

32 “Amended vide SRO 1068 (I)/2021 dated 23 August 2021. Clause xxxi substituted. Previous text read as: “Offering Document” means a published document containing information on a Collective Investment Scheme to invite the public for purchase of certificates or units in that scheme

33 Substituted for the words “(xxxii) “Open End Scheme” means a scheme constituted by way of a trust deed that continuously offers for sale its units as specified in the Constitutive Document that entitle the holder of such units on demand to receive his

units for sale based on net asset value on continuous basis without specifying any duration for redemption and which entitles the holder of such units on demand to receive his proportionate share of the net assets of the scheme less any applicable charges on redemption or revocation;]

- (xxxiii) “Ordinance” means the Companies Ordinance, 1984 (XLVII of 1984);
- (xxxiv) “Other Form of Security” includes hypothecation of stock (inventory), assignment of receivables, lease Rentals, contract receivables <sup>34</sup>[etc.];
- <sup>35</sup>[(xxxiva) “poor person” means an individual who has meager means of subsistence and whose total business income excluding expenses during a year is less than or equal to Rs <sup>36</sup>[1,200,000/-] or such other minimum limit as may be <sup>37</sup>[notified] from time to time;]
- <sup>38</sup>[(xxxivb) “P2P Service Provider” shall means and include a Lending NBFC providing P2P Services;
- (xxxivc) “P2P Services” shall mean the services provided by a Lending NBFC permitted under these Regulations for facilitating P2P Lending transactions through the P2P Lending Platform and shall include the provision of the Platform and activities provided in these Regulations for P2P Lending;
- (xxxivd) “Participant” in relation to P2P Lending means a person who has entered into an arrangement/agreement with a P2P Lending Platform to lend or borrow through a P2P Lending Platform;
- (xxxive) “Peer to Peer Lending” or “P2P Lending” shall mean the extension of loans by the lender to the borrower through the P2P Lending Platform;
- (xxxive) “Peer to Peer Lending Platform” or “P2P Lending Platform” shall mean an intermediary providing P2P services through online medium or otherwise to the participants who have entered into an arrangement with that platform to lend or to borrow money;
- (xxxivf) “Price” means the amount determined by the P2P Service Provider for each transaction and includes the principal amount plus the profit/rate of return determined based on the factors prescribed in these Regulations;”];
- (xxxv) “Readily Realizable Assets” include Liquid Assets and stocks pledged with

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proportionate share of the net assets of the scheme less any applicable charges;” vide SRO 1160(I)/2015 dated 25 November 2015

34 Inserted vide SRO 1160(I)/2015 dated 25 November 2015

35 Inserted vide SRO 1160(I)/2015 dated 25 November 2015

36 Substituted for the expression “600,000/-“ vide SRO 592(I)/2023 dated 17 May 2023

37 Substituted for the word “prescribed” vide SRO 279 (I)/2020 dated March 31, 2020

38 Inserted vide SRO 807(I)/2022 dated 14 June 2022

the NBFCs and are in their possession, <sup>39</sup>[directly, or held through another NBFC or a Scheduled Bank on behalf of the NBFC, with ‘perfected lien/charge] duly supported with complete documentation;

- (xxxvi) “Regulations” means the Non-Banking Finance Companies and Notified Entities Regulations, 2008 and the Schedules and Forms attached to it;
- (xxxvii) “Rental” include lease Rentals, Rentals in respect of housing finance facilities, hire purchase installments or any other amount received by NBFC from Borrower against the grant of a Facility;
- (xxxviii) “Rules” mean the Non-Banking Finance Companies (Establishment and Regulation) Rules, 2003;
- (xxxix) “Schedule” means the Schedule to these Regulations;
- (xl) “Secured” means Exposure backed by Tangible Security and any Other Form of Security with appropriate margins (in cases where margin has been specified by the Commission appropriate margin shall at least be equal to the specified margin);
- <sup>40</sup>[(xli) “small enterprise” and “medium enterprise”, (together referred to as the SME)”, includes,-
- (a) small enterprise:- a business entity not a public limited company that has annual turnover up to Rs. 150 million and employees (including contractual) up to 50; and
- (b) medium enterprise:- a business entity that has annual turnover of more than Rs. 150 million and up to Rs. 800 million and number of employee (including contractual) between 51 to 100 for trading entity and between 51 to 250 for manufacturing or service entity.]
- <sup>41</sup>[omitted]
- <sup>42</sup>[omitted]
- (xlili) “Tangible Security” means Readily Realizable Assets, mortgage of land, plant, building, machinery and any other fixed assets;
- (xliv) “TFC” means debt instrument issued for the purpose of raising funds in the form of redeemable capital;

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39 Substituted for the text “with ‘perfected lien’” vide SRO 592(I)/2023 dated 17 May 2023

40 Inserted vide SRO 279 (I)/2020 dated March 31, 2020.

41 Deleted the words “(xli) “Short Term Facilities” mean a Facility with maturities up to one year;” vide SRO 1160(I)/2015 dated 25 November 2015

42 Deleted the words “(xlii) “Subordinated Loan” means an unsecured loan extended by the sponsors to the Borrower which is subordinate to the claim of an NBFC taking Exposure on the Borrower and documented by a formal subordination agreement between the provider of the loan and the Borrower;” vide SRO 1160(I)/2015 dated 25 November 2015

- <sup>43</sup>[(xli) “Total Expense Ratio” means the ratio of the sum of all fees, expenses, taxes or government levies charged to the Collective Investment scheme to average daily net assets value of that Collective Investment Scheme;]
- (xli) “Underwriting Commitments” mean commitments given by NBFCs to the limited companies at the time of new issue of equity or debt instrument, that in case the proposed issue of equity or debt instrument is not fully subscribed, the un-subscribed portion will be taken up by them (NBFCs);
- (xlii) “Unlisted Debt Security” means a debt security not listed or quoted on a stock exchange; and
- (xliii) “Unlisted Equity Security” means an equity security not listed or quoted on a stock exchange.
- <sup>44</sup>[(xliiii) “Unsecured” means the Exposure without any security or collateral.]
- <sup>45</sup>[(xliv) “User(s)” shall mean any person or entity using the P2P Lending Platform for the transaction and shall include the borrowers and lenders;]

(2) Words and expressions used but not defined in these Regulations shall have the same meaning unless contrary to the context as assigned to them in the Ordinance, Rules and the Securities and Exchange Ordinance, 1969 (XVII of 1969) <sup>46</sup>[, Securities Act, 2015 and] the Rules and Regulations made thereunder including the Voluntary Pension System Rules, 2005 <sup>47</sup>.

## <sup>48</sup>[PART II

### General]

<sup>49</sup>[**3. Application of this part.**- The provisions of this part shall apply to the following form of business,-

- (i) Asset Management Services
- (ii) Leasing;
- (iii) Discounting Services;
- (iv) Housing Finance Services;
- (v) Investment Advisory Services; <sup>50</sup>[ ]
- (vi) Investment Finance Services;] <sup>51</sup>[and]

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43 Inserted vide SRO 1160(I)/2015 dated 25 November 2015

44 Inserted vide SRO 1160(I)/2015 dated 25 November 2015

45 Inserted vide SRO 807(I)/2022 dated 14 June 2022

46 Substituted for the word “and” vide SRO 1160(I)/2015 dated 25 November 2015

47 Amended vide SRO 1068 (I)/2021 dated 23 August 2021. The expression “including the Voluntary Pension System Rules, 2005 inserted”

48 Substituted for the words “Chapter II Part-I General” vide SRO 1160(I)/2015 dated 25 November 2015

49 Substituted for the words “3. Application of this part.- The provisions of this part shall apply to the forms of business provided in clause (i) to (vii) of Section 282A (a) of the Ordinance.” vide SRO 1160(I)/2015 dated 25 November 2015

50 Deleted the word “and” vide SRO 592(I)/2023 dated 17 May 2023

51 Inserted vide SRO 592(I)/2023 dated 17 May 2023

<sup>52</sup>[(vii) Investment Finance Services restricted to Micro financing.]

<sup>53</sup>[**4.** <sup>54</sup>[**Minimum Equity Requirement.-**] An NBFC licensed by the Commission to undertake any<sup>55</sup> form of business mentioned in Regulation 3 shall, at all the times, meet the minimum equity requirement or any other requirement in lieu of minimum equity requirement in respect of each form of business as provided in Schedule I.]

<sup>56</sup>[omitted]

<sup>57</sup>[omitted]

**7. Submission of information by the NBFC.-** An NBFC shall submit such information including periodical statements, reports, statistics and data in such forms and manner and within such time as may be required by the Commission from time to time.

<sup>58</sup>[Omitted]

<sup>59</sup>[**9. Prevention of NBFCs involvement in money laundering, terrorist financing**

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52 Inserted vide SRO 592(I)/2023 dated 17 May 2023

53 Substituted for the words “4. Minimum equity requirement.- An NBFC licensed by the Commission to undertake any form of business as specified under section 282A shall, at all the times, meet the minimum equity requirement in respect of that form of business as provided in Schedule 1:

Provided that where an application is made by an NBFC for an extension of the time schedule prescribed in Schedule 1, the Commission may, after being satisfied and recording reasons in writing, extend the timeline for up to a maximum period of six months.” Vide SRO 1160(I)/2015 dated 25 November 2015

54 Inserted vide SRO 592(I)/2023 dated 17 May 2023

55 Inserted vide SRO 592(I)/2023 dated 17 May 2023

56 Deleted the words “5. Limit on aggregate liabilities of an NBFC.- (1) Aggregate liabilities, excluding Contingent Liabilities and security deposits, of an NBFC shall not exceed seven times of its equity for the first two years of its operation and ten times of its equity in the subsequent years.

(2) Contingent Liabilities of an NBFC shall not exceed seven times of its equity for the first two years of its operation and ten times of its equity in the subsequent years. ” Vide SRO 1160(I)/2015 dated 25 November 2015

57 Deleted the words “6. Internal audit function.- (1) An NBFC shall have an internal audit function, reporting directly to the audit committee of the board of the NBFC.

(2) The internal audit function may either be performed by creating an internal audit department or by outsourcing the function.

(3) The internal audit function shall be responsible for monitoring compliance with the Ordinance, Rules and these Regulations by establishing effective means of testing, checking and compliance of the policies and procedures framed by the board of the NBFC.” Vide SRO 1160(I)/2015 dated 25 November 2015

58 Deleted the text “8. Code of conduct.- An NBFC shall acquire and maintain membership of such association(s) which have been constituted in consultation with the Commission and abide by the code of conduct prescribed by the said association(s).” vide SRO 592(I)/2023 dated 17 May 2023

59 Substituted the words “9. Prevention of NBFCs involvement in money laundering and other illegal trades.- (1) All NBFC shall ensure prevention of money laundering and other illegal trades and abide by such directives and circulars as may be issued by the Commission to safeguard the NBFC against involvement in money laundering activities and other illegal trades.

(2) Notwithstanding the generality of Regulation 9(1) an NBFC shall comply with the following conditions, -

(a) it shall accept deposits from an investor only after ensuring that an account has been opened in the name of the investor using the account opening form developed by the respective industry associations in consultation with the Commission;

(b) it shall determine the true identity of the prospective customer before extending its services and care shall be taken to identify ownership of all accounts and those using safe custody;

(c) it shall establish effective procedures for obtaining identification from new customers and devise a policy to ensure that business transactions are not conducted with persons who fail to provide evidence of their identity;

(d) it shall conduct its business in conformity with the Rules and these Regulations and shall not offer services or provide any assistance in transactions which, in the opinion of the NBFC, are associated with money derived from illegal activities;

(e) it shall establish effective procedures for monitoring of Borrower accounts on a regular basis, checking identities and bonafide of remitters and beneficiaries of transactions and retain record of transactions; and

(f) it shall not make payment or receive amounts in cash exceeding Rs. 50,000/-.

**and other illegal trades.**— (1) All NBFCs shall ensure prevention of money laundering and other illegal trades and abide by such laws, directives and circulars as may be issued by the Federal Government or the Commission to safeguard the NBFC against involvement in money laundering activities and other illegal trades.

(2) Notwithstanding the generality of Regulation 9(1) an NBFC shall comply with the following conditions, -

- (a) it shall determine the true identity of the prospective customer or investor before extending its services and care shall be taken to establish beneficial ownership of all accounts and those using safe custody;  
For the purpose of this regulation, customer means a person who has placed a Deposit with the Lending NBFC or has invested in the units or certificates of a Notified Entity or has obtained Finance from a Lending NBFC or has any business relationship with the NBFC or Notified Entity.
- (b) it shall accept money from a customer only after ensuring that an account has been opened in the name of the customer using the account opening form developed by the respective industry associations in consultation with the Commission;
- (c) it shall establish effective procedures for obtaining identification from new customers and devise a policy to ensure that business transactions are not conducted with persons who fail to provide evidence of their identity;
- (d) it shall conduct its business in conformity with the Rules and these Regulations and shall not offer services or provide any assistance in transactions which, in the opinion of the NBFC, are associated with illegal activities or relating to terrorist financing from legitimate or illegal means;
- (e) it shall establish effective procedures for monitoring of customer accounts on a regular basis, checking identities and bonafide of remitters and beneficiaries of transactions and retain record of transactions; and
- (f) it shall not make payment or receive amounts in cash exceeding Rs.50,000/-.

Provided that the above limit shall not apply to cash payments made for repayment of Finance by an existing borrower.

(3) All transactions into or from the account maintained with the NBFC which are not usual transactions shall be thoroughly scrutinized and properly investigated by the NBFC.]

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(3) All transactions into or from the account maintained with the NBFC which are not usual transactions shall be thoroughly scrutinized and properly investigated by the NBFC.” Vide SRO 1160(I)/2015 dated 25 November 2015

**10. Procedure for <sup>60</sup>[ ] approval for appointment <sup>61</sup>[or re-appointment] of directors and chief executives.-** An NBFC shall follow the following procedure for obtaining approval of appointment <sup>62</sup>[or re-appointment] or any change of its directors or chief executive, -

<sup>63</sup>[(a) in case of election of directors in the Annual or Extraordinary General Meeting, the NBFC, 10 days before the date of the meeting in which election of directors is to be held, shall submit an application for the individuals seeking to contest the elections whether they are retiring directors or otherwise;

<sup>64</sup>[(aa) within thirty days from the date of election of directors in a general meeting, or the office of the chief executive falling vacant, as the case may be, the NBFC shall submit an application complete in all respects, for obtaining approval for appointment or reappointment of chief executive;]

<sup>65</sup>[(ab) in case the Board of Directors of an NBFC decides to remove its chief executive before the expiration of his term of office or the chief executive decides to tender his resignation before the completion of his term of office or replacement of chief executive on completion of his term, the NBFC shall immediately inform the Commission along with reasons for the same;]

<sup>66</sup>[(b) in case of occurrence of any casual vacancy in respect of a director<sup>67</sup>[], the NBFC shall submit an application within <sup>68</sup>[ninety days];]

<sup>69</sup>[Omitted]

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60 Deleted the word "prior" vide SRO 1160(I)/2015 dated 25 November 2015

61 Inserted vide SRO 1160(I)/2015 dated 25 November 2015

62 Inserted vide SRO 1160(I)/2015 dated 25 November 2015

63 Substituted for the words "(a) in the case of removal of its chief executive before the expiration of his term or where the chief executive decided to tender his resignation, the NBFC shall inform the Commission at least one month before the change:

Provided that in the case of removal of the chief executive before the expiration of his term the NBFC shall the furnish reasons to the Commission;

(b) not later than 10 days before the notice of meeting called for the election of directors or within 10 days of the occurrence of any casual vacancy submit an application for the appointment or change to the Commission;" vide SRO 1160(I)/2015 dated 25 November 2015

64 Substituted for the text "<sup>64</sup>[(aa) within ten days from the date of election of directors in a general meeting, the NBFC shall submit an application for appointment or reappointment of chief executive;" vide SRO 592(I)/2023 dated 17 May 2023

65 Inserted vide SRO 592(I)/2023 dated 17 May 2023

66 Substituted for the text "(b) in case of occurrence of any casual vacancy or reappointment of chief executive, the NBFC must submit an application within 10 days of the occurrence of any casual vacancy or reappointment, as the case may be;" vide SRO 279 (I)/2020 dated March 31, 2020.

67 Deleted the text "or a chief executive" vide SRO 592(I)/2023 dated 17 May 2023

68 Substituted for the words "ten days" vide SRO 592(I)/2023 dated 17 May 2023

69 Deleted the text "(ba) in case the Board of Directors of an NBFC decides to remove its chief executive before the expiration of his term of office or the chief executive decides to tender his resignation before the completion of his term of office or replacement of Chief Executive on completion of his term, the NBFC shall <sup>69</sup>[immediately inform the Commission] along with reasons for the same:

Provided that the NBFC shall, within <sup>69</sup>[a period of ten days], submit an application complete in all respects, for obtaining approval for appointment of the new chief executive;" vide SRO 592(I)/2023 dated 17 May 2023

- (c) the application shall be submitted in compliance with the requirements of Schedule IX and be accompanied by information and documents required therein; and
- (d) any deficiency or shortcoming in the information or documents submitted by the NBFC to the Commission shall be rectified by the NBFC within 14 days of the <sup>70</sup>[communication of such deficiencies or short comings] by the Commission informing the NBFC of the deficiency or shortcoming:

Provided that where the NBFC does not remove the deficiency or shortcoming, the Commission may close the matter.

<sup>71</sup>[**10A.Appointment of Independent Directors.-** An NBFC shall ensure compliance with the following requirements while appointing independent directors on its board,-

- (a) independent directors shall be selected from the data bank notified by the Commission in accordance with section 166 of Companies Act, 2017; and
- (b) the independent directors shall be elected in the same manner as shareholder directors are elected in accordance with section 159 of the Companies Act, 2017.]

**11. Fees applicable to an NBFC.-** All fees which an NBFC or a Notified Entity is required to pay to the Commission <sup>72</sup>[as specified in Schedule – II are non-refundable].

<sup>73</sup>[**11A.Applicability of Listed Companies (Code of Corporate Governance) Regulations.-** The Listed Companies (Code of Corporate Governance) Regulations, 2019 shall be applicable on Asset Management Companies and Deposit taking NBFCs:

Provided that the Commission may exempt any specific NBFC or class of NBFCs from applicability of this regulation.]

### <sup>74</sup>[PART III

#### Lending NBFCs]

**12. Application of this Part.-** The provisions of this part shall apply to Leasing Companies, Investment Finance Companies <sup>75</sup>[, Discount Houses, Non-Bank Micro Finance Companies] and Housing Finance Companies.

<sup>76</sup>[omitted]

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70 Substituted for the text “issue of the letter” vide SRO 592(I)/2023 dated 17 May 2023

71 Inserted vide SRO 1233 (I)/2019 dated 16 October 2019

72 Substituted for the words “are prescribed in Schedule – II” vide SRO 1160(I)/2015 dated 25 November 2015

73 Inserted vide SRO 1233 (I)/2019 dated 16 October 2019

74 Substituted for the words “PART – II Leasing, Investment Finance Services and Housing Finance Services” vide SRO 1160(I)/2015 dated 25 November 2015

75 Inserted vide SRO 1160(I)/2015 dated 25 November 2015

76 Deleted the words “13. Allocation of assets in case of multiple licensing.- An NBFC engaged in leasing, investment finance services or housing finance services or any combination thereof, shall invest at least twenty percent of its assets in each such form of business:

<sup>77</sup> **[14. Permission to issue Certificate of Deposit by a Lending NBFC. - (1) Lending**

Provided that cash, bank balances and cash equivalent instruments of a maximum of thirty day term, investments made under Regulation 14(4)(i) and investments made in unquoted shares of any company in terms of Rule 7(2)(h) shall be excluded from calculating the percentage of allocation of assets of NBFC engaged in multiple forms of business:

Provided further that an NBFC shall comply with the requirement of this Regulation by 30th June 2009.” Vide SRO 1160(I)/2015 dated 25 November 2015

77 Substituted for the words “14. Permission to issue of Certificates of Deposit by an NBFC licenced to provide leasing or investment finance services or housing finance services.- (1) A Leasing Company, Investment Finance Company or a Housing Finance Company may apply to the Commission for permission to issue Certificates of Deposit, after complying with the following conditions, namely:-

(a) that the NBFC is listed on a stock exchange and has been, as per the audited accounts, making profits for a period of at least two years:

Provided that an unlisted NBFC engaged in deposit raising shall get itself listed on a stock exchange by 30th June 2009:

Provided further that the requirement to list the NBFC on a stock exchange shall not apply to an NBFC which, -

(i) is raising deposits from financial institutions only;

(ii) is preparing its accounts in conformity with the provisions of the Ordinance, the Rules, these Regulations and making them available to the public;

(b) the operations of the NBFC and the conduct of its directors with respect to the NBFC has been in accordance with law;

(c) the NBFC has been assigned a credit rating of minimum investment grade from a credit rating agency registered with the Commission; and

(d) a disclosure statement setting out information about the product shall be submitted to the Commission along with application and a copy of such statement shall be made available free of cost at the registered and every other office of the NBFC:

Provided that an NBFC which is currently allowed to issue Certificate of Deposit shall develop and submit the statement to the Commission setting out the information within sixty days of the notification of these Regulations;

(2) An NBFC which is in compliance with the provisions of Regulation 14(1) shall make an application to the Commission along with the evidence of compliance with Regulation 14(1).

(3) If the Commission is satisfied that the NBFC fulfils the conditions prescribed in Regulation 14(1), it may give permission to such NBFC to issue Certificates of Deposit.

(4) An NBFC which has been given permission to issue Certificates of Deposit shall comply with the following conditions, namely:-

(a) the NBFC shall maintain the minimum investment grade rating and have it updated at least once every year during the term of the issue:

Provided that if the credit rating of the NBFC falls below the investment grade, the permission to issue Certificate of Deposit shall automatically stand cancelled with immediate effect and the NBFC shall immediately cease to issue further Certificate of Deposit or roll-over the existing certificates and the existing Certificate of Deposit shall be encashed as and when they become due:

Provided further that if the credit rating of the NBFC is subsequently upgraded to investment grade, it may apply to the Commission for a fresh permission for issuance of Certificates of Deposit;

(b) the NBFC shall publish its investment grade rating in financial statements, advertisements and brochures published in relation to the promotion of its business;

(c) the Certificate of Deposit issued by the NBFC shall be registered in the name of the person to whom it is issued;

(d) the maturity period of Certificate of Deposit shall not be less than thirty days:

Provided that a certificate shall be redeemable before its maturity period subject to the terms and conditions laid out in the deposit agreement or product disclosure statement;

(e) a Certificate of Deposit may be issued at fixed or floating rate of interest as specified in the product disclosure statement wherein the mechanism for determining the rate of interest shall also be disclosed;

(f) all amendments to the disclosure statement setting out information about the product shall be made with the prior written approval of the Commission;

(g) all advertisements for inviting general public for making investment in Certificates of Deposit shall contain the credit rating of the NBFC, the name of the rating agency, the date on which the credit rating was issued, expected rate of profit and tenor of the Certificate of Deposit and a copy of such advertisement shall be submitted to the Commission within three days from the date of issue;

(h) the deposits raised by the NBFC, from individual depositors including sole-proprietorships shall not exceed three times of the equity of the NBFC;

(i) at least 15 per cent of the [outstanding] funds raised through issue of Certificates of Deposit by the NBFC, excluding the Certificates of Deposit held by financial institutions, shall be invested in Government Securities 2[, or instruments or investments as notified by the Commission and such investments or instruments shall be valued at cost or market value whichever is lower and any shortfall in the value of such investments or instruments shall be immediately made-up and the instruments or investments shall be] kept un-encumbered and disclosed separately in the annual and quarterly accounts of the NBFC; and

NBFCs, excluding those NBFCs which already have valid permission to raise deposit, may apply to the Commission for permission to raise Deposit, after complying with the following conditions, namely:-

- (a) the NBFC is undertaking activities as a Lending NBFC for a minimum period of three years and has been, as per the audited accounts, making profits for last two years;
- (b) the NBFC meets the minimum equity requirement as specified in these Regulations;
- (c) the NBFC complies with the Capital Adequacy Ratio as specified in these Regulations;
- (d) the NBFC, or any other NBFC in which its sponsors had a stake of more than 10%, has not defaulted on, or obtained write off on Finance availed from any financial institution or investor in any of its redeemable capital instruments within the last five years;
- (e) the NBFC, or any other NBFC in which its sponsors had a stake of more than 10%, has not defaulted on any obligation towards any of its depositors, which term shall include investors in any of its deposit raising arrangements;
- (f) the NBFC is listed on a stock exchange:

Provided that the requirement to list the NBFC on a stock exchange shall not apply to an NBFC which is 100% owned directly by the Federal or Provincial Governments;

- (g) the operations of the NBFC and the conduct of its directors with respect to the NBFC has been in accordance with law; and
- (h) the NBFC has been assigned a credit rating of minimum A-from a credit rating agency registered with the Commission

Provided that an NBFC which has been assigned a credit rating of minimum BBB from a credit rating agency registered with the Commission may apply to the Commission to raise deposits from sources other than individuals, sole proprietors, provident/gratuity funds, trusts, charitable institutions and section 42 companies.

(2) An NBFC which is in compliance with the provisions of sub-regulation (1) shall make an application to the Commission along with the evidence of compliance with sub-

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(j) the NBFC shall provide a return on the Certificate of Deposits which may be different for different volumes and maturities of deposits provided that uniformity is observed within each category:

Provided that deposits of listed companies, financial institutions, recognized charitable trusts and statutory bodies shall be exempted from compliance with the provision of Regulation 14(4)(j).“ vide SRO 1160(I)/2015 dated 25 November 2015

regulation (1).

(3) If the Commission is satisfied that the NBFC fulfills the conditions prescribed in sub-regulation (1), it may give permission to such NBFC to raise Deposits.

(4) A Deposit taking NBFC which has a valid permission to raise Deposit shall comply with the following conditions, namely:-

- (a) the NBFC shall raise Deposits by way of issuing “Certificate of Deposit” only;
- (b) the NBFC shall at all times maintain a minimum credit rating and the same shall be updated at least once every year;
- (c) the NBFC shall publish its credit rating in financial statements, website, advertisements and brochures published in relation to the promotion of its business;
- (d) the Deposit shall be registered in the name of the person to whom it is issued;
- <sup>78</sup>[(e) the maturity period of the Deposit shall not be less than twelve months:

Provided that the Certificates of Deposit shall be redeemable after forty-five days of its issuance subject to such penalty that the NBFC shall specify for premature redemption under the terms and conditions laid out in the deposits agreement or product disclosure statement:

<sup>79</sup>[ ]

- (f) the deposits raised by NBFCs shall be capped in the following manner,-

Credit Rating	Total Deposits from all sources including deposits from individuals, sole proprietors, provident/gratuity funds, trusts, charitable institutions and section 42 companies.	Deposits from individuals, sole proprietors, provident/gratuity funds, trusts, charitable institutions and section 42 companies.
AA- and above	5 times of Equity	4 times of Equity
A- to A+	3 times of Equity	2 times of Equity
BBB to BBB+	2 times of Equity	-Nil-

78 Substituted vide SRO 1659 (I)/2021 dated 28 December 2021 for the text “(e) the maturity period of the Deposit shall not be less than three months and certificate of deposits shall not be redeemable before expiry of the maturity period:

Provided that the existing Certificates of Deposit shall be redeemable after forty-five days of its issuance on the terms and conditions laid out in the deposits agreement or product disclosure statement;”

Provided that the Certificate of Deposit shall only be redeemable after 45 days of its issuance on the terms and conditions laid out in the deposits agreement or product disclosure statement;” vide SRO 279 (I)/2020 dated March 31, 2020.

<sup>79</sup> Deleted the text “Provided further that NBFC shall submit monthly reports to the Commission with respect to premature redemptions of Certificate of Deposits made by it, on the format as may be notified by the Commission;” vide SRO 592(I)/2023 dated 17 May 2023

- (g) at least 15 per cent of the outstanding funds raised through Deposits by the NBFC, excluding the Deposit held by financial institutions, shall be invested in Government Securities, or instruments or investments as notified by the Commission. Such investments or instruments shall be valued at cost or market value whichever is lower and any shortfall in the value of such investments or instruments shall be immediately made-up:

Provided that these instruments or investments are for the benefit of the depositors only and such instruments shall be kept un-encumbered and disclosed separately in the financial statements of the NBFC:

Provided further that this condition shall also be applicable on a Deposit taking NBFC whose permission to raise Deposits has been suspended or cancelled till the time all the Deposits have been repaid.

- (h) the NBFC shall report to the Commission, on a monthly basis, the total amount of its outstanding deposits and the securities held there against:

Provided that this condition shall also be applicable on a Deposit taking NBFC whose permission to raise Deposits has been suspended or cancelled till the time all the Deposits have been repaid, and the Commission has authorized the removal of the suspension/cancellation;

- (i) the NBFC shall provide a return on Deposits which may be different for different volumes and maturities of deposits provided that uniformity is observed within each category:

Provided that deposits of listed companies, financial institutions, recognized charitable trusts and statutory bodies shall be exempted from compliance with the provision of sub-regulation (4) (i); and

- <sup>80</sup>[(j) the NBFC shall seven days prior to the launch of any new deposit taking product and any subsequent amendment, provide information to the Commission along with product disclosure statement, deposit taking instrument and approval of its Board of directors:

Provided that the NBFC shall place all the deposit taking products along with specimen instruments on its website for information of the general public and it shall be the responsibility of the NBFC to regularly update its website in this regard.]

- <sup>81</sup>[(k) All advertisements for any invitation to attract deposits either through advertisement by print, electronic or social media outlets or any other form or

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80 Substituted for the text “(j) the NBFC shall, prior to the launch and any subsequent amendment, provide information to the Commission on each deposit taking scheme along with product disclosure statement and deposit taking instrument.

Provided that the NBFC shall place all the deposit taking schemes along with specimen instruments on its website for information of the general public. It shall be the responsibility of the NBFC to regularly update its website in this regard.” vide SRO 639 (I)/2019 dated 20 June 2019

81 Inserted vide SRO 639 (I)/2019 dated 20 June 2019

channel to the public or through private placement shall at the minimum contain the following information:

- (a) credit rating of the NBFC, the name of the rating agency, the date on which the credit rating was issued;
- (b) minimum and maximum tenor of the Deposit;
- (c) expected profit rate to be paid on the deposits; and
- (d) all advertisements for inviting a person to invest in a Deposit taking scheme of an NBFC must contain the following disclaimer, -

The Certificate of Deposits of Non-Banking Finance Companies are subject to various risks including credit risk and liquidity risk. The prospective customers are advised to conduct their own due diligence prior to investing in Certificate of Deposits of a Non-Banking Finance Company.]

<sup>82</sup>[omitted]

<sup>83</sup>**[15A. Suspension and cancellation of permission to issue Certificate of Deposits.** - (1) The permission to raise Deposit of a Deposit taking NBFC shall automatically stand suspended with immediate effect, if the NBFC becomes non-compliant with any or all of the following conditions:

- (a) its equity falls below the minimum equity required as specified in these Regulations;
- (b) its Capital Adequacy Ratio is less than the minimum ratio as prescribed in these Regulations; and
- (c) its credit rating drops below the minimum rating stipulated in these Regulations.

Explanation: for the purposes of this regulation the expression “suspension of permission to raise Deposit” means that Deposit taking NBFC shall not raise any fresh Deposits provided that the Deposit taking NBFC may rollover existing Deposits only on the written request of the depositor.

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<sup>82</sup> Deleted the text “[15. Advertisement by Deposit taking NBFCs.- (1) The NBFCs shall seek prior approval of the Commission for any invitation to attract Deposits either through advertisement by print, electronic or social media outlets or any other form or channel to the public or through private placement:

Provided that the application for seeking approval of the Commission shall deemed to be approved, if no reply is received from the Commission within five working days from the date of receipt of complete application by the Commission.

(2)All advertisements for inviting persons to participate in a NBFC’s Deposit taking scheme shall at the minimum contain the following information:

(a) credit rating of the NBFC, the name of the rating agency, the date on which the credit rating was issued;

(b) minimum and maximum tenor of the Deposit; and

(c) expected profit rate to be paid on the deposits.

(3) All advertisements for inviting a person to invest in a Deposit taking scheme of an NBFC must contain the following disclaimer:

“The Certificate of Deposits of “Non-Banking Finance Companies are subject to various risks including credit risk and liquidity risk. The prospective customers are advised to conduct their own due diligence prior to investing in Certificate of Deposits of a Non-Banking Finance Company.]<sup>82</sup>” vide SRO 639 (I)/2019 dated 20 June 2019

<sup>83</sup> Inserted vide SRO 1160(I)/2015 dated 25 November 2015

(2) If the Deposit taking NBFC is able to remove the non-compliance (s) within a period of six months, the Deposit taking NBFC shall submit an application, supported by credible documentary evidence, requesting for removal of the suspension and such Deposit taking NBFC shall resume accepting new Deposits only after the Commission permits it to do so.

(3) If the Deposit taking NBFC remains non-compliant with any or all of the conditions mentioned in sub-regulation (1) for a period of more than six months, the permission to issue Deposits shall stand automatically cancelled with immediate effect and the Deposit taking NBFC shall immediately cease to roll-over existing Deposits and the existing Deposits shall be repaid as and when they become due:

<sup>84</sup>[ ]

**15B. Limit on aggregate liabilities of an NBFC.-** (1) Aggregate liabilities, excluding contingent liabilities and security deposits, of a non-deposit taking NBFC shall not exceed ten times of its equity <sup>85</sup>[:

Provided that for an NBFC engaged exclusively in the business of issuance of guarantees to enhance the quality of debt instruments issued to finance infrastructure projects in Pakistan, the aggregate liabilities, excluding contingent liabilities and security deposits shall not exceed ten times of its equity and qualified capital and for this purpose the Commission may specify, through circular, qualified capital and its terms and conditions.]

(2) Contingent Liabilities of an NBFC shall not exceed the limits prescribed below:

Credit Rating	Maximum Limit
AA- and above	2 times of equity
A- to A+	1.5 times of equity
BBB+	0.5 times of equity

<sup>86</sup>[Provided that for an NBFC engaged exclusively in the business of issuance of guarantees to enhance the quality of debt instruments issued to finance infrastructure projects in Pakistan, contingent Liabilities shall not exceed the 10 times of the equity and qualified capital and for this purpose the Commission may, through circular, specify the qualified capital and its terms and conditions]<sup>87</sup>[:

Provided further that for an NBFC that is exclusively engaged in the business of issuance of guarantees against, -

- (i) financing to SMEs; and
- (ii) debt instruments issued for financing SMEs,

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<sup>84</sup> Deleted the text “Provided that the existing Lending NBFCs having a valid permission to raise Deposits which are non-compliant with the requirements as given in clauses (b), (e) and (f) of sub-regulation 4 of regulation 14 and clauses (a), (b) and (c) of sub-regulation (1) of this regulation shall comply with these requirements within one year of the coming into force of these regulations:

Provided that during the interim period of one year, the total deposits of such NBFCs shall be capped at the existing level i.e. the outstanding deposits at the date of coming into force of these regulations. “vide SRO 592(I)/2023 dated 17 May 2023

<sup>85</sup> Substituted for the full stop (.) vide SRO 1233 (I)/2019 dated 16 October 2019

<sup>86</sup> Inserted vide SRO 1233 (I)/2019 dated 16 October 2019

<sup>87</sup> Substituted for the full stop (.) vide SRO 807(I)/2022 dated 14 June 2022

the Contingent Liabilities shall not exceed 10 times of the equity.]

Provided that the following shall not constitute contingent liabilities for the purpose of this regulation,-

- (a) non-fund based Finance to the extent covered by liquid assets;
- (b) non-fund based finance where the payment is guaranteed by the Federal Government, Provincial Government, Financial Institution rated AA by a credit rating agency registered with the Commission; and
- (c) claims other than those related to provision of Finance (fund based or non-fund based) to the NBFCs' constituents, where the probability of conversion of these claims into liabilities is remote in the view of the Auditor.]

**16. Creation of reserve fund.**— <sup>88</sup>[A deposit taking lending] NBFC shall create a reserve fund wherein at least 20% of the after tax profits of the NBFC shall be credited till the time that the reserve fund equals the amount of the paid up capital of the NBFC and thereafter a sum not less than 5% of its after tax profits shall be credited to the reserve fund.

Explanation. - Issuance of bonus shares may be made from the reserve fund after appropriation made under Regulation 16 however the NBFC shall transfer further amounts to the reserve fund in order to comply with the requirements of Regulation (16).

<sup>89</sup>[**17. Maximum Exposure of NBFC to a single person, or Group.**- (1) The total outstanding Exposure (fund based and non-fund based) by an NBFC to a person shall not at any time exceed twenty per cent (20) of the equity of an NBFC (as disclosed in the latest financial

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88 Substituted for the word “an” vide SRO 1160(I)/2015 dated 25 November 2015

89 Substituted for the words “17. Maximum Exposure of NBFC to a single person or Group.- (1) The total outstanding Exposure (fund based and non fund based) by an NBFC to a person shall not at any time exceed 30% of the equity of an NBFC (as disclosed in the latest financial statements):

Provided that the maximum outstanding fund based Exposure does not exceed 20% of the equity of an NBFC.

(2) The total outstanding Exposure (fund based and non fund based) by a NBFC to any group shall not exceed 50% of the equity of an NBFC (as disclosed in the latest financial statements):

Provided that the maximum outstanding fund-based Exposure does not exceed 35% of the equity of an NBFC.

(3) Exposure under this Regulation shall be calculated as under, -

(a) 100% of the deposits placed with the lending NBFC shall be deducted from Exposure;

(b) 90% of the following shall be deducted from Exposure, -

(i) deposits with another financial institution under perfected lien;

(ii) encashment value of Government Securities and National Saving Scheme securities deposited by the Borrower as collateral; and

(iii) face value of Special US Dollar Bonds converted at inter-bank rate into Pak Rupee equivalent, deposited by the Borrower as collateral;

(c) 85% of the unconditional financial guarantees, payable on demand, issued by commercial banks rated at least ‘A’ or equivalent by a credit rating agency registered with the Commission, accepted as collateral by NBFCs shall be deducted from the Exposure;

(d) 50% of listed Term Finance Certificates held as security with duly marked lien shall be deducted:

Explanation.- The TFCs to qualify for this purpose should have been rated at least ‘A’ or equivalent by a credit rating agency registered with the Commission; and

(e) the following weightage will be applicable in respect of placements with financial institutions, -

(i) 25% weightage on Exposure to financial institutions with ‘AAA’ Rating.

(ii) 75% weightage on Exposure to financial institutions rated at least ‘A’.” vide SRO 1160(I)/2015 dated 25 November 2015

statements):

Provided that the maximum outstanding fund based Exposure does not exceed fifteen per cent (15) of the equity of an NBFC <sup>90</sup>[:

Provided further that for an NBFC engaged exclusively in the business of issuance of guarantees to enhance the quality of debt instruments issued to finance infrastructure projects in Pakistan, the total outstanding Exposure (fund based and non-fund based) by an NBFC to a person shall not at any time exceed forty per cent (40%) of the equity (as disclosed in the latest financial statements) and Qualified Capital and for this purpose the Commission may, through circular, specify qualified capital and its terms and conditions:

Provided also that this relaxation shall be applicable to the NBFC as mentioned above:

- (i) for the first [five (5)] years of its operations; and
- (ii) for total outstanding Exposure in relation to finance raised otherwise from the public] <sup>91</sup>[:

Provided further that an infrastructure finance company and a non deposit taking NBFC that is not involved in retail lending and provides finance to other NBFCs or financial institutions, may exceed the above limits by up to five percent and ten percent of its equity, respectively.

*Explanation:-* For the purposes of this regulation, the infrastructure finance company means an NBFC that deploys at least seventy per cent of its total assets in infrastructure finance for the infrastructure projects, which the Commission may notify through circular and is compliant with minimum equity and CAR requirement.]

(2) The total outstanding Exposure (fund based and non-fund based) by an NBFC to any group shall not exceed twenty five per cent (25) of the equity of an NBFC (as disclosed in the latest financial statements):

Provided that the maximum outstanding fund-based Exposure does not exceed twenty per cent (20) of the equity of an NBFC:

Provided further that the limits prescribed in sub-regulation (1) and (2) shall not be applicable to exposure taken by an NBFC in its own subsidiaries out of its surplus equity <sup>92</sup>[:

Provided further that for an NBFC engaged exclusively in the business of issuance of guarantees to enhance the quality of debt instruments issued to finance infrastructure projects in Pakistan, the total outstanding Exposure (fund based and non-fund based) to any group shall not exceed fifty per cent (50%) of the equity (as disclosed in the latest financial statements) and Qualified Capital and for this purpose the Commission may, through circular, specify qualified capital and its terms and conditions:

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90 Substituted for the full stop (.) vide SRO 1233 (I)/2019 dated 16 October 2019

91 Substituted for the full stop (.) vide SRO 279 (I)/2020 dated March 31, 2020.

92 Substituted for the full stop (.) vide SRO 1233 (I)/2019 dated 16 October 2019

Provided also that this relaxation shall be applicable to the NBFC as mentioned above:

- (i) for the first [five (5)] years of its operations; and
- (ii) for total outstanding Exposure in relation to finance raised otherwise from the public]<sup>93</sup>[:

Provided further that an infrastructure finance company and a non-deposit taking NBFC that is not involved in retail lending and provides finance to other NBFCs or financial institutions, may exceed the above limits by up to five percent and ten percent of its equity, respectively.]

<sup>94</sup>[(3) In case of micro financing, the following Exposure limits shall be applicable:

- (a) Poor Person  
Rs.1,500,000 for housing loan;  
Rs.500,000 for general loans other than housing loan;
  - (b) Microenterprise  
Rs.1,500,000]
- (4) Exposure under this Regulation shall be calculated as under, -
- (a) hundred per cent (100) of the deposits placed with the lending NBFC, under perfected lien, shall be deducted from Exposure;
  - (b) ninety per cent (90) of the following shall be deducted from Exposure, -
    - (i) deposits with any other financial institution or scheduled bank rated at least A or equivalent by a credit rating agency registered with the Commission, under perfected lien; and
    - (ii) encashment value of Government Securities and National Saving Scheme securities deposited by the Borrower with the lending NBFC as collateral;
  - (c) 85% of the unconditional financial guarantees, payable on demand, issued by the scheduled banks <sup>95</sup>[or NBFCs engaged exclusively in the business of issuance of guarantees,] rated at least 'A' or equivalent by a credit rating agency registered with the Commission, accepted as collateral by NBFCs shall be deducted from the Exposure;
  - (d) thirty per cent (30) of listed Term Finance Certificates and Sukuks and shares of

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93 Substituted for the full stop (.) vide SRO 279 (I)/2020 dated March 31, 2020.

94 Substituted for the text "(3) In case of micro financing, the following Exposure limits shall be applicable:

(a) Poor Person

Rs. 500,000 for housing loan

Rs. 200,000 for general loans other than housing loan

(b) Microenterprise

Rs. 500,000" vide SRO 639 (I)/2019 dated 20 June 2019

<sup>95</sup> Inserted vide SRO 592(I)/2023 dated 17 May 2023

the KSE 100 index companies held as security with duly marked lien shall be deducted:

Explanation.- The TFCs and Sukuks to qualify for this purpose should have been rated at least 'A' or equivalent by a credit rating agency registered with the Commission;

- (e) seventy five per cent (75) of the Encashment Value of a Life Policy issued by an A-rated insurance company, duly assigned and endorsed in favor of the lending NBFC using it as a Security”; and
- (f) the following weightage will be applicable in respect of placements with financial institutions,-
  - (i) 10% weightage on Exposure to financial institutions with 'AAA' Rating;
  - (ii) 25% weightage on Exposure to financial institutions rated at least 'AA';
  - (iii) 75% weightage on Exposure to financial institutions rated at least 'A'.]

<sup>96</sup>[(5) This regulation shall not apply to an NBFC not accessing Public Funds in Pakistan provided that such NBFC shall determine its internal prudential limits, restrictions and requirements for exposure as per the credit and risk management policies duly approved by its Board.

Explanation:- Public Funds include public deposits, inter-corporate deposits, certificate of deposits and all funds received whether directly or indirectly from outside sources such as funds raised by issue of shares, debentures, commercial papers, etc. that are listed or publicly traded. Further, indirect receipts of public funds mean funds received not directly but through associates and group entities which have access to public funds;]

<sup>97</sup>[**17A. Maintenance of Capital Adequacy Ratio ('CAR').**- A deposit taking NBFC shall be required to maintain CAR of eight per cent (8) for the first two years from coming into force of these regulations and ten per cent (10) for subsequent years as per the criteria given in Schedule IXA.

**17B. Asset Liability Management System.** -The board of directors of a deposit taking NBFC shall approve a policy for effective monitoring of the NBFC's assets and liabilities profiles for managing liquidity risks by containing mismatches (running total) in maturity of assets and liabilities across all time buckets by establishing internal prudential limits.

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<sup>96</sup> Substituted for the text “<sup>96</sup>[(5) This regulation, with exception of sub-regulation (4), shall not apply to an NBFC not accessing Public Funds in Pakistan.

*Explanation:-* Public Funds include public deposits, inter-corporate deposits, bank finance and all funds received whether directly or indirectly from outside sources such as funds raised by issue of debentures, commercial papers, etc. Further, indirect receipts of public funds means funds received not directly but through associates and group entities which have access to public funds;”  
vide SRO 592(I)/2023 dated 17 May 2023

<sup>97</sup> Inserted vide SRO 1160(I)/2015 dated 25 November 2015

**17C. Exposure Limits in Capital Market.-** (1) An NBFC's aggregate exposure in listed equity securities (in the ready as well as in futures market), and spread transactions shall not exceed fifty percent of its equity.

Explanation:- For the purpose of this Regulation "spread transactions" mean such transactions where shares of one company are purchased on one settlement date and simultaneously sold on another settlement date, that will be considered as one transaction:

Provided that the above condition shall not be applicable on non-deposit taking NBFCs.

(2) An NBFC's investment in equity securities of any company shall not exceed ten percent (10) of the paid-up capital of the investee company or ten per cent (10) of its own equity, whichever is less and the shares acquired in excess of the ten per cent limit, due to the Underwriting Commitments, shall be sold off within a period of six months from the date of acquisition of such shares:

Provided that the amount of provisions created against permanent diminution shall be deducted from the cost of acquisition of equity investments and the maximum limit:

Provided further that the above restriction shall not be applicable to investments made by an NBFC in its own subsidiaries and long term strategic investments out of surplus equity.

Explanation:- For the purpose of this Regulation "investments in equity securities" shall be valued at cost of acquisition for the purpose of calculating the above limit.]

<sup>98</sup>[**18. Limit on clean placements.-** An NBFC shall make clean placement only with financial institutions rated at least A- or equivalent by a credit rating agency registered with the Commission:

Provided further that the aggregate Exposure of Deposit taking NBFC shall not exceed its equity.

Explanation. For the purpose of this Regulation "clean placement" means Exposure without taking any security or collateral.]

<sup>99</sup>[**18A. Limit on Unsecured Finance.** – A deposit taking NBFC may provide unsecured Finance up to Rs. 200,000/- (Rupees two hundred thousand only) to a single borrower while a non-deposit taking NBFC may provide unsecured Finance up to ten percent of its equity to a single borrower or a single group. <sup>100</sup>[In case of deposit taking NBFC, the aggregate unsecured

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98 Substituted for the words "18. Limit on money market placements.- An NBFC shall make clean money market placement only with financial institutions and its aggregate Exposure shall not exceed its equity:

Explanation. For the purpose of this Regulation "clean money market placement" means Exposure without taking any security or collateral." Vide SRO 1160(I)/2015 dated 25 November 2015

99 Substituted for the text "18A. Limit on Unsecured Finance. - An NBFC may provide unsecured Finance up to Rs. 200,000/- (Rupees two hundred thousand only) to a single borrower. The aggregate unsecured Finance shall not exceed equity of the NBFC:

Provided that the total unsecured finance shall not exceed 50% of the equity of the deposit taking NBFC provided further that this Regulation shall not be applicable in case of Non-Bank Micro Finance Company." vide SRO 279 (I)/2020 dated March 31, 2020.

<sup>100</sup> Substituted for the text "The aggregate unsecured Finance shall not exceed equity of the NBFC" vide SRO 592(I)/2023 dated

Finance shall not exceed fifty percent of its equity]:

<sup>101</sup>[ ]

<sup>102</sup>[Provided that this Regulation shall not be applicable in case of Non-Bank Micro Finance Company:

Provided further that all NBFCs shall determine their internal prudential limits, restrictions and requirements for unsecured exposure as per the credit and risk management policies duly approved by their Board, and shall submit reports to the Commission regarding such policies and unsecured finance provided thereunder, on such format as the Commission may notify through circular.]

<sup>103</sup>[**19. Restrictions on certain types of transactions.** – An NBFC shall not, -

(a) provide a Finance against equity and debt security issued by it or its group companies;

<sup>104</sup>[(b) provide Finance against Unlisted Debt Security, excluding those guaranteed by an NBFC engaged exclusively in the business of issuance of guarantees and Unlisted Equity Security;]

(c) provide Finance to any company against equity and debt security of that

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17 May 2023

<sup>101</sup> Deleted the text “Provided that the total unsecured finance shall not exceed fifty percent of the equity of the deposit taking NBFC provided further that this Regulation shall not be applicable in case of Non-Bank Micro\_Finance Company:” vide SRO 592(I)/2023 dated 17 May 2023

<sup>102</sup> Substituted for the text “Provided further that all NBFCs shall determine their internal prudential limits, restrictions and requirements for unsecured exposure as per the credit and risk management policies duly approved by their Board, and shall submit reports to the Commission on a quarterly basis regarding such policies and unsecured finance provided thereunder, on such format as the Commission may notify through circular.” vide SRO 592(I)/2023 dated 17 May 2023.

<sup>103</sup> Substituted for the words “19. Restrictions on certain types of transactions. – An NBFC shall not, -

(a) provide a Facility against shares and TFCs issued by it;

(b) provide a Facility against Unlisted Debt Security and Unlisted Equity Security;

(c) provide a Facility to any company against shares and TFCs of that company or group companies of that company;

(d) provide a Facility against shares in physical form of a listed company;

(e) provide a Facility against unsecured TFCs, non-rated TFCs and TFCs rated below investment grade by a credit rating agency registered with the Commission;

(f) provide a Facility against shares of the sponsor directors (issued in their own name or in the name of their close relative) of banks and NBFCs;

(g) hold shares on aggregate basis, whether as pledgee, mortgagee or absolute owner, of an amount exceeding 20% of the paid-up share capital of that company or 20% of its own equity, whichever is less:

Provided that this restriction shall not be applicable to the investments made by an NBFC in its own subsidiaries.

(h) provide a Facility to its chief executive, directors, individuals or firms or companies in which it or any of its directors is interested as a partner or director or guarantor, major shareholders and their close relatives, firms or companies without the approval by the majority of the directors of that NBFC:

Provided that the director interested in seeking such approval shall not take part in the proceeding of the approval of the Facility:

Provided further that where the board of the NBFC grants approval under Regulation 19(h) the Facility extended shall be at arms length basis and on such terms and conditions as are applicable to other customers of the NBFC:

Provided further that an NBFC shall ensure that the appraisal standards are not compromised and market rates are used and a Facility extended to employees of an NBFC as a part of their compensation package under Employees Service Rules shall not fall in this category;

(i) allow Facility on the guarantee of its chief executive, directors or major shareholders including their close relatives; and

(j) allow a Facility to any person for speculative purposes.” Vide SRO 1160(I)/2015 dated 25 November 2015

<sup>104</sup> Substituted for the text “(b) provide Finance against Unlisted Debt Security and Unlisted Equity Security;” vide SRO 592(I)/2023 dated 17 May 2023

company<sup>105</sup>[ ];

- (d) provide Finance against shares in physical form of a listed company;
- (e) take Exposure against unsecured debt security or instrument, non-rated debt security or instrument and debt security or instrument rated below A- by a credit rating agency registered with the Commission;

Provided that an NBFC may take exposure against unsecured debt security issued by scheduled banks rated A- and above by a credit rating agency registered with the Commission <sup>106</sup>[

Provided further that a non-deposit taking NBFC may also take exposure against unsecured debt security or instrument issued by microfinance banks, NBFCs, scheduled banks and DFIs, as per its board's approved credit and risk management policies;]

- (f) provide Finance against shares of the sponsor and major shareholder (issued in their own name or in the name of their close relative) of a financial institution;
- (g) hold shares on aggregate basis, whether as pledgee, or absolute owner, of an amount exceeding 15% of the paid-up share capital of that company or 15% of its own equity, whichever is less:

Provided that this restriction shall not be applicable to the investments made by an NBFC in its own subsidiaries or strategic investments held by the NBFC.

- (h) provide Finance to its major shareholders, chief executive, directors, key executives firms or companies in which it or any of its chief executive, directors, key executives, or their close relatives are interested as a partner, director, guarantor or major shareholder:

Provided that Finance extended to employees of an NBFC including chief executive as a part of Employees Service Rules duly approved by the board of directors shall not fall in this category;

- (i) allow Finance on the guarantee of its chief executive, directors, key executives or major shareholders, or by their close relatives; and
- (j) allow Finance to any person for speculative purposes.]

**20. Consumer Financing by an NBFC licensed to provide leasing or investment finance services.-** A Leasing Company or Investment Finance Company may undertake Consumer Financing <sup>107</sup>[ ] in accordance with the requirements specified by the Commission.

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<sup>105</sup> Deleted the text "or group companies of that company" vide SRO 592(I)/2023 dated 17 May 2023

<sup>106</sup> Substituted for the semi colon (;) vide SRO 279 (I)/2020 dated March 31, 2020.

<sup>107</sup> Deleted the text "provided that such NBFC carries out Consumer Finance business" vide SRO 592(I)/2023 dated 17 May 2023

<sup>108</sup>**[21. Minimum conditions for providing Finance.-** (1) An NBFC shall while providing a Finance (including renewal and enhancement) to a Borrower which is equal to or exceeds five hundred thousand rupees after netting-off the liquid assets held as security, give due weight to the credit report relating to the Borrower or its group obtained from a Credit Information Bureau.

<sup>109</sup>[(2) In case of micro financing, the NBFC shall:

(a) obtain a credit report from Credit Information Bureau of State Bank of Pakistan or any other appropriate credit information bureau before allowing any Finance exceeding Rs. 10,000/- or such other amount as may be specified by the Commission through notification from time to time; and

<sup>110</sup>[(b) comply with the requirements of State Bank of Pakistan regarding membership of Private Credit Bureaus under Credit Bureaus Act, 2015 (XI of 2015) within the time period stipulated by SBP and shall ensure regular/continuous reporting to all the credit bureaus operating in Pakistan:

108 Substituted for the words “21. Minimum conditions for providing Facility. - (1) An NBFC shall while providing a Facility to a Borrower which exceeds one million rupees, give due weight to the credit report relating to the Borrower or its group obtained from a Credit Information Bureau.

(2) If the credit report of Credit Information Bureau indicates overdue or default by a Borrower, the NBFC shall not extend any Facility:

Provided that where a Credit Information Bureau report indicates minor overdue of credit card or default due to disputed amounts an NBFC may grant a Facility to the Borrower after recording proper justification for granting the Facility and all such approvals shall be reviewed by the board of directors on a quarterly basis.

(3) While granting a Facility to a Borrower who is not an individuals the NBFC shall obtain copy of accounts relating to the business of such Borrower for analysis and record in the following manner, namely:-

(a) where the Exposure does not exceed one million rupees.	Documentary evidence of net worth of the Borrower.
(b) where the Exposure exceeds one million rupees but does not exceed two million rupees	Accounts duly signed by the Borrower.
(c) where Exposure exceeds two million rupees but does not exceed ten million rupees.	Accounts duly signed by the Borrower and counter signed by: (i) a chartered accountant; or (ii) a cost and management accountant in case of a Borrower other than a public company or a private company which is a subsidiary of a public company.
(d) where the Exposure exceeds ten million rupees.	Accounts duly audited by: (i) a practicing chartered accountant; or (ii) a practicing cost and management accountant in case of a Borrower other than a public company or a private company which is a subsidiary of a public company.

(4) In case the Borrower is an individual the NBFC shall obtain documentary evidence of the means of the Borrower such as wealth statement, statement of assets and liabilities or any other document as may be considered appropriate by the management of the NBFC.

(5) An NBFC shall, before providing any Facility (including renewal, enhancement and rescheduling or restructuring), ensure that the application for loan is accompanied with a “Borrower’s Basic Fact Sheet” as prescribed in Schedule XII.

(6) An NBFC shall ensure that the information requested in the basic fact sheet is provided by the Borrower under his seal and signature.” Vide SRO 1160(I)/2015 dated 25 November 2015

<sup>109</sup> Substituted for the text “(2) In case of micro financing, the NBFC shall obtain a credit report from Credit Information Bureau of State Bank of Pakistan or any other appropriate credit information bureau before allowing any Finance exceeding Rs. 10,000/- or such other amount as may be specified by the Commission through notification from time to time.” vide SRO 279 (I)/2020 dated March 31, 2020.

<sup>110</sup> Substituted for the text “(b) comply with the requirements of State Bank of Pakistan regarding membership of Private Credit Bureaus under Credit Bureaus Act, 2015 (XI of 2015) within the time period stipulated by SBP and shall initiate data sharing accordingly.” vide SRO 592(I)/2023 dated 17 May 2023

Provided that NBFCs undertaking digital lending shall initiate data sharing with respective Credit Bureaus on real time basis.]

<sup>111</sup>[(3) If the credit report of Credit Information Bureau indicates overdue, the NBFC may take exposure on such Borrower keeping in view its risk management policies and credit approval criteria; and shall properly record reasons and justifications in the credit approval form for all such exception.]

(4) An NBFC shall not provide finance to a borrower who has defaulted or availed a write-off from that NBFC during the last three years.

(5) While granting Finance to a Borrower who is not an individual the NBFC shall obtain copy of accounts relating to the business of such Borrower for analysis and record in the following manner, namely:-

(a) where the Exposure does not exceed one million rupees.	Documentary evidence of net worth of the Borrower.
(b) where the Exposure exceeds one million rupees but does not exceed two million rupees	Accounts duly signed by the Borrower.
(c) where Exposure exceeds two million rupees but does not exceed five million rupees.	Accounts duly signed by the Borrower and counter signed by: (i) a chartered accountant; or (ii) a practicing cost and management accountant in case of a Borrower other than a public company or a private company which is a subsidiary of a public company <sup>112</sup> [or has paid up capital of less than Rs. 3 million].
(d) where the Exposure exceeds five million rupees.	Accounts duly audited by: (i) a practicing chartered accountant; or (ii) a practicing cost and management accountant in case of a Borrower other than a public company or a private company which is a subsidiary of a public company <sup>113</sup> [or has paid up capital of less than Rs. 3 million].

<sup>114</sup>[(5A) in case of the borrower being a small enterprise, the NBFC may obtain a copy of financial statements duly signed by the borrower if the amount of finance does not exceed Rs. 15 million.

<sup>111</sup> Substituted for the text “(3) If the credit report of Credit Information Bureau indicates overdue, the NBFC may take exposure on such Borrower keeping in view its risk management policies and credit approval criteria. Moreover, it shall properly record reasons and justifications for granting the Finance in the credit approval form; The NBFC shall maintain a file of all such exceptions and provide the same to the inspection team of the Commission as and when it visits the NBFC for on-site inspection.” vide SRO 592(I)/2023 dated 17 May 2023

<sup>112</sup> Inserted vide SRO 592(I)/2023 dated 17 May 2023

<sup>113</sup> Inserted vide SRO 592(I)/2023 dated 17 May 2023

<sup>114</sup> Inserted vide SRO 279 (I)/2020 dated March 31, 2020.

(5B) in case of the borrower being a public company or a private company, which is subsidiary of a public company or a private company having paid up capital of three million rupees or more, the NBFC shall obtain copy of financial statements duly audited by a practicing chartered accountant, while in case of any other company, copy of financial statements audited by a practicing chartered accountant or a practicing cost and management accountant shall be obtained.]

(6) In case the Borrower is an individual the NBFC shall obtain documentary evidence of the means of the Borrower such as wealth statement, statement of assets and liabilities or any other document as may be considered appropriate by the management of the NBFC.

(7) An NBFC shall, before providing any Finance (including renewal and enhancement and rescheduling or restructuring), ensure that the application for loan is accompanied with a “Borrower’s Basic Fact Sheet” as prescribed in Schedule XII.

(8) The NBFC involved in Micro Financing shall at the time of granting Finance obtain a written undertaking as given in Schedule XII from the borrower disclosing details of various facilities already obtained from other Financial Institutions.

(9) An NBFC shall ensure that the information requested in the basic fact sheet is provided by the Borrower under his seal and signature.]

<sup>115</sup>[**22. Margin against Finance.** – <sup>116</sup>(1) Save as otherwise provided in Regulation

115 Substituted for the words “22. Margin against Facility. - (1) Save as otherwise provided in Regulation 22(2), an NBFC shall apply such margin requirements on Facility as approved by their board of directors.

(2) An NBFC shall comply with to the following margin requirements:

Shares of listed companies	Exposure against the shares of listed companies shall be subject to minimum margin of 30% of their current market value. However, an NBFC may set higher margin requirements keeping in view other factors. An NBFC shall monitor the margin on at least weekly basis and shall take appropriate action for top-up and sell-out on the basis of the credit policy approved by their board and prior written authorization from the Borrower.
Listed TFCs	Exposure against listed TFCs which are rated ‘A’ (or equivalent) or above by a credit rating agency registered with the Commission shall be subject to a minimum margin of 10% Exposure against listed TFCs rated ‘A-’ and ‘BBB’ shall be subject to a minimum margin of 20%.
Bank deposits and Certificate of Deposit of NBFCs or DFIs and Certificates of Musharaka issued by Modarabas with investment grade credit rating by a credit rating agency registered with the Commission.	15%
Government backed securities	10%
Pledge of trading stocks	25%
Hypothecation of trading stocks	50%

(3) All guarantees provided shall be for a specific amount and expiry date and shall contain claim lodgment date and shall be backed by 100% realizable securities except that in the case of performance bonds, bid bonds and mobilisation advance where the condition of 100% cover of realizable securities may be relaxed upto 50% provided that NBFCs hold at least 20% of the guaranteed amount in the form of Liquid Assets as security.” Vide SRO 1160(I)/2015 dated 25 November 2015

<sup>116</sup> Substituted for the text “(1) Save as otherwise provided in Regulation 22(2), an NBFC shall apply such margin requirements against Finance provided as approved by their board of directors.

(2) An NBFC shall comply with the following margin requirements:

22(2), an NBFC shall apply such margin requirements against Finance provided as approved by their board of directors considering the risk profile of the borrower(s) in order to adequately secure their interests.

(2) A deposit taking NBFC shall comply with the following margin requirements, while Non-deposit taking NBFCs shall determine their own margin requirements on facilities provided by them to their borrower taking into account the risk profile of the borrower(s) in order to adequately secure their interests.”;]

(3) All guarantees provided shall be for a specific amount and expiry date and shall contain claim lodgment date and shall be backed by 100% realizable securities except that in the case of performance bonds, bid bonds and mobilisation advance where the condition of 100% cover of realizable securities may be relaxed up to fifty per cent (50) provided that NBFCs hold at least 20% of the guaranteed amount in the form of Liquid Assets as security.]

<sup>117</sup>[Omitted]

<sup>118</sup>[24. **Financial indicators of the Borrowers.-** At the time of allowing fresh exposure/

Shares of listed companies	30% of their current market value.  <u>An NBFC shall monitor the margin on at least weekly basis and shall institute a robust top-up and automatic sell-out process at 25% and 50% erosion in the margin held respectively. An NBFC may choose different percentages on the basis of the documented credit policy approved by their board.</u>
Listed TFCs	<u>Exposure against listed TFCs which are rated ‘A’ (or equivalent) or above by a credit rating agency registered with the Commission shall be subject to a minimum margin of 10%</u>  <u>Exposure against listed TFCs rated ‘A-’ and ‘BBB’ shall be subject to a minimum margin of 20%.</u>
<u>Bank deposits and Certificate of Deposit of NBFCs or DFIs and Certificates of Musharaka issued by Modarabas with minimum credit rating of A- by a credit rating agency registered with the Commission.</u>	15%
Government backed securities	10%
Pledge of trading stocks	25%
Hypothecation of trading stocks	50%

“ vide SRO 592(I)/2023 dated 17 May 2023

<sup>117</sup> Deleted the text “23. Linkage between Equity of the Borrower and total Exposure from financial institutions.– (1) An NBFC while taking an Exposure shall not provide finance if the total Exposure availed by the Borrower from financial institutions exceeds 10 times the Equity of the Borrower as disclosed in the financial statements of the Borrower.

Provided that the fund based Exposure of a Borrower shall not exceed 4 times of its equity as disclosed in the Borrower’s latest financial statements. The above limit of 4 times of equity shall not be applicable on exposure to Financial Institution.

Provided further that where the equity of the Borrower is negative and the Borrower has injected fresh equity during its current accounting year, it will be eligible to obtain Finance up to 4 times of the fresh injected equity subject to the condition that the borrower shall plough back at least 80% of the net profit each year until such time that it is able to borrow without this relaxation.

(2) In case of micro financing, the total exposure to a single borrower from all Financial Institutions shall not exceed Rs. <sup>117</sup>[1,500,000].” vide SRO 592(I)/2023 dated 17 May 2023

<sup>118</sup> Substituted for the text “24. Financial indicators of the Borrowers.- At the time of allowing fresh exposure/enhancement/renewal, the NBFC shall ensure that the current assets to current liabilities ratio of the borrower is not lower than such ratio as may be required under the credit policy of the NBFC. NBFCs shall prescribe the minimum current ratio under the credit policy keeping in view the quality of the current assets, nature of the current liabilities, nature of industry to which borrower belongs to, average size of current ratio of that industry, appropriateness of risk mitigates available to the NBFCs etc. It

enhancement/renewal, the NBFC shall ensure that the current assets to current liabilities ratio of the borrower and linkage between borrower's equity and its total financing from all financial institutions is not lower than such benchmarks as may be set under the credit policy of the NBFC approved by its Board. NBFCs shall prescribe the minimum current ratio under the credit policy keeping in view the quality of the current assets, nature of the current liabilities, nature of industry to which borrower belongs to, average size of current ratio of that industry, appropriateness of risk mitigates available to the NBFCs etc. It is expected that NBFCs credit policy duly approved by the Board of Directors, shall emphasize higher credit standards and provide full guidance to the management about the current ratio requirements for various categories of clients and corresponding risk mitigates etc. acceptable to the NBFCs.]

<sup>119</sup>[**25. Classification and Provisioning for non-performing assets.** – <sup>120</sup>[(1) A Lending

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is expected that NBFCs credit policy duly approved by the Board of Directors, shall emphasize higher credit standards and provide full guidance to the management about the current ratio requirements for various categories of clients and corresponding risk mitigates etc. acceptable to the NBFCs.]” vide SRO 592(I)/2023 dated 17 May 2023

119 Substituted for the words “25. Classification and Provisioning for non-performing assets. - (1) A Leasing Company, Investment Finance Company and Housing Finance Company shall observe the criteria for classification of its assets and provisioning as provided in Schedule X till June 30, [2012] and Schedule XI with effect from [July 01, 2012]119.

(2) In addition to time based criteria provided in Schedule X and Schedule XI subjective evaluation of performing and non-performing advances, loans and lease port-folio shall be made for risk assessment and where considered necessary the category of classification determined on the basis of the aforementioned time based criteria shall be further downgraded:

Provided that such evaluation shall be carried out on the basis of adequacy of security inclusive of its realizable value, cash flow of the Borrower or lessee, operations in the account and records covering advances and credit worthiness of the Borrower or lessee.

(3) The status of classification of a rescheduled or restructured non-performing Facility shall be changed only when the terms and conditions of the rescheduled or restructured Facility are fully met for a period of at least six months (excluding grace period, if any) from the date of such rescheduling or restructuring and when at least 20% of the outstanding amount is recovered in cash:

Provided that the above condition of six months retention period shall not apply if the Borrower repays or adjusts at least 50% of the restructured or rescheduled loan amount in cash.

(4) An NBFC shall ensure that the status of classification and provisioning of a rescheduled or restructured non-performing Facility is not changed in its reports to the Commission merely due to rescheduling or restructuring of a Facility and rescheduled or restructured loans shall be reported to the Credit Information Bureau as such and not as default.

(5) Where the Borrower subsequently defaults (either on principal or mark-up) after the rescheduling or restructuring of the non-performing Facility the NBFC shall classify the loan or lease in the same category as it was in at the time of rescheduling or restructuring and NBFC may further downgrade the classification after taking into account the applicable criteria stated in Schedule X or XI.

(6) At the time of rescheduling or restructuring an NBFC shall reconsider and re-examine the viability of the project or business and shall accordingly secure its interests.

(7) An NBFC shall classify its loans, advances or lease portfolio and make provisions in accordance with the time-based criteria prescribed in Schedule X till June 30, [2012] and Schedule XI with effect from July 01, [2012]119:

Provided that before making any provision an NBFC may avail the benefit of leased assets, or additional collaterals held against lease, or collaterals held against advances or loans, it can consider the realizable value of mortgaged or pledged or leased or collaterally held assets for deduction from the outstanding principal amount of loans or advances or lease against which such assets are leased, mortgaged, pledged or collaterally held:

Explanation:- The value of the mortgaged, pledged assets, other than Liquid Assets, to be considered for this purpose shall be the FSV and the FSV once determined, shall remain valid for three years from the date of the valuation during which period the underlying collateral or leased assets will not be revalued for provisioning purpose. Also the adjustment factors of 80%, 70% and 50% shall be applied on the value so determined for the purpose of determining provisioning requirement in 1st, 2nd and 3rd year of valuation, respectively. Thereafter, the assets shall be revalued and the adjustment factor of 50% shall be applied for all subsequent years.

The FSV of the collateral shall be restricted to fresh revaluation or previous value, whichever is less. In case of NBFCs, licensed by the Commission to undertake housing finance services, FSV once determined, shall remain valid for a period of ten years from the date of valuation and an adjustment factor of 70% shall be applied on the value so determined for the purpose of determining provisioning requirement in respect of housing finance for the said period.

(8) Non-performing Facility against which security or incase of lease, additional security is not available, or where mortgaged, pledged or leased assets have not been valued and verified by external auditors, such Facility shall continue to be classified and

NBFC shall observe the criteria for classification of its assets and provisioning as provided in Schedule X:

Provided that in case of loans of up to Rs. 100,000 that are not secured by any Tangible Security and having a duration of up to six months, provided by lending NBFCs engaged in Investment Finance Services, the classification criteria specified for Micro Finance portfolio in Schedule X shall apply. Notwithstanding anything contained in this sub-regulation, after

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provided for according to the time-based criteria prescribed in Schedule X till June 30, [2012]119 and Schedule XI with effect from July 01, [2012]3.

(9) NBFCs shall observe the following criteria for determining the realizable value of mortgaged, pledged, leased or collaterally held assets, namely:-

(a) only assets having registered mortgage, equitable mortgage (where NOC for creating further charge has not been issued by NBFC) and pledged or collaterally held assets shall be considered;

(b) assets having pari-passu charge shall be considered on proportionate basis;

(c) hypothecated assets and assets with second charge or floating charge shall not be considered;

(d) valuations shall be carried out by an independent professional valuer listed on the panel of valuers maintained by the Pakistan Banks Association or the Leasing Association of Pakistan;

(e) the valuers while assigning any values to the mortgaged, pledged, leased or collaterally held assets, shall take into account all relevant factors affecting the salability of such assets including any difficulty in obtaining their possession, their location, their condition and the prevailing economic conditions in the relevant sector, business or industry;

(f) the realizable value of mortgaged, pledged, leased or collaterally held assets determined by the valuers must take into account the amount that can be realized from the asset if sold in a forced or distressed sale condition;

(g) the valuers shall in their report explain the assumptions, calculations, formula and method adopted in determination of the realizable values;

(h) valuations shall be conducted at least once in three years:

Provided that, except for a Housing Finance Company, if a valuation is older than three years, a fresh re-valuation shall be done failing which the valuation shall be taken as nil.

(10) The categories of mortgaged, pledged, leased or collaterally held assets which are considered for valuation and the discounting factors to be applied shall be as under and no other assets shall be taken into consideration:

(a) Liquid Assets: Valuation of Liquid Assets shall be determined by the NBFC and verified by the external auditors.

Explanation:- Values of pledged shares of a listed company shall be taken at their market value on the balance sheet date and as per method, if any, specified by Institute of Chartered Accountants of Pakistan.

(b) Pledged Stocks: In the case of pledged stocks of perishable and non-perishable goods,-

(i) the FSV provided by valuers shall not be more than six months old, at each balance sheet date;

(ii) the goods shall be perfectly pledged;

(iii) the operation of the godowns shall be in control of the NBFC;

(iv) regular and valid insurance and other records should be available; and

(v) in case of perishable goods, the valuers should also give the approximate date when these are expected to be of no value.

(11) The values of mortgaged, pledged, leased or collaterally held assets determined by the valuers shall be subject to verification by the external auditors, who may reject cases of valuation, which in their opinion -

(a) do not appear to have been professionally carried out and values determined are unreasonable, or

(b) are not backed by valid documentation of mortgage, pledge, leased or collaterally held asset, and are not supported by legal opinion wherever required.

(12) Subjective evaluation of investment portfolio and other assets shall be carried out by the NBFC. Classification of such assets and provisioning required against them shall be determined keeping in view the risk involved and the requirements of the International Accounting Standards as notified by the Commission under Section 234(3) of the Ordinance and the Technical Releases issued by the ICAP, from time to time.

(13) An NBFC shall review, at least on a quarterly basis, the recovery of their loans, advances and lease portfolio and shall properly document the evaluations so made:

Provided that shortfall in provisioning, if any, determined as a result of quarterly assessment, shall immediately be provided in the books of accounts by the NBFC.

(14) The external auditors as a part of the annual audit of the NBFC shall verify that all requirements under these Regulations or any other circular issued by the Commission for classification of assets and determination of provisions required against them have been complied with.” Vide SRO 1160(I)/2015 dated 25 November 2015

<sup>120</sup> Substituted for the text “(1) A Lending NBFC shall observe the criteria for classification of its assets and provisioning as provided in Schedule X <sup>120</sup>[:

Provided that after adoption and implementation of IFRS 9, the requirements of IFRS 9 shall be applicable” vide SRO 592(I)/2023 dated 17 May 2023

adoption and implementation of IFRS 9, the requirements of IFRS 9 shall be applicable.]

(2) In addition to time based criteria provided in Schedule X subjective evaluation of performing and non-performing Finance shall be made for risk assessment and where considered necessary the category of classification determined on the basis of the aforementioned time based criteria shall be further downgraded:

Provided that such evaluation shall be carried out on the basis of adequacy of security inclusive of its realizable value, cash flow of the Borrower or lessee, operations in the account and records covering advances and credit worthiness of the Borrower or lessee.

(3) The status of classification of a rescheduled or restructured non-performing Finance shall be changed only when the terms and conditions of the rescheduled or restructured Finance are fully met for a period of at least six months (excluding grace period, if any) from the date of such rescheduling or restructuring and when at least 20% of the outstanding amount (principal and mark up) is recovered in cash:

Provided that the above condition of six months retention period shall not apply if the Borrower repays or adjusts at least 50% of the restructured or rescheduled loan amount (principal and markup) in cash either at the time of restructuring agreement or later-on during the grace period if any.

(4) An NBFC shall ensure that the status of classification and provisioning of a rescheduled or restructured non-performing Finance is not changed in its reports to the Commission merely due to rescheduling or restructuring of a Finance and rescheduled or restructured Finance shall be reported to the Credit Information Bureau as such and not as default.

(5) Where the Borrower subsequently defaults (either on principal or mark-up) after the rescheduling or restructuring of the non-performing Finance the NBFC shall classify the Finance in the same category as it was in at the time of rescheduling or restructuring and NBFC may further downgrade the classification after taking into account the applicable criteria stated in Schedule X.

(6) At the time of rescheduling or restructuring, an NBFC shall reconsider, re-examine and record in detail the viability of the project or business and shall accordingly obtain a revised business plan, latest CIB report and endeavor to obtain additional security to protect its interests.

(7) A Lending NBFC shall take benefit of realizable value of assets held as collateral against non-performing Finance as per criteria given in Schedule XI;

(8) Subjective evaluation of investment portfolio and other assets shall be carried out by the NBFC. Classification of such assets and provisioning required against them shall be determined by keeping in view the risks involved and the requirements of the International Accounting Standards as notified by the Commission under Section 234(3) of the Ordinance and the Technical Releases issued by the ICAP, from time to time.

(9) An NBFC shall review, at least on a quarterly basis, the recovery of their Finance, portfolio and shall properly document the evaluations so made:

Provided that shortfall in provisioning, if any, determined as a result of quarterly assessment, shall immediately be provided in the books of accounts by the NBFC.

(10) The external auditors as a part of the annual audit of the NBFC shall verify that all requirements under these Regulations or any other circular issued by the Commission for classification of assets and determination of provisions required against them have been complied with.]

<sup>121</sup>[**25A. Creation of General Provision against micro finance portfolio and unsecured finance portfolio of Lending NBFCs:-** The NBFCs with micro finance portfolio and unsecured finance portfolio shall maintain a General Provision equivalent to 0.5 per cent of the net outstanding micro finance portfolio and one per cent of the net outstanding unsecured finance portfolio (Finance net of specific provisions for both), provided that general provision shall not be required in cases wherein Microfinance is secured against liquid assets with appropriate margins.]

**26. Reversal of Provisioning.-** Where there is a cash recovery, other than rescheduling or restructuring, <sup>122</sup>[Lending] NBFC may reverse specific provisioning held against classified assets to the extent that the remaining outstanding amount of the classified asset is covered by the minimum provisioning required under that particular classified category of assets.

<sup>123</sup>[omitted]

<sup>124</sup>[omitted]

<sup>125</sup>[**28. Other Terms and conditions applicable to Lending NBFCs:-** An NBFC shall,

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121 Substituted for the text “25A.Creation of General Provision against micro finance portfolio:- The NBFCs with micro finance portfolio shall maintain a General Provision equivalent to 0.5% of the net outstanding micro finance portfolio (Finance net of specific provisions) provided that general provision shall not be required in cases wherein Finance is secured against liquid assets with appropriate margins.” Vide SRO 279 (I)/2020 dated March 31, 2020.

122 Substituted by the word “an” vide SRO 1160(I)/2015 dated 25 November 2015

123 Deleted the words “27. Overdue, default and recovery thereof. - (1) An NBFC shall provide the Commission, -

(a) a list of its defaulters on the prescribed format on quarterly basis; and

(b) a list of rescheduled and restructured Facility on prescribed format.

Explanation:- For the purpose of Regulation 27(1) a person shall be declared a defaulter by an NBFC if such person fails to pay of or liquidate any written obligation towards any NBFC and such failure has continued for a period of twelve months from the date on which the person was required to make the payment or to do or perform the act.

(2) An NBFC shall nominate an officer as recovery officer or create a department for recoveries, depending upon the number of defaults.

(3) An NBFC shall set quarterly recovery targets as a percentage of the overdue obligations and shall be monitored by the board.” Vide SRO 1160(I)/2015 dated 25 November 2015

124 Deleted the words “Leasing” vide SRO 1160(I)/2015 dated 25 November 2015

125 Substituted for the words “28. Terms and conditions applicable to Leasing Companies.- A Leasing Company shall in addition to the conditions specified in the Rules, these Regulations and any other conditions that may be specified by the Commission operate in accordance with the following conditions, namely: -

(a) a Leasing Company, if undertaking the business of leasing only, shall invest at least seventy per cent of its assets in the business of leasing:

Provided that cash, bank balances and cash equivalent instruments of a maximum of thirty day term, investments made under Regulation 14(4)(i) and investments made in unquoted shares of any company in terms of Rule 7(2)(h) shall be excluded to calculate investment in leasing business for purposes of this Regulation;

(b) a Leasing Company shall not engage in the following leasing operations, -

(i) land; and

(ii) residential buildings and apartments;

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(d) the total investment of a Leasing Company in shares, equities or scrips shall not exceed fifty per cent of the equity of the Leasing Company and the shares shall be valued at the cost of acquisition for the purpose of calculating the Exposure of the Leasing Company under this clause;

(e) a Leasing Company shall not own shares, equities or scrips of any one company in excess of ten per cent of its own equity or of the issued capital of that company, whichever is lower:

Provided that this restriction shall not be applicable to investments made by a Leasing Company in its own subsidiaries and long term strategic investments out of surplus equity;

Explanation:- For the purpose of this Regulation the expression “share, equities or scrips” include listed shares, modaraba certificates, units and certificates of Collective Investment Schemes.

Investment Finance Services

29. Terms and conditions applicable to Investment Finance Companies.- An Investment Finance Company shall, subject to the conditions specified in the Rules, these Regulations and any other conditions that may be specified by the Commission, undertake the following activities or functions, namely:

(a) in case of money market activities, -

(i) issue Certificates of Deposit or commercial paper of not less than thirty days maturity subject to such conditions as may be specified by the Commission;

(ii) discount or trade in commercial paper issued by its client, Government Securities, promissory notes, bills, Bankers' Acceptances and other money market instruments, acting either as a broker or acting on its own account; and

(iii) assist in the issue of commercial paper, including introduction of companies to the money market, preparation of documentation, distribution and market making; and

(b) in case of capital market activities, -

(i) invest in listed securities, both equity and non-equity instruments;

(ii) provide professional analysis to institutional and individual investors, for remuneration, on investing in, purchasing or selling of securities either directly in writing or through publications;

(iii) underwrite stocks and shares, instruments of redeemable capital and other negotiable term obligations of corporations and financial institutions, acting singly or jointly as manager, underwriter or distributor for issues;

(iv) take an active part in all stages of preparation for public issues or private placement;

(v) manage portfolios of securities including stocks, shares, pension fund, provident fund, participation term certificates and other negotiable and debt instruments for Eligible Investor both individual and institutional clients on a discretionary as well as non-discretionary basis as specified in Regulation 34;

(vi) provide Margin Loans to individual and institutional investors; and

(vii) undertake brokerage business subject to clause (n) of sub-rule (2) of Rule 7 of Non-Banking Finance Companies (Establishment and Regulation) Rules, 2003:

Provided that an Investment Finance Company shall not raise deposits in any form including certificate of deposits from any source;

(c) in case of project financing activities, -

(i) make investment in projects through,

(I) underwriting of public issue of stocks, shares and securities;

(II) short-term and long-term participation term certificates; and

(III) term finance certificates of varying features;

(ii) guarantee and counter-guarantee loans and obligations, including establishment of documentary credits; and

(iii) open letters of credit for their corporate clients for the import of machinery installation, expansion, balancing, modernization and replacement;

(d) in case of corporate finance services, -

(i) act as adviser and financial agent for companies in obtaining direct bank loans, syndicated loans, export credits, leases and project finances, both domestically and internationally;

(ii) assist companies in private placement of debt and equity, domestically or overseas;

(iii) act as adviser to companies in corporate or financial restructuring as well as in the preparation of resource mobilization plans;

(iv) act as adviser to companies in mergers, acquisition and divestitures;

(v) assist companies with cash management systems;

(vi) prepare feasibility, market or industry studies for companies, both domestic and overseas;

(vii) assist to raise equity for new and existing companies, by acting as financial agent;

(viii) act as custodian for securities owned or held by clients pursuant to their instructions and provide each or any of the following services;

(I) custody of securities;

(II) placing or execution of orders for purchase or sale of securities;

(III) receipt of dividends and other income on securities;

(IV) execution of voting and other rights in connection with securities;

(V) holding securities on behalf of their clients; and

(VI) transacting aforesaid activities through nominees, agents, or attorneys;

(ix) act as nominees, agent, attorney, administrator, executor or trustee for clients;

in addition to the conditions specified in the Rules, <sup>126</sup>[or specified in] these Regulations and any other conditions that may be specified by the Commission, operate in accordance with the following conditions:

- (a) Lending NBFC shall primarily invest in its licensed form of business. <sup>127</sup>[Investment Finance Company,] Leasing Company, Housing Finance Company and Discount House shall primarily invest at least seventy per cent of their total assets in <sup>128</sup>[finance,] leasing, housing finance and discounting services respectively on quarterly average basis:

Provided that cash, deposits with financial institutions, and investment in government securities shall be excluded to calculate the above limit <sup>129</sup>[:

Provided further that a Leasing Company, while calculating its investment in leasing, may include vehicle financing as part of leasing.]

<sup>130</sup>[omitted]

- (c) A Non-Bank Micro Finance Company shall invest at least <sup>131</sup>[fifty] per cent of its assets in micro financing <sup>132</sup>[or such other limit as may be specified by the Commission through notification in the official Gazette from time to time]:

Provided that cash, deposits with financial institutions, and investment in government securities shall be excluded to calculate the above limit;

- <sup>133</sup>[(ca)Notwithstanding anything contained in clauses “a” and “c”, a newly licensed lending NBFC shall ensure compliance with above applicable investment limits within one year from the date of grant of license or within such extended time as may be allowed by Commission at the time of grant of license;]

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(x) act as trustee for Collective Investment Schemes, private equity and venture capital funds, real estate investment trusts and debt instruments, if so approved by the Commission; and

(e) in case of general activities, -

(i) raise funds through equity, foreign and local debentures both short and long term, commercial paper issued locally or overseas, sale of short and long term participation certificates and term finance certificates;

(ii) act as authorized seller for securities and certificates, denominated in local or foreign currency, issued by Federal or Provincial Governments, statutory bodies, and state-owned corporations, including instruments of National Savings Schemes;

(iii) provide safe deposit vaults to clients;

(iv) handle payments and collections for clients;

(v) extend Secured loans and advances; and

(vi) provide discounting services.” Vide SRO 1160(I)/2015 dated 25 November 2015

<sup>126</sup> Inserted vide SRO 789 (I)/2016 dated 23 August 2016

<sup>127</sup> Inserted vide SRO 592(I)/2023 dated 17 May 2023

<sup>128</sup> Inserted vide SRO 592(I)/2023 dated 17 May 2023

<sup>129</sup> Inserted vide SRO 1396(I)/2021 dated 25 October 2021

<sup>130</sup> Deleted the text “(b) An Investment Finance Company shall invest at least seventy per cent of its assets in Finance on quarterly average basis:

Provided that cash, deposits with financial institutions, and investment in government securities shall be excluded to calculate the above limit;” vide SRO 592(I)/2023 dated 17 May 2023

<sup>131</sup> Substituted for the word “seventy” vide SRO 789 (I)/2016 dated 23 August 2016

<sup>132</sup> Inserted vide SRO 789 (I)/2016 dated 23 August 2016

<sup>133</sup> Inserted vide SRO 592(I)/2023 dated 17 May 2023

- (d) All Underwriting Commitments by an NBFC shall be fully backed by available funds, firm standby lines of credit or other funding arrangements.

<sup>134</sup>[(da)Lending NBFCs shall comply with such requirements as may be specified by the Commission through circular, for all or a specific class of Lending NBFCs, including but not limited to the following, -

- (i) Digital Lending;
- (ii) Fair treatment of consumers/borrowers including devising appropriate pricing policies and its disclosures;
- (iii) adequate and accurate disclosures including but not limited to the offered products, services and applicable terms and conditions, to borrowers, customers and other stakeholders;
- (iv) minimum disclosure requirements for digital applications, websites and any other platform used by the NBFCs for the licensed activity;
- (v) Information technology, systems and information security measures;
- (vi) Personal data privacy and security;
- (vii) Usage of cloud storage and cloud operating system; and
- (viii) Limitations on collection of data.]

### **Housing Finance Services**

(e) In case of Housing Finance Services, an NBFC shall:

- (i) determine the housing finance limit, both in urban and rural areas, in accordance with its internal credit policy, credit worthiness and loan repayment capacity of the borrowers;
- (ii) In case of Housing Finance to an individual, ensure that the total monthly amortization payments of all Finance inclusive of housing finance shall not exceed 50% of the net disposable income of the prospective consumer <sup>135</sup>[and the income of co-borrower can be clubbed after his written consent];
- (iii) not provide Finance for purchase of land/plots only. All housing finance shall be extended for the purchase of <sup>136</sup>[constructed house or apartment or purchase of] land/plot and construction thereupon. Accordingly, the sanctioned loan limit, assessed on the basis of repayment capacity of the borrower, value of land/plot and cost of construction on it etc., should be disbursed in tranches, i.e. up to a maximum of 50% of the loan limit can be disbursed for the purchase of land/plot, and the remaining amount be disbursed for construction there-upon. Further, the NBFC shall take a realistic construction schedule from the borrower before allowing

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<sup>134</sup> Inserted vide SRO 592(I)/2023 dated 17 May 2023

<sup>135</sup> Inserted vide SRO 279 (I)/2020 dated March 31, 2020.

<sup>136</sup> Inserted vide SRO 279 (I)/2020 dated March 31, 2020

disbursement of the initial loan limit for the purchase of land/plot:

Provided that an NBFC may provide housing finance for construction of houses against the security of land/plot already owned by their customers provided that the NBFC shall ensure that the finance is utilized strictly for the construction purpose;

- <sup>137</sup>[(iv) the maximum Loan-to-Value ratio shall not be more than eighty five percent provided that for low cost housing the Loan-to-Value ratio shall not be more than ninety percent. To qualify for low cost housing, the borrower shall fulfill the following criteria: (1) Housing unit/apartment having maximum value of Rs. 3 million, (2) covered area of up to 850 sq. ft., and (3) loan size up to Rs. 2.7 million;
- (v) extend Finance up to maximum tenor of twenty five years in line with its duly approved credit policy that shall define the maximum tenor keeping in view the maturity profile of its assets and liabilities;]
- (vi) ensure that a charge is created over every property financed by it by way of an equitable or a registered mortgage;
- <sup>138</sup>[(vii) either engage professional expertise or arrange sufficient training for their concerned officials to evaluate the property, assess the genuineness and integrity of the title documents, etc. provided that for housing finance involving property valuing more than Rs. 3 million, engaging professional valuer from list of approved valuers by Pakistan Banks Association shall be required. For the purpose of financing low cost housing units, NBFCs are allowed to apply the valuation of single unit on all the units of the same society/colony instead of conducting separate valuation for each unit constructed on the same layout and size;]
- (viii) devise a mechanism to monitor conditions in the real estate market (or other relevant product market) and ensure that its policies are aligned to current market conditions; <sup>139</sup>]
- <sup>140</sup>[(ix) arrange for the insurance/takaful of mortgaged property up to full value of finance in case of apartment and up to construction cost in case of house

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<sup>137</sup> Substituted for the text “(iv) the maximum Loan-to-Value ratio shall not be more than 85%;

(v) extend Finance up to any tenor up to 25 years subject to a maximum tenor that corresponds with the borrower achieving the age of 60 as defined in its duly approved credit policy and keeping in view the maturity profile of its assets & liabilities;” vide SRO 279 (I)/2020 dated March 31, 2020

<sup>138</sup> Substituted for the text “(vii) Either engage professional expertise or arrange sufficient training for their concerned officials to evaluate the property, assess the genuineness and integrity of the title documents, etc.,” vide SRO 279 (I)/2020 dated March 31, 2020

<sup>139</sup> Deleted the word “and” vide SRO 1605 (I)/2021 dated 14 December 2021

<sup>140</sup> Substituted for the text “(ix) arrange for the insurance of mortgaged property from approved insurance companies, to the extent of the finance;” vide SRO 279 (I)/2020 dated March 31, 2020.

from approved insurance/ takaful companies;]<sup>141</sup>[and

- (x) implement such Minimum Housing Finance Underwriting Standards for sound housing finance underwriting and risk management practices as provided in Schedule XIII A;]

### **Discounting Services**

- (f) In case of Discounting Services, an NBFC shall:
  - (i) provide Finance for a maximum period of 180 days;
  - (ii) ensure that Finance is provided on recourse basis;
  - (iii) ensure that the financial instruments discounted are legally enforceable and properly discharged in the name of the NBFC; and
  - (iv) maintain appropriate margins against the Finance provided by it.

### **Micro Financing**

- (g) In case of Micro Financing, an NBFC shall:
  - (i) Provide Finance in the name of individuals to ensure traceability and reduce the incidence of multiple borrowing;
  - (ii) develop an internal mechanism to monitor the overall exposure of its borrowers so as to manage credit risk and also minimize the borrowers' over indebtedness;
  - (iii) develop and implement appropriate pricing policies that ensure access to affordable financial services and operational and financial sustainability of the NBFC;
  - [iiia) prior to entering into agreement, highlight to the prospective client, the key contractual terms and conditions and disclose in precise form detailed information including but not limited to:
    - (a) mark-up rate- expected rate of mark-up that will be charged on the loan whether it is on fixed, variable or combination of fixed and variable rates.
    - (b) financing details- disclose amount and term of loan along with number of installments and the amount to be paid for each installment. For the finance on variable markup rate, the NBFC shall inform the client that the total repayment amount will be

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141 Inserted vide SRO 1605 (I)/2021 dated 14 December 2021

based on the benchmark/reference rate (KIBOR, bank rate, etc.) agreed at the time of signing of finance agreement and that it is likely to be changed during the term of the finance.

- (c) lock-in Period and Early Settlement charges- indicate Lockin period, if any, along with a calculation of charges/penalties, if the loan facility is terminated before the end of the lock-in period.
  - (d) fees and charges- enlist applicable fees and charges, and their nature, including implied charges/penalties.
  - (e) collateral- specify nature of the property/asset/valuable required as collateral, where applicable.
  - (f) contact details- provide details of Grievance redressal system/mechanism;
- (iiib) adopt continuous disclosure during term of the loan contract in the following manner:
- (a) notice of changes- notify the consumer in writing of any change in mark-up rate on a variable finance facility. This notification shall include: a) the date from which the new rate applies; and b) the revised repayment schedule.
  - (b) any other change, including but not limited to terms and conditions, features of product and the borrower's rights and obligations shall be communicated at least before a period of thirty days. The mode of notification should be in any agreed mode in addition to display at business premises and websites of NBFC.]
- (iv) deliver to the Borrower, at the time a finance is granted, a statement showing in clear and distinct terms the amount, date of the disbursement, monthly installment, the nature of the security, if any, the name and address of the Borrower and the rate of mark-up to be charged;
- (v) give to the Borrower a receipt for every repayment made on account of any Finance at the time of such payment; <sup>142</sup>[ ]
- (vi) on full repayment of Finance by the Borrower in case of individual lending or all the Borrowers in case of group lending mark indelibly with words indicating payment or cancellation of every paper signed by the Borrower pertaining to the Finance and discharge any mortgage, revoke any pledge, return any note, and cancel any assignment given by the borrower or borrowers as security; <sup>143</sup>[and

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142 Deleted the word "and" vide SRO 279 (I)/2020 dated March 31, 2020.

143 Inserted vide SRO 279 (I)/2020 dated March 31, 2020.

- (vii) comply with the guidelines issued by the Commission on Grievance Redressal System for the microfinancing clients;]
- (h) An NBFC which intends to conduct its business in accordance with Islamic Shariah principles shall comply with the conditions as specified by the Commission.

**29. Permissible Activities.** - (1) A lending NBFC, in addition to the licensed form of business, may engage in any one or more of the following activities subject to the compliance with the relevant regulatory framework,-

- (a) Take part in all stages of preparation for public issues or private placement;
- (b) make investment in projects through -
  - (i) underwriting of public issue of stocks, shares and securities;
  - (ii) short-term and long-term participation term certificates; and
  - (iii) term finance certificates of varying features;
- (c) guarantee and counter-guarantee loans and obligations, including establishment of documentary credits;
- (d) act as adviser and financial agent for companies in obtaining direct bank loans, syndicated loans, export credits, leases and project finances, both domestically and internationally;
- (e) assist companies in private placement of debt and equity, domestically or overseas
- (f) act as adviser to companies in corporate or financial restructuring as well as in the preparation of resource mobilization plans;
- (g) act as adviser to companies in mergers, acquisition and divestitures;
- (h) assist companies with cash management systems;
- (i) prepare feasibility, market or industry studies for companies, both domestic and overseas;
- (j) assist to raise equity for new and existing companies, by acting as financial agent;
- (k) act as custodian for securities owned or held by clients pursuant to their instructions and provide each or any of the following services;
  - I. custody of securities;
  - II. receipt of dividends and other income on securities;
  - III. execution of voting and other rights in connection with securities;
  - IV. holding securities on behalf of their clients; and
  - V. transacting aforesaid activities through nominees, agents, or attorneys;

- (l) act as nominees, agent, attorney, administrator, executor or trustee for clients;
- (m) act as trustee for Collective Investment Schemes, private equity and venture capital funds, real estate investment trusts and debt instruments, if so approved by the Commission;
- (n) raise funds through equity, foreign and local debentures both short and long term, commercial paper issued locally or overseas, sale of short and long term participation certificates and term finance certificates;
- (o) act as authorized seller for securities and certificates, denominated in local or foreign currency, issued by Federal or Provincial Governments, statutory bodies, and state-owned corporations, including instruments of National Savings Schemes;
- (p) provide safe deposit vaults to clients;
- (q) handle payments and collections for clients;
- (r) provide discounting services, consumer financing etc.;
- (s) provide finance for capital market including margin financing; and
- (t) any other activity as may be permitted by the Commission.]

<sup>144</sup>[**PART III A**

**Additional Requirements for NBMFC's**

**30. Application of this Part.** - The provisions of this part shall apply to Non-Bank Micro Finance Companies and are in addition to other applicable requirements under these regulations.

**31. Risk Management** – Non-Bank Micro Finance Companies having a gross loan portfolio of Rs. 500 million or more, <sup>145</sup>[as per the latest annual audited financial statements,] shall follow the following guidelines on risk management that provide minimum benchmark of best practices. Non-Bank Micro Finance Companies shall, -

- (a) devise and implement a comprehensive risk management framework duly approved by its board to identify, assess, and prioritize risks, develop strategies to measure risk, design operational policies and procedures to mitigate risk, implement and assign responsibilities, test effectiveness, evaluate results and revise policies and procedures, where required;

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<sup>144</sup> Inserted vide SRO 1605 (I)/2021 dated 14 December 2021

<sup>145</sup> Inserted vide SRO 592(I)/2023 dated 17 May 2023

- (b) ensure that the risk management framework comprehensively covers all risks, including credit, operational and market risks, to which the company is exposed and encompasses the scope of risks to be managed, determine risk tolerance limits and have flexibility to accommodate any change in business activities;
- (c) design risk management tools and approaches that respond to their specific clients, lending methodologies, operating environments, and financial and social performance objectives; and
- (d) develop contingency plans duly approved by its board to effectively deal with stress situations. Contingency plans shall be regularly reviewed to ensure those are relevant and effective.

**32. Funding and Liquidity Management** - (1) A Non-Bank Micro Finance Company shall formulate and implement a comprehensive funding and liquidity management policy duly approved by its board to ensure that it has funding from well-diversified sources for its sustainability and meeting social and performance objectives.

- (2) A Non-Bank Micro Finance Company shall ensure that, -
  - (a) its funding sources are well diversified including equity, sponsors'/donors' funding, subordinated loans, commercial finance, debt instruments issued through capital markets and other sources;
  - (b) its funding mix has a good balance of short term, medium term and long-term funds in line with the overall funding policy;
  - (c) its borrowings including subordinated debt from a single source as a percentage of total assets is not more than the following limits:

<b>Debt to Equity Ratio</b>	<b>Borrowing from a single source as % of Total Assets</b>
Less than 2 times	75%
2 to 3 times	70%
Higher than 3 and up to 4 times	65%
More than 4 times	60%

- (d) it defines and maintains adequate minimum liquidity cushion for business as usual, as well as for stress situations, and the liquidity plans include simple stress scenarios taking into account contagion effects that may manifest in a rapid deterioration of the loan portfolio due to localized problems;
- (e) where exposed to foreign exchange risk, it undertakes separate analysis for each currency individually and, where appropriate, sets and regularly reviews limits on the size of its cash flow mismatches for foreign currencies in the aggregate and for each significant individual currency;
- (f) it carries out matching and forecasting of assets and liabilities for a foreseeable

future to ensure that liabilities remain less than assets at all time; and

- (g) a mechanism is in place for forward looking fund management for a foreseeable future to fill up any projected shortfall by arranging additional funds while complying with overall fund management policy and regulatory requirements:

Provided that the Non-Bank Micro Finance Companies, which are non-compliant with clause (c), shall ensure compliance within a year from the date these requirements come into effect.

- (3) A Non-Bank Micro Finance Company shall create a special reserve fund wherein at least 5% of its after-tax profits shall be credited and the special reserve fund shall be separately disclosed in the statement of financial position as part of the equity.

**33. Credit Underwriting Standards** - (1) A Non-Bank Micro Finance Company's board shall establish and oversee a loan underwriting policy aligned with its risk governance framework, its risk tolerances and limits, and its overall risk appetite and strategy, and the policy shall be reviewed by the board periodically. The board shall seek periodical reporting from the company's oversight functions to properly monitor and evaluate effectiveness of lending policies and procedures, risks, and to ensure that individual transactions comply with the underwriting policy and the risk tolerances.

(2) A Non-Bank Micro Finance Company shall have written manuals and policies with regard to the screening, approval, monitoring and collection of loans. The manuals and policies shall be devised taking into account the special characteristics of its lending methodology.

(3) In addition to compliance with regulation 9, a Non-Bank Micro Finance Company shall, -

- (a) develop comprehensive Know Your Customer and Customer Due Diligence policies duly approved by the board and shall be communicated down the line to relevant staff. The policy shall define high risk factors which may include the description of customers, products, transaction channels and geographic distribution;
- (b) deploy systems, controls and take all reasonable measures to identify existing and prospective customers and to gain a reasonable assurance that the customer is not exploiting microfinance channel for any unlawful activity;
- (c) develop and implement Anti Money Laundering /Counter Financing of Terrorism policies and procedures in line with SECP's regulations, directions and guidelines and ensure meticulous compliance of the same;
- (d) perform due diligence to evaluate borrowers' willingness and repayment capacity to adequately service their debt obligations, including consideration of credit history and performance on past and existing obligations;
- (e) develop income assessment and evaluation procedures of borrowers that are

relevant to the nature of borrowers' business to ensure that the income is reasonably estimated and the total installment of the credit extended by it commensurate with monthly income and repayment capacity of the borrower;

- (f) appropriately value the inconsistent incomes and, if necessary, suitably discount it;
- (g) assign due weightage to the Credit Information Bureau report in addition to their approved criteria while undertaking credit appraisal of the prospective borrower. The CIB report should not be the sole assessment tool used to determine reliability as it indicates past, not future behavior, or the borrower's current financial condition;
- (h) establish minimum requirements of information and analysis upon which lending decisions are made and shall ensure that the documents, data or information collected under customer due diligence process is kept up-to-date to ensure traceability of the borrowers;
- (i) in the case of secured lending, set forth procedures for collateral evaluation and lien perfection documents;
- (j) develop an internal mechanism to monitor the overall exposure of their borrowers to manage credit risk and minimize the risk of borrowers' over indebtedness. At the time of granting loan, it shall obtain a written declaration on the prescribed format from the borrower disclosing details of various facilities already obtained from other microfinance banks, microfinance institutions, banks and other financial institutions and shall ensure that total exposure of their clients does not exceed their total repayment capacity as determined under the criteria laid-out in the credit policy.

(4) A Non-Bank Micro Finance Company shall have a clear policy for large loan sizes, as may be determined by its Board and shall deploy a more stringent criteria, duly approved by its board, to establish an appropriate valuation methodology and require sufficient documentation to support the collateral valuation, where applicable. A post-screening process shall be in place and shall be used in conjunction with pre-screened process to identify potentially bad loans for effectively managing those.

**34. Code of Corporate Governance.** – <sup>146</sup>[All lending NBFCs including Non-Bank Micro Finance Company shall comply with the requirements of the Code of Corporate Governance, as specified in Schedule XIA.]

<sup>147</sup>[omitted]

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<sup>146</sup> Substituted for the text "A Non-Bank Micro Finance Company shall comply with the requirements of the Code of Corporate Governance, as specified in Schedule XIA." Vide SRO 592(I)/2023 dated 17 May 2023

<sup>147</sup> Deleted the words "30. Limits for investment in equities.- (1) An Investment Finance Company shall not make aggregate investment in listed equity securities, both in the ready as well as in futures market, exceeding fifty percent of its own equity: Provided that investment in equity securities of any company shall not exceed ten percent of the paid-up capital of the investee company or ten per cent of its own equity, whichever is less and the shares acquired in excess of ten per cent limit, due to the

<sup>148</sup>[omitted]

<sup>149</sup>[omitted]

<sup>150</sup>[omitted]

<sup>151</sup>[omitted]

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Underwriting Commitments, will be sold off within a period of seven months from the date of acquisition of such shares:  
Provided further that this restriction shall not be applicable to investments made by a Investment Finance Company in its own subsidiaries and long term strategic investments out of surplus equity:

Provided further that Investment Finance Companies shall comply with this condition latest by June 30, 2011 on a diminishing balance basis:

Explanation:- For the purpose of Regulation 30(1) “investments in equity securities” shall be valued at cost for the purpose of calculating Exposure of the Investment Finance Company.

(2) Total spread transactions by an Investment Finance Company shall not exceed two times of its equity:

Explanation:- For the purpose of Regulation 30(2) “spread transactions” mean transactions where shares of one company are purchased in one settlement date and simultaneously sold in another settlement date.

(3) Total investment by an Investment Finance Company in cash settled futures, exchange traded options and index futures shall not exceed fifty percent of its equity and its Exposure in single scrip shall not exceed ten percent of its equity:

Provided that there shall be a maximum loss limit as determined and recorded in writing by the board of directors of an NBFC on each contract and thereafter the Investment Finance Company shall immediately square its position:

Explanation: For the purpose of Regulation 30(3) Exposure shall be calculated on the basis of nominal value of the contract.”  
Vide SRO 1160(I)/2015 dated 25 November 2015

148 Deleted the words “31. Total investment in reverse repo and Continuous Funding System in the capital market.- The total investment by an Investment Finance Company in reverse repo and CFS shall not exceed two and a half times of its equity and Exposure in a single security in CFS and reverse repo shall not exceed twenty per cent of its equity:

Provided that reverse repo and CFS shall only be carried out in CFS eligible and Government Securities..” Vide SRO 1160(I)/2015 dated 25 November 2015

149 Deleted the words “32. Underwriting Commitments.- All Underwriting Commitments by an Investment Finance Company shall be fully backed by available funds, firm standby lines of credit or other funding arrangements.” Vide SRO 1160(I)/2015 dated 25 November 2015

150 Deleted the words “33. Conditions for Margin Loans.- The grant of Margin Loans by an Investment Finance Company to its clients shall be in accordance with the following conditions, -

(a) the aggregate of Margin Loans shall not exceed fifty per cent of the equity of the Investment Finance Company;

(b) the margin to be maintained by the client with the Investment Finance Company shall not be less than thirty per cent of the loan amount outstanding, calculated as residual value obtained after deducting the loan amount outstanding from the market value of the portfolio;

(c) Margin Loans to a single client or associated company or undertaking shall not exceed ten per cent of the equity of the Investment Finance Company; and

(d) Margin Loans shall be approved in accordance with a written pre-defined policy approved by the board of the Investment Finance Company and shall not be granted to any employee, officer, director, shareholder having beneficial ownership of ten percent or their close relatives having beneficial ownership of more than ten per cent in the paid-up capital of the Investment Finance Company, whether directly or indirectly:

Explanation:- For the purpose of Regulation 33(d) “directly or indirectly” means through close relatives, companies controlled by them, affiliates, subsidiaries, or by way of acting in concert with others.” Vide SRO 1160(I)/2015 dated 25 November 2015

151 Deleted the words “34. Managing discretionary and non-discretionary client portfolio.- (1) An Investment Finance Company shall inform the Commission before commencement of business of managing Discretionary Portfolio and Non-Discretionary Portfolio and in managing Discretionary Portfolio and Non-Discretionary Portfolio of client an Investment Finance Company shall, -

(a) accept investment requests only from Eligible Investors;

(b) exercise due diligence, care and prudence to achieve the investment objective of the Discretionary Portfolio and Non-Discretionary Portfolio of clients;

(c) organize its affairs in a manner that Discretionary Portfolio and Non-Discretionary Portfolio of client are managed separately from other activities;

(d) make investment or disinvestments decision independently and on merit;

(e) only charge fees and costs as specified in the written agreement between the parties;

(f) disclose details separately for Discretionary Portfolio and Non-Discretionary Portfolio by way of separate note to the annual and quarterly accounts such as the number of clients, total portfolio at cost as well as market value and fee earned; and

<sup>152</sup>[omitted]

## <sup>153</sup>[PART III B

### Requirements for Peer to Peer Lending

**35A. Eligibility Requirements of P2P Service Provider.-** (1) Except as provided under these regulations, no company shall provide P2P Services or undertake business as a P2P Service Provider.

(2) A Lending NBFC, having valid license, may apply to the Commission for

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(g) comply with any circulars or directions issued by the Commission relating to the business of managing Discretionary Portfolio and Non-Discretionary Portfolio.

(2) In the event of any dispute, the Investment Finance Company shall produce evidence of compliance under Regulation 34 (1).” Vide SRO 1160(I)/2015 dated 25 November 2015

152 Deleted the words “Housing Finance Services 35. Terms and conditions for undertaking housing finance services.- (1) A Housing Finance Company may provide loans to individuals against the property for the purchase of a residential house or apartment or land including the Facility availed for the purpose of making improvements in house, apartment or land:

Provided that the Housing Finance Company shall arrange for the insurance of mortgaged property from approved insurance companies:

Provided further that a Housing Finance Company owning real estate shall arrange to dispose it off with in a period of three years commencing from 30th June 2008 or within the period extended by the Commission in specific circumstances.

(2) A Housing Finance Company shall carry out the housing finance services subject to the conditions mentioned below and any other conditions that may be specified by the Commission, -

(i) it shall invest at least seventy per cent of its assets in the business of housing finance, unless it is licensed by the Commission to undertake any other form of business in addition to housing finance services;

Provided that cash, bank balances and cash equivalent instruments of a maximum of thirty day term, investments made under Regulation 14(4)(i) and investments made in unquoted shares of any company in terms of Rule 7(2)(h) shall be excluded to calculate investment in housing finance business for purposes of this Regulation;

(ii) total investment of the Housing Finance Company in shares, equities or scrips shall not exceed fifty per cent of its own equity and the shares shall be valued at cost of acquisition for the purpose of calculating the Exposure of the Housing Finance Company under this clause:

(iii) a Housing Finance Company shall not own shares, equities or scrips of any one company in excess of ten per cent of its own equity or of the issued capital of that company, whichever is lower:

Provided further that this restriction shall not be applicable to investments made by a Housing Finance Company in its own subsidiaries and long term strategic investments out of surplus equity;

(iv) the maximum per party limit in respect of housing finance by the Housing Finance Company shall be Rs.20 million;

(v) the total monthly amortization payments of all consumer loans inclusive of housing finance shall not exceed 60% of the net disposable income of the prospective Borrower;

(vi) Facility may be advanced for the purchase of land, construction of houses or renovation of an existing house against the security of land with the legal title in the name of the customer;

(vii) housing finance facility shall be provided at a maximum debt-equity ratio of 85:15;

(viii) a Housing Finance Company may provide mortgage loans for up to a period of twenty years from the date of grant of licence by the Commission.

(ix) a Housing Finance Company shall ensure that a charge is created over every house financed by it by way of an equitable or a registered mortgage;

(x) a Housing Finance Company shall appoint a valuer who has been approved by the Commission to value property;

(xi) a Housing Finance Company shall appoint a lawyer to get the title documents of the property verified and the Housing Finance Company shall ensure that the lawyer submits a due diligence report to it in relation to verification of title of a property;

(xii) the management of the Housing Finance Company shall devise a mechanism to monitor conditions in the real estate market (or other relevant product market) at least on a quarterly basis and the Housing Finance Company shall ensure that its policies are aligned to current market conditions;

(xiii) a Housing Finance Company shall develop floating rate products for providing housing finance, thereby managing interest rate risk; and

(xiv) Housing Finance Companies shall develop in-house systems to stress test their housing portfolio against adverse movements in interest rates and also maturity mismatches:

Explanation.- For the purpose of this Regulation the expression “share, equities or scrips” include listed shares, modaraba certificates, units and certificates of Collective Investment Scheme.” Vide SRO 1160(I)/2015 dated 25 November 2015

153 Inserted vide SRO 807(I)/2022 dated 14 June 2022

permission to operate as P2P Service Provider, subject to the following requirements, -

- (i) It shall have a minimum additional equity of Rs.20 million or such higher amount as the Commission may notify, over and above the minimum equity requirement as specified under schedule I of Non-Banking Finance Companies and Notified Entities Regulations, 2008.
- (ii) It shall have the necessary demonstrable technological, entrepreneurial and managerial resources to offer such services to the participants.
- (iii) It shall have a viable business plan for conducting the business as P2P Service Provider.
- (iv) It shall submit a plan for implementation of a robust and secure Information Technology system.
- (v) It shall comply with any other condition as may be required by the Commission.

**35B. Application for Permission to work as P2P Service Provider.** – (1) A Lending NBFC desirous of operating as P2P Service Provider, shall apply to the Commission on the form specified in Schedule XVI to these Regulations along with the information specified in regulation 35A and Annexure to Schedule XVI.

(2) Before granting permission as a P2P Service Provider under these regulations, the Commission may, among others, require the Chief Executive Officer to provide an undertaking regarding, -

- i. the systems readiness;
- ii. availability of sufficient human, financial and other resources to carry out operations;
- iii. availability of adequate security measures, systems capacity, business continuity plan and procedures, risk management, data integrity and confidentiality, record keeping and audit trail, for daily operations and to meet emergencies; and
- iv. availability of sufficient IT and technical support arrangements.

**35C. Grant of Permission of P2P Lending Platform.**- (1) The Commission shall, after making necessary inquiries and after obtaining such further information, as it may consider necessary, and after being satisfied that the conditions specified under regulation 35A and 35B are fulfilled, grant permission on the format specified in Schedule-XVII to operate as P2P Service Provider, subject to such conditions that it may consider fit to impose.

(2) Permission granted shall be valid on perpetual basis until it is cancelled, suspended or the license of the P2P Service Provider as a Lending NBFC is cancelled, suspended or revoked.

(3) The applicant shall ensure that during the validity of permission as a P2P Service Provider, if there are any material deviations from the representations made at the time of

submission of application, the same are brought to the attention of the Commission immediately.

(4) Before offering services as a P2P Service Provider, the company shall put in place the technology platform, enter into all other legal documentations required and submit a report for evaluation to its board of directors, duly certified by the auditor, on readiness of systems, controls and position of compliance with the conditions of permission granted by the Commission.

**35D. Scope of Activities of P2P Service Provider.-** (1) A P2P Service Provider shall,-

- a) act as an intermediary providing an online marketplace or platform to the participants for direct lending and borrowing;
- b) contribute at least fifteen percent or such higher percentage as it may agree with the lenders in each loan disbursed through the platform provided that the agreed loan contribution shall stand at par in rights, terms of recovery and repayment to lenders;
- c) store and process all data relating to its activities and participants on hardware, within Pakistan or as permitted by the Commission;
- d) undertake due diligence of the Participants;
- e) undertake credit assessment and risk profiling of the borrowers, disclose it to the lenders and provide advice relating to P2P Services on the credibility of borrowers, determining the credit worthiness of the borrowers, extending loan to borrowers and determining the Price of transactions for Users on its Platform;
- f) lend money to borrowers/participate in the transaction and facilitate disbursement and repayment of loan amount;
- g) determine the terms of finance including its extension, renewal etc.;
- h) require prior and explicit consent of the Participant to access its credit information; and
- i) establish systems and controls for maintaining accurate and up-to-date records of investors' monies held, disbursed, recovered, income and expenses charged etc.

(2) A P2P Service Provider through the P2P Lending Platform shall not, -

- a. raise deposits as defined under Section 84 of the Companies Act, 2017 or involve in any illegal activity;
- b. lend on its own through the P2P Lending Platform in any other way, except as otherwise provided in sub-regulation (1) above;
- c. facilitate or permit any secured lending linked to its platform;
- d. permit direct international flow of funds; and

- e. undertake any activity in relation to P2P Lending, other than those specifically stated in relation to P2P Lending under these Regulations.

**35E. Prudential Norms.** - (1) A P2P Service Provider shall inter-alia comply with the following requirement, namely, -

- a) the aggregate loans taken by a borrower at any point of time, across all P2P Lending Platforms, shall be subject to a cap of Rs.1,000,000/-;
- b) the exposure of a single lender to the same borrower, across all P2P Lending Platforms, shall not exceed Rs. 500,000/-;
- c) maximum limit for a single lender on all P2P Lending Platforms, shall be as under:
  - (i) for an individual, sole proprietor, provident/gratuity fund, trust, charitable institution and section 42 company: Rs.1,000,000; and
  - (ii) other Lenders: Rs. 10,000,000.
- d) the maturity of the loans shall not exceed 12 months;
- e) lenders shall be high net worth persons having net worth of at least Rs.15 million excluding personal residence;
- f) eligibility for borrower shall be assessed on factors including but not limited to purchase history with distributors/suppliers, satisfactory-good repayment history (Credit Bureau Services), Satisfactory-Good market reputation and business operating history of one year; and
- g) prices for the transactions shall be determined based on categories, characteristics, credit scoring of each borrower etc. and shall be provided to the lenders for decision making.

(2) The following entities /persons shall not be allowed as borrowers on a P2P Lending Platform, -

- a) commercially or financially complex structures (i.e. investment fund companies or financial institutions);
- b) public-listed companies and their subsidiaries;
- c) companies with no specific business plan or the companies whose business plan is to merge or acquire an unidentified entity (i.e. blind pool);
- d) associated persons, companies and undertaking of P2P Service Provider; and
- e) any other type of entity / person that is specified by the P2P Service Provider, in line with its own risk management policy.

- (3) The P2P Lending Platform shall obtain explicit declaration from the Lenders

stating that they have understood all the risks associated with the lending transactions and that there exists a likelihood of loss of principal and profit/ interest in case of default by a borrower.

(4) No loan shall be disbursed unless the individual lender(s) have approved the individual recipient(s) of the loan and have agreed to the applicable terms and conditions.

(5) The P2P Lending Platform shall verify or obtain an undertaking from the borrower or lender, as applicable, that the limits specified under the regulations are being adhered to.

(6) The specified conditions and limits applicable for P2P Lending may be changed by the Commission while granting permission or at any stage, based on the valid reasons to be recorded in writing, on a case to case basis.

**35F. Revocation and suspension of Permission.** - (1) The Commission may suspend or revoke the permission of any P2P Service Provider where it has determined that the P2P Service Provider,

- (a) has not provided correct information at the time of submission of the application;
- (b) has committed breach of the requirements specified under these Regulations;
- (c) has lost the capacity to provide the P2P Services; or
- (d) where in the opinion of the Commission, it is in the interest of the public to do so.

(2) The permission to provide P2P Services shall automatically stand cancelled with immediate effect, if the NBFC becomes non-compliant with any of the following conditions, -

- a) equity of Lending NBFC falls below the minimum equity requirement as specified under Schedule I of these Regulations; or
- b) license of Lending NBFC is suspended or cancelled under applicable regulatory framework.

The decision for revocation of permission shall be taken after providing the NBFC an opportunity of being heard.

(3) In case the permission granted is revoked or suspended, the P2P Service Provider shall immediately suspend disbursement of loans on the platform while it shall continue to recover the outstanding loans and pay off to the lenders accordingly as and when those become due. In this regard, the Commission may issue necessary directions, if considered appropriate, including but not limited to the following, -

- a. Transferring of the existing loan portfolio of P2P Lending Platform to another P2P Service Provider; and
- b. Any other directions for protection of Participants and Users.

**35G. Operational Requirements for P2P Services.** - (1) P2P Service Provider shall have a Board's approved policy in place for, -

- (a) setting out the eligibility criteria and limits for Participants;
- (b) setting out the rules for matching Lenders with borrowers in an equitable and non-discriminatory manner;
- (c) determining the pricing of services provided by it;
- (d) managing defaults and ensuring recovery of outstanding amounts to pay off the Lenders;
- (e) comprehensive risk management including credit, operational and market risks and determining risk tolerance limits;
- (f) policy on privacy and confidentiality of information pertaining to the Participant; and
- (g) outsourcing policy.

(2) P2P Service Provider shall ensure that promotional materials do not contain untrue statements or omit to state facts that are necessary in order to prevent the statements from being misleading, false or deceptive.

**35H. Submission to and usage of data of Credit Information Bureau.** - (1) A P2P Service Provider shall comply with all requirements specified in these regulations relating to coordination, facilitation, usage of Credit Information Bureau (CIB) reports, submission and updating of data.

- (2) P2P Service Provider shall, -
  - a) take all such steps which may be necessary to ensure that the credit information furnished by P2P Lending Platform is up to date, accurate and complete; and
  - b) include necessary consents in the agreement(s) with the participants for providing the required credit information.

**35I. Transparency and Disclosure Requirements.** - (1) A P2P Service Provider shall disclose at its Platform, at minimum, the following, -

- a) to the lender:
  - (i) details about the borrower(s) including income, locality, required amount, profit / interest rate sought and credit score as calculated by the P2P Service Provider but excluding personal identity and contact details; and
  - (ii) details about all the terms and conditions of the loan, including likely return, fees and taxes;
- b) to the borrower: details about the lender(s) including proposed amount, profit / interest rate offered but excluding personal identity and contact details.

(2) A P2P Service Provider shall publicly disclose and monthly update on its

Platform the following, -

- i. overview of credit assessment/score methodology and factors considered;
- ii. disclosures on usage/protection of data;
- iii. grievance redressal mechanism along with contact details including names, phone numbers, emails etc. of person(s) appointed for handling complaints;
- iv. investor education materials and appropriate risk disclosure;
- v. information on rights and obligations of Participants relating to participation in P2P Lending;
- vi. fees, charges, penalty and any other expenses that it may charge to/ impose on Participants;
- vii. portfolio performance including share of non-performing assets on a monthly basis and segregation by age and gender;
- viii. recovery process, actual default rates, profit sharing ratio with P2P Service Provider and Lenders and actions to be taken in case of default;
- ix. its broad business models; and
- x. Board's approved policies that are likely to affect Participants.

**35J. Managing conflict of interest.** - (1) A P2P Service Provider shall establish a framework which sets out policies and procedures to effectively and efficiently manage conflicts of interest including potential conflicts of interest, which may arise in the course of providing P2P Services.

(2) The P2P Service Provider shall be prohibited from providing any funding to issuers of securities or investing in any avenue, on or through its platform, except to the extent of its specified minimum loan contribution.

(3) Notwithstanding the clause 1 and 2 above, employees of the P2P operator are permitted to invest through P2P Lending Platform subject to compliance with processes and procedures to manage conflict of interest that are put in place by the P2P Service Provider with approval of the Board.

(4) Save as otherwise provided in regulation 35D, a P2P Service Provider shall not provide P2P Services to any party against which it has any credit exposure or commitment as a Lending NBFC.

**35K. Mechanism for Management and Transfer of Funds.** - (1) Fund transfer between the participants on the P2P Lending Platform shall be through escrow accounts mechanisms as per specified terms and conditions and the accounts shall be operated by a trustee that is at least an "A" rated bank. At least two escrow accounts, one for funds received from lenders and disbursement, and the other for collections from borrowers, shall be maintained. All fund transfers shall be through bank accounts and cash transactions shall be prohibited.

(2) Funds cannot be withdrawn through cheque or any other means/instrument from the escrow accounts, other than in relation to and for the purpose of business of P2P Lending.

(3) P2P Service Provider shall have appropriate system in place to ensure that funds of each Participant are clearly identifiable and are only used for the intended purpose.

**35L. Other Mechanisms and Systems to be Deployed.-** (1) P2P Service Provider shall devise and implement comprehensive framework(s) and mechanism(s) comprising effective systems, procedures and controls, duly approved by its Board for, -

- (i) recovery of loans through adequately trained staff or third parties while avoiding harassment, use of coercion etc.;
- (ii) grievance redressal of the Participants within the timeline set for the purpose;
- (iii) ensuring adequacy of information systems, technology platform, protection of User's data and lawful Data Processing in line with permissions obtained from Users; and
- (iv) business continuity and back up/recovery for safekeeping of information and documents and servicing of loans for full tenure in case of closure of platform or its dysfunctionality due to malicious attacks or any other reasons.

(2) P2P Service Provider shall ensure that its P2P Platform, systems, controls and procedures are audited and tested independently once in every two years, by an audit firm having expertise in the area. The audit report shall be provided as and when required by the Commission.

**35M. Reporting Requirements. -** P2P Service Provider shall submit such information including periodical statements, reports, statistics and data in such forms, time and manner as may be required by the Commission from time to time.]

<sup>154</sup>[PART IV]

### **Asset Management Services, Investment Advisory Services and Collective Investment Schemes**

**36. Application of this part.-** The provisions of this part shall apply to Asset Management Companies, Collective Investment Schemes managed by such companies and Investment Advisors<sup>155</sup>[:

Provided that Digital Fund Management NBFCs shall have certain exemptions and shall comply with additional requirements as may be specified by the Commission through circular, for newly formed Digital Asset Management Services/ Digital Investment Advisors or existing fund management NBFC that intends to convert its status to a Digital Fund Management NBFC.]

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<sup>154</sup> Substituted for the words "PART III" vide SRO 1160(I)/2015 dated 25 November 2015

<sup>155</sup> Substituted for the full stop (.) vide SRO 592(I)/2023 dated 17 May 2023

**37. Terms and conditions to undertake asset management services.-**<sup>156</sup>[(1) An Asset Management Company shall appoint or designate at least one asset class specialist for each class of funds as per the criteria as may be specified by the Commission.]

<sup>157</sup>[ ]

<sup>158</sup>[(2) An AMC shall have at least one investment committee which shall be responsible for selecting and developing appropriate investment and risk management strategies for the proper performance of the collective investment schemes and developing internal investment restrictions limits and restriction for Collective Investment Schemes.]

<sup>159</sup>[(4) Any employee of Asset Management shall not,-

(a) hold <sup>160</sup>[any] office as employee <sup>161</sup>[, director or otherwise] in another Asset Management Company;

<sup>162</sup>[ ]

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156 Substituted for the words “(1) An Asset Management Company shall appoint or designate a qualified individual as fund manager, who shall be responsible for the management of not more than three Collective Investment Schemes at a time, or such lesser number as may be specified by the Commission” vide SRO 1160(I)/2015 dated 25 November 2015

<sup>157</sup> Deleted the text “Provided that the aforesaid limit of three or lesser number shall not apply to an Index Scheme or a Capital Protected Scheme or any other category as specified by the Commission.” Vide SRO 592(I)/2023 dated 17 May 2023

158 Substituted for the text “(2) An Asset Management Company shall have at least one investment committee or it may have investment committees for various Collective Investment Schemes or various asset classes.

(3) The investment committee shall, -

(a) consist of relevant key personnel of the Asset Management Company including the chief investment officer and the respective fund manager and shall have a minimum of three members;

(b) be constituted and approved by the board of the Asset Management Company;

(c) be responsible to the chief executive of the Asset Management Company and the chief executive shall ensure that the committee functions effectively;

(d) have at least two-thirds of its members present prior to taking any investment related decision or decisions relating to the responsibilities of the investment committee:

Provided that if the quorum is not present due to an emergency the fund manager or the chief executive, in consultation with at least one other member of the investment committee, may take decisions and record in writing the decisions and the circumstances of the emergency and circulate the document to other members of the investment committee;

(e) act with due care, skill and diligence in carrying out its duties and responsibilities;

(f) ensure that investment decisions are consistent with the objectives and investment policy of the Collective Investment Scheme;

(g) ensure that investments do not deviate from the Constitutive Documents or these Regulations or directions of the Commission;

(h) develop and follow internal investment restrictions and policies;

(i) review the performance of the Collective Investment Scheme on a regular and timely basis;

(j) ensure that proper record of meetings and investment decisions is maintained;

(k) record and sign its decisions in line with guidelines and objective for investments and disinvestments separately for each Collective Investment Scheme; and

(l) develop criteria for appointing a diverse panel of brokers and monitoring compliance thereof to avoid undue concentration of business with any single broker.” vide SRO 1233 (I)/2019 dated 16 October 2019

159 Substituted for the text “(4) A member of the investment committee shall not, -

(a) hold office as member of an investment committee of a Collective Investment Scheme managed by another Asset Management Company;

(b) hold any office including that of a director of another Asset Management Company; and

(c) engage in brokerage services.” vide SRO 1233 (I)/2019 dated 16 October 2019

<sup>160</sup> Inserted vide SRO 592(I)/2023 dated 17 May 2023

<sup>161</sup> Inserted vide SRO 592(I)/2023 dated 17 May 2023

<sup>162</sup> Deleted the text “(b) hold any office including that of a director of another Asset Management Company; and” vide SRO

- (c) engage in brokerage services.]

<sup>163</sup>[ ]

(6) In the case of a Shariah Compliant and Islamic Collective Investment Schemes an Asset Management Company shall appoint a Shariah Advisor and comply with such requirements as may be specified by the Commission.

- (7) An Asset Management Company shall not, -

- (a) acquire the management of a Collective Investment Scheme, unless it has obtained the prior written approval of the Commission;
- (b) pledge any of the securities held or beneficially owned by a Collective Investment Scheme except as allowed under these Regulations;
- (c) accept deposits from a Collective Investment Scheme;
- (d) make a loan or advance money to any person from the assets of the Collective Investment Scheme;

<sup>164</sup>[(e) participate in a joint account with others in any transaction on behalf of the Collective Investment Scheme, except for collection account of the Collective Investment Schemes managed by it or for placement of order under a single UIN subject to mechanism approved by the Commission;]

- (f) apply any part of the assets of Collective Investment Scheme to real estate;

(g) make any investment from the Collective Investment Scheme which will vest with the Asset Management Company or its group the management or control of the affairs of the investee company;

- (h) enter, on behalf of a Collective Investment Scheme, into transactions with any

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592(I)/2023 dated 17 May 2023

<sup>163</sup> Deleted the text “(5) An Asset Management Company shall be eligible to provide asset management services for more than three Collective Investment Schemes if it fulfills the conditions specified by the Commission with respect to, inter-alia, –

(a) the minimum rating of the Asset Management Company;

(b) track record of the asset management services provided by it; <sup>163</sup>[ ]

(c) the minimum rating and the performance of the Collective Investment Schemes for which it acted or is acting as a fund manager<sup>163</sup>]; and]

<sup>163</sup>[(d) Status of compliance of Asset Management Company and Collective Investment Schemes with applicable regulatory framework.” Vide SRO 592(I)/2023 dated 17 May 2023

<sup>164</sup> Substituted for the text “(e) participate in a joint account with others in any transaction on behalf of the Collective Investment Scheme, except for collection account of the Collective Investment Schemes managed by it;” vide SRO 1233 (I)/2019 dated 16 October 2019

broker that exceed <sup>165</sup>[twenty five] per cent of the commission <sup>166</sup>[payable] by a Collective Investment Scheme in any one accounting year:

<sup>167</sup>[Provided that this restriction shall not apply to transactions relating to money market instruments or debt securities or Margin Trading System (MTS) or ready future spread transactions where transactions are carried out with minimum two brokers or any other instrument/transaction as may be specified by the Commission through circular;]

- (i) undertake brokerage services on stock exchanges or <sup>168</sup>[futures exchanges or] in the money market;
- (j) enter, on behalf of the Collective Investment Schemes, into underwriting or sub-underwriting contracts;
- <sup>169</sup>[(ja) on behalf of Collective Investment Schemes, subscribe to an issue underwritten, co-underwritten or sub-underwritten by group companies of the Asset Management Company] <sup>170</sup>[:

Provided that the subscription to an issue is allowed to the extent of limits prescribed under sub-regulation (3), (5), (6), (9) and (10) of <sup>171</sup>[Schedule XIX].]

- (k) maintain its own equity portfolio except for investments made by the Asset Management Company into the Collective Investment Schemes or pension funds <sup>172</sup>[or private funds] managed by it or its subsidiary NBFCs as allowed under Rule 7(2)(h):

Provided that the existing Asset Management Companies shall comply with this requirement by 30<sup>th</sup> June 2009 <sup>173</sup>[or such extended period as specified by the Commission, on reducing balance basis]; <sup>174</sup>[ ]

- (l) buy more than twenty five percent of the outstanding shares or certificates of the Closed End Fund managed by it <sup>175</sup>[:]

- <sup>176</sup>[(m) undertake any business activities other than the activities/ forms of businesses

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165 Substituted for the text “fifteen” vide SRO 1233 (I)/2019 dated 16 October 2019

166 Replaced “paid” vide S.R.O. No. 814(I)/2011 dated September 05, 2011.

167 Substituted for the words “Provided that this restriction shall not apply to transactions relating to money market instruments or debt securities.” Vide SRO 1279(I)/2017 dated 21 December 2017

<sup>168</sup> Inserted vide SRO 592(I)/2023 dated 17 May 2023.

169 Inserted vide S.R.O. No. 814(I)/2011 dated September 05, 2011.

170 Substituted for the semi colon (;) vide SRO 1233 (I)/2019 dated 16 October 2019

<sup>171</sup> Substituted for the text “regulation 55” vide SRO 592(I)/2023 dated 17 May 2023

172 Inserted vide SRO 639 (I)/2019 dated 20 June 2019

173 Words added vide S.R.O.764 (I)/2009 dated September2, 2009. In terms of S.R.O. 944(I)/2009 dated October 29, 2009, the AMCs were required to dispose off equity portfolio by June 30, 2010 which is further extended to June 30,2011 vide SRO 655(I)/2010 dated July 13,2010.

174 Deleted the word “and” vide SRO 1160(I)/2015 dated 25 November 2015

175Substituted for the full stop “.” Vide SRO 1160(I)/2015 dated 25 November 2015

176 Inserted Vide SRO 1160(I)/2015 dated 25 November 2015

licensed by the Commission; and

- (n) assume or issue in relation to and on behalf of the Collective Investment Schemes, any type of guarantees or letter of comfort to investors.

Provided that an AMC may pledge its investments in CIS, government securities, any other liquid asset or have a lien marked on its management fee in the interest of its unit holders subject to the terms and conditions approved by the Commission.]

- <sup>177</sup>[(o) hold real estate, except for its own use or rental purposes where real estate was obtained as a result of legal settlements or recourse subject to approval by the Commission.]

<sup>178</sup>[omitted]

<sup>179</sup>**[38. Obligations of the Asset Management Company.- (1) Fiduciary**

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<sup>177</sup> Inserted vide SRO 592(I)/2023 dated 17 May 2023

<sup>178</sup> Deleted the text “(8) An Asset Management Company shall not open or close or arrange to open or close any account with a bank, broker or depository for the Collective Investment Scheme without the approval of its board.” vide SRO 1233 (I)/2019 dated 16 October 2019

<sup>179</sup> Substituted for the words “38. Obligations of the Asset Management Company.- An Asset Management Company shall, -

(a) be obliged to manage the assets of the Collective Investment Scheme in the interest of the unit, certificate or share holders in good faith and to the best of its ability and without gaining any undue advantage for itself or any of its related parties including connected persons and group companies or its officers;

(b) account to the trustee for any loss in value of the assets of the Open End Scheme or Closed End Scheme where such loss has been caused by its negligence, reckless or willful act or omission;

(c) be responsible for the acts and omissions of all persons to whom it may delegate any of its functions as manager as if they were its own acts and omissions;

(d) be responsible for maintaining proper accounts and records of the Open End Scheme or Closed End Scheme which will enable a complete and accurate view to be formed of, -

(i) the assets and liabilities of the Open End Scheme or Closed End Scheme;

(ii) the income and expenditure of the Open End Scheme or Closed End Scheme;

(iii) all transactions for the account of the Open End Scheme or Closed End Scheme;

(iv) amounts received by the Open End Scheme or Closed End Scheme in respect of issues of units;

(v) pay out by the Open End Scheme on redemption of units and by way of distributions by the Closed End Scheme or Open End Scheme; and

(vi) pay out at the termination of the scheme;

(e) maintain the books of accounts and other records of the Open End Scheme and Closed End Scheme for a period of not less than ten years;

(f) within four months of closing of the accounting period of the Open End Scheme and Closed End Scheme transmit to the unit or certificate holders, the trustee, the Commission and stock exchanges, on which the units or certificates of the scheme are listed, the annual report as per the requirements set out in Schedule V, including, -

(i) copy of the balance sheet and income statement;

(ii) cash flow statement;

(iii) statement of movement in unit holders’ or certificate holders’ fund or net assets or reserves; and

(iv) the auditor’s report of the Open End Scheme or Closed End Scheme;

(g) within one month of the close of first and third quarters and within two months of the close of second quarter of the year of account of the Open End Scheme or Closed End Scheme, prepare and transmit to the unit or certificate holders, the trustee, the Commission and stock exchanges, on which the units or certificates of the scheme are listed, -

(i) balance sheet as at the end of that quarter;

(ii) income statement;

(iii) cash flow statement;

(iv) statement of movement in unit holders’ or certificate holders’ fund or net assets or reserves; and

(v) statement showing the securities owned at the beginning of the relevant period, securities purchased or sold during such period, and the securities held at the end of such period together with the value (at carrying and at market) and the percentage in relation to its own net assets and the issued capital of person whose securities are owned for that quarter, whether audited or otherwise;

responsibilities,-

An Asset Management Company shall as applicable:

- (a) act in good faith and in the best interest of its unit/certificate holders without taking advantage for itself or any of its related parties, group companies or employees at the expense of its unit holders;
- (b) place unit / certificate holder's interest before their own;
- (c) ensure that the investment decisions and actions are in accordance with the investment policy, objectives and restrictions including risk parameters, as stated in the Constitutive Documents;
- (d) not carry out any transaction on behalf of unit/certificate holder's with any of its connected person unless such transaction is carried out on arm's length terms and with appropriate disclosure;
- (e) not trade excessively on behalf of the unit/certificate holders, taking into account the stated investments objective of the unit / certificate holders;
- (f) not participate in any business relationship or accept any gift that could reasonably be expected to affect their independence, objectivity, or loyalty to unit / certificate holders;

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Provided that the Commission, subject to any conditions, may allow the Asset Management Company to transmit the said quarterly accounts to the unit or certificate holders by placing them on the Asset Management Company's website and the Asset Management Company shall make the printed copy of the said accounts available to any certificate or unit holder, free of cost, as and when requested;

(h) maintain a record of unit or certificate holders of the Open End Scheme or Closed End Scheme and inform the Commission and the trustee of the address where the register is kept;

(i) at the establishment of the Open End Scheme or Closed End Scheme and upon any vacancy appoint an auditor, with the consent of the trustee, from the approved list of auditors circulated by the Commission, who shall be a chartered accountant and independent of the auditor of the Asset Management Company and the trustee and such auditor shall not be appointed for more than five consecutive years and contents of the auditor's report shall be in accordance with Schedule V;

(j) be obliged to obtain a rating of the Collective Investment Scheme, once the scheme becomes eligible for rating as per the rating criteria of the rating agency, and such rating shall be updated at least once every financial year and also published in the annual and quarterly reports of the Collective Investment Scheme;

(k) ensure ,where it delegates the function of distribution, that;

(i) the distributors to whom it delegates have acquired registration with the Mutual Funds Association of Pakistan as registered service providers and are maintaining the registration on an annual basis and are abiding by the code of conduct prescribed for them by Mutual Funds Association of Pakistan and all existing distributors shall acquire registration with Mutual Funds Association of Pakistan as registered services before the first day of March 2012;

(ii) the written contract with the distributors clearly states the terms and conditions for avoidance of frauds and sales based upon misleading information;

(l) be obliged to process payment instrument immediately on receipt of application;

(m) be obliged to provide such information and record to the trustee as may be necessary for the trustee to discharge obligations under these Regulations;

(n) manage the Collective Investment Scheme according to its Constitutive Documents, the rules, regulations, circular or directives issued by the Commission; and

(o) establish and maintain sufficient risk management systems and controls to enable it to identify, assess, mitigate, control and monitor risks in best interest of unit holders of the Collective Investment Schemes under its management." Vide SRO 1160(I)/2015 dated 25 November 2015

- (g) neither profit or seek to profit from confidential information, nor provide such information to anyone with the objective of making profit for itself or for its unit/certificate holders; and
- (h) shall formulate policies and procedures for proper discharge of its fiduciary responsibility. Such policy shall cover the following minimum principles / requirements,-
  - (i) Mechanism to ensure employees of the Asset Management Company exercise reasonable care and prudent judgment while managing unit / certificate holder's assets;
  - (ii) Requirements to ensure fair and objective dealing with all unit/certificate holders, when providing investment information, making investment recommendations, or taking investment action;
  - (iii) Restriction on employees of Asset Management Company from entering into any transaction which may conflict with a duty of care owed to a unit/certificate holder. Where it is practically not possible to avoid conflict, ensure its complete and timely disclosure to unit/certificate holders;
  - (iv) Measures for restricting excessive trading that cannot be directly linked to a profitable trade for the CIS, and ensuring that only the minimal number of trades take place taking into account the schemes' stated objectives;
  - (v) Measures for always ensuring that the best price and terms are negotiated when trading in securities, in the interest of the CIS investors;
  - (vi) Appropriate measures to determine and present investment performance in a fair, accurate and timely manner and not misrepresent the performance of Collective Investment Scheme;
  - (vii) Mechanism for ongoing and timely unit / certificate holder communications such as Collective Investment Scheme's portfolio information, which does not contain any inaccurate or misleading information;
  - (viii) Proper procedures to ensure confidentiality of unit/certificate holders information;
  - (ix) Mechanism and process for proper and timely handling of any unit/certificate holder complaints along with details of dedicated personnel to deal with such matters; and
  - (x) Formalizing a mechanism and take steps to avoid and eliminate the misalignment of incentives due to conflict of interest between the compensation of key executives of asset management company and interest of the unit holders.

- (2) <sup>180</sup>**[Other obligations.-]** An Asset Management Company shall,-
- <sup>181</sup>[(a) account to the trustee for any loss in value of the assets of the Open End Scheme or Closed End Scheme where such loss has been caused due to its gross negligence or willful act or omission;]
- <sup>182</sup>[(ab) have a Board’s approved policy and mechanism in place to ensure –
- (i) that the sales force is trained and regularly reminded to undertake reasonable measures to document and communicate product suitability in light of the investment objectives and risk tolerance of every individual investor at the time of new investment and/ or any uptick of risk thereof through an investment or conversion transaction;
  - (ii) regular review of product suitability and investor risk profiling by its internal audit, compliance or risk management department; and
  - (iii) quarterly reporting of such review to a management or Board Committee.]
- <sup>183</sup>[(ac) send a time-stamped acknowledgement for all transactions and activities in an investor’s accounts with AMC to each unit or certificate holder on the registered postal address or through any electronic means including registered email and SMS provided by the unit or certificate holder within 48 hours of such transaction and activity. In case of acknowledgement through electronic means including email or SMS, a real-time intimation be sent for each transaction and activity:
- Provided that an Asset Management Company may send electronic transaction/ activity acknowledgement, in lieu of a physical statement, through electronic means including the registered email address of the unit or certificate holder only after obtaining consent in writing from the unit or certificate holder for sending electronic acknowledgement.]
- (b) be responsible for the acts and omissions of all persons to whom it may delegate any of its functions as manager as if they were its own acts and omissions;
  - (c) <sup>184</sup>[maintain proper accounts and records of the CIS which will enable a complete and accurate view to be formed of its,] -
    - <sup>185</sup>[(i) the assets and liabilities;]

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<sup>180</sup> Inserted vide SRO 592(I)/2023 dated 17 May 2023

<sup>181</sup> Substituted for the text “(a) account to the trustee for any loss in value of the assets of the Open End Scheme or Closed End Scheme where such loss has been caused by its negligence, reckless or willful act or omission;” vide SRO 1233 (I)/2019 dated 16 October 2019

<sup>182</sup> Inserted vide SRO 581(I)/2021 dated 20 May 2021

<sup>183</sup> Inserted vide SRO 592(I)/2023 dated 17 May 2023

<sup>184</sup> Substituted for the text “be responsible for maintaining proper accounts and records of the Open End Scheme or Closed End Scheme which will enable a complete and accurate view to be formed of,” vide SRO 592(I)/2023 dated 17 May 2023

<sup>185</sup> Substituted for the text “ (i) the assets and liabilities of the Open End Scheme or Closed End Scheme;” vide SRO 592(I)/2023

<sup>186</sup>[(ii) all transactions, income and expenditure;]

<sup>187</sup>[ ]

- (iv) amounts received by the Open End Scheme or Closed End Scheme in respect of issues of units;
- (v) pay-out by the Open End Scheme on redemption of units and by way of distributions by the Closed End Scheme or Open End Scheme; and
- (vi) pay out at the termination of the scheme;

<sup>188</sup>[(ca) maintain proper accounts and records to accurately record and demonstrate its business activities, financial affairs, client transactions and compliance with applicable legislation for a period of ten years;]

(d) maintain the books of accounts and other records of the Open End Scheme and Closed End Scheme for a period of not less than ten years;

<sup>189</sup>[(e) within three months of closing of the accounting period of the CIS transmit or make available on its website to the unit or certificate holders, and submit to the trustee, the Commission and stock exchanges, on which the units or certificates of the scheme are listed, the annual report as per the requirements set out in Schedule V. The Asset Management Company shall make the printed copy of the said accounts available to any certificate or unit holder, free of cost, as and when requested;]

(f) within one month of the close of first and third quarters and within two months of the close of second quarter of the year of account of the Open End Scheme or Closed End Scheme, prepare and transmit or make available on its website to the unit or certificate holders, and submit to the trustee, the Commission and stock exchanges, on which the units or certificates of the scheme are listed, -

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dated 17 May 2023

<sup>186</sup> Substituted for the text “(ii) the income and expenditure of the Open End Scheme or Closed End Scheme;” vide SRO 592(I)/2023 dated 17 May 2023

<sup>187</sup> Deleted the text “(iii) all transactions for the account of the Open End Scheme or Closed End Scheme;” vide SRO 592(I)/2023 dated 17 May 2023

<sup>188</sup> Inserted vide SRO 592(I)/2023 dated 17 May 2023

<sup>189</sup> Substituted for the text “(e) within three months of closing of the accounting period of the Open End Scheme and Closed End Scheme transmit or make available on its website to the unit or certificate holders, and submit to the trustee, the Commission and stock exchanges, on which the units or certificates of the scheme are listed, the annual report as per the requirements set out in Schedule V including,

(i) copy of the balance sheet and income statement;

(ii) cash flow statement;

(iii) statement of movement in unit holders’ or certificate holders’ fund or net assets or reserves; and

(iv) the auditor’s report of the Open End Scheme or Closed End Scheme;

the Asset Management Company shall make the printed copy of the said accounts available to any certificate or unit holder, free of cost, as and when requested;” vide SRO 592(I)/2023 dated 17 May 2023

- (i) balance sheet as at the end of that quarter;
- (ii) income statement;
- (iii) cash flow statement;
- (iv) statement of movement in unit holders' or certificate holders' fund or net assets or reserves; and
- (v) statement showing the securities owned at the beginning of the relevant period, securities purchased or sold during such period, and the securities held at the end of such period together with the value (at carrying and at market) and the percentage in relation to its own net assets and the issued capital of person whose securities are owned for that quarter, whether audited or otherwise:

Provided that the AMCs may transmit or make available the said quarterly accounts to the unit or certificate holders by placing them on its website and the Asset Management Company shall make the printed copy of the said accounts available to any certificate or unit holder, free of cost, as and when requested;

- (g) maintain a record of unit or certificate holders of the Open End Scheme or Closed End Scheme and inform the Commission and the trustee of the address where the register is kept;
- (h) at the establishment of the Open End Scheme or Closed End Scheme and upon any vacancy appoint an auditor, with the consent of the trustee, from the approved list of auditors circulated by the Commission, who shall be a chartered accountant <sup>190</sup>[ ] and such auditor shall not be appointed for more than five consecutive years and contents of the auditor's report shall be in accordance with Schedule V;
- (i) be obliged to obtain stability rating of the Collective Investment Scheme, once the scheme becomes eligible for rating as per the rating criteria of the rating agency, and such rating shall be updated at least once every financial year and also published in the annual and quarterly reports of the Collective Investment Scheme provided that MUFAP shall publish on its web site, ranking of collective investments schemes on the basis of their return on periodic basis;
- <sup>191</sup>[(j) be obliged to allocate the redemption price on receipt of redemption application and process payment instrument immediately upon receipt of complete redemption application and to issue units not later than upon realization of proceeds accompanying an investment application complete in all respect;]
- (k) be obliged to provide such information and record to the trustee as may be

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<sup>190</sup> Deleted the text "and independent of the auditor of the Asset Management Company and the trustee" vide SRO 639 (I)/2019 dated 20 June 2019

<sup>191</sup> Substituted for the text "(j) be obliged to process payment instrument immediately on receipt of redemption application and to issue units not later than upon realization of proceeds accompanying an investment application;" vide SRO 1233 (I)/2019 dated 16 October 2019

necessary for the trustee to discharge obligations under these Regulations;

(l) manage the Collective Investment Scheme according to its Constitutive Documents, the rules, regulations, circular or directives issued by the Commission;

<sup>192</sup>[(m) establish and maintain comprehensive and independent risk management functions, systems and controls to enable it to identify, assess, mitigate, control and monitor risks in best interest of unit holders of the CIS under its management;]

(n) formulate and implement internal control policies approved by its Board of Directors, for ensuring:

(i) appropriate segregation of duties and information barriers between the trading, risk management and processing functions, commonly referred to as the front, middle and back offices;

(ii) Establishment of ‘Chinese Walls’ including policies and physical apparatus designed to prevent the improper or unintended dissemination of market sensitive information from one division of a multi-service AMC to another division;

(iii) that the individuals involved in making investment decisions for the Collective Investment Scheme are not trading on the basis of inside information;

(iv) employment of sufficient trained human resource;

(v) documentation and recording of channels of communications; and

(vi) establishment of effective internal audit and compliance functions having appropriately trained and competent staff;

<sup>193</sup>[(o) formulate a comprehensive risk management policy approved by its Board of Directors for identifying, measuring and managing the risks of the investments, including the sources, nature and degree of such risks.]

<sup>194</sup>[ ]

(q) implement a <sup>195</sup>[comprehensive contingency plan/ policy approved by its Board of

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<sup>192</sup> Substituted for the text “(m) establish and maintain comprehensive risk management systems and controls to enable it to identify, assess, mitigate, control and monitor risks in best interest of unit holders of the Collective Investment Schemes under its management;” vide SRO 592(I)/2023 dated 17 May 2023

<sup>193</sup> Substituted for the text “(o) formulate a risk management policy approved by its Board of Directors for identifying, measuring and managing the risks of the investments, including the sources, nature and degree of such risks. Such policy shall cover the following minimum aspects:

(i) risk profile of investment portfolio;

(ii) Risk limits pertaining to credit, market and liquidity risks that are consistent with the risk profile of the investment portfolio; and

(iii) Assessment of the concentration and interaction of relevant risks at the portfolio level.” Vide SRO 592(I)/2023 dated 17 May 2023

<sup>194</sup> Deleted the text “(p) Identify and assign a unit, department or personnel for carrying out risk management function which shall be, hierarchically and functionally, independent of the operating units and shall be responsible for the identification, monitoring / measurement and proper management of all risks;” vide SRO 592(I)/2023 dated 17 May 2023

<sup>195</sup> Substituted for the words “contingency plan” vide SRO 592(I)/2023 dated 17 May 2023

Directors] to ensure continuity of its operations in the event of a disaster or crisis. Such contingency plan shall at the minimum cover the following requirements/principles:

- (i) offsite backup of key records, systems and information and mechanism for recovery;
- (ii) alternate ways of communications with customers, employees, and regulators;
- (iii) details of key service providers in case of disaster;
- (iv) details of availability of necessary redundancies - including infrastructure redundancies as well as operational and human capital; and
- (v) testing of the contingency plan on regular basis.

<sup>196</sup>[(r) maintain a website containing minimum information as provided in Schedule-XVIII;

- (s) send an investment account statement to each unit or certificate holder on the registered postal address or through any electronic means including registered email provided by the unit or certificate holder on semi-annual basis within fifteen (15) days of close of such semi-annual period:

Provided that an Asset Management Company may send electronic account statement, in lieu of a physical statement, through any electronic means including registered email to the unit or certificate holder, only after obtaining consent in writing through physical or electronic means from the unit or certificate holder for sending electronic account statement:

Provided further that an Asset Management Company shall be required to send a semi-annual account statement to every unit or certificate holder, even if the respective unit/certificate holder has chosen the hold mail option:

Provided also that an Asset Management Company shall provide the

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<sup>196</sup> Substituted for the text “(r) maintain a website containing following minimum information;

- (i) latest financial statements of the CIS;
- (ii) constitutive documents of the CIS;
- (iii) important notices;
- (iv) information material for products offered by the AMC including NAV of the CISs, latest Fund Manager Report etc.;
- (v) complaint handling mechanism and related details;
- (vi) Expense ratio of CIS under management;
- (vii) Education material for investors;
- (viii) SECP investor complaints web address; and
- (ix) SECP investor education web address;

<sup>196</sup>[(s) send an investment account statement to each unit or certificate holder on the registered postal address provided by the unit or certificate holder at least once in a year:

Provided that an Asset Management Company may send account statement at the registered email address of the unit or certificate holder only after obtaining consent in writing from the unit or certificate holder for sending electronic account statement:

Provided further that an Asset Management Company shall provide the account statement to the investors with seven working days from the receipt of such request;” vide SRO 592(I)/2023 dated 17 May 2023

account statement to the investors within seven working days from the receipt of such request;]

- [(ti) within seven working days upon receipt of written request from the unitholder/certificate holder, and completion of all necessary formalities, shall close his account. After account closure, the unitholder/certificate holder shall be immediately informed of account closure in writing or through email, whichever is applicable:

Provided that after account closure, details of such unitholder/certificate holder shall be removed from the Unit Holder Register.]

- (t) update the constitutive documents of the CIS under its management in case of any amendments made in the constitutive documents with the approval of Commission, immediately or after completion of the duration of the notice period, as the case may be] <sup>197</sup>[; and
- (u) act with due care, skill and diligence in carrying out its duties and responsibilities;
- (v) ensure that investments do not deviate from the Constitutive Documents or these Regulations or directions of the Commission;
- (w) develop and follow internal investment restrictions and policies;
- (x) review the performance of the Collective Investment Scheme on a regular and timely basis;
- (y) ensure that proper record of meetings and investment decisions is maintained;
- (z) record and sign decisions in line with guidelines and objective for investments and disinvestments separately for each Collective Investment Scheme; and
- (aa) develop criteria for appointing a diverse panel of brokers and monitoring compliance thereof to avoid undue concentration of business with any single broker.]

<sup>198</sup>[**38A.** Responsibilities towards Corporate Governance and Proxy Voting.- An

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<sup>197</sup> Substituted for the full stop (.) vide SRO 1233 (I)/2019 dated 16 October 2019

<sup>198</sup> Substituted for the text “38A. Responsibilities towards Corporate Governance and Proxy Voting: An Asset Management Company shall:

- (a) formulate a Corporate Governance policy approved by its Board of Directors;
- (b) formulate proxy voting policy approved by their Board of Directors which covers the following minimum aspects:
  - (i) Authority and responsibility for voting proxies;
  - (ii) Voting procedures;
  - (iii) Internal participants to be consulted in evaluation of a proxy proposal;
  - (iv) Procedure and controls for avoidance or minimization of conflicts of interest;
  - (v) Disclosure of conflict of interest;
  - (vi) Record keeping of proxy voting;
  - (vii) System to monitor proxy-voting responsibilities;
  - (viii) Circumstances under which proxies shall not be voted; and
  - (ix) Disclosure of proxy voting.

Asset Management Company shall formulate a Corporate Governance and Proxy Voting policy approved by its Board of Directors which covers the minimum aspects and areas as provided under Schedule XXI.]

<sup>199</sup>[

**38B . Trading by Employees.** <sup>200</sup>[(1) An Asset Management Company shall put in

(c) ensure that the proxy voting policy at minimum covers the following areas:-

- (i) Election of Directors;
- (ii) Corporate Governance;
- (iii) Appointment of Auditors;
- (iv) Changes in Legal and Capital Structure; proposals affecting shareholder rights;
- (v) Corporate restructuring; and
- (vi) Mergers and acquisitions.

(d) while participating in the election of the Board of Directors of the investee company, ensure that by exercising the right to vote proxy on behalf of the unitholders of the CIS, does not result in attaining the management control of the investee company, in contravention of the Regulations:

(e) at the minimum maintain following records in relation to proxy voting:

- (i) the name of the issuer of the securities on which the vote has been cast;
- (ii) name of major beneficial owner(s) of the securities;
- (iii) number of shares held by CIS on record;
- (iv) the date on which the proxy was voted; and
- (v) the results of the vote.

(f) disclose the proxy voting policy approved by its Board of Directors on its websites and shall also submit it to the Commission:

(g) include in the annual report of the CIS summary of actual proxy voted during the year as per table given below:

Summary of Actual Proxy voted by CIS:

	Resolutions	For	Against	Abstain*
Number				
(%ages)				

*\*Reasons for abstaining shall be disclosed.*

(h) disclose in the annual report of CIS the cases where AMC on behalf of CIS did not participate in shareholders' meetings.

Further, the AMC shall include in the annual report of the CIS a statement that the proxy voting policy of the CIS is available on the website of the AMC and detailed information regarding actual proxies voted by the AMC in respect of the CIS is also available without charge, upon request, to all unit holders." Vide SRO 592(I)/2023 dated 17 May 2023

<sup>199</sup> Inserted vide SRO 1160(I)/2015 dated 25 November 2015

<sup>200</sup> Substituted for the text "An Asset Management Company shall put in place, appropriate policies and procedures which govern trading or investment in securities by AMC employees, their spouse and dependent children, and such policies shall at the minimum cover following requirements/principles:

(i) disclosure by an AMC employee, within 10 days of his appointment, of any securities held by him or her, his or her spouse and / or dependent children along with details of their broker accounts. Such reporting of information shall be done to the Compliance Function of the AMC;

(ii) Criteria for approving or rejecting an application seeking trading or investment in securities by AMC\_employees;

(iii) Periodic disclosure of securities held by the AMC employees, their spouses and dependent children, at least on a quarterly basis. However, reporting of actual transactions, including volume, date and price, on a same day basis;

(iv) Restriction on AMC employees from deriving any benefit or personal advantage from information which is generally not available and which is obtained by reason of or in the course of their employment with AMC;

(v) Prescribing minimum holding period and discourage trading for speculative purposes;

(vi) Retention, for a period of at least three years, of complete record of all applications including the date of the request, the name of the applicant, details of the proposed transaction and whether the request was approved or denied and waivers given, if any, and its reasons;

(vii) Restricting personnel involved in the investment decision making process from initiating trades in a security within twenty four hours of a pending buy or sell order in the same security by the AMC and until such order is executed or cancelled;

place, appropriate policies and procedures, approved by its board of directors, which govern trading or investment in securities, investment through investment advisory portfolios under management of the AMC by:

- (i) AMC employees, their spouse and dependent children,
- (ii) directors and their spouse(s) and dependent children if such directors are privy to investment committee consultations or decision, and such policies and procedures shall, at the minimum, cover requirements/principles as specified in Schedule XXIII and the AMC may take enforcement action in accordance with the relevant policy duly approved by its board.]

<sup>201</sup>[(2) To the extent that a violation pertaining to trading restriction as required under sub-regulation (1) occurs, all such cases and enforcement actions taken, by the AMC shall be reported to the Commission within 30 days of AMC becoming aware of such violation and to the Board of Directors of AMC in forthcoming board meeting.]

### <sup>202</sup>[Trustee of Collective Investment Schemes]

<sup>203</sup>[**39. Registration of trust and Appointment of trustee.** - (1) A CIS shall only be established as a trust registered in accordance with the provisions of <sup>204</sup>[federal or provincial Trust Act].

(2) The trustee for an Open End Scheme or a Closed End Scheme shall be appointed by an Asset Management Company subject to the provisions of these Regulations.

<sup>205</sup>[(3) The Asset Management Company shall, before it applies for the registration of an Open End Scheme or Closed End Scheme, appoint the trustee which is registered with the

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(viii) Prescribe trading windows and blackout periods to restrict the misuse of confidential information; and

(ix) establish stringent requirements for those personals, whether AMC employee or director, who:

(a) in his or her regular function or duty makes or participates in investment decisions, or obtains information, prior to buying or selling investments on behalf of a Collective Investment Scheme;

(b) engages in making of any recommendations with respect to such buying or selling;

(c) or any person over whom such persons exercise control and influence in terms of the investment decision making; and

(d) Use of restricted lists and watch lists securities to detect unauthorized trades.” Vide SRO 592(I)/2023 dated 17 May 2023

<sup>201</sup> Inserted vide SRO 592(I)/2023 dated 17 May 2023

<sup>202</sup> Substituted for the text “Collective Investment Schemes Open End Scheme and Closed End Schemes” vide SRO 592(I)/2023 dated 17 May 2023

<sup>203</sup> Substituted for the words “39. Appointment of trustee.- (1) The trustee for an Open End Scheme or a Closed End Scheme shall be appointed by an Asset Management Company subject to the provisions of these Regulations.

(2) The Asset Management Company shall, before it applies for the registration of an Open End Scheme or Closed End Scheme, apply to the Commission for the approval of appointment of trustee which is registered with the Commission.

(3) The Commission, if deems appropriate, may accept the request of the Asset Management Company for appointment of trustee.” Vide SRO 1160(I)/2015 dated 25 November 2015

<sup>204</sup> Substituted for the expression “Trust Act 1882(II of 1882)” vide SRO 592(I)/2023 dated 17 May 2023

<sup>205</sup> Substituted for the text “(3) The Asset Management Company shall, before it applies for the registration of an Open End Scheme or Closed End Scheme, apply to the Commission for the approval of appointment of trustee which is registered with the Commission.” vide SRO 639 (I)/2019 dated 20 June 2019

Commission.]

<sup>206</sup>[omitted]]

<sup>207</sup>**[40. Eligibility requirements for registration.-** A person may apply to the Commission for registration to act as a trustee of an Open End Scheme or Close End Scheme under these Regulations if such person is,-

- (a) a scheduled bank licensed under the Banking Companies Ordinance, 1962 (LVII of 1962) which has minimum AA- rating from a credit rating agency registered with the Commission, and has been in business for at least five years;
- (b) a company, set up as a subsidiary by a scheduled bank having minimum AA- rating from a credit rating agency registered with the Commission;
- (c) a foreign bank operating as a scheduled bank in Pakistan and operating as trustee internationally;
- (d) a central depository company registered with the Commission;
- (e) an Investment Finance Company which has minimum AA- rating from a credit rating agency registered with the Commission; or
- <sup>208</sup>(f) such other company subject to such terms and conditions as the Commission may specify through a circular.]

<sup>209</sup>[*Explanation:-* for the purposes of these regulations a trustee may include a “Digital Trustee”.]

**40A. Application procedure for registration.-** (1) An application for registration to act as a trustee of an Open End Scheme or Close End Scheme shall be made to the Commission

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<sup>206</sup> Deleted the text “(4) The Commission, if deems appropriate, may accept the request of the Asset Management Company for appointment of trustee.” vide SRO 639 (I)/2019 dated 20 June 2019

<sup>207</sup> Replaced the text “40. Conditions applicable to trustee.- (1) A trustee shall be, -

(a) a scheduled bank licensed under the Banking Companies Ordinance, 1962 (LVII of 1962) which has minimum A+ rating from a credit rating company registered with the Commission, and has been in business for at least five years;

(b) a trust company, set up as a subsidiary by a scheduled bank having minimum A+ rating from a credit rating company registered with the Commission;

(c) a foreign bank operating as a scheduled bank in Pakistan and operating as trustee internationally;

(d) a central depository company approved by the Commission;

(e) an Investment Finance Company which has minimum A+ rating from a credit rating company registered with the Commission;

(f) such other company as the Commission may specify through a circular issued under the Ordinance.

(2) In exercising its authority under Regulation 39 the Commission shall consider the availability of appropriate systems, business continuity plan, personnel, management and such other matters as the Commission deems appropriate.

(3) The trustee shall arrange for its annual system audit by an auditor and provide the report of such audit to the Commission and the concerned Asset Management Company, within four months of the close of the financial year of the trustee.” vide S.R.O. No. 814(I)/2011 dated September 05, 2011.

<sup>208</sup> Substituted for the text “(f) such other company as the Commission may specify through a circular issued under the Ordinance.” vide SRO 1233 (I)/2019 dated 16 October 2019

<sup>209</sup> Inserted vide SRO 592(I)/2023 dated 17 May 2023

in Form V along with non-refundable fee as specified in Schedule II.

(2) The Commission, while considering the application for registration may require the applicant to furnish such other information or clarification as it deems appropriate.

(3) Any subsequent change in the information provided to the Commission at the time of filing of application under sub-regulation (1) shall be intimated to the Commission within a period of three working days from the date of such change.

**40B. Grant of certificate of registration.-** (1) The Commission while granting a certificate of registration to an applicant under sub-regulation (1) of Regulation 40A shall *inter-alia* take into account the following matters, namely:-

(a) the availability of appropriate systems, business continuity plan, personnel and management;

(b) the ability of the applicant to safeguard the interests of unit holders;

<sup>210</sup>[ ]

<sup>211</sup>[(d) conviction or adverse finding by relevant authorities against director(s) or key executives of the applicant in criminal or regulatory offences;]

<sup>212</sup>[ ]

<sup>213</sup>[(ea) availability of sufficient insurance coverage on assets under trusteeship against any loss that may be incurred as a result of employees' fraud or gross negligence; and]

(f) any other matter as deemed necessary by the Commission.

(2) The Commission on being satisfied that the applicant is eligible for registration may grant a certificate of registration to the applicant in Form III subject to such additional conditions as it may deem necessary.

<sup>214</sup>[ ]

(4) The certificate of registration shall remain valid for a period of three years from

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<sup>210</sup> Deleted the text "(c) earlier refusal, if any, by the Commission for registration of the applicant to act as a trustee;" vide SRO 592(I)/2023 dated 17 May 2023

<sup>211</sup> Substituted for the text "(d) conviction or adverse finding by regulatory authorities against director(s) or key executives of the applicant in a criminal offences;" vide SRO 592(I)/2023 dated 17 May 2023

<sup>212</sup> Deleted the text "(e) the director(s) or key executives have been found guilty of regulatory offences;" vide SRO 592(I)/2023 dated 17 May 2023

<sup>213</sup> Substituted for the word "and" vide SRO 1160(I)/2015 dated 25 November 2015

<sup>214</sup> Deleted the text "(3) All existing trustees of an Open End Scheme or Close End Schemes shall make an application to the Commission for registration as a trustee for an Open End Scheme or a Close End Schemes within ninety days of coming into force of this sub-regulation along with a non-refundable fee as specified in Schedule II." Vide SRO 592(I)/2023 dated 17 May 2023

the date of registration unless it is cancelled or suspended earlier by the Commission.

**40C. Renewal of Registration.-** (1) A trustee of an Open End Scheme or a Closed End Scheme shall, one month prior to the date of expiry of its registration, apply to the Commission in Form VI for renewal of its registration along with a non-refundable fee as specified in Schedule II.

(2) The Commission upon being satisfied, after making such inquiry and obtaining such further information as it may consider necessary that the applicant is eligible for renewal of registration may grant a renewal of certificate of registration to the applicant in <sup>215</sup>[Form III]:

Provided that till such time that the registration is renewed, the existing registration shall be deemed valid for the purposes of these regulations unless the registered trustee fails to apply as specified in sub-regulation (1) of Regulation 40C.

<sup>216</sup>[ ]

**40D. Procedure where registration is not granted or renewed.-** (1) The Commission, after giving a reasonable opportunity of hearing to the applicant, may refuse to grant or renew a certificate of registration if in the opinion of the Commission such applicant does not fulfill the requirements prescribe in these Regulations or where the Commission after taking in to account the facts, is of the view that the certificate of registration or renewal thereof shall not be granted.

(2) A trustee whose application for renewal of certificate of registration is refused by the Commission shall continue to act as a trustee for Open End Schemes or Closed End Schemes in which it is acting as trustee till the appointment of new trustee.]

**41. Obligations of trustee of the Open End Scheme or Closed End Scheme.-** A trustee shall, -

- (a) take under its control all the property of the Open End Scheme or Closed End Scheme and hold it in trust for the unit or certificate holders in accordance with the Rules, Regulations and the provisions of the Constitutive Documents and the cash and registerable assets shall be registered in the name of, or to the order of, the trustee;
- (b) be liable for any loss caused due to its willful acts or omissions or that of its agents in relation to any custody of assets or investment forming part of the property of the Open End Scheme or Closed End Scheme;
- (c) ensure that the sale, purchase, issue and transfer of units or certificates affected by the Open End Scheme or Closed End Scheme are carried out in accordance with the provisions of the Constitutive Documents;

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<sup>215</sup> Substituted for the text "Form IV" vide SRO 592(I)/2023 dated 17 May 2023

<sup>216</sup> Deleted the text "(3) While granting renewal, the Commission may, in addition to the criterion laid down for grant of registration, also take in to account past performance of the trustee." Vide SRO 592(I)/2023 dated 17 May 2023

- (d) ensure that repurchase, redemption and cancellation of units are carried out in accordance with the provisions of the Constitutive Documents;
- (e) carry out the instructions of the Asset Management Company, in respect of investments unless they are in conflict with the provisions of these Regulations or the Constitutive Documents;
- (f) ensure that the investment and borrowing limitations set out in these Regulations and the Constitutive Documents are complied with;
- (g) ensure that the conditions under which the Open End Scheme or Closed End Scheme has been registered are complied with;
- (h) issue a report to be included in the annual and second quarter report of the Collective Investment Scheme and therein state whether, in its opinion, the Asset Management Company has in all material respects managed the Open End Scheme or Closed End Scheme in accordance with the provisions of the Constitutive Documents, the Rules and these Regulations, and if the Asset Management Company has not done so, the respects in which it has not done so and the steps that the trustee has taken in respect thereof <sup>217</sup>[:

Provided that the trustee's report in the annual accounts shall include the trustee's opinion regarding the calculation of the management fee, CIS Monthly Fee Payable to the Commission and other expenses in accordance with the applicable regulatory framework.]

<sup>218</sup>[omitted]

- (k) ensure that units of an Open End Scheme have been issued after realisation of subscription money;
- (l) ensure that the methodology and procedures adopted by the Asset Management Company in calculating the value of units are adequate and the pricing and valuation for sale, issue, repurchase, redemption and cancellation are carried out in accordance with the provisions of the Constitutive Documents and regulatory requirements;
- (m) immediately inform the Commission if any action of the Asset Management Company <sup>219</sup>[in relation to and on behalf of collective investment scheme] contravenes the Ordinance, the Rules, these Regulations, Constitutive Documents,

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<sup>217</sup> Substituted for the semi colon (;) vide SRO 592(I)/2023 dated 17 May 2023

<sup>218</sup> Deleted the text "(i) ensure that the Asset Management Company, has specified a criteria in writing to provide for a diverse panel of brokers at the time of offering of a scheme or for any subsequent change;

(j) ensure that the Asset Management Company has been diligent in appointing brokers to avoid undue concentration of business with any broker;" vide SRO 1233 (I)/2019 dated 16 October 2019

<sup>219</sup> Inserted vide S.R.O. No. 814(I)/2011 dated September 05, 2011.

guidelines, codes, circulars, directives or any other applicable laws<sup>220</sup>[ along with details of remedial action taken by the trustee where applicable;]

- (n) comply with the directions of the Commission given in the interest of the unit holders or certificate holders<sup>221</sup>;
- (o) arrange for its annual system audit by an auditor and provide the report of such audit to the Commission and the concerned Asset Management Company, within four months of the close of the financial year of the trustee;
- (p) within three months of the close of its financial year pay an annual fee to the Commission at the rate of 0.005 per cent of average annual net assets of Open End Scheme or Closed End Scheme under its trusteeship and also furnish a copy of its annual audited accounts to the Commission;
- (q) call a meeting of the unit holders in such manner specified by the Commission through circular,-
  - (i) whenever required to do so by the Commission in the interest of the unit holders; or
  - (ii) whenever required to do so as per the requirements of these Regulations; and for this purpose the following requirements shall be ensured by the trustee for convening the meeting of unit holders:
    - (I) notice of the meeting indicating time, place and purpose of the meeting shall be given to every unit holder of the Collective Investment Scheme at least seven working days prior to the meeting;
    - (II) in case of meeting called for any specific purpose, statement of material facts and other pertinent information/documents shall be made available to the unit holders;
    - (III) trustee of the Collective Investment Scheme shall attend every meeting of the unit holders and shall act as secretary to such meeting;
    - (IV) any resolution passed or consented in writing by the majority of unit holders representing at least three fourths in value of the total outstanding units of the Collective Investment Scheme shall become binding except such resolution is contrary to the Rules, Regulations, Constitutive Documents or circulars and directives issued by the Commission; and
    - (V) the trustee shall submit minutes of the meeting along with any resolution passed in the meeting to the Commission within seven

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220 Replaced the text “; and” vide S.R.O. No. 814(I)/2011 dated September 05, 2011.

221 Inserted vide S.R.O. No. 814(I)/2011 dated September 05, 2011.

working days of the meeting;

- <sup>222</sup>[(r) not invest or redeem units of Open End Schemes for which it acts as trustee in the cases where there is a likelihood of a change in investment objective of the scheme or there is a likelihood of change in account policy or a significant change in the valuation of any asset or class of asset and the same has not been communicated to the inventors;]
- (s) obtain and maintain duplicate of all the records of register of unit holders maintained by the Asset Management Company or the Registrar and shall update the record on a fortnightly basis<sup>223</sup>[:
- (t) ensure that its Board of Directors approve and oversee all key policies including those relating to risk management, internal controls, internal audits and compliance and conflict of interest;
- (u) ensure that its external auditor is from category A of the panel of auditors circulated and maintained by the Commission;
- (v) ensure confidentiality of client's information and neither profit or seek to profit from confidential information, nor provide such information to anyone with the objective of making profit for itself or for its clients;
- (w) where the trustee company is engaged in carrying out any activity beside that of acting as trustee, it shall ensure that the activities relating to the trustee business are separate and segregated from all other activities; and
- (x) ensure compliance with information protection, cybersecurity related provisions as may be specified by the Commission.]

**41A. Restriction/ or Suspension of registration.-** (1) Where a trustee contravenes or fails to comply with any provision of these Regulations or fails to fulfill its obligations under the Trust Deed or is not in compliance with conditions of registration or any directive, circular or order issued by the Commission, the Commission may, after providing a reasonable opportunity of representation to the trustee, impose restriction on its activities or suspend its registration.

(2) A trustee whose registration has been suspended shall not act as a trustee for any new Open End Scheme or Close End Scheme during the period of suspension and shall remove the cause of suspension within a period of ninety days from the receipt of the suspension order or such earlier period as provided through the order of suspension.

(3) The Commission while suspending the registration of a trustee may impose such additional conditions as it deems appropriate.

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<sup>222</sup> Substituted for the text "(r) not invest in Open End Schemes for which it acts as trustee; and" vide SRO 1233 (I)/2019 dated 16 October 2019

<sup>223</sup> Substituted for the full stop (.) vide SRO 592(I)/2023 dated 17 May 2023

**41B. Cancellation of Registration.-** (1) The Commission, after providing a reasonable opportunity of representation to the trustee, may cancel the registration of a trustee if,-

- (i) in the opinion of the Commission the trustee has been in violation of these Regulations or the Trust Deed or restriction imposed under sub-regulation (1) of regulation 41A or is found guilty of misconduct or failed to discharge its obligation under these Regulations or the Trust Deed;
- (ii) it is found guilty of insider trading or fraud or a criminal offence; and
- (iii) the trustee's registration has been suspended and the cause of suspension has not been removed within ninety days from the order of suspension or such earlier period as provided through such order.

(2) The registration of a trustee shall stand automatically cancelled if such trustee,-

- (i) is declared insolvent by a Court;
- (ii) voluntarily surrenders its certificate of registration to the Commission;
- (iii) is discharged from its obligation by an order passed by a Court;
- (iv) ceases to hold valid license/registration as a Schedule Bank or Investment Finance Company; or
- (v) fails to apply for renewal of its registration within a time as specified in sub-regulation (1) of Regulation 40C.

(3) Notwithstanding anything contained in sub-regulation (1), where the Commission is satisfied that a delay in the cancellation of registration of the trustee will be detrimental to the interest of investors or the public in general, the Commission may immediately cancel the registration of the trustee till the time an opportunity of hearing is provided to the trustee and a final order is passed under sub-regulation (1).

Provided that where the Commission cancels the registration under sub-regulation (3) of Regulation 41B, the opportunity of hearing and final order must be passed within ninety days of the order under sub-regulation (3).

(4) Upon the cancellation of the registration, the trustee shall with immediate effect cease its business as a trustee and transfer all the necessary record to other trustee appointed by the AMC for this purpose.

(5) The Commission may conduct inquiry or inspection by any person appointed in this behalf into the affairs of a trustee or of any of its directors, managers or other officers or persons responsible for its affairs.]

**42. Retirement or removal of trustee.-** (1) A trustee may, subject to prior approval of the Commission, retire from his office on appointment of a new trustee and the retirement

shall take effect at the same time as the new trustee is appointed with the approval of the Commission or from the date of assumption of assets of the Open End Scheme or Closed End Scheme by the newly appointed trustee, whichever is later.

<sup>224</sup>[Omitted]

(3) An Asset Management Company may by giving reasons in writing apply to the Commission for change of the trustee and propose a new trustee.

(4) The Commission, if satisfied by the reasons given by the Asset Management Company and after providing an opportunity of hearing to the trustee, approve the removal of the existing and the appointment of a new trustee.

**43. Trustee and the Asset Management Company to be independent.-** (1) The trustee shall be independent of the Asset Management Company.

Explanation.- For the purposes of Regulation 43(1) the term “independent” means that there shall be no cross-shareholding nor common directorship between the Asset Management Company and trustee.

(2) A director or employee of the trustee shall not be involved in the affairs of Asset Management Company.

**44. Registration of <sup>225</sup>[CIS].-** (1) No units or certificates of an Open End Scheme or Closed End Scheme shall be offered to the public unless the scheme is registered as a Notified Entity with the Commission.

<sup>226</sup>[ ]

<sup>227</sup>[(3) An Asset Management Company shall submit the draft Trust Deed along with the

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224 Deleted the text “(2) Where the Commission is of the opinion that trustee has been in violation of these Regulations or the trust deed or is found guilty of misconduct or failed to discharge its obligations under these Regulations, it may remove the trustee after giving the trustee an opportunity of being heard.” vide S.R.O. No. 814(I)/2011 dated September 05, 2011.

<sup>225</sup> Substituted for the text “Open End Scheme or Closed End Scheme” vide SRO 592(I)/2023 dated 17 May 2023

<sup>226</sup> Deleted the text “(2) An Open End Scheme or Closed End Scheme which is in existence at the time of coming into force of these Regulations and not registered as a Notified Entity shall, within ninety days of coming into force of these Regulations, make an application for registration and the Commission, if it is satisfied, that the Open End Scheme or Closed End Scheme<sup>226</sup> is under the management of an Asset Management Company which is holding a valid licence may register the Open End Scheme or Closed End Scheme as a Notified Entity without payment of the registration fee.” Vide SRO 592(I)/2023 dated 17 May 2023

<sup>227</sup> Replaced the text “(3) An application for registration of an Open End Scheme or Closed End Scheme shall contain information as set out in Schedule VI and shall be accompanied by the following information and documents, namely:-

(a) the trust deed of the Closed End Scheme in accordance with Schedule-III and the trust deed for an Open End Scheme in accordance with Schedule-VII;

(b) the latest audited accounts, if applicable, of the NBFC licensed by the Commission to operate as the Asset Management Company and resumes of its directors;

(c) latest audited accounts of the trustee, if available;

(d) letter of consent by the trustee with respect to its appointment;

(e) an undertaking from the Asset Management Company that it will invest or arrange the investment of, -

(i) two hundred and fifty million rupees for a minimum period of two years or life of the Collective Investment Scheme whichever is lesser, for the first Open End Scheme or Closed End Scheme launched by it; and

(ii) one hundred million rupees, out of which at least fifty million rupees shall remain invested in the scheme for at least two years or life of the Collective Investment Scheme whichever is lesser, for every subsequent Collective Investment Scheme

name and consent of the trustee of the Closed End Scheme in accordance with Schedule-III and the Trust Deed along with name and consent of trustee for an Open End Scheme in accordance with Schedule-VII for the principle approval of the Commission <sup>228</sup>[Provided that the Commission may specify a standard format of Trust Deed.].

<sup>229</sup>[(4) After the principle approval of the Commission, if required, the Asset Management Company shall execute and submit the Trust Deed for registration in accordance with the provisions of respective federal or provincial Trust Act and thereafter an application for registration of a CIS containing the information as set out in Schedule VI shall be submitted to the Commission along with evidence of fee as specified by the Commission in Schedule II in the designated bank branch in favor of the Commission.]

(5) The Commission on being satisfied that the Scheme is eligible for registration may register the Scheme as a notified entity on such terms and conditions as it deems appropriate.

<sup>230</sup>[(6) No amendments including any modification, alteration and addition shall be made in the Constitutive Documents without prior notice of seven days to the unit holders and consent of the trustee.]

(7) In case the amendments are proposed in the fundamental attribute of the Constitutive Document of an open end scheme including category of scheme, investment objective and policy, increase in management fee and increase in contingent or back end load, <sup>231</sup>[or any other material change affecting existing unitholders,] the asset management company must give at least <sup>232</sup>[thirty] days prior notice to each Unit Holder about the proposed change; and the Unit Holders shall be given an option to exit at the applicable Net Asset Value without charge of any exit load;]

<sup>233</sup>[(8) In case the amendments are proposed in the fundamental attributes of CIS and/or amendments with respect to offering of units to public and maturity of fund/plan shall be subject to the prior approval of the Commission <sup>234</sup>[:

Provided that an Asset Management Company may provide plans under a Collective

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launched by it; and

(f) fee as specified by the Commission in the Schedule II in the form of bank draft payable to the Commission or copy of paid challan form showing that the required fee has been paid in the designated bank branch in favor of the Commission.” vide S.R.O. No. 814(I)/2011 dated September 05, 2011.

<sup>228</sup> Inserted vide SRO 592(I)/2023 dated 17 May 2023

<sup>229</sup> Substituted for the text “(4) After the principle approval of the Commission, the Asset Management Company shall execute and <sup>229</sup>[submit the Trust Deed for registration] in accordance with the provisions of Trust Act, 1882 (II of 1882) and thereafter an application for registration of an Open End Scheme or Closed end Scheme containing the information as set out in Schedule VI shall be submitted to the Commission along with fee as specified by the Commission in the Schedule II in the form of bank draft payable to the Commission or copy of paid challan form showing that the required fee has been paid in the designated bank branch in favor of the Commission.” Vide SRO 592(I)/2023 dated 17 May 2023

<sup>230</sup> Substituted for the text “ (6) No amendments including any modification, alteration and additions shall be made in the Constitutive Documents without prior notice to the Unit holders, and consent of the trustee.” Vide SRO 1233 (I)/2019 dated 16 October 2019

<sup>231</sup> Inserted vide SRO 592(I)/2023 dated 17 May 2023

<sup>232</sup> Substituted for the word “ninety” vide SRO 1233 (I)/2019 dated 16 October 2019

<sup>233</sup> Inserted vide SRO 639 (I)/2019 dated 20 June 2019

<sup>234</sup> Substituted for the full stop (.) vide SRO 592(I)/2023 dated 17 May 2023

Investment Scheme (CIS) on such terms and conditions as specified through a circular.]

(9) In case amendments are made in the Constitutive Documents due to change in regulatory requirements, the same shall be incorporated without prior approval of the Commission.

(10) The supplement Constitutive Document for amendments shall be submitted to the Commission for information within one week from the date of amendments.]

<sup>235</sup>[**45. Transfer of Management Rights of Open end Scheme or Close End Scheme,-**  
(1) The management rights of an Open End Scheme or Close End Scheme may be transferred to another Asset Management Company upon the occurrence of any of the following events,-

- (a) the Asset Management Company goes into liquidation, becomes bankrupt or has a liquidator appointed over its assets, or its license has been cancelled or does not hold valid license;
- (b) where the AMC is unable to remove the suspension of redemption of units of Open End Scheme within the fifteen working days of suspension and the unit holders representing at least three fourth in value of total outstanding units of the concerned scheme pass a resolution or have given consent in writing that the scheme be transferred to another Asset Management Company;
- (c) if in the opinion of the Commission further management of the Open End Scheme or Closed End Scheme by the existing Asset Management Company is detrimental to the interest of the unit holders, the Commission may direct the

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235 Replaced the text “45. Cancellation of registration and revocation of the Open End Scheme or Closed End Scheme.- (1) An Asset Management Company, after the prior written approval of the Commission, shall give at least three months notice to unit or certificate holders and trustee if it intends to have the registration of the Open End Scheme or Closed End Scheme managed by it cancelled:

Provided that the registration of a Open End Scheme or Closed End Scheme launched for a definite period shall stand automatically cancelled upon completion of its specified life.

(2) At the end of the notice period given under Regulation 45(1), the Commission may by an order in writing cancel the registration of the Open End Scheme or Closed End Scheme.

(3) Upon representation to the Commission, by three fourth in value of the total unit holders or certificate holders of a Open End Scheme or Closed End Scheme, or if in the opinion of the Commission further continuation of the registration of the Open End Scheme or Closed End Scheme will be detrimental to the interest of the unit holders or certificate holders or the market generally, the Commission may cancel the registration of such Open End Scheme or Closed End Scheme :

Provided that the registration of the Open End Scheme or Closed End Scheme shall not be cancelled without providing an opportunity of being heard to the Asset Management Company and the trustee.

(4) In case of cancellation of registration, the Asset Management Company shall revoke the Open End Scheme or Closed End Scheme and refund the proceeds to the certificate holders or unit holders in such manner and within such time as may be specified by the Commission.

(5) Notwithstanding anything contained in any other provision, where in the opinion of the Commission or the Asset Management Company any delay in the revocation of an Open End Scheme or Closed End Scheme is detrimental to the interest of the unit holders, certificate holders or the market generally, the Commission may direct the immediate revocation of the Open End Scheme or Closed End Scheme without first canceling the registration or providing an opportunity of being heard to the Asset Management Company in such manner and within such time as may be specified by the Commission.

(6) Where the Commission grants approval under Regulation 45(1) or cancels the registration of the Open End Scheme or orders the revocation of the Open End Scheme, all issuance and redemption of units of the Open End Scheme shall stand suspended immediately.

(7) In case of revocation of the Open End Scheme or Closed End Scheme all unit holders or certificate holders shall be treated *pari passu.*” vide S.R.O. No. 814(I)/2011 dated September 05, 2011.

trustee to transfer such Open End Scheme or Closed End Scheme to another Asset Management Company acceptable to the Commission:

<sup>236</sup>[(d) the Asset Management Company does not wish to maintain management rights of a CIS, subject to issuance of three (3) months' notice to unit holders about such intention, with prior approval of the trustee and the Commission.]

(2) For the purpose of transfer of management right an Asset Management Company shall execute a supplemental Trust Deed subject to the approval of the Commission.

**45A. Extinguishment/Revocation of an Open End Scheme.-** (1) An Open End Scheme may be extinguished by the occurrence of any of the following events,-

- (a) the Open End Scheme has reached its maturity date as specified in the Trust Deed;
- (b) where the AMC is unable to remove the suspension of redemption of units of Open End Scheme within the fifteen working days of suspension and the unit holders representing at least three fourth in value of total outstanding units of the concerned scheme pass a resolution or have given consent in writing that the scheme be revoked;
- (c) where the Asset Management Company goes into liquidation, becomes bankrupt or has a liquidator appointed over its assets, or its license has been cancelled or does not hold valid license;
- (d) in the opinion of the Asset Management Company the scheme is not commercially viable or the purpose of the scheme cannot be accomplished subject to the consent of trustee;
- (e) on occurrence of any event or circumstances which, in the opinion of the trustee, requires the Scheme to be revoked; and
- (f) where the Commission deems it necessary to revoke the fund so directs either trustee or Asset Management Company in the interest of unit holders;

(2) Where a scheme is to be revoked the trustee shall immediately give notice to the Commission and in two newspapers having circulation all over Pakistan disclosing the circumstances leading to the revocation of the Scheme provided that this clause shall not be applicable to sub-clause (a) of sub-regulation (1) of this Regulation <sup>237</sup>[:

Provided that the trustee shall also send such notice at the registered postal address and/ or email such notice at the registered email ID of all unit holders including the Non-Resident investors.]

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<sup>236</sup> Inserted vide SRO 592(I)/2023 dated 17 May 2023

<sup>237</sup> Substituted for the full stop (.) vide SRO 592(I)/2023 dated 17 May 2023

(3) On the date of publication of the notice under sub-regulation (2) of Regulation 45A the affairs of and all information relating to the Open End Scheme shall be transferred to the trustee till the completion of the final settlement of the affairs of the Open End Scheme <sup>238</sup>[and the management company shall not be entitled to any further remuneration].

**45B. Procedure and manner of Revocation of Open End Scheme.-** (1) From the date of publication of the notice under sub-regulation (2) of Regulation 45A the issuance and redemption of unit shall be suspended and scheme shall cease to carry on its business, except so far as may be required for the beneficial revocation thereof.

(2) The trustee shall be authorized to dispose off the assets of the scheme in the best interest of the unit holders of that scheme and any sale, settlement or arrangement executed by the trustee in pursuance of revocation of open end scheme shall be binding on the Asset Management Company and unit holders of the scheme.

(3) The trustee upon the commencement of revocation process shall also submit, in addition to specified statutory reports, quarterly reports to the Commission providing details of the various steps taken by it in the final settlement of the affairs of the trust.

(4) The proceeds from the sale of the asset of the scheme shall be first utilized towards discharge of such liabilities as are due and payable under the scheme and after making appropriate provision for meeting the expenses connected with such revocation the balance shall be paid to the unit holders in proportion to their respective interest in the assets of the scheme on the date when the decision for revocation was taken.

(5) On the completion of the revocation process the trustee shall forward to the Commission and the unit holders a report on the revocation process containing particulars such as circumstances leading to the revocation, the steps taken for disposal of assets of the fund before revocation, expenses of the fund for revocation, net assets available for distribution to the unit holders and a certificate from the auditors of the fund.

(6) After the receipt of winding up report by trustee, if the Commission is satisfied that all measures for revocation of the scheme have been complied with, the Commission shall cancel the registration of an Open End Scheme and the scheme shall cease to exist.]

<sup>239</sup>[Omitted]

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238 Inserted vide SRO 1160(I)/2015 dated 25 November 2015

<sup>239</sup> Deleted the text "Collective Investment Schemes Investment Company

46. Existing Investment Company to register as Notified Entity.- An Investment Company which is in existence at the time of coming into force of these Regulations and not registered as a Notified Entity shall, within ninety days of coming into force of these Regulations, make a fresh application for registration and the Commission shall register the Investment Company as a Notified Entity without the payment of any registration fee, if satisfied, that the Investment Company meets the following requirements, -

(i) that the Investment Company meets the minimum equity requirement of two hundred and fifty million rupees; and

(ii) that the Investment Company is under the management of an Asset Management Company which is holding a valid licence.

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(2) An existing Investment Company shall make an application for registration as set out in Form I and the Commission if satisfied with the applications may register the Investment Company in Form II.

47. Conditions applicable to Investment Company.- An existing Investment Company which complies with the requirements of Regulation 46 and is subsequently registered by the Commission shall,-

- (a) remain as a public company;
- (b) maintain a minimum equity of not less than two hundred and fifty million rupees;
- (c) have directors, officers or employees who have not been convicted of fraud or breach of trust;
- (d) have directors, officers or employees who have not been adjudicated as insolvent or have not suspended payment or have not compounded with creditors; and
- (e) have promoters and directors who in the opinion of the Commission, are persons of means and integrity and have specialized knowledge of matters which the company may have to deal with as an Investment Company.

48. Appointment of Asset Management Company.- (1) No Investment Company shall appoint an Asset Management Company except by a contract in writing setting out, –

- (a) the duties, rights and obligations of the parties;
- (b) the mechanism for enforcement of the terms of the contract; and
- (c) the circumstances under which the contract can be revoked:

Provided that the appointment of Asset Management Company shall be subject to the prior approval of the Commission.

(2) The contract shall, initially or on renewal, be valid for a period not exceeding ten years and shall not be renewed or modified unless such renewal or modification has been authorized by the shareholders of the Investment Company in a general meeting.

(3) The contract shall, *inter-alia* provide, for the consequential penalty or damages to be borne by the contracting parties in case of violations of any provisions or breach of contract.

(4) The contract shall, among other things, provide that the Asset Management Company shall bear all expenditure in respect of the secretariat and office space of the company and professional management, including all administrative, accounting and legal services, and shall disclose the fees payable by the Investment Company in terms of Regulation 60(3).

(5) A copy of the contract shall be submitted to the Commission for approval.

(6) The Investment Company may, with the prior written approval of the Commission, change the Asset Management Company providing services to it.

49. Custody of assets.- (1) Every Investment Company shall place and maintain all assets owned or held by the company with a custodian appointed by it with the prior approval in writing of the Commission.

(2) The Investment Company shall settle with the custodian a scheme for the custody of assets, which shall, among other matters provide for the circumstances in which the assets may be released from custody.

(3) The custodian shall, if any release of any asset from custody is contrary to the provisions of the Rules or these Regulations, report the matter to the Commission forthwith.

50. Conditions applicable to custodian.- (1) The custodian shall not be an Investment Advisor or an Asset Management Company.

(2) The custodian shall be independent of the Investment Company or Asset Management Company appointed by the Investment Company.

Explanation.- For the purposes of Regulation 50(2) the term “independent” means that there shall be no cross-shareholding nor common directorship between the Asset Management Company, Investment Company and the custodian.

(3) A director or employee of the custodian shall not be involved in the affairs of Asset Management Company or the Investment

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Company.

51. Maintenance of books of accounts and other records.- (1) Every Investment Company shall maintain such books of accounts and other records as shall depict a true and fair view of its state of affairs, including, -

- (a) journals, cash books and other records of original entry forming the basis of entry in any ledger;
- (b) ledgers (or other comparable record) reflecting assets, liabilities, income and expenses;
- (c) ledgers (or other comparable record) showing at any time securities which are receivable or deliverable;
- (d) record of transactions with the bank;
- (e) register of transaction in securities; and
- (f) record of the meetings of the board of directors.

(2) The books of accounts and other records to be maintained under Regulation 51(1) shall be preserved for a period of not less than ten years.

52. Periodical reports to shareholders, etcetera.- Every Investment Company shall,-

- (a) transmit to its shareholders and the Commission the following documents prepared as per the requirements set in Schedule V;
  - (i) the annual report;
  - (ii) copy of the balance sheet;
  - (iii) income statement, cash flow statement and statement of changes in equity and the auditor's report:

Provided that the aforementioned documents shall be transmitted to the shareholders and the Commission within twenty one days before the date of the general meeting at which they will be laid before the shareholders;

(b) within thirty days of the close of the first and third quarter and within two months of the close of second quarter of the year transmit to its shareholders and the Commission quarterly report, including, -

- (i) copy of the balance sheet;
- (iii) income statement;
- (iv) cash flow statement;
- (iii) statement of changes in equity; and

(iv) statement showing the securities owned at the beginning of the relevant period, securities purchased or sold during such period, and the securities held at the end of such period together with the value (at carrying and at market), and the percentage in relation to its own net assets and the issued capital of the person whose securities are owned for that quarter, whether audited or otherwise; and

Provided that the Commission, subject to any conditions, may allow the Investment Company to transmit the said quarterly accounts to the share holders by placing them on its website or the website of the Asset Management Company and the Investment Company shall make the printed copy of the said accounts available to the share holders, free of cost, as and when requested;

(c) disclose the profit and loss account of the Asset Management Company in relation to the Investment Company in its own profit and loss account.

53. Appointment of an auditor.- An Investment Company shall appoint an auditor, from the approved list of auditors circulated by the Commission, who shall be a chartered accountant:

<sup>239</sup>[Provided that the auditor so appointed shall not remain the auditor of the Investment Company for more than five consecutive years]" vide SRO 592(I)/2023 dated 17 May 2023

**54. Invitation to invest and advertisements.-**<sup>241</sup>[(1) Offering Document of a Collective Investment Scheme shall be submitted to the Commission for approval prior to its issue.]

<sup>242</sup>[ ]

(3) The Offering Document of a Closed End Scheme or Open End Scheme shall contain the information as set out in Schedule-IV and VIII, respectively.

<sup>243</sup>[(3a) The minimum net assets of an Open End Scheme shall be one hundred million rupees at all times during the life of the scheme.]

<sup>244</sup>[

(3b) Subject to sub-regulations (3a) after the initial public offering or subsequently at any time if the size of any Open End Schemes falls below that minimum size specified in sub-regulation (3a) the asset management company shall ensure compliance with the minimum fund size within three months of its breach and if the fund size remains below the minimum fund size limit for consecutive ninety days the Asset Management Company shall immediately intimate the grounds to the Commission upon which it believes that the Open End Scheme is still commercially viable and its objective can still be achieved.

(3c) where the Asset Management Company intimates grounds to the Commission for commercial viability of the Open End Scheme it shall also submit the following documents to the Commission,-

- a) the unit holders resolution passed by at least three fourths in value of total outstanding units supporting the Asset Management Company's views; and
- b) a time bound action plan to increase the fund size to the minimum requisite fund size for consideration of the Commission.

(3d) Where the Commission is not satisfied with the submission of Asset Management Company under sub-regulation (3b) and (3c) it may direct the Asset Management Company or the trustee to revoke the Open End Scheme.]

(4) All advertisements of a Collective Investment Scheme shall be in conformity with

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<sup>240</sup> Deleted the text "Collective Investment Schemes" vide SRO 592(I)/2023 dated 17 May 2023

<sup>241</sup> Substituted for the words "(1) Offering Document and other invitations to the public to invest in a Collective Investment Scheme including public announcements shall be submitted to the Commission for approval prior to their issue.

Provided that such invitations, submitted for approval of the Commission, which concerns the trustee and the Shariah Advisor shall be accompanied by their written consent." Vide SRO 1160(I)/2015 dated 25 November 2015

<sup>242</sup> Deleted the text "(2) Notwithstanding the provisions of the Ordinance, a prospectus of an Investment Company shall contain the information required under Schedule IV." Vide SRO 592(I)/2023 dated 17 May 2023

<sup>243</sup> Substituted for the text "(3a) The minimum size of an Open End Scheme shall be one hundred million rupees at all times during the life of the scheme and all existing Open End Schemes shall ensure compliance with this minimum scheme size limit by the first day of July, 2012.

Explanation: - The minimum fund size means the Net Assets of the Open End Scheme." Vide SRO 592(I)/2023 dated 17 May 2023

<sup>244</sup> Inserted vide S.R.O. No. 814(I)/2011 dated September 05, 2011.

the requirements as may be specified by the Commission.

- (5) Any approval granted by the Commission under Regulation 54, –
  - (a) may be varied or withdrawn by the Commission after giving an opportunity of being heard to the Asset Management Company, except for advertisements which may be varied or withdrawn immediately;
  - (b) shall be valid for a period of <sup>245</sup>[hundred and twenty days] from the date of approval provided that there is no change in the approved documents or the approval has not been extended.

#### <sup>246</sup>[Investment Policy of Collective Investment Schemes]

**55. Investment policy and diversification.-** <sup>247</sup>[(1) An Asset Management Company shall clearly state the objectives and the investment policy of a CIS.]

- (a) Closed End Scheme or Open End Scheme in the Offering Document; and
  - (b) of an Investment Company in the prospectus.
- (2) The Commission may specify categorization of <sup>248</sup>[CIS] for the purpose of investments.

<sup>249</sup>[(3) A CIS shall comply with the investment policy as provided in Schedule-XIX.]

<sup>250</sup>[Omitted]

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<sup>245</sup> Substituted for the text “sixty days” vide SRO 639 (I)/2019 dated 20 June 2019

<sup>246</sup> Inserted vide SRO 592(I)/2023 dated 17 May 2023

<sup>247</sup> Substituted for the text “(1) An Asset Management Company shall clearly state the objectives and the investment policy of a, –” vide SRO 592(I)/2023 dated 17 May 2023

<sup>248</sup> Substituted for the text “Collective Investment Schemes” vide SRO 592(I)/2023 dated 17 May 2023

<sup>249</sup> Substituted for the text “(3) A Collective Investment Scheme shall not invest in Unlisted Equity Securities unless an application for listing of such securities has been accepted by the stock exchange:

Provided that a Collective Investment Scheme may make total investments in a pre-initial public offering (Pre-IPO) up to fifteen percent of its net asset value, subject to the investment limits prescribed under these Regulations.” Vide SRO 592(I)/2023 dated 17 May 2023

<sup>250</sup> Deleted the text “(4) An Asset Management Company shall, -

- (a) state in the trust deed and specify in the Offering Document of the Closed End Scheme or Open End Scheme; or
- (b) state in the prospectus of an Investment Company;

the type of securities the Collective Investment Scheme will invest in and the risks associated with such securities.

(5) <sup>250</sup>[Subject to sub-regulation (6) of this Regulation] Exposure of a Collective Investment Scheme to any single entity shall not exceed an amount equal to ten per cent of total net assets of the collective investment scheme, subject to following conditions:

- (a) Exposure to equity securities of a company shall not exceed ten percent of the issued capital of that company;
- (b) Exposure to any debt issue of a company shall not exceed ten percent of that issue.

<sup>250</sup>[Provided that subject to the conditions prescribed in clauses (a) and (b) above the exposure of an equity scheme to any single entity shall not exceed an amount equal to ten per cent of the net assets of the Scheme or the index weight of the security subject to the limit of fifteen percent, whichever is higher.]

(6) Exposure limits for following types of schemes shall be lower of net assets of a scheme or issued securities of a company:

Type of Scheme (Fund)	Maximum limit (Equity Securities)	Maximum limit (Debt Securities)
Shariah Compliant/Islamic Fund	15%	15% of single issue
Index Funds (tracking recognised or approved index or its subset)	weight of security in the index or its subset	weight of security in index or its subset
Sector specific fund	20%	20% of a single issue
Capital Protected Fund or Guaranteed Fund	Per company limit as specified in sub-regulation (5) shall not apply to such percentage of assets of the scheme that is placed with a bank or invested in such a manner that it will become 100% at maturity of the scheme/fund or a guarantee has been obtained from the bank for guaranteed fund	
<sup>250</sup> [Fund of funds	No limit; Provided that the Asset Management Company shall not charge management fee if the fund invests in the schemes managed by the same Asset Management Company.]	

<sup>250</sup>[ ]

(7) An Asset Management Company shall not acquire twenty five percent or more of the voting rights or control of a company on behalf of its Collective Investment Schemes:

Provided that the Asset Management Company shall comply with the condition, including divestment by Collective Investment Schemes, latest by March 31, 2009.

(8) An Asset Management Company authorized by the Commission to invest overseas on behalf of Collective Investment Scheme shall disclose the same in the Constitutive Document and comply with such conditions as specified by the Commission.

(9) An Asset Management Company shall not invest more than twenty five per cent of total net assets of the Collective Investment Scheme in securities of any one sector as per classification of the stock exchange, provided that the following types of schemes shall follow the limits specified below:

<sup>250</sup>[

Type of Scheme (Fund)	Maximum Per Sector limit
Equity Funds	30% or index weight which ever is higher, subject to maximum of 35%
Shariah Compliant/Islamic Fund	35% or index weight, which ever is higher, subject to maximum of 40%
Index Funds (tracking recognized or approved index or its subset)	Weight of sector in the index or its subset
Sector specific fund	No limit
Fund of funds	No limit; Provided that the Asset Management Company shall not charge management fee if the fund invests in the schemes managed by the same Asset Management Company.
Capital Protected Fund or Guaranteed Fund	No limit; Provided that such percentage of assets of the scheme is placed with a bank or invested in such a manner which will become 100% at maturity of the scheme or a guarantee has been obtained from the bank for guaranteed funds.

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<sup>250</sup>[Provided that the Commission may specify a higher maximum limit for a specific sector.]

(10) An Asset Management Company, on behalf of Collective Investment Scheme, shall not take Exposure of more than,-

(a) thirty five per cent of net assets of Collective Investment Scheme in any single group; and

<sup>250</sup>[Explanation: For the purpose of clause (a) of sub-regulations (10) of regulation 55, the term “group” means persons having at least 30% or more shareholding in any other company, as per publicly disclosed information;]

## <sup>251</sup>[Pricing, Subscriptions and Redemptions]

<sup>252</sup>[**56. Sale of securities and cost thereof.**- Securities representing the capital of a Closed End Fund shall be offered to the public at par but no such offer shall be made unless the offer has been underwritten by an underwriter with the prior approval of the Commission.]

**57. Pricing, issue and redemption of units.**- (1) Offer and redemption prices of units shall be calculated on the basis of the net assets of the Open End Scheme divided by the number of units outstanding and such prices may be adjusted by fees and charges:

Provided that the amount or method of calculating such fees and charges is disclosed in the Offering Document.

(2) There shall be at least four regular dealing days per week subject to relaxation for a specific scheme as approved by the Commission.

(3) Any offer price, which the Asset Management Company or the distributor quotes or publishes, must be the maximum price payable on purchase and any redemption price must be the net price receivable on redemption.

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(b) ten per cent of net assets of collective investment scheme in listed group companies of the asset management company and such Exposure shall only be made through the secondary market:

<sup>250</sup>[Provided that an Asset Management Company, on behalf of sector specific fund shall not take exposure more than 20% of net asset of collective investment scheme in listed group companies of the asset management company.]

(11) A Closed End Fund may invest in its own certificates or shares up to twenty per cent of its issued capital from the secondary market in accordance with the requirements specified by the Commission.

(12) The Commission may specify different Exposure limits and parameters for Collective Investment Scheme depending on its Investment objective and policy.

<sup>250</sup>[(13) where the Exposure of a Collective Investment Scheme exceeds the limits specified in sub-regulation (5), (6) or (9) of this regulation because of corporate actions including taking up rights or bonus issue or due to market price increase or decrease in net assets due to redemption the excess Exposure shall be regularized within four months of the breach of limits.]

14) The exposure limits prescribed under sub-regulation (10) of Regulation 55 will not be applicable for Index Funds, Capital Protected Fund and Fund of Funds or any other category as specified by the Commission]

<sup>250</sup>[(15) A Collective Investment Scheme may invest only in securities, commercial papers, deposit with Financial Institutions, place funds with financial institutions, or invest in any other avenues as approved by the Commission from time to time.

(16) The exposure limits prescribed under sub-regulation (5), (6), (9) and (10) of this regulation will not be applicable in case of exposure in securities issued by the Federal Government i.e. PIBs, TBs, Government Ijara Sukuks.]” vide SRO 592(I)/2023 dated 17 May 2023

<sup>251</sup> Inserted vide SRO 592(I)/2023 dated 17 May 2023

<sup>252</sup> Substituted for the words “56. Sale of securities and cost thereof.- Securities representing the capital of a Closed End Fund shall be offered to the public at par but no such offer shall be made unless, -

(a) the Asset Management Company has made or has arranged to make an investment of the amount referred to in Regulation 44(3)(e); and

(b) the offer has been underwritten by an underwriter or Asset Management Company of the Closed End Fund with the prior approval of the Commission.” Vide SRO 1160(I)/2015 dated 25 November 2015

<sup>253</sup>[(4) The maximum interval between the receipt of a properly documented request complete in all respects, for redemption of units and the issue of payment instrument for the redemption money to the holder shall not exceed six working days or such other period as specified by the Commission for any specific category of fund, unless redemption has been suspended.]

(5) Where an Open End Scheme deals at a declared price, and such price exceeds or falls short of the current value of the underlying assets by more than five per cent based on information available, the Asset Management Company shall defer dealing and calculate a new price as soon as possible.

(6) A permanent change in the method of dealing shall be made after expiry of one month notice to unit holders and with the approval of trustee.

(7) A temporary change in the method of dealing shall only be made, -

(a) in exceptional circumstances, having regard to the interests of unit holders;

(b) if the possibility of a change and the circumstances in which it can be made have been fully disclosed in the Offering Documents; and

(c) with the approval of the trustee.

(8) Suspension of redemption shall be provided in exceptional circumstances <sup>254</sup>[up to a maximum for fifteen working days], having regard to the interests of unit holders and such a decision shall be made with the prior approval of the board of the Asset Management Company <sup>255</sup>[and during suspension of redemption issuance of units shall also remain suspended].

(9) The Asset Management Company shall immediately inform the Commission and the trustee if redemption in units ceases or is suspended and the fact that the redemption is suspended shall be published immediately in the newspaper in which the scheme's prices are usually published <sup>256</sup>[and also emailed at the registered email ID of all unit holders].

(10) Where redemption requests on any one dealing day exceed ten per cent of the total number of units in issue, redemption requests in excess of ten per cent may be deferred to the next dealing day.

(11) Subject to the provisions of the Offering Document and after recording reasons in writing the Asset Management Company may suspend the sale of units and immediately inform the Commission, the trustee and the general public of such decision.

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<sup>253</sup> Substituted for the text "(4) The maximum interval between the receipt of a properly documented request for redemption of units and the issue of payment instrument for the redemption money to the holder shall not exceed six working days or such other period as specified by the Commission for any specific category of fund, unless redemption has been suspended." Vide SRO 592(I)/2023 dated 17 May 2023

<sup>254</sup> Inserted vide S.R.O. No. 814(I)/2011 dated September 05, 2011.

<sup>255</sup> Inserted vide S.R.O. No. 814(I)/2011 dated September 05, 2011.

<sup>256</sup> Inserted vide SRO 592(I)/2023 dated 17 May 2023

(12) Notwithstanding anything contained in any other provision, where the Commission is of the opinion that it is in the interest of the unit holders or certificate holders, it may direct that the operations of Open End Scheme or Close End Scheme including the issuance, sale or redemption of units shall be suspended with effect from such date as specified by Commission.

<sup>257</sup>[(13) The suspension of redemption shall end on the day following the first business day on which the exceptional circumstances giving rise to the suspension in the opinion of the Board of Directors of the Asset Management Company have ceased to exist.

(14) Where the AMC is unable to remove the suspension of redemption of unit of Open End Scheme within the fifteen working days of suspension the trustee shall immediately call the meeting of the unit holders at the expiry of the fifteenth days to decide whether to continue the suspension of redemptions for a further period or to terminate, revoke or transfer the Open End Scheme to another Asset Management Company.

(15) The decision to continue the suspension, revoke or transfer the Open End Scheme to another Asset Management Company shall be supported by consent given in writing or resolution passed by unit holders representing at least three fourths in value of total outstanding units of the concerned scheme.

(16) The Asset Management Company shall inform the Commission and the trustee about the date of termination of suspension of dealing in units and publish the notice regarding the termination of dealing in units in two leading daily newspapers having circulation all over Pakistan <sup>258</sup>[and also emailed at the registered email ID of all unit holders].]

**58. Limitations and prohibitions.-** (1) <sup>259</sup>[An Asset Management Company on behalf of a CIS managed by it shall not],-

<sup>260</sup>[Omitted]

- (f) issue a senior security which is either stock or represents indebtedness, without the prior written approval of the Commission;
- (g) apply for de-listing from stock exchange, unless it has obtained prior written approval of the Commission;

<sup>261</sup>[Omitted]

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<sup>257</sup> Inserted vide S.R.O. No. 814(I)/2011 dated September 05, 2011.

<sup>258</sup> Inserted vide SRO 592(I)/2023 dated 17 May 2023

<sup>259</sup> Substituted for the text "Subject to Regulation 58(2), an Asset Management Company on behalf of a Collective Investment Scheme managed by it shall not" vide SRO 592(I)/2023 dated 17 May 2023

<sup>260</sup> Deleted the text "(a) affect a short sale in a security whether listed or unlisted;

(b) purchase any security in a forward contract;

(c) purchase any security on margin;

(d) apply any part of its assets to real estate, commodities or commodity contracts;

(e) invest in securities of the Asset Management Company;" vide SRO 592(I)/2023 dated 17 May 2023

<sup>261</sup> Deleted the text "(h) invest in any security of a company, if, -

(i) any director or officer of the Asset Management Company or Investment Company owns more than five per cent of the total

- <sup>262</sup>(j) finance, assume, guarantee, endorse or otherwise become directly or contingently liable for or in connection with any obligation or indebtedness of any person:

*Explanation I:-* Reverse repo transactions involving Government Securities or other debt securities stated as authorized investments in the Offering Document under an agreement and spread transaction or MTS or replacement thereof which are protected by the clearing company shall not be attracted by clause (j) provided risk management parameters are disclosed in the offering document of the scheme.

*Explanation II:-* For the purpose of sub-clause the expression “spread transactions” mean such transactions where shares/contracts of one company are purchased on one settlement date and simultaneously sold on another settlement date and/or on same settlement dates across markets, that will be considered as one transaction and includes; ready buy and future sale and its unwinding or future buy and future sale and its unwinding.]

<sup>263</sup>[Omitted]

- (m) without obtaining prior approval of the Commission merge Collective Investment Schemes or acquire or take over any other Collective Investment Scheme;

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amount of securities issued by that company; or

(ii) the directors and officers of the Asset Management Company or Investment Company collectively own more than ten per cent of those securities:

Provided that Regulation 58(1)(h) shall not apply to Open End Scheme or Closed End Scheme tracking an index or a sub-set of an index;

(i) if it is an Investment Company, -

(i) appoint on its board fifty percent or more directors who represent interest of Asset Management Company;

(ii) appoint or change its chief executive or any of its directors, excluding director nominated by the Federal Government or Provincial Governments, without prior written approval of the Commission.” Vide SRO 592(I)/2023 dated 17 May 2023

<sup>262</sup> Substituted for the text “(j) <sup>262</sup>[finance], assume, guarantee, endorse or otherwise become directly or Contingently Liable for or in connection with any obligation or indebtedness of any person:

<sup>262</sup>[Explanation I:- Reverse repo transactions involving Government Securities or other debt securities stated as authorized investments in the Offering Document under an agreement and spread transaction through ready buy and future sale or future buy ready sale transaction to unwind the existing spread transaction or MTS or replacement thereof which are protected by the clearing company shall not be attracted by clause (j) provided risk management parameters are disclosed in the offering document of the scheme.

Explanation II:- For the purpose of sub-clause the expression “spread transactions” mean such transactions where shares of one company are purchased on one settlement date and simultaneously sold on another settlement date, that will be considered as one transaction and includes; ready buy and future sale and its unwinding or future buy and future sale and its unwinding.” Vide SRO 592(I)/2023 dated 17 May 2023

<sup>263</sup> Deleted the text “(k) borrow in any form, except with the approval of trustee, for meeting redemption request and such borrowing shall not exceed fifteen per cent or such other limit as specified by the Commission of the total net asset value of an Open End Scheme at the time of borrowing. The maximum period of borrowing shall be 90 days and any net cash flows during interim period shall be utilized for repaying of borrowing:

Provided that an Asset Management Company during the interim period may invest net cash flows for right issues or may invest during the interim period if there is no option in borrowing agreement for early repayment of borrowing;

(l) sell units or issue shares or certificates for consideration other than cash unless permitted by the Commission on the basis of structure and investment policy of the Collective Investment Scheme;” vide SRO 592(I)/2023 dated 17 May 2023

- (n) invest the subscription money until the closure of public offer of <sup>264</sup>[units] or certificates;
- (o) issue right shares or certificates at a price which is less than average of net asset value of shares or certificates over ninety days period immediately preceding the announcement of right issue of a Closed End Fund; and

<sup>265</sup>[Omitted]

(2) Regulations 58(1) (a),(b),(c) and (d) shall not apply to Collective Investment Scheme which has an investment objective and policy to short-sell, purchase securities on margin and invest in commodities or commodity contracts on terms and conditions specified by the Commission.

**59. Transactions with connected person and employees.-** (1) An Asset Management Company on behalf of a Collective Investment Scheme shall not without the <sup>1</sup>[ ] approval of the <sup>2</sup>[its Board of Directors] in writing <sup>3</sup>[and consent of Trustee], purchase from, or sell any securities to any connected person or employee of the Asset Management Company:

Explanation: Regulation 59(1) shall not apply to the issue, sale or redemption of units or shares or certificates issued by the Collective Investment Scheme.

(2) Where cash forming part of assets of Collective Investment Scheme is deposited with the trustee or the custodian that is a banking company or an NBFC, a return on the deposit shall be paid by such trustee or custodian at a rate that is not lower than the rate offered by the said banking company or NBFC to its other depositors on deposits of similar amount and maturity.

(3) All transactions with connected persons carried out by an Asset Management Company on behalf of the Collective Investment Scheme shall be in accordance with the provisions of the Constitutive Documents and shall be disclosed in the annual report of the Collective Investment Scheme.

<sup>266</sup>[(4) An Asset Management Company may undertake transactions involving sale and purchase of securities between the Collective Investment Schemes managed by it where the:-

- (a) Sale and purchase decisions are in the best interest of the Schemes involved;
- (b) Transactions are executed on an arm's length and fair basis; and
- (c) Rationale for undertaking such transactions is documented prior to the execution.]

**60. Expenses Chargeable to Collective Investment Schemes.-** (1) All expenses incurred in connection with the incorporation, registration or establishment of a Closed End

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<sup>264</sup> Substituted for the word "shares" vide SRO 592(I)/2023 dated 17 May 2023

<sup>265</sup> Deleted the text "(p) take Exposure in any other Collective Investment Scheme, except for fund of funds or overseas investment:

Explanation.- For the purpose of this Regulation "fund of funds" means a Collective investment Scheme set up with the objective to predominantly invest in the securities of other Collective investment Schemes and shall comply with these Regulations by June 30, 2009 <sup>1</sup>[or such extended period of time as specified by the Commission].

Provided that Clause 58(d) shall not apply to shariah compliant Collective Investment Scheme entering into commodity based contracts as a vehicle; (a) to place funds or ; (b) to borrow funds to meet redemptions, as referenced in clause 58 (k) of these Regulations." Vide SRO 592(I)/2023 dated 17 May 2023

<sup>266</sup> Inserted vide SRO 1160(I)/2015 dated 25 November 2015

Fund, the offer for sale of the securities of such fund and the distribution of such securities, including commission payable to the underwriter, shall be borne by the Asset Management Company and reimbursed from such fund, subject to the audit of expenses, in equal amounts paid annually over a period of not less than five years or within the maturity date of such fund if it has life of less than five years:

Provided that an Asset Management Company of a Closed End Fund whose capital has already been issued, subscribed and listed shall not be entitled to reimbursement of any expense other than that incurred in connection with incorporation, registration or establishment of such Closed End Fund.

(2) All expenses incurred in connection with the establishment and registration of an Open End Scheme including,-

- (a) execution and registration of the Constitutive Documents;
- (b) issue, legal costs, printing, circulation and publication of the Offering Document;
- (c) announcements describing the Open End Scheme; and
- (d) expenses incurred during the initial period;

shall be borne by the Asset Management Company and reimbursable, subject to the audit of expenses, by the fund over a period of not less than five years or within the maturity date of the fund or any other time period as may be specified by the Commission.

<sup>267</sup>[(3) Notwithstanding the generality of Regulations 60(1) and (2), the fees and charges

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<sup>267</sup> Substituted for the text “(3) Notwithstanding the generality of Regulations 60(1) and (2), the following fees and charges shall be payable from the Collective Investment Scheme, -

- (a) remuneration of the Asset Management Company;
- (b) remuneration of trustee or custodian;
- (c) in case of an Investment Company, the directors fees and related expenses for attending meetings;
- (d) listing fee payable to the stock exchange, including renewals;
- (e) charges and levies of stock exchange, national clearing and settlement company and central depository company;
- (f) rating fee of Collective Investment Scheme payable to approved rating agency;
- (g) auditors’ fees and out of pocket expenses as billed by them;
- (h) fees payable to the Commission;
- (i) formation cost of the Collective Investment Scheme not exceeding 1.5 per cent of the net assets at the close of initial public offering (IPO) in case of an Open End Scheme and one percent of the paid-up capital in case of a Closed End Fund or ten million rupees whichever is lower;
- (j) brokerage and transaction costs related to investing and disinvesting of the assets of the Collective Investment Schemes;
- (k) expenses incurred by trustee in affecting registration of all registerable assets in the name of the trustee;
- (l) legal and related costs incurred in protecting the interests of the unit, certificate or share holders of the Collective Investment Scheme;
- (m) bank charges, borrowing and financial costs;
- (n) hedging costs including forward cover, forward purchase or option purchase costs;
- (o) printing costs and related expenses for issuing the quarterly, half-yearly and annual reports, etcetera of the Collective Investment Scheme;
- (p) taxes, fees, duties and other charges applicable to the Collective Investment Scheme on its income or its properties, including taxes, fees, duties and other charges levied by a foreign jurisdiction on investments made overseas;
- (q) in case of Investment Company, printing and distribution of notices of meetings;
- (r) any other expense or charge as may be allowed by the Commission.
- (s) fees and expenses related to registrar services, accounting, operation and valuation services related to CIS;
- (t) shariah advisory fee; [ ]
- (u) custody and insurances costs relating to the safekeeping of the physical gold in the vault(s) for Commodity Funds; and]

as provided under Schedule-XX may be payable from the CIS, however, an AMC may charge any of such fees and charges to the management company.]

(4) The expenses referred to in Regulations 60(1) and (2) shall be reported with their break-up under separate heads by the Asset Management Company to the Commission and the trustee, as soon as the distribution of the securities is completed.

<sup>268</sup>[(5) The Total Expense Ratio of a Collective Investment Scheme shall be capped as given below:

- (a) Equity, Balanced, Asset Allocation and Capital protected (dynamic asset allocation-direct exposure) Schemes up to <sup>269</sup>[4.5]%;
- (b) Money Market upto 2%;
- (c) Income, aggressive income, Capital protected, Index and Commodity Schemes (cash settled) upto <sup>270</sup>[2.5]% <sup>271</sup> [:

Provided that in addition to the above prescribed limit Income and Aggressive Income Schemes which invest in Margin Trading System (MTS) and/or ready future spread transaction, may charge additional MTS and/or ready future spread transaction related expenses upto 0.5% of Net assets to the Scheme;]

- (d) Commodity Schemes (deliverable) upto 3%;
- (e) Fund of Fund upto 2.5% in case management fee is charged and upto 0.5% incase no management fee is charged;

Provided that the Asset Management Company shall not charge management fee if the fund of fund invests in the schemes managed by the same Asset Management Company;

Explanation:- For the purpose of sub-regulation (5), the costs incurred in relation to any government levy on funds such as sales tax, Worker's Welfare Fund or SECP fee etc. shall be excluded while calculating Total Expense Ratio for the purpose of these Regulations.]

<sup>272</sup>[(6) An AMC shall ensure adequate disclosure of the following expenses and sales

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[(v) selling and marketing expenses for the purpose of opening and maintenance of branches; payment of salaries/commission to sales team and distributors; advertising and publicity expense; development of alternate delivery/distribution channels for CIS,:

Provided that selling and marketing expense may be charged for all categories of funds except fund of funds." vide SRO 592(I)/2023 dated 17 May 2023

<sup>268</sup> Inserted vide SRO 1160(I)/2015 dated 25 November 2015

<sup>269</sup> Substituted for the expression "4" vide SRO 639 (I)/2019 dated 20 June 2019

<sup>270</sup> Substituted for the expression "2" vide SRO 639 (I)/2019 dated 20 June 2019

<sup>271</sup> Substituted for the semi colon ";" Vide SRO 1279(I)/2017 dated 21 December 2017

<sup>272</sup> Substituted for the text " (6) An AMC shall ensure adequate disclosure of the following expenses and sales load to investor before soliciting investment,-

- (i) Total Expense Ratio;
- (ii) Management Fee as a percentage of net assets;
- (iii) Selling and Marketing expenses as a percentage of net assets; and

load to investor before soliciting investment and prominently disclose on a daily basis, the following information regarding all CIS on its website and on the website of Mutual Funds Association of Pakistan (MUFAP),-

- (i) Total Expense Ratio;
- (ii) Management Fee as percentage of net assets;
- (iii) Selling and Marketing expenses as percentage of net assets;
- (iv) Front-end, back-end and contingent load as a percentage of net assets; and
- (v) Trustee Fee as percentage of net assets.]

<sup>273</sup>[Omitted]

<sup>274</sup>[**60A. Alignment of interest.-** In order to align the interest of the Key Employees of the AMCs with the unitholders of the CIS an AMC shall allocate such part of compensation of the Chief Executive Officer, Chief Investment Officer and Head of Investment Committee of the AMCs in units of CIS(s) being managed by the AMC as specified in Schedule XXII.]

<sup>275</sup>[**61. Remuneration payable to Asset Management Company.-** An Asset Management Company shall be entitled to an accrued remuneration that has been verified by the trustee and is paid in arrears on monthly basis:

Provided that Asset Management Company may charge variable fee or fixed fee or the combination of both which shall not exceed the limit disclosed in the Offering Document. AMC shall disclose actual rate of management fee charged as percentage of net asset of CIS in the monthly fund manager report.]

<sup>276</sup>[**62. Fee Payable to the Commission.-** (1) An Asset Management Company

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(iv) Front-end, back-end and contingent load as a percentage of net assets.” Vide SRO 592(I)/2023 dated 17 May 2023

<sup>273</sup> Deleted the text “(7) Asset Management Company shall prominently disclose on a daily basis, the following information regarding all Collective Investment Schemes on its website and on the website of Mutual Funds Association of Pakistan (MUFAP),-

- (i) Total Expense Ratio;
- (ii) Management Fee as percentage of net assets;
- (iii) Selling and Marketing expenses as percentage of net assets; and
- (iv) Front-end, back-end and contingent load as a percentage of net assets.” Vide SRO 592(I)/2023 dated 17 May 2023

<sup>274</sup> Inserted vide SRO 592(I)/2023 dated 17 May 2023

<sup>275</sup> Substituted for the text “<sup>275</sup>[(61) An Asset Management Company shall disclose in the Offering Document the maximum rate of management fee chargeable to Collective Investment Scheme within allowed expense ratio limit. An Asset Management Company shall be entitled to an accrued remuneration that has been verified by the trustee and is paid in arrears on monthly basis:

Provided that Asset Management Company may charge variable fee or fixed fee or the combination of both which shall not exceed the limit disclosed in the Offering Document. AMC shall disclose actual rate of management fee charged as percentage of net asset of CIS in the monthly fund manager report.]” vide SRO 592(I)/2023 dated 17 May 2023

<sup>276</sup> Substituted for the text “62. Annual fee.- An Asset Management Company managing a Collective Investment Scheme, within three months of the close of accounting year of the Collective Investment Scheme, shall pay the Commission <sup>276</sup>[non-refundable annual fee] which is such percentage of average annual net assets of the Collective Investment Scheme as provided in Schedule II:

Provided that the annual fee shall be chargeable by the Asset Management Company to the Collective Investment Scheme.

managing a Collective Investment Scheme, within fifteen days of the close of every calendar month of the Collective Investment Scheme, shall pay the Commission non-refundable fee which is such percentage of average net assets of the Collective Investment Scheme as provided in Schedule II along with trustee certificate for the accuracy:

Provided that the fee payable to the Commission shall be chargeable by the Asset Management Company to the Collective Investment Scheme.

*Explanation.* - For the purposes of Regulation 62(1) “average net assets” means the average of net assets calculated on daily basis during the month.

Provided further that an Asset Management Company managing a Collective Investment Scheme, within three months of close of accounting year/financial year 2022-2023 of the Collective Investment Scheme, shall pay the Commission, non-refundable annual fee which is 0.02% of average annual net assets of the Collective Investment Scheme.

*Explanation.* - For the purposes of above proviso, the “average annual net assets” means the average of net assets calculated on daily, weekly or monthly basis during the year.

(2) An Investment Advisor managing discretionary portfolio shall pay the Commission non-refundable fee, which is such percentage of discretionary portfolio under management as provided in Schedule II within fifteen days of the close of each quarter of its accounting year.]

**63. Amount distributable to shareholders.-** <sup>277</sup>[(1)] An Asset Management Company on behalf of a Collective Investment Scheme shall, for every accounting year, distribute by way of dividend to the unit holders, certificate holders or shareholders, as the case may be, not less than ninety per cent of the accounting income of the Collective Investment Scheme received or derived from sources other than <sup>278</sup>[ ] capital gains as reduced by such expenses as are chargeable to a Collective Investment Scheme under these Regulations <sup>279</sup>[:

Provided that in case of a Closed End Fund, the realized capital gains shall also be distributed as per above requirement.]

<sup>280</sup>[*Explanation.-* For the purpose of this Regulation the expression “accounting income” means income of an open end scheme, excluding the amount for the year referred to in clause (xiib) of regulation (2), at the close of the financial year or in case of interim distribution any interim date at which the financial statements of the fund are drawn up] <sup>281</sup>[:

Provided that in case of Exchange Traded funds accounting Income shall also include net

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Explanation. - For the purposes of Regulations 61 and 62 “average annual net assets” means the average of net assets calculated on daily, weekly or monthly basis during the year.” Vide SRO 592(I)/2023 dated 17 May 2023

<sup>277</sup> Inserted vide SRO 1160(I)/2015 dated 25 November 2015

<sup>278</sup> Deleted the word “unrealized” vide SRO 427(I)/2015 dated May 20, 2015

<sup>279</sup> Inserted vide SRO 427(I)/2015 dated May 20, 2015

<sup>280</sup> Substituted for the words “Explanation.- For the purpose of this Regulation the expression “accounting income” means income calculated under the International Accounting Standards and verified by the auditors.” Vide SRO 756(I)/2017 dated 3 August 2017

<sup>281</sup> Substituted for the full stop (.) vide SRO 613(I)/2020 dated July 7, 2020

of element of income created through income statement at the time of issuance and/or redemption of units.]

<sup>282</sup>[(2) Unless otherwise advised by the unit/certificate holders, all dividends to which a unitholder is entitled, shall be credited by the AMC's in the bank account of the unit holder provided by him/her on the application for investment or otherwise.]

<sup>283</sup>[(3) An AMC shall ensure that dividend is paid to the unit holder within 10 working days from the date of announcement of dividend.]

**64. Publication of net asset value of Closed End Fund.-** An Asset Management Company managing a Closed End Fund shall furnish to the stock exchange on which the securities of the fund are listed, the Commission, the relevant association and such other entity as directed by the Commission, within fourteen days of the last day of the preceding month, information about the net asset value of securities issued by it, as on last date of the preceding month.

<sup>284</sup>[Omitted]

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<sup>282</sup> Inserted vide SRO 1160(I)/2015 dated 25 November 2015

<sup>283</sup> Inserted vide SRO 592(I)/2023 dated 17 May 2023

<sup>284</sup> Deleted the text "65. Conversion or cancellation or winding-up of Closed End Fund.- (1) An Asset Management Company managing a Closed End Fund or an Investment Company shall, upon expiry of [ ] five years from 21st November 2007 or the date of launch of the fund whichever is later, hold within one month of such period a meeting of the certificate holders in case of a Closed End Scheme or shareholders in case of an Investment Company to seek approval of the certificate holders or shareholders, as the case may be, to convert into an Open End Scheme or revoke the Closed End Scheme or wind up the Investment Company, subject to applicable provisions of the Ordinance, the Rules and these Regulations:

Provided that Regulation 65(1) shall not apply to Closed End Funds having specified maturity of five years or less than five years or where period of maturity is specified:]

[ ]

Provided further that in the case of Closed End Fund, where their portfolio is frozen as a result of an agreement with the Privatization Commission (i.e. funds previously managed by the Investment Corporation of Pakistan) such Closed End Fund shall hold the aforementioned meeting [within three months] from the date of removal of freezing of the portfolio or five years from 21<sup>st</sup> November 2007, which ever is later.

[(2) The meeting of certificate holders or shareholders, as the case may be, shall decide on any one of the following:

- (a) conversion of Closed End Fund into an Open End Scheme; or
- (b) revocation of Closed End Scheme; or
- (c) winding up of an Investment Company.]

[(2a) In case of winding up of Investment company, a special resolution of shareholders shall be obtained by casting a vote through proxy or physical presence in a meeting and in case of conversion of Investment Company in to an Open End Scheme, by passing a resolution of shareholders through simple majority by casting vote through proxy or physical presence in the meeting and in case of conversion of Closed End Scheme in to Open End Scheme or revocation of Closed End Scheme, by passing a resolution of certificate holders through simple majority by casting a vote through proxy, physical presence or in writing through post, and all such resolutions once passed shall be binding on the Asset Management Company.

(2aa) The meeting of the certificate holders of the Closed End Scheme shall be convened in accordance with the requirements as prescribed by the Commission through circular.

(2aaa) An Asset Management Company shall ensure publication and dissemination of the notice of the meeting of certificate holders of the Closed End Scheme along with the draft resolution at least seven days prior to the date of meeting and in case of Investment Company 21 days prior to the date of meeting of shareholders and all such notices shall also specify all material facts, particularly the impact of conversion, revocation or winding up, as the case may be, on the certificate holders or shareholders.]

**66. Calculation of net assets.-** Net assets in relation to a Collective Investment Scheme shall be calculated in the following manner:

- <sup>285</sup>[(a) a security listed on a stock exchange, local or foreign as the case may be, shall be valued at the closing price determined by such exchange in accordance with its regulations.]
- (b) an Unlisted Debt Security and a debt security listed but not traded regularly on a stock exchange shall be valued in the manner specified by the Commission;
- (c) an investment purchased and awaiting payment against delivery shall be included for valuation purposes;
- (d) an investment sold but not delivered pending receipt of proceeds shall be valued at the net sale price;
- (e) the value of any dividends, bonus shares or rights which may have been declared on securities in the portfolio but not received by the Collective Investment Scheme as of the close of business on the valuation date shall be included as assets of the Collective Investment Scheme if the security upon which such dividends, bonuses or rights were declared is included in the assets and is valued ex-dividend, ex-bonus or ex-rights as the case may be;
- (f) mark-up accrued on any mark-up-bearing security in the portfolio shall be included as an asset of the Collective Investment Scheme if such accrued mark-up is not otherwise included in the valuation of the security;
- (g) any other income accrued upto the date on which computation was made shall also be included in the assets;
- (h) all liabilities, expenses and other charges due or accrued up to the date of computation which are chargeable under these Regulations and taxes shall be deducted from the value of the assets;
- (i) the remuneration accrued up to the date of computation payable to the Asset Management Company for providing management and other services shall be

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(3) Not later than fifteen days from the date of meeting of the certificates holders or shareholders, as the case may be, the Closed End Fund shall make an application to the Commission for conversion or revocation or winding up, as the case may be, accompanied with a copy of the <sup>284</sup>[relevant resolution.]

(4) The Commission after ensuring the completion of formalities by the concerned NBFC and Closed End Fund, as prescribed in the Rules, these Regulations and the Ordinance or the conditions as specified by the Commission, shall allow the conversion or revocation or winding up of the fund, as the case may be.” Vide SRO 592(I)/2023 dated 17 May 2023

<sup>285</sup> Substituted for the words “(a) a security listed on a stock exchange, local or foreign as the case may be, shall be valued at its last sale price on such exchange on the date on which it is valued or if such exchange is not open on such date, then at its last sale price on the next preceding date on which such exchange was open and if no sale is reported for such date the security shall be valued at an amount neither higher than the closing asked price nor lower than the closing bid price;” vide SRO 1160(I)/2015 dated 25 November 2015

included as an expense;

- (j) a security not listed or quoted on a stock exchange, other than Government Securities or debt security, shall be valued at investment price or its break up value as per last audited accounts, whichever is lower;
- (k) Government Securities not listed on a stock exchange and traded in the interbank market shall be valued at the average rate quoted on a widely used electronic quotation system and such average rate shall be based on the remaining tenor of the security;<sup>286</sup>[ ] and
- (l) any such method of valuation of assets and liabilities as may be specified or modified by the Commission from time to time;<sup>287</sup>[and
- (m) take all reasonable steps and exercise due diligence to ensure that the assets of Collective Investment Scheme are correctly valued and priced, in line with the provisions of these regulations and Constitutive Documents:

Explanation:- For the purpose of valuing the fund's property and pricing the Collective Investment Scheme's units, a management company shall not do or omit anything that will confer on itself or certain unit holders a benefit or advantage at the expense of other unit holders or potential unit holders.]

<sup>288</sup>[**66A.Sale and Distribution of units of Collective Investment Schemes:**

- a) An Asset Management Company may sell units of <sup>289</sup>[CIS] directly or through distributors. An Asset Management Company shall ensure that to whom it delegates distribution function have valid license/ registration from the Commission.

<sup>290</sup>[Provided that those distributors who are selling mutual fund units of single AMC only shall be exempted from the requirement licensing/registration provided that they shall fulfil such other requirements as may be specified by the Commission]<sup>291</sup>[:

Provided further that a Scheduled Bank, Microfinance Bank, Development Financial Institution and Electronic Money Institution licensed by the State Bank of Pakistan, and a non-banking microfinance company licensed by the Commission, shall be eligible to undertake activities only to the extent of distributor of CIS/ VPF units of AMCs/Pension Fund Managers (PFMs) without

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<sup>286</sup> The word "and" deleted vide S.R.O. No. 814(I)/2011 dated September 05, 2011.

<sup>287</sup> Inserted vide S.R.O. No. 814(I)/2011 dated September 05, 2011.

<sup>288</sup> Inserted vide SRO 1160(I)/2015 dated 25 November 2015

<sup>289</sup> Substituted for the text "Collective Investment Scheme" vide SRO 592(I)/2023 dated 17 May 2023

<sup>290</sup> Substituted for the words "Provided that distributors which are already engaged in the business of distribution of mutual fund units, shall comply with these requirements within six months of coming into force of these regulations." vide SRO 1179(I)/2016 dated December 28, 2016.

<sup>291</sup> Substituted for the full stop (.) vide SRO 592(I)/2023 dated 17 May 2023

obtaining requisite license and subject to compliance with the Securities and Futures Advisors (Licensing and Operations) Regulations, 2017.]

- b) An Asset Management Company shall enter into a written agreement with the distributors clearly stating the terms and conditions for avoidance of fraud and mis-selling of Collective Investment Scheme.
- c) An Asset Management Company and distributor shall not:
  - i. involve either directly or indirectly in the mis-selling of Collective investment schemes;
  - ii. sell units of Collective Investment Scheme directly or indirectly by making a false or misleading statement;
  - iii. sell units of Collective Investment Scheme directly or indirectly by concealing or omitting material facts of the scheme; and
  - iv. sell units of Collective Investment Scheme directly or indirectly by concealing the risk factors associated with the scheme.
- d) An Asset Management Company or distributor shall take reasonable care to ensure suitability of the scheme to the investor.

<sup>292</sup>[Explanations:- For the purpose of this, AMC shall ensure proper acknowledgment from investors on risk profiling and recommended Collective Investment Scheme as per risk profiling and in case investor select high risk product on its own choice, AMC shall also ensure proper acknowledgment from investor of his such selection.]

- e) An Asset Management Company or distributor shall ensure that any performance reporting / presentation is accompanied by all explanations, qualifications, limitations and other statements that are necessary to prevent such information from misleading investors.
- f) An Asset Management Company or distributor shall ensure that promotional materials do not contain untrue statements or omit to state facts that are necessary in order to prevent the statements from being misleading, false or deceptive.
- g) An Asset Management Company or distributor shall ensure that performance is <sup>293</sup>[ ] presented after taking into account the risk-tolerance, investment objectives, level of understanding and knowledge of the recipient.

#### <sup>294</sup>[Investment Advisory Services]

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<sup>292</sup> Inserted vide SRO 1233 (I)/2019 dated 16 October 2019

<sup>293</sup> Deleted the words “measured and” vide SRO 592(I)/2023 dated 17 May 2023

<sup>294</sup> Inserted vide SRO 592(I)/2023 dated 17 May 2023

**66B. Investment Advisory Services.** - (1) An Investment Advisor and its employees as applicable shall;

- (a) act in good faith and in the best interest of its client(s) or investors without taking advantage for itself or any of its related parties or group companies or employees at the expense of its clients or investor(s).
- (b) place client's or investor's interest before their own.
- (c) ensure that the investment decisions and actions, in case of pooled funds, are in accordance with the investment policy, objectives and constraints including risk parameters, as stated in the fund's constitutive documents.
- (d) ensure that the investment advice, decisions and actions, appropriately take into account the client's or investor's investment objectives, tolerance for risk, time horizon, liquidity needs and financial constraints, that shall be specified and agreed with the client in writing prior to providing such investment services.
- (e) not carry out any transaction on behalf of clients or investors with any of its connected person unless such transaction is carried out on arm's length terms and with appropriate disclosure.
- (f) take measure for restricting excessive trading that cannot be directly linked to a profitable trade for the investors, and ensuring that only the minimal number of trades take place taking into account the investors' stated objectives.
- (g) Ensure that the best price and terms are negotiated when trading in securities, in the interest of the investors.
- (h) not participate in any business relationship or accept any gift that could reasonably be expected to affect their independence, objectivity, or loyalty to clients or investors.
- (i) not involve directly or indirectly in the mis-selling of securities.
- (j) not directly or indirectly sell securities by making a false or misleading statement.
- (k) not directly or indirectly sell securities by concealing or omitting material facts of investments.
- (l) not directly or indirectly sell securities by concealing the associated risk factors of the scheme.
- (m) not assume and issue any type of guarantee, in relation to and on behalf of the portfolio managed by investment advisor.
- (2) An Investment Advisor shall:
  - (a) specify a suitable performance benchmark to be used on a consistent basis, that is commensurate with the investment parameters/risks along with frequency of performance review.

- (b) ensure that any performance reporting / presentation is accompanied by all explanations, qualifications, limitations and other statements that are necessary to prevent such information from misleading clients or investors.
- (c) ensure that performance is measured and presented after taking into account the level of understanding and knowledge of the recipient.
- (d) use market prices to value investments and apply, in good faith, methods to determine the fair value of any securities for which no independent, third-party market quotation is readily available.
- (e) ensure that promotional materials do not contain untrue statements or omit to state facts that are necessary in order to prevent the statements from being misleading, false or deceptive.
- (f) formulate policies and procedures for proper discharge of its fiduciary responsibility towards investors and such policy shall cover the following minimum principles / requirements:
  - (i) Mechanism to ensure Investment Advisor's employees exercise reasonable care and prudent judgment while managing client or investor assets;
  - (ii) Sufficient measures to ensure that the nature and extent of its fiduciary duties are clearly understood by employees of Investment Advisor;
  - (iii) Requirements to ensure fair and objective dealing with all clients or investors, when providing investment information, making investment recommendations, or taking investment action;
  - (iv) Ensure portfolio of each client or investor is managed separately from others in case of segregated accounts;
  - (v) Restriction on employees of Investment Advisor from entering into any transaction that may create a conflict with a 'duty of care' owed to a client. Where it is practically not possible to avoid conflict, ensure its complete and timely disclosure to clients;
  - (vi) Appropriate measures to determine and present investment performance in a fair, accurate and timely manner and shall not misrepresent the performance of individual portfolios or of its own;
  - (vii) Mechanism for ongoing and timely client or investor communications such as portfolio information, which does not contain any inaccurate or misleading information;
  - (viii) Proper procedures to ensure confidentiality of client or investor information; and
  - (ix) Mechanism for proper and timely handling of any client or investor

complaints along with details of dedicated personnel to deal with such matters.]

- <sup>295</sup>[(g) send a portfolio account statement to discretionary clients on the registered postal address or through any electronic means including registered email address provided by the client at least on semi-annual basis, with complete disclosure of portfolio allocation, gross return on portfolio, expenses including advisory fee, performance fee etc., net return of the portfolio, value of investments at statement date and performance since inception.
- (h) comply with such other requirement as may be specified by the Commission from time to time.]

<sup>296</sup>[(3) An Investment Advisor managing listed and traded Collective Investment Schemes shall comply with relevant regulatory framework as may be specified by the Commission.]

<sup>297</sup>**[67. Managing discretionary and non-discretionary client portfolio.-** (1) <sup>298</sup>[An Investment Advisor shall inform the Commission before commencement of business of investment advisory services and in provision of such services it shall]:

- <sup>299</sup>[(a) Obtain an undertaking from the Client that he understands the risks involved in the management of portfolio on discretionary or non-discretionary basis:

Provided that in the case of an entity such an undertaking shall be made by the board of directors or trustees as the case may be;]

- <sup>300</sup>[(b) exercise due diligence, care and prudence to achieve the investment objective of

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<sup>295</sup> Inserted vide SRO 592(I)/2023 dated 17 May 2023

<sup>296</sup> Inserted vide SRO 592(I)/2023 dated 17 May 2023

<sup>297</sup> Substituted for the words "Investment Advisory Services 67. Managing discretionary and non-discretionary client portfolio.- (1) An Investment Advisor shall inform the Commission before commencement of business of managing Discretionary Portfolio and Non-Discretionary Portfolio and in managing Discretionary Portfolio and Non-Discretionary Portfolio of client it shall, -

(a) accept investment requests only from Eligible Investors;

(b) exercise due diligence, care and prudence to achieve the investment objective of the Discretionary Portfolio and Non-Discretionary Portfolio of clients;

(c) organize its affairs in a manner that Discretionary Portfolio and Non-Discretionary Portfolio of clients are managed separately from other activities;

(d) make investment or disinvestment decisions independently and on merit;

(e) charge fees and costs as specified in the written agreement between the parties;

(f) disclose details separately for Discretionary Portfolio and Non-Discretionary Portfolio by way of separate note to the annual and quarterly accounts such as the number of clients, total portfolio at cost as well as market value and fee earned; and

(g) comply with any circulars or directions issued by the Commission relating to the business of managing Discretionary Portfolio and Non-Discretionary Portfolio.

(2) In the event of any dispute, the Investment Advisor shall produce evidence of compliance under Regulation 67 (1)." Vide SRO 1160(I)/2015 dated 25 November 2015

<sup>298</sup> Substituted for the text "An Investment Advisor shall inform the Commission before commencement of business of managing Discretionary Portfolio and Non-Discretionary Portfolio and in managing Discretionary Portfolio and Non-Discretionary Portfolio of client it shall" vide SRO 592(I)/2023 dated 17 May 2023

<sup>299</sup> Substituted for the text "(a) accept investment requests only from Eligible Investors;" vide SRO 592(I)/2023 dated 17 May 2023

<sup>300</sup> Substituted for the text "(b) exercise due diligence, care and prudence to achieve the investment objective of the Discretionary Portfolio and Non-Discretionary Portfolio of clients;" vide SRO 592(I)/2023 dated 17 May 2023

clients;]

- (c) organize its affairs in a manner that;
  - <sup>301</sup>[(i) Portfolio of clients are managed separately;]
  - (ii) ensures that material conflict of interest across different activities is adequately managed.
  - (iii) have proper Information Technology system and infrastructure to manage the portfolio.
  - (iv) Put in place adequate and appropriate systems, procedures and processes to undertake and monitor different business activities in a proper and efficient manner.
  - (v) establish and maintain sufficient risk management systems and controls to enable it to identify, access, mitigate, control and monitor risks in best interest of investors.
  - (vi) formulate and implement Board's approved internal control policies and procedures for ensuring;
    - (I) appropriate segregation of duties and information barriers between the trading, risks management and processing functions, commonly referred to as the front, middle and back offices;
    - (II) establishment of 'Chinese Walls' including polices and physical apparatus designed to prevent the improper or unintended dissemination of market sensitive information from one division of multi-service firm to another division.
- (d) make investment or disinvestment decisions independently and on merit;
- (e) charge fees and costs as specified in the written agreement between the parties;
- (f) disclose details separately for Discretionary Portfolio and Non-Discretionary Portfolio by way of separate note to the annual and quarterly accounts such as the number of clients, total portfolio at cost as well as market value and fee earned; and
- <sup>302</sup>[(g) comply with any circulars or directions issued by the Commission.]
- <sup>303</sup>[(h) The custodian shall be independent of the Investment Advisor or the Asset Management Company in such a manner that there shall be no cross-shareholding nor common directorship:

Provided that a director or employee of the custodian shall not be involved in the affairs of Asset Management Company or the Investment Advisor.]

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<sup>301</sup> Substituted for the text "(i) Discretionary Portfolio and Non-Discretionary Portfolio of clients are managed separately." Vide SRO 592(I)/2023 dated 17 May 2023

<sup>302</sup> Substituted for the text "(g) comply with any circulars or directions issued by the Commission relating to the business of managing Discretionary Portfolio and Non-Discretionary Portfolio." Vide SRO 592(I)/2023 dated 17 May 2023

<sup>303</sup> Inserted vide SRO 592(I)/2023 dated 17 May 2023

(2) An Investment Advisor in the event of any dispute reported by a client or group of clients, shall have the onus to produce evidence, of compliance under regulation 67 (1) to the Commission for its review and decision.]

<sup>304</sup>[**67A. Relaxation of Regulations.** - If any difficulty arises in giving effect to any of the provisions of these regulations in a particular case, or class of cases, or if it would be in the interest of capital market so to do, the Commission may, for reasons to be recorded in writing relax such requirements subject to such conditions as it may deem fit.]

### **Part V<sup>305</sup> Voluntary Pension System**

**“67AA. Application of this part.-** The provisions of this part shall apply to Pension Fund Managers and Pension Funds managed by such Pension Fund Managers <sup>306</sup>[:

Provided that Digital Fund Management NBFCs/ Pension Fund Managers shall comply with such requirements as may be specified by the Commission through circular, for Digital Pension Fund Scheme Business.”;]

**67B. Obligations as Pension Fund Manager.-** A Pension Fund Manager shall,-

- (i) be obliged to manage the assets of the pension fund in the interest of the participants in good faith and to the best of its ability and without gaining any undue advantage for itself or any of its related parties or its officers;
- (ii) be responsible for the acts and omissions of all persons to whom it may delegate any of its functions as Pension Fund Manager, howsoever designated, as if they were its own acts and omission;
- (iii) account to the trustee for any loss in value of the assets of the pension fund where such loss has been caused by its gross negligence, reckless or willful act or omission;
- (iv) maintain at its principal office, proper accounts and records to enable a complete and accurate view to be formed of the assets and liabilities and the income and expenditure of the pension fund, all transactions for the account of the pension fund and contributions received by the pension fund and withdrawals by the participants including detail of withholding tax deducted at source and transfer or receipt of balances in the individual pension accounts of the participants to or from other Pension Fund Managers;
- (v) prepare and transmit an annual report, together with a copy of the balance sheet and income and expenditure account and the auditor's report of the pension fund within four months of closing of the accounting period to the Commission and the participants, and the balance sheet and income and

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<sup>304</sup> Inserted vide S.R.O. No. 814(I)/2011 dated September 05, 2011.  
<sup>305</sup>Part V inserted vide SRO 1068(I)/2021 dated 23 August 2021

<sup>306</sup> Substituted for the full stop (.) vide SRO 592(I)/2023 dated 17 May 2023

expenditure account shall comply with requirements as set out in Schedule XIII:

Provided that the Pension Fund Manager may transmit or make available on its website annual report of the pension fund for participants and it shall make the printed copy available to a participant free of cost as and when required;

- (vi) within one month of the close of the first and third quarter of its year of account of the fund and within two months of the close of second quarter, prepare and transmit to the participants and the Commission a balance sheet as at the end of that quarter and a profit and loss account for that quarter, whether audited or otherwise, of the pension fund and the balance sheet and income and expenditure account shall comply with requirements as set out in Schedule XIII. The companies may, post the said quarterly accounts on their website;
- (vii) maintain a register of participants of the pension fund and inform the Commission of the address where the register is kept;
- (viii) appoint an auditor with the consent of the trustee at the establishment of the pension fund and upon any vacancy and such auditor shall not be appointed for more than five consecutive years;
- (ix) furnish to the Commission within one month of the close of any accounting period,-
  - (a) particulars of the personnel (executive, research and other) managing the pension fund;
  - (b) total number of participants; and
  - (c) such other information that may be specified by the Commission from time to time;
- (x) furnish to the Commission a copy of its annual report together with copies of the balance sheet, profit and loss account, the directors' report and the auditors' report within one month of its annual general meeting and shall furnish its half yearly report to the Commission within two months of close of its half year;
- (xi) send an account statement as at the 30th June and the 31st December each year, within thirty days after the end of each date, to individual participants, giving detail of the amounts received or withdrawn and tax deducted and the number of units allocated and held, the current valuation of the units and such other information as may be specified by the Commission, free of charge;
- (xii) send an account statement each time when there is an activity in the participant's account within seven working days of such activity and the participant shall be entitled to receive any information, in respect of his account, at any time, on written application;
- (xiii) send any other statement or certificate to the participants which may be necessary under these rules regulations;
- (xiv) send a notice to a participant at least thirty days before the chosen date of

retirement informing him the options available to him on retirement. The notice should be sent physically on the mailing address as well as electronically on email or cellular phone number; and

- (xv) specify a criteria in writing to provide for a diverse panel of brokers at the time of offering of a pension fund or for any subsequent change and shall not enter, on behalf of a pension fund, into transactions with any broker that exceed twenty five per cent of the commission payable by a pension fund in any one accounting year:

Provided that this restriction shall not apply to transactions relating to money market instruments or debt securities.

**67C. Restrictions for Pension Fund Manager.-** No Pension Fund Manager shall,-

- (i) merge with, acquire or take over management of any other pension fund unless it has obtained the prior approval of the Commission in writing to the scheme of such merger, acquisition or takeover;
- (ii) participate in a joint account with others in any transaction except for placement of orders under a single Universal Identification Number (UIN) subject to mechanism approved by the Commission;
- (iii) make any investment with the purpose of having the effect of vesting the management, or control, in the pension fund;
- (iv) employ as a broker, directly or indirectly, any of its director, officer or employee or a member of a family of such person which shall include spouse, parents, children, brothers and sisters and enter into transactions with any connected broker, which shall equal or exceed twenty-five per cent or more of the brokerage or commission paid by the pension fund in any one accounting year; and
- (v) enter into a short sale transaction in any security.

**67D. Obligations of trustee of pension fund.-** A trustee shall,-

- <sup>307</sup>(i) A trustee shall meet the obligations, as applicable, laid down in regulation 41 whereby any reference to “Asset Management Company” shall be construed as “Pension Fund Manager”, “Open End Scheme” as “Pension Fund” and “unit holder” as “participant”. In addition, a trustee shall be liable for the act and omission of the lender and its agent in relation to assets forming part of the property of the pension fund and, where borrowing is undertaken for the account of the pension fund, such assets may be registered in the lender's name or in that of a nominee appointed by the lender.]; and

<sup>308</sup>[Omitted]

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<sup>307</sup> Substituted for the text “A trustee shall meet the obligations, as applicable, laid down in regulation 41 whereby any reference to “Asset Management Company” shall be construed as “Pension Fund Manager”, “Open End Scheme” as “Pension Fund” and “unit holder” as “participant”. In addition, a trustee shall be liable for the act and omission of the lender and its agent in relation to assets forming part of the property of the pension fund and, where borrowing is undertaken for the account of the pension fund, such assets may be registered in the lender's name or in that of a nominee appointed by the lender.

“vide SRO 592(I)/2023 dated 17 May 2023

<sup>308</sup> Deleted the text “(ii) be liable for any loss caused due to its willful act or omission or that of its agent or delegate in relation to custody of assets or any investment forming part of the property of the pension fund; (iii) be liable for the act and omission of the lender and its agent in relation to assets forming part of the property of the pension

comply with the directions of the Commission given in the interest of the participants.

**67E. Allocation and reallocation of contribution in pension fund,-** (1) The contribution received from any participant by the Pension Fund Manager on any working day shall be immediately credited to the individual pension account of the participant after deducting the front-end fees, and the amount in the individual pension account shall be used to purchase the units of sub-funds of the pension fund as the Commission may allow, at the net asset value notified by the Pension Fund Manager at the close of that working day.

(2) The allocation of the contributions between the various sub-funds at the date of opening of individual pension account and thereafter, shall be in accordance with the policy to be specified through circular by the Commission from time to time, hereinafter referred to as the specified allocation policy.

(3) The amount of the contribution used for the purchase of the units of any sub-fund shall depend on such percentage as determined in the specified allocation policy selected by the participant. In the event of no allocation percentages being selected by any participant the Pension Fund Manager shall allocate the contributions preferably to an approved Lifecycle Allocation Scheme specified, and if such a scheme has not been offered, then allocate contributions to either Low Volatility (formerly Conservative Allocation Scheme) or Lower Volatility (formerly Very Conservative Allocation Scheme).

(4) The Pension Fund Manager shall make reallocation of the units between the sub-funds at least once a year to ensure that the allocation of units of all the participants are according to the percentages selected by the participants or where no selection has been made according to the specified allocation policy.

**67F. Remuneration Payable to Pension Fund Manager.-** (1) A Pension Fund Manager shall disclose in the Offering Document the maximum rate of management fee chargeable to pension fund within allowed expense ratio limit and shall also be entitled to an accrued remuneration that has been verified by the trustee and is paid in arrears on monthly basis:

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fund and, where borrowing is undertaken for the account of the pension fund, such assets may be registered in the lender's name or in that of a nominee appointed by the lender;

(iv) ensure that the issue and redemption of units are carried out in accordance with the provisions of the constitutive documents of the pension fund;

(v) ensure that the methods adopted by the Pension Fund Manager in calculating the values of the units of each sub-fund of the pension fund are adequate and that the net asset value is calculated in accordance with the provisions of the constitutive documents or as specified by the Commission;

(vi) carry out the instructions of the Pension Fund Manager in respect of investments unless they are in conflict with the provisions of the prospectus or constitutive documents;

(vii) ensure that the investment policy and borrowing limitations set out in the constitutive documents and the conditions under which the pension fund was authorized are complied with;

(viii) issue a report to be included in the annual report to be sent to participants whether, in the trustees' opinion, the Pension Fund Manager has in all material respects managed the pension fund in accordance with the provisions of the constitutive documents, and if the Pension Fund Manager has not done so, the respects in which it has not done so and the steps which the trustee has taken in respect thereof;

(ix) ensure that units are not allocated until contributions have been received;

(x) immediately inform the Commission if any action of the Pension Fund Manager contravenes any provision of the Ordinance, these rules, constitutive document, offering document, guidelines, codes, circulars, directives or any other applicable laws; and” vide SRO 592(I)/2023 dated 17 May 2023

Provided that pension fund manager may charge variable fee or fixed fee or the combination of both which shall not exceed the limit disclosed in the Offering Document. Pension fund manager shall disclose actual rate of management fee charged as percentage of net asset of pension fund in the monthly fund manager report

(2) A Pension Fund Manager may charge sales load maximum up to 3% of the contribution received from any participants of the pension fund. Provided that there shall be no sales load payable in the event of the transfer of individual pension account from one Pension Fund Manager to another Pension Fund Manager<sup>309</sup>[:

Provided further that there shall be no sales load payable on employer pension funds.]

**67G. Maximum Expense Ratio.-** (1) The Total Expense Ratio of a pension fund shall be capped as follow-

- (a) Equity sub fund upto 4.5%;
- (b) Money Market upto 2%;
- (c) Income, commodity <sup>310</sup>[cash settled] fund upto 2.5% <sup>311</sup>[: and]
- <sup>312</sup>(d) Commodity (deliverable) fund upto 3%

Provided that in case of employer pension fund, the total expense ratio of a pension fund shall be as per the agreement between employer and pension fund manager and shall be disclosed in the offering document]

(2) The costs incurred in relation to any government levy on funds such as sales tax, Worker's Welfare Fund or Commission fee etc. shall be excluded while calculating Total Expense Ratio referred to in sub-regulation (1).

(3) A Pension Fund Manager may charge the eligible expenses as given in sub-regulation (2) and (3) <sup>313</sup>[except clause (t) of Schedule XX] of the regulation 60 to a pension fund:

Provided that the amount or method of calculation of such fee and charges shall be transparent and clearly disclosed in the offering documents of the pension fund.

(4) A Pension Fund Manager shall ensure adequate disclosure of the following expenses and sales load to investor before soliciting investment,-

- (i) Total Expense Ratio;
- (ii) Management Fee as a percentage of net assets;

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<sup>309</sup> Substituted for the full stop (.) vide SRO 297(1)/2024 dated 22 February 2024

<sup>310</sup> Inserted vide SRO 297(1)/2024 dated 22 February 2024

<sup>311</sup> Inserted vide SRO 297(1)/2024 dated 22 February 2024

<sup>312</sup> Inserted vide SRO 297(1)/2024 dated 22 February 2024

<sup>313</sup> Insert vide SRO 297(1)/2024 dated 22 February 2024

(iii) Sales load as a percentage of net assets.

(5) A Pension Fund Manager shall prominently <sup>314</sup>[disclose] on a daily basis, the following information regarding all its pension funds <sup>315</sup>[except employer pension funds,] on its website and on the website of Mutual Funds Association of Pakistan (MUFAP),-

- (i) Total Expense Ratio;
- (ii) Management Fee as a percentage of net assets;
- (iii) Sales load as a percentage of net assets.

**67H. Calculation of Net Assets of Pension Fund.-** (1) The net asset value of the unit of each sub-fund shall be calculated on the basis of the sub-fund's total net asset value divided by the number of units after making adjustments for fees and charges.

(2) Net assets in relation to a pension fund shall be calculated in the manner given in sub-regulation 66.

(3) There should be at least four dealing days per week.

**67I. Performance benchmark of Pension Funds.-** (1) The Commission may prescribe the standardized performance benchmark of pension fund.

(2) Mutual Funds Association of Pakistan (MUFAP) shall publish on its web site, ranking of pension funds <sup>316</sup>[except employer pension funds,] on the basis of their returns on periodic basis.

**67J. Invitation to invest and advertisements.-** (1) All advertisements of a Pension Fund shall be in conformity with the requirements as may be specified by the Commission.

(2) No amendments including any modification, alteration and addition shall be made in the Constitutive Documents without prior notice of seven days to the participants and consent of the trustee.

(3) In case the amendments are proposed in the fundamental attributes of pension fund and/or amendments with respect to offering of units to public shall be subject to 30 days prior notice to participants and prior approval of the Commission.

(4) In case amendments are proposed in the Constitutive Documents due to change in regulatory requirements, the same shall be incorporated without prior approval of the Commission and the supplement Constitutive Document for amendments shall be submitted to the Commission for information within one week from the date of amendments.

<sup>317</sup>[(5) Any approval granted by the Commission under Regulation 67J,–

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<sup>314</sup> Substituted for the word “disclosure” vide SRO 297(1)/2024 dated 22 February 2024

<sup>315</sup> Inserted vide SRO 297(1)/2024 dated 22 February 2024

<sup>316</sup> Inserted vide SRO 297(1)/2024 dated 22 February 2024

<sup>317</sup> Substituted for the text “(5) Any approval granted by the Commission under Regulation 67J,–

(i) may be varied or withdrawn by the Commission after giving an opportunity of being heard to the Asset Management Company, except for advertisements which may be varied or withdrawn immediately; and shall be valid for a period of hundred and twenty days from the date of approval provided that there is no change in the approved documents or the approval has not

- (i) may be varied or withdrawn by the Commission after giving an opportunity of being heard to the Asset Management Company, except for advertisements which may be varied or withdrawn immediately; and
- (ii) shall be valid for a period of hundred and twenty days from the date of approval provided that there is no change in the approved documents or the approval has not been extended.]

**PART – VI<sup>318</sup>**  
**Repeals and Savings**

**68. Savings and Repeals.-** Save as provided in Regulation 68(2), the provisions of the Non-Banking Finance Companies and Notified Entities Regulations, 2007 and S.R.O. No. 683(I) of 2008 are hereby repealed.

(2) The provisions of the Non-Banking Finance Companies and Notified Entities Regulations, 2007 listed in Schedule XIII shall remain in force for the regulation of the existing NBFCs licensed to undertake the business of venture capital investment and venture capital funds till 20<sup>th</sup> February 2010.

(3) The provisions of the Non-Banking Finance Companies and Notified Entities Regulations, 2007 listed in Schedule XIII shall stand repealed on 20<sup>th</sup> February 2010 and all NBFCs and funds regulated thereunder shall ensure that they comply with the requirements of the Private Equity and Venture Capital Fund Regulations, 2008 before 20<sup>th</sup> February 2010.

**69. Transitional provisions.-** <sup>319</sup>[(1)] Save as otherwise specifically provided, nothing in these Regulations shall affect or be deemed to affect anything done, action taken, investigation or proceedings commenced, order, relaxation granted unless withdrawn, appointment, conveyance, mortgage deed, document or agreement made, fee paid or accrued, resolution passed, direction given, proceedings taken or instrument executed or issued, under the repealed Non-Banking Finance Companies and Notified Entities Regulations, 2007 and any such thing, action, investigation, proceedings, order, appointment, conveyance, mortgage deed, document, agreement, fee, resolution, direction, proceedings or instrument shall if in force at the coming into force of these Regulations and not inconsistent with any of the provisions of these Regulations, continue to be in force, and have effect as if it were respectively done, taken, commenced, made, directed, passed, given, executed or issued under these Regulations.

<sup>320</sup>[(2)] Save as otherwise provided in these Regulations, all the existing NBFCs and Notified Entities shall comply with the requirements of these amended Regulations within a period of six months from coming into effect of these amendments.]

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been extended vide SRO 592(I)/2023 dated 17 May 2023

318 Amended vide SRO 1068(I)/2021 dated 23 August 2021. The heading “Part- IV” substituted with the heading “Part VI”

319 Inserted vide SRO 1160(I)/2015 dated 25 November 2015

320 Inserted vide SRO 1160(I)/2015 dated 25 November 2015

<sup>321</sup>[Omitted]

<sup>322</sup>[Omitted]

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<sup>321</sup> Deleted Form I “FORM I  
[Regulation 46]

FORM OF APPLICATION FOR  
REGISTRATION OF AN EXISTING INVESTMENT COMPANY

Islamabad, the \_\_\_\_20\_\_.

To,  
The Securities and Exchange Commission of Pakistan,  
Islamabad.

Sir,

1. We hereby apply for the registration of..... (name of Investment Company) as a Notified Entity under section 282 CA of the Companies Ordinance, 1984 (“Ordinance”) read with Regulation 44 or 46 of the Non-banking Finance Companies and Notified Entities Regulations, 2008 (“Regulations”).
2. We hereby undertake that we are in compliance with the requirements of the Ordinance, Non-Banking Finance Companies (Establishment and Regulation) Rules, 2003 and the Regulations.
3. We further undertake to take all steps necessary to comply the Regulations and any further requirements of the Commission.
4. The auditor’s certificate verifying compliance with the minimum equity requirement under the Regulations and an attested copy of the contract with the Asset Management Company holding a valid licence for providing asset management services are attached.

Yours faithfully,  
Signature of the Secretary or  
a director of the applicant company  
“ vide SRO 592(I)/2023 dated 17 May 2023

<sup>322</sup> Deleted Form II “FORM II  
[see Regulation 46]

CERTIFICATE OF REGISTRATION  
OF AN INVESTMENT COMPANY AS A NOTIFIED ENTITY

Islamabad, the \_\_\_\_\_20\_\_.

The Securities and Exchange Commission of Pakistan having considered the application for registration by.....(Name of the existing Investment Company) and being satisfied that the said.....(Name of the Investment Company) is eligible for registration hereby grants, this certificate of registration to .....in exercise of its powers under section 282 CA of the Companies Ordinance, 1984 and Regulation 46(2) of the Non-banking Finance Companies and Notified Entities Regulations, 2008.

Signature of the officer.” Vide SRO 592(I)/2023 dated 17 May 2023

<sup>323</sup>[FORM III  
[see Regulation 40A/40B (2)/40C(2)]  
Securities and Exchange Commission of Pakistan  
Specialized Companies Division

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Registration No. SCD/ /Trustee Name/ /Year Islamabad, Dated: .....

**CERTIFICATE OF REGISTRATION  
TO ACT AS TRUSTEE**

The Securities and Exchange Commission of Pakistan, having considered the application for the grant of registration/**renewal** to act as Trustee of an Open-End or Closed-End Schemes submitted by ..... (Name of Trustee) under sub-regulation (1) of Regulation **40A/40C** of the Non-Banking Finance Companies and Notified Entities Regulations, 2008 (the Regulations) as amended from time to time and being satisfied that it would be in the public interest to do so, in exercise of powers conferred by sub-regulation (2) of Regulation 40B/40C hereby grants/**renews** the certificate of registration in the name of ..... (Name of Trustee) to act as Trustee of an Open-End or Closed-End Schemes subject to the conditions stated herein below or as may be prescribed or imposed hereafter:

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<sup>323</sup> Substituted for the Form III <sup>4323</sup>[FORM-III

[see Regulation 40A/40B(3)]

Securities and Exchange Commission of Pakistan  
Specialized Companies Division

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Registration No. SCD/ /Trustee Name/ /Year Islamabad, Dated: .....

**CERTIFICATE OF REGISTRATION  
TO ACT AS TRUSTEE**

The Securities and Exchange Commission of Pakistan, having considered the application for the grant of registration to act as Trustee of an Open-End or Closed-End Schemes submitted by ..... (Name of Trustee) under sub-regulation (1) of Regulation 40B of the Non-Banking Finance Companies and Notified Entities Regulations, 2008 (the Regulations) as amended from time to time and being satisfied that it would be in the public interest so to do, in exercise of powers conferred by sub-regulation (2) of Regulation 40B hereby grants the certificate of registration in the name of ..... (Name of Trustee) to act as Trustee of an Open-End or Closed-End Schemes subject to the conditions stated herein below or as may be prescribed or imposed hereafter:

- (i) ..... (Name of Trustee) shall comply with the Regulations (as amended or replaced) and any directives, circulars, codes or notifications issued by the Commission to regulate the Trustees;
- (ii) ..... (Name of Trustee) shall submit annual, half yearly, quarterly or such other reports as specified in the applicable laws;
- (iii) ..... (Name of Trustee) shall submit system audit report as specified in the Regulations; and
- (iv) This Registration is valid for a period of three years w.e.f. ....(date of registration) and shall be renewable every three years as specified in the Regulations.

Approving Authority  
“ vide SRO 592(I)/2023 dated 17 May 2023

(i) ..... (Name of Trustee) shall comply with the Regulations (as amended or replaced) and any directives, circulars, codes or notifications issued by the Commission to regulate the Trustees;

(ii) ..... (Name of Trustee) shall submit annual, half yearly, quarterly or such other reports as specified in the applicable laws;

(iii) ..... (Name of Trustee) shall submit system audit report as specified in the Regulations; and

(iv) This Registration is valid for a period of three years w.e.f. ....(date of registration/ renewal) and shall be renewable every three years as specified in the Regulations.

**Approving Authority”:]**

<sup>324</sup>[Omitted]  
**FORM V**  
[see regulation 40A(1)/40B(3)]  
**APPLICATION FOR OBTAINING CERTIFICATE OF REGISTRATION TO ACT AS TRUSTEE**

Dated, the-----

To,  
The Securities and Exchange  
Commission of Pakistan, Islamabad.

Dear Sir,

We ----- (Name of Trustee) hereby apply for grant of Certificate of Registration under Regulation 40A(1) )/40B(3) of the Non-Banking Finance Companies and Notified Entities Regulations, 2008 (Regulations) to act as Trustee of an Open-End or Closed-End Schemes.

2. We hereby furnish the following information, \_\_\_

- (a) Certified true copy of certificate of incorporation as a limited company;
- (b) Certified true copies of the memorandum and articles of association
- (c) authorised, subscribed and paid-up share capital of the company (sponsors' equity indicated separately);
- (d) names and addresses of directors and number of shares held by each of them;
- (e) directors' interest, direct or indirect, in any other company with details of such interest;

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<sup>324</sup> Deleted the Form IV "FORM IV  
[see Regulation 40C]

Securities and Exchange Commission of Pakistan  
Specialized Companies Division

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Registration No. SCD/ /Trustee Name/ /Year                      Islamabad, Dated: .....

**CERTIFICATE OF REGISTRATION  
TO ACT AS TRUSTEE**

The Securities and Exchange Commission of Pakistan, having considered the application for the renewal of registration to act as Trustee of an Open-End or Closed-End Schemes submitted by ..... (Name of Trustee) under sub-regulation (1) of Regulation 40C of the Non-Banking Finance Companies and Notified Entities Regulations, 2008 (the Regulations) as amended from time to time and being satisfied that it would be in the public interest so to do, in exercise of powers conferred by sub-regulation (2) of Regulation 40C, hereby renews the certificate of registration of ..... (Name of Trustee) to act as Trustee of an Open-End or Closed-End Schemes subject to the conditions stated herein below or as may be prescribed or imposed hereafter:

- (i) ..... (Name of Trustee) shall comply with the Regulations (as amended or replaced) and any directives, circulars, codes or notifications issued by the Commission to regulate the Trustees;
- (ii) ..... (Name of Trustee) shall submit annual, half yearly, quarterly or such other reports as specified in the applicable laws;
- (iii) ..... (Name of Trustee) shall submit system audit report as specified in the Regulations; and
- (iv) This Registration is valid for a period of three years w.e.f. ....(date of registration) and shall be renewable every three years as specified in the Regulations.

Approving Authority

“ vide SRO 592(I)/2023 dated 17 May 2023

- (f) details of persons or group controlling the company including major shareholders with number and value of shares held;
- (g) names of holding, subsidiary and associated undertaking, if any;
- (h) details of qualified staff engaged;
- (i) reasons for selecting the proposed business, place of business with statistical data;
- (j) system audit report, if available;
- (k) business continuity plan;
- (l) details regarding system controls;
- (m) rating from a credit rating company if required; and
- (n) additional facts in support of this application;

3. An affidavit as to the correctness of the above information by the chief executive is also furnished herewith.

4. We undertake to keep this information upto date by communicating changes or modifications therein within three days of such change or modifications.

5. A receipt of non-refundable processing fee as specified in schedule-II of the Regulations for the certificate of registration, deposited in \_\_\_(name of bank and branch) on \_\_\_(date) is enclosed.

Yours faithfully,  
Name and Signature of the  
Chief Executive Officer  
of the proposed Trustee

**FORM VI**  
[see regulation 40C(1)]  
**APPLICATION FOR RENEWAL OF REGISTRATION TO ACT AS TRUSTEE**

Date: .....

Securities and Exchange Commission of Pakistan,

Islamabad

Dear Sir,

We, ----- (Name of Trustee), hereby apply for renewal of the Registration to act as Trustee of an Open-End or Closed-End Schemes under Regulation 40C(1) of the Non-Banking Finance Companies and Notified Entities Regulations, 2008.

The Registration granted or renewed earlier is due to expire on .....

Original receipt of challan evidencing payment of renewal fee as specified in the Schedule-II of the Regulations is enclosed.

It is requested that the Registration may be renewed w.e.f. .... for a period of three years.

Yours faithfully,

Name and Signature of the  
Chief Executive Officer  
of the Trustee]

<sup>325</sup>[Schedule I  
**Minimum Equity Requirement**  
[see Regulation 4]

<b>Form of Business</b>	<b>Minimum equity Requirement</b>
New deposit taking NBFCs for obtaining license of Investment Finance Services or Leasing or Discounting or Housing Finance Services	Rs. 1,000 million
Existing NBFCs with valid deposit taking permission having Investment Finance Services license	Rs. 750 million
Existing NBFCs with valid deposit taking permission having Leasing license	Rs. 500 million
Non-deposit taking NBFCs for Investment Finance Services license	Rs. 100 million Rs. 40 million for Digital Lending
Non-Bank Microfinance Company for Investment Finance Services License *	Rs. 50 million Rs. 20 million for Digital Lending
Non-deposit taking NBFCs for Leasing or Discounting or Housing Finance Services license	Rs. 50 million for each form of business Rs. 20 million for Digital Lending
Asset Management Services	Rs.200 million Rs. 50 million for Digital Asset Management Services
Investment Advisory Services	Rs. 30 million Rs. 10 million for Digital Asset Management Services

**Note:**

\*The Non-Bank Micro Finance Companies which do not have share capital shall maintain minimum “Fund and Reserves” (being the excess of assets over liabilities excluding surplus on revaluation of assets and investments) equal to the amount of minimum equity requirement as prescribed in the above table.]

<sup>325</sup> Substituted for Schedule I <sup>325</sup>[Schedule I  
Minimum Equity Requirement  
[see Regulation 4]

Form of Business	Minimum Equity Requirement
New deposit taking NBFCs for obtaining license of Investment Finance Services or Leasing or Discounting or Housing Finance Services	Rs. 1,000 million
Existing NBFCs with valid deposit taking permission having Investment Finance Services license **	Rs. 750 million
Existing NBFCs with valid deposit taking permission having Leasing license **	Rs. 500 million
Non-deposit taking NBFCs for Investment Finance Services license	Rs. 100 million
Non-Bank Microfinance Company for Investment Finance Services License *	Rs. 50 million
Non-deposit taking NBFCs for Leasing or Discounting or Housing Finance Services license	Rs. 50 million for each form of business
Asset Management Services	Rs.200 million
Investment Advisory Services	Rs. 30 million

Note:

\*The Non-Bank Micro Finance Companies which do not have share capital shall maintain minimum “Fund and Reserves” (being the excess of assets over liabilities excluding surplus on revaluation of assets and investments) equal to the amount of minimum equity requirement as prescribed in the above table.

\*\*The NBFCs having valid deposit raising permission shall meet the shortfall, if any, in complying with the minimum equity requirement within one year of coming into force of these regulations.] “vide SRO 592(I)/2023 dated 17 May 2023.

<sup>326</sup>[Schedule-II

[See Rule 4, 5, 7A and Regulation 11, 40A, 40B, 40C, 41, 44 and 60, 62 and Rule 9(3)(c) of VPS Rules, 2005<sup>327</sup>]

<sup>328</sup>[A] **Application Fees under the Rules:**

Form	Subject of Application	Amount (in Rs.)
Form I	Application for permission to form an NBFC	250,000
Form II	Application for license to undertake or carry out an activity or function	500,000
Form IV	Application for renewal of license to carry out an activity or function	Nil

Provided that Non-Bank Micro Finance Companies shall pay the following fee amounts:

Form	Subject of Application	Amount (in Rs.)
Form I	Application for permission to form an NBFC	125,000
Form II	Application for license to undertake or carry out an activity or function	250,000
Form IV	Application for renewal of license to carry out an activity or function	Nil

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<sup>329</sup>[B] **Application Fees under the Regulations:**

Sr.No.	Regulation	Subject of Application	Amount (in Rs.)
1	Regulation 44	Application for registration of an Open End Scheme or Closed End Scheme	500,000
2	Regulation 40A(1)	Application for certificate of registration to act as a trustee	500,000

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<sup>330</sup>[C. **Other Fees:**

326 Substituted for the entire schedule II vide SRO 1160(I)/2015 dated 25 November 2015

327 Substituted for "See Rule 4, 5, 7A and Regulation 11, 40A, 40B, 40C, 41, 44 and 60, 62" vide SRO 1127 (I)/2021

328 Substituted for the following vide SRO 270 (I)/2020 dated March 31, 2020:

A) Application Fees under the Rules:

Form	Subject of application	Amount (in Rs.)
Form I	Application for permission to form an NBFC	500,000
Form II	Application for license to undertake or carry out an activity or function	750,000
Form IV	Application for renewal of licence to carry out an activity or function	750,000

Provided that Non-Bank Micro Finance Companies shall pay the following fee amounts:

Form	Subject of application	Amount (in Rs.)
Form I	Application for permission to form an NBFC	250,000
Form II	Application for license to undertake or carry out an activity or function	375,000
Form IV	Application for renewal of licence to carry out an activity or function	375,000

Provided further that the Commission shall initiate the process of refund of the excessive fees already paid by the non-bank microfinance companies upon receipt of their requests;

329 Substituted for the following vide SRO 270 (I)/2020 dated March 31, 2020:

B) Application Fees under the Regulations:

S.no	Regulation	Subject of application	Amount (in Rs.)
1	Regulation 44	Application for registration of an Open End Scheme or Closed End Scheme	1,000,000
2	Regulation 40A(1)	Application for certificate of registration to act as a trustee	750,000
3	Regulation 40C(1)	Application for renewal of certificate of registration to act as a trustee	750,000

<sup>330</sup> Substituted for the text "(C) Other Fees:

Sr. No.	Head of Fee	Amount	
1.	Annual Monitoring Fee to be paid by Deposit taking NBFCs	Rs. 250,000/-	
2.	*Monthly Fee for Collective Investment Schemes with effect from July 01, 2023	Type of Collective Investment Scheme	Rate of Fee (% of Average Net Assets)
		Equity, Index, Asset Allocation, Exchange Traded Funds	0.095%
		Balanced	0.085%
		Income, Money Market, Capital Protected, Commodity Scheme, Fixed Rate/Return Scheme	0.075%
3.	Quarterly Fee on discretionary portfolio managed by Investment Advisor with effect from July 01, 2023	0.025% of the average net assets of discretionary portfolio under management calculated on daily basis by an Investment Advisor.	
4.	Fee for authorization of Pension Fund	Rs. 100,000/-	

\* The trustee of the Collective Investment Scheme (CIS) shall verify and validate the fee that is required to be paid to the Commission on a monthly basis. In the event of any discrepancy, the trustee shall promptly notify the Commission.]

330f

S. No.	Head of fee	Amount (in Rs.)
1	Annual Monitoring Fee to be paid by Deposit taking NBFCs.	Rs. 250,000/-
2	Annual Fee for Collective Investment Schemes	0.02%*
3	Fee for authorization of Pension Fund	Rs. 100,000/-

\*[Revised in accordance with Policy Board directive vide SRO 685(I)/2009, dated June 28, 2019]<sup>330f</sup> vide SRO 592(I)/2023 dated 17 May 2023

**Schedule-III**  
[see Regulation 44]  
**Trust Deed of Closed End Scheme**

1. Proposed name and Category (e.g income, equity, money market, balanced etc.) of the Closed End Scheme.
2. Details of the participating parties.
3. Governing law.
4. For the trust:
  - (a) a statement that the deed is binding on each certificate holder as if he had been a party to it and so to be bound by its provisions and authorizes and requires the trustee and the Asset Management Company to do as required of them by the terms of the deed;
  - (b) a provision that a certificate holder is not liable to make any further payments after he had paid the purchase price of his certificates and that no further liability can be imposed on him in respect of the certificates which he holds;
  - (c) a declaration that the property of the Closed End Scheme is held by the trustee on trust for the holders of the certificates *pari passu* according to the number of certificates held by each holder;
  - (d) a statement that the trustee will report to certificate holders in accordance with the Regulations; and
5. Investment Objective and Policy of Closed-End Scheme - a statement of the objective and outlines of investment policy of Closed End Scheme.
6. Role of Asset Management Company:

List of the obligations of the Asset Management Company in accordance with the Rules, Regulations and any additional obligations depending upon the nature of the Collective Investment Scheme.
7. Appointment and change of Asset Management Company including-
  - (a) a statement as to how the new Asset Management Company shall be appointed.
  - (b) a statement of the manner in which the Asset Management Company may retire; and
  - (c) a statement of the manner in which the Asset Management Company may be removed.
8. Role of trustee.

A list of the obligations of the trustee in accordance with Regulations and any additional obligations depending upon the nature of the Closed End Scheme.
9. Appointment and change of Trustee Including-
  - (a) a statement as to how the new trustee shall be appointed.
  - (b) a statement of the manner in which the trustee may retire;
  - (c) a statement of the manner in which the trustee may be removed; and
10. Investment restrictions:

A statement of restrictions on the investment of the property of the Closed End Scheme.

11. Any exceptions to the investment restrictions.
12. Valuation of property method of determining the value of the assets and liabilities and the net asset value of the Closed End Scheme.
13. Fees and charges:  
  
The following must be stated, namely:-
  - (a) the maximum fee payable to the Asset Management Company out of the property of the Closed End Scheme, expressed as an annual percentage;
  - (b) remuneration payable to trustee;
  - (c) formation cost to be amortized against the property of the Closed End Scheme; and
  - (d) all other material fees and charges payable out of the property of the Closed End Scheme keeping in view the provisions of Regulations.
14. Disclosure of transactions with connected persons.
15. Distribution policy and date:  
  
A statement to determine distributable income and the approximate date(s) in the calendar year on which annual income, if any, will be distributed.
16. Annual accounting period:  
  
The date in the calendar year on which the annual accounting period ends.
17. Audit:  
  
A statement for the appointment of auditor of the Closed End Scheme.
18. Base Currency  
A statement of base currency of the Closed-End Scheme.
19. Modification of the trust deeds:  
  
A statement of the means by which modifications to the trust deeds can be effected.
20. Revocation of Closed End Scheme:  
  
A statement of the circumstances in which the Closed End Scheme can be revoked.
21. Distribution of proceeds on Revocation  
  
A statement for the distribution of proceeds on Revocation.

**SCHEDULE-IV**  
[see Regulation 54 ]

**INFORMATION TO BE DISCLOSED IN THE  
OFFERING DOCUMENT OF A CLOSED END SCHEME**

*Notice:* - This list is not intended to be exhaustive. The directors of the Closed End Scheme or the Asset Management Company are obliged to disclose any information which may be necessary for investors to make an informed judgment.

**Constitution of the Closed End Scheme**

1. Name, registered address and place and date of creation of the Closed End Scheme, with an indication of its duration if limited.

**Investment objectives and restrictions**

2. Details of investment objectives and policy, including summary of the investment restrictions. If the nature of the investment policy so dictates, a warning that investment in the Closed End Scheme is subject to abnormal risks, and a description of the risks involved.

**Operators and principals**

3. The names and registered addressed of the following parties, where applicable:
  - (a) the directors of the Asset Management Company;
  - (b) the trustee;
  - (c) foreign promoters, if any;
  - (d) the auditor;
  - (e) the registrar;
  - (f) the legal adviser;
  - (g) the Shariah Adviser; and
  - (h) the Custodian
4. Details and note on the performance of the Collective Investment Schemes under the management of the Asset Management Company.
5. Performance of the listed companies where the directors are holding similar office.

**Characteristics of certificates**

6. Minimum investment, if any.
7. A description of the different types of certificates.
8. It must be stated that no money should be paid to any intermediary except the certificate holder or his authorized representative.

**Distribution policy**

9. The distribution policy indicating the time period for distribution of dividend.

**Fees and charges**

10. The level of all fees and charges payable by the Closed End Scheme, including management fee, trustee fee and preliminary and floatation expenses.

**Taxation**

11. Details of exemptions, taxes levied on the Closed End Scheme's income and capital including tax, if any, deductible on distribution to certificate holders.

**Reports and accounts**

12. The date of the Closed End Scheme's financial year.
13. Particulars of the reports to be sent to the certificate holders.

**Warnings**

14. The following statements or warnings must be prominently displayed in the Offering Documents or prospectus,-
  - (a) if you are in any doubt about the contents of this Offering Document or prospectus, you should consult your stock-broker, bank manager, legal adviser or other financial adviser; and
  - (b) a warning that the price of certificates and the income from them (where income is distributed) may increase or decrease.

**General information**

15. A list of documents concerning the Closed End Scheme and the address where they can be inspected free of charge or purchased.
16. The date of publication of the prospectus or Offering Document.
17. A statement that the directors of Asset Management Company accepts responsibility for the information contained in the prospectus or Offering Document as being accurate at the date of publication.
18. Details of Closed End Schemes not authorized must not be shown in the Offering Document.

**Winding up or revocation of Closed End Scheme**

19. A summary of the circumstances under which the Closed End Scheme can be wound up or revoked.

**Distribution of proceeds on winding upon revocation**

20. A statement for the distribution of proceeds on, winding up or revocation.

## 331[Schedule V

<sup>331</sup> Substituted for Schedule V "SCHEDULE V

[see Regulation 38 and 52]

### DISCLOSURE REQUIREMENTS BY COLLECTIVE INVESTMENT SCHEMES

#### 1. General

Annual report must contain statement of asset and liabilities, income statement, cash flow statement, distribution statement, statement of movement in unit or certificate holder fund, auditor's report, report of the trustee, report of the fund manager and all the information required in this schedule, Companies Ordinance, the Rules, Code of Corporate Governance and as per the applicable IAS or IFRS.

#### 2. Statement of assets and liabilities.

The following must be separately disclosed, namely:-

- (i) total value of investments;
- (ii) bank balances;
- (iii) preliminary and floatation costs;
- (iv) dividends and other receivable;
- (v) bank loan and overdrafts or other forms of borrowings;
- (vi) payable to Asset Management Company;
- (vii) dividend payable;
- (viii) total value of all assets;
- (ix) total value of all liabilities;
- (x) net asset value per unit or certificate;
- (xi) number of units issued or certificates issued;
- (xii) share holders Equity with authorized capital, issued capital and reserves (for Close End Fund); and
- (xiii) contingences and commitments.

#### <sup>331</sup>[3. Income Statement.

- (1) Total investment income net of withholding tax, broken down by category.
- (2) Total other income, broken down by category.
- (3) An itemized list of various costs which have been debited to the Collective Investment Scheme, including,-
  - (a) fees paid to the Asset Management Company;
  - (b) remuneration of the custodian;
  - (c) remuneration of trustee;
  - (d) amortization of formation costs; director's fee and remuneration;
  - (e) safe custody and bank charges, auditor's remuneration;
  - (f) borrowing expenses, legal and other professional fees; and
  - (g) any other expense borne by the Collective Investment Scheme.
- (4) Taxes.
- (5) Net income.
- (6) Allocation of Net income for the year:
  - (a) Income already paid on units redeemed; and
  - (b) Accounting income available for distribution:
    - i. Relating to Capital Gains; and
    - ii. Excluding Capital Gains.]

<sup>331</sup>[Omitted]

#### <sup>331</sup>[5. Statement of movements in reserves or Unit holders' fund.

- (1) Net asset value per share or unit as at the beginning of the period.
- (2) Net asset value per share or unit as at the end of the period.
- (3) Number of units issued and the amount received upon such issue, (i.e. capital value and element of income on issue of units).
- (4) Number of units redeemed and the amount paid on redemption (i.e. capital value of units redeemed and amount paid out for element of income);
- (5) Any item resulting in an increase or decrease in net asset value of the Share or unit including, -
  - a. exchange gain or loss; and
  - b. Accounting income for the period less distribution.
- (6) Any refund on units as element of income."
- (7) Distribution for the period including:
  - a. Amount brought forward at the beginning of the period bifurcated into realized and unrealized gains.
  - b. Accounting income available for distribution for the period bifurcated between:
    - i. Relating to Capital Gains; and

- ii. Excluding Capital Gains.
- c. Interim dividend, date of distribution, and dividend per unit for units entitled to full period dividend.
- d. Final dividend, date of distribution, and dividend per unit for units entitled to full year/ period dividend.
- e. Undistributed income carried forward bifurcated into realized and unrealized gains.
- f. Amounts transferred to and from reserves.]

6. Notes to the accounts.

The following matters shall be set out in the notes to the accounts.

- Statement in the Notes that the financial statements are prepared in accordance with applicable Approved Accounting Standards and applicable statutory requirements or the deed or any regulatory requirements.
- Where unaudited financial statements are used, a declaration by the director(s) of the Asset Management Company that the financial statements give a true and fair view of the Collective Investment Scheme.

(A) Principal accounting policies:

- (a) the basis of valuation of the assets of the Collective Investment Scheme including the basis of valuation of unquoted and unlisted securities;
- (b) the revenue recognition policy regarding dividend income and other income;
- (c) foreign currency translation, if any;
- (d) the basis of amortization of formation costs;
- (e) taxation;
- (f) risk management polices and hedging activities entity shall describe its financial risk management objectives and polices, including its policy for hedging; and
- (g) any other accounting policy adopted to deal with items which are judged material or critical in determining the transactions and in stating the disposition of the Collective Investment Scheme.

Note.- Any changes to the above accounting policies and their financial effects upon the accounts should also be disclosed.

(B) Transactions with connected persons:

Statement as to whether dealings with related parties have been transacted at arm's length basis. The following transactions should be disclosed, namely:-

- (i) details of all transactions entered into during the period between the Collective Investment Scheme and the Asset Management Company, or any entity in which these parties or their connected persons have a material interest;
- (ii) name of any director of the Asset Management Company or any connected person if such a person becomes entitled to profits from transactions in shares or from management of the Collective Investment Scheme and the amount of profits to which such person becomes entitled; and
- (iii) the total number and value of units held by the Asset Management Company and its related parties.

(C) Borrowings:

- (i) State whether the borrowings are secured or unsecured and the duration of the borrowings.
- (ii) Disclosure shall be made of all contingent liabilities showing separately Underwriting Commitments, uncalled liability on partly paid shares and other commitments with specifying details.
- (iii) If the free negotiability of any asset is restricted by statutory or contractual requirements, this must be stated.

(D) Unit holding, certificate holding or share holding pattern of Collective Investment Scheme

Category	No of shareholders or Investors	Shareholding or Investment amount	% of total
Individuals			
Associated Companies and Directors			
Insurance Companies			
Banks and DFIs			
NBFCs			
Retirement Funds			
Public Ltd Companies			
Others			

(E) Basis of fee

- 
- Basis on which management fee has been paid to the Asset Management Company and the computation thereof; and
  - basis for the fees and charges paid to the trustee.

(F) List of top 10 brokers or dealers by percentage of commission paid by Collective Investment Scheme in one accounting year.

(G) Details of member of investment committee with their qualification and experience.

(H) Name and qualification of fund manager and details of other Collective Investment Scheme managed by the same manager

(I) The date, names of persons attending each meeting of the board of directors.

(J) Latest Rating of the Collective Investment Scheme and Asset Management Company

#### 7. Contents of the auditors' report.

The report of the auditor shall state,-

(i) Whether in the auditor's opinion <sup>331</sup>[the financial statement] prepared for that period have been properly prepared in accordance with the relevant provisions of the Regulations;

<sup>331</sup>[(ia) The auditor has conducted audit of the collective investment scheme in accordance with the international standards on auditing as applicable in Pakistan.]

<sup>331</sup>[omitted]

(iii) if the auditor is of the opinion that proper books and records have not been kept by the Collective Investment Scheme or the accounts prepared are not in agreement with the books and records of Collective Investment Scheme, that fact; and

(iv) if the auditor has failed to obtain all the information and explanations which, to the best of his knowledge and belief, are necessary for the purpose of the audit, that fact.

#### 8. Fund Manager Report

(i) Description of the Collective Investment Scheme category and type.

(ii) Statement of Collective Investment Scheme's investment objective(s).

(iii) Explanation as to whether the Collective Investment Scheme has achieved its stated objective(s).

(iv) Statement of benchmark(s) relevant to the Collective Investment Scheme.

(v) Comparison of the Collective Investment Scheme's performance during the period compared with the said benchmarks.

(vi) Description of the strategies and policies employed during the period under review in relation to the Collective Investment Scheme's performance.

(vii) Disclosure of the Collective Investment Scheme's asset allocation as at the date of the report and particulars of significant changes in asset allocation since the last report (if applicable).

(viii) Analysis of the Collective Investment Scheme's performance.

(ix) Based on changes in total NAV and NAV per unit since the last review period or since commencement (in the case of newly established Collective Investment Scheme).

(x) Disclosure of the markets that the Collective Investment Scheme has invested in, including:-

- review of the market(s) invested in during the period; and
- statement of the returns on the investments by market(s) and by instruments.

(xi) Disclosure on distribution (if any), comprising:-

- particulars of income distribution or other forms of distribution made and proposed during the period; and
- statement on effects on the NAV before and after distribution is made.

(xii) Description and explanation of any significant changes in the state of affairs of the Collective Investment Scheme during the period and up till the date of the manager's report, not otherwise disclosed in the financial statements.

(xiii) Breakdown of unit holdings by size.

(xiv) Disclosure on unit split (if any), comprising:-

- details of unit split exercise carried out during the period; and
- statement on effects on the NAV per unit before and after the unit split exercise.

(xv) Disclosure of circumstances that materially affect any interests of the unit holders.

(xvi) Disclosure if the Asset Management Company or its delegate, if any, receives any soft commission (i.e. goods and services) from its broker(s) or dealer(s) by virtue of transactions conducted by the Collective Investment Scheme, disclosure of the following:-

- identification of the goods and services received; and
- manner in which the goods and services received were utilized.

*For Index Funds only*

Statement on the characteristics and general composition of the index and, where applicable, concentration in any economic sectors and issuers.

## See Regulation 38 Disclosure Requirements by Collective Investment Schemes

### 1. General

Annual report must contain statement of asset and liabilities, income statement, cash flow

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Comparison and explanation of the Collective Investment Scheme's performance compared with the actual index performance over the relevant period.

#### 9. Trustee Report

1. Statement of opinion whether the Asset Management Company has managed the Collective Investment Scheme in accordance with the following:-

- Investment limitations imposed on the Asset Management Company and the trustee under the trust deed and other applicable laws;
- valuation or pricing is carried out in accordance with the deed and any regulatory requirement; and
- creation and cancellation of units are carried out in accordance with the deed
- and any regulatory requirement.

2. Statement on the shortcoming(s) that may have impact on the decision of the existing or the potential unit holders remaining or investing in the Collective Investment Scheme; and

3. Disclosure of the steps taken to address the shortcoming(s) or to prevent the recurrence of the shortcoming(s).

#### 10. Investment portfolio.

(i) number or quantity of each holding together with the description and market value;

(ii) the total investment stated at cost;

(iii) the value of each holding as a percentage of the total investments;

(iv) statement of movements in portfolio holdings since the end of the preceding accounting period; and

(v) the carrying amount of investments (where applicable) categorised as follows:-

- fixed income and other debt securities;
- quoted and unquoted equity securities;
- derivatives (e.g. futures, options);
- other Collective Investment Schemes;
- foreign investments with details of type of instruments
- any other investments; and
- significant items included in other assets.

<sup>331</sup>[(vi) in case of Government Securities i.e. PIB, GoP Ijara Sukuks, TBills or any other securities, the detail shall include the date of issue and tenure.]

#### 11. Performance Table.

A comparative table covering the last three financial years depicting the following:-

(a) total net asset value;

(b) net asset value per share or certificate;

(c) at the end of each financial year;

(d) selling price for units;

(e) repurchase price for units;

(f) highest and lowest selling and repurchase prices;

Note: Figures should be shown as ex-distribution (The portfolio composition of the Collective Investment Scheme, (e.g. distribution among industry sectors, markets and category of investments).

(g) total return of the Collective Investment Scheme, and the breakdown into capital growth and income distributions;

(h) disclosure on distribution (if any), comprising the following:-

- Distribution per unit (gross and net) for interim and final distribution, shown separately; and
- Highlighting the distribution dates;

(i) average annual return of the Collective Investment Scheme measured over specific periods to the date of the report, for one year, two years and three years, or from end of offer period (must disclose launch date);

(j) statement that past performance is not necessarily indicative of future performance and that unit prices and investment returns may go down, as well as up; and

(k) weighted average portfolio duration in case of income and money market fund." Vide SRO 592(I)/2023 dated 17 May 2023

statement, distribution statement, statement of movement in unit or certificate holder fund, auditor's report, report of the trustee, report of the fund manager and all the information required in this schedule, Companies Ordinance, the Rules, Code of Corporate Governance and as per the applicable IAS or IFRS.

## **2. Statement of assets and liabilities.**

The following must be separately disclosed, namely: -

- (a) total value of investments;
- (b) bank balances;
- (c) preliminary and floatation costs;
- (d) dividends and other receivable;
- (e) bank loan and overdrafts or other forms of borrowings;
- (f) payable to Asset Management Company;
- (g) dividend payable;
- (h) total value of all assets;
- (i) total value of all liabilities;
- (j) net asset value per unit or certificate;
- (k) number of units issued or certificates issued; and
- (l) contingences and commitments.

## **3. Income Statement.**

- (a) Total investment income net of withholding tax, broken down by category.
- (b) Total other income, broken down by category.
- (c) An itemized list of various costs which have been debited to the Collective Investment Scheme, including,-
  - i. fees paid to the Asset Management Company;
  - ii. remuneration of the custodian;
  - iii. remuneration of trustee;
  - iv. amortization of formation costs;
  - v. safe custody and bank charges, auditor's remuneration;
  - vi. borrowing expenses, legal and other professional fees; and
  - vii. any other expense borne by the Collective Investment Scheme.
- (d) Taxes.
- (e) Net income.

- (f) Allocation of Net income for the year:
- i. Income already paid on units redeemed; and
  - ii. Accounting income available for distribution:
    - Relating to Capital Gains; and
    - Excluding Capital Gains.

**4. Statement of movements in Unit holders' fund.**

- (a) Net asset value per unit as at the beginning of the period.
- (b) Net asset value per unit as at the end of the period.
- (c) Number of units issued and the amount received upon such issue, (i.e. capital value and element of income on issue of units).
- (d) Number of units redeemed and the amount paid on redemption (i.e. capital value of units redeemed and amount paid out for element of income);
- (e) Any item resulting in an increase or decrease in net asset value of the unit including, -
  - i. exchange gain or loss; and
  - ii. Accounting income for the period less distribution.
- (f) Any refund on units as element of income.
- (g) Distribution for the period including:
  - i. Amount brought forward at the beginning of the period bifurcated into realized and unrealized gains.
  - ii. Accounting income available for distribution for the period bifurcated between:
    - Relating to Capital Gains; and
    - Excluding Capital Gains.
  - iii. Interim dividend, date of distribution, and dividend per unit for units entitled to full period dividend.
  - iv. Final dividend, date of distribution, and dividend per unit for units entitled to full year/ period dividend.
  - v. Undistributed income carried forward bifurcated into realized and unrealized gains.; and
  - vi. Amounts transferred to and from reserves.

**5. Notes to the accounts.**

The following matters shall be set out in the notes to the accounts.

- (a) Statement in the Notes that the financial statements are prepared in accordance with applicable Approved Accounting Standards and applicable statutory requirements or the deed or any regulatory requirements.

- (b) Where unaudited financial statements are used, a declaration by the director(s) of the Asset Management Company that the financial statements give a true and fair view of the Collective Investment Scheme.

**(A) Principal accounting policies:**

- (a) the basis of valuation of the assets of the Collective Investment Scheme including the basis of valuation of unquoted and unlisted securities;
- (b) the revenue recognition policy regarding dividend income and other income;
- (c) foreign currency translation, if any;
- (d) the basis of amortization of formation costs;
- (e) taxation;
- (f) risk management policies and hedging activities entity shall describe its financial risk management objectives and policies, including its policy for hedging; and
- (g) any other accounting policy adopted to deal with items which are judged material or critical in determining the transactions and in stating the disposition of the Collective Investment Scheme.

Note.- Any changes to the above accounting policies and their financial effects upon the accounts should also be disclosed.

**(B) Transactions with connected persons:**

Statement as to whether dealings with related parties have been transacted at arm's length basis. The following transactions should be disclosed, namely: -

- (a) details of all transactions entered into during the period between the Collective Investment Scheme and the Asset Management Company, or any entity in which these parties or their connected persons have a material interest;
- (b) name of any director of the Asset Management Company or any connected person if such a person becomes entitled to profits from transactions in shares or from management of the Collective Investment Scheme and the amount of profits to which such person becomes entitled; and
- (c) the total number and value of units held by the Asset Management Company and its related parties.

**(C) Borrowings:**

- (a) State whether the borrowings are secured or unsecured and the duration of the borrowings.
- (b) Disclosure shall be made of all contingent liabilities showing separately with specifying details.
- (c) If the free negotiability of any asset is restricted by statutory or contractual requirements, this must be stated.

**(D) Unit holding or certificate holding pattern of Collective Investment Scheme**

Category	No of Investor	Investment amount	% of Total
<b>Individuals</b>			
<b>Associated companies and directors</b>			
<b>Insurance Companies</b>			
<b>Banks and DFIs</b>			
<b>NBFCs</b>			
<b>Retirement Funds</b>			
<b>Public Ltd Companies</b>			
<b>Others</b>			

**(E) Basis of Fee**

- (a) Basis on which management fee has been paid to the Asset Management Company and the computation thereof; and
- (b) Basis for the fees and charges paid to the trustee.

**(F)** List of top 10 brokers or dealers by percentage of commission paid by Collective Investment Scheme in one accounting year.

**(G)**Details of member of investment committee with their qualification and experience.

**(H)**Name and qualification of fund manager and details of other Collective Investment Scheme managed by the same manager.

**(I)** The date, names of persons attending each meeting of the board of directors of Asset Management Company.

**(J)** Latest Rating of the Collective Investment Scheme and Asset Management Company.

**6. Contents of the auditors' report.**

The report of the auditor shall state,-

- (a) Whether in the auditor's opinion the financial statement prepared for that period have been properly prepared in accordance with the relevant provisions of the Regulations;
- (b) The auditor has conducted audit of the collective investment scheme in accordance with the international standards on auditing as applicable in Pakistan.
- (c) if the auditor is of the opinion that proper books and records have not been kept by the Collective Investment Scheme or the accounts prepared are not in agreement with the books and records of Collective Investment Scheme, that fact; and
- (d) if the auditor has failed to obtain all the information and explanations which, to the best of his knowledge and belief, are necessary for the purpose of the audit, that fact.

**7. Fund Manager Report**

- (a) Description of the Collective Investment Scheme category and type.
- (b) Statement of Collective Investment Scheme's investment objective(s).

- (c) Explanation as to whether the Collective Investment Scheme has achieved its stated objective(s).
- (d) Statement of benchmark(s) relevant to the Collective Investment Scheme.
- (e) Comparison of the Collective Investment Scheme's performance during the period compared with the said benchmarks.
- (f) Description of the strategies and policies employed during the period under review in relation to the Collective Investment Scheme's performance.
- (g) Disclosure of the Collective Investment Scheme's asset allocation as at the date of the report and particulars of significant changes in asset allocation since the last report (if applicable).
- (h) Analysis of the Collective Investment Scheme's performance.
- (i) Based on changes in total NAV and NAV per unit since the last review period or since commencement (in the case of newly established Collective Investment Scheme).
- (j) Disclosure of the markets that the Collective Investment Scheme has invested in, including:-
  - i. review of the market(s) invested in during the period; and
  - ii. statement of the returns on the investments by market(s) and by instruments.
- (k) Disclosure on distribution (if any), comprising:-
  - i. particulars of income distribution or other forms of distribution made and proposed during the period; and
  - ii. statement on effects on the NAV before and after distribution is made.
- (l) Description and explanation of any significant changes in the state of affairs of the Collective Investment Scheme during the period and up till the date of the manager's report, not otherwise disclosed in the financial statements.
- (m) Breakdown of unit holdings by size.
- (n) Disclosure on unit split (if any), comprising:-
  - i. details of unit split exercise carried out during the period; and
  - ii. statement on effects on the NAV per unit before and after the unit split exercise.
- (o) Disclosure of circumstances that materially affect any interests of the unit holders.
- (p) Disclosure if the Asset Management Company or its delegate, if any, receives any soft commission (i.e. goods and services) from its broker(s) or dealer(s) by virtue of transactions conducted by the Collective Investment Scheme, disclosure of the following:-
  - i. identification of the goods and services received; and
  - ii. manner in which the goods and services received were utilized.

For Index Funds only

- Statement on the characteristics and general composition of the index and, where applicable, concentration in any economic sectors and issuers.
- Comparison and explanation of the Collective Investment Scheme's performance compared with the actual index performance over the relevant period.

## **8. Trustee Report**

- (a) Statement of opinion whether the Asset Management Company has managed the Collective Investment Scheme in accordance with the following:-
  - i. Investment limitations imposed on the Asset Management Company and the trustee under the trust deed and other applicable laws;
  - ii. valuation or pricing is carried out in accordance with the deed and any regulatory requirement; and
  - iii. creation and cancellation of units are carried out in accordance with the deed
  - iv. and any regulatory requirement.
- (b) Statement on the shortcoming(s) that may have impact on the decision of the existing or the potential unit holders remaining or investing in the Collective Investment Scheme; and
- (c) Disclosure of the steps taken to address the shortcoming(s) or to prevent the recurrence of the shortcoming(s).

## **9. Investment portfolio.**

- (a) number or quantity of each holding together with the description and market value;
- (b) the total investment stated at cost;
- (c) the value of each holding as a percentage of the total investments;
- (d) statement of movements in portfolio holdings since the end of the preceding accounting period; and
- (e) the carrying amount of investments (where applicable) categorized as follows:-
  - i. fixed income and other debt securities;
  - ii. quoted and unquoted equity securities;
  - iii. derivatives (e.g. futures, options);
  - iv. other Collective Investment Schemes;
  - v. foreign investments with details of type of instruments
  - vi. any other investments; and
  - vii. significant items included in other assets.
- (f) in case of Government Securities i.e. PIB, GoP Ijara Sukuks, TBills or any other securities, the detail shall include the date of issue and tenure.

## **10. Performance Table.**

A comparative table covering the last three financial years depicting the following:-

- (a) total net asset value;
- (b) net asset value per unit or certificate;
- (c) at the end of each financial year;
- (d) selling price for units;
- (e) repurchase price for units;
- (f) highest and lowest selling and repurchase prices;

Note: Figures should be shown as ex-distribution (The portfolio composition of the Collective Investment Scheme, (e.g. distribution among industry sectors, markets and category of investments).

- (g) total return of the Collective Investment Scheme, and the breakdown into capital growth and income distributions;
- (h) disclosure on distribution (if any), comprising the following:-
  - i. Distribution per unit (gross and net) for interim and final distribution, shown separately; and
  - ii. Highlighting the distribution dates;
- (i) average annual return of the Collective Investment Scheme measured over specific periods to the date of the report, for one year, two years and three years, or from end of offer period (must disclose launch date);
- (j) statement that past performance is not necessarily indicative of future performance and that unit prices and investment returns may go down, as well as up; and
- (k) weighted average portfolio duration in case of income and money market fund.]

## Schedule VI

[see Regulation 44]

### INFORMATION TO BE CONTAINED IN THE APPLICATION FOR REGISTRATION OF A COLLECTIVE INVESTMENT SCHEME

**Details of the Collective Investment Scheme:-**

1. Name of the Collective Investment Scheme.

Collective Investment Scheme type

Collective Investment Scheme Category

**2. Structure of the Collective Investment Scheme.**

Any distinctive feature of the proposed Collective Investment Scheme

**3. Proposed subscription date and place.**

**4. A Pricing Mechanism; Forward or Historic**

**5. Investment objectives.**

- a) Investment Strategy
- b) Asset Allocation
- c) Benchmark

**6. Details of opportunities for investment in the market**

Type of Instruments	Availability of Investment Instrument as at XX/XX/20XX*
Equities	(No. of counters, market capitalization etc)
Debt Securities	No of Issues, amount of outstanding etc)
Money Market Instruments	
Other Please	

\*Please indicate source of date for the respective type of investment

<sup>332</sup>[omitted]

332 Deleted the text "7. Details of the parties to the Collective Investment Scheme:-

The Asset Management Company:

- (a) Name.
- (b) Registered or business address.
- (c) Name of the ultimate holding company, if any.
- (d) The most recent audited financial.
- (e) Previous approval of the Commission to manage authorized Collective Investment Schemes.

Following details of existing Collective Investment Scheme of the Asset Management Company

a) Details of investors or Unit Holders

(Collective Investment Scheme wise details)

Type of investor	No of investors	Amount of investment	% of total Net Asset Value
Banks			
DFIs			
NBFCs			
Pensions and Gratuity Fund			
Other Corporate investors			
Individual Investor			
Total			

b) Details of Investors with more than 10% holding

(Collective Investment Scheme wise details)

Name of Investors	Number of unit hold	Amount of Investment	% of toal Net Asset Value or share holding	Core Investor (Yes or No)

c) Details of Investment of Banks, DFIs, and NBFCs  
(Collective Investment Scheme wise details)

Name of Investors	Number of unit	Amount of Investment	% of toal Net Asset Value or share holding	Core Investor (Yes or No)

d) Comparison of performance of existing Collective Investment Schemes of Asset Management Company with its peer in industry (for at least last two years where applicable)

Name of Collective Investment Scheme	Type of Collective Investment Scheme	Total Net Assets	% Growth of net assets in last 1 year of own scheme	Average % Growth of net assets value in last 1 year of peer group

(peer means average of same type of Collective Investment Schemes)

e) Product distinction between the proposed Collective Investment Scheme and the existing Collective Investment Scheme s currently being managed by the Asset Management Company

8. The trustee:

(a) Name.

(b) Registered or business address.

(c) Name of the ultimate holding company, if any.

(d) Previous approval of the Commission as trustee of authorized Closed End and Open End Schemes. If no, names of the directors and most recent audited financial report.

8. For the trustee and Asset Management Company:

(a) Which, if any, of these companies are connected persons?

(b) Name anyone who holds appointments, as director or officer, with more than one of these companies.

9. For the trustee and Asset Management Company:

A. Distribution company:

(a) Name.

(b) Registered or business address.

(c) Name of ultimate holding company.

A marketing plan for the proposed Collective Investment Scheme which in the opinion of the Asset management necessary to enable the Collective Investment Scheme to reach a viable size.

a) Viable size of the Collective Investment Scheme

b) Marketing strategy

c) Target market or group of investors

d) Prospective marketing resources and distribution channels

e) Minimum level of subscription of the Collective Investment Scheme as well as basis for determining the minimum level

B. The auditor:

(a) Name.

(b) Registered or business address.

C. The principal broker:

(a) Name.

(b) Registered or business address.

(c) The approximate percentage of the Collective Investment Scheme 's transactions in value of securities carried out by the principal broker within the latest financial year of the Closed End Scheme.

(d) Whether the trustee, the directors of the Closed End Scheme or the Asset Management Company is a connected person of the principal broker?

D. Legal Adviser:

(a) Name.

(b) Registered or business address.” vide SRO 639 (I)/2019 dated 20 June 2019

## SCHEDULE – VII

[see Regulation 44]

### CONTENTS OF THE TRUST DEED OF OPEN END SCHEMES

1. Name and Category (e.g. income, equity, money market, balanced, etc.) of Open-End .
2. Participating parties:  
  
A statement to specify the participating parties including the Asset Management Company (management company) and trustee.
3. Governing law.
4. For the trusts,-
  - (a) a statement that the deed is binding on each holder as if he had been a party to it and so to be bound by its provisions and authorizes and requires the trustee and the management company to do as required of them by the terms of the deed;
  - (b) a provision that a holder is not liable to make any further payments after he had paid the purchase price of his units and that no further liability can be imposed on him in respect of the units which he holds;
  - (c) a declaration that the property of the scheme is held by the trustee on trust for the holders of the units *pari passu* according to the number of units held by each holder. (This may be modified as appropriate for schemes offering income and accumulation units.);
  - (d) a statement that the trustee will report to unit holders in accordance with the Regulations; and
5. A statement of the objective and outline of investment policy of the Open End Scheme.
6. Role of management company:  
  
A statement of list the obligations of the management company in accordance with the Rules and Regulations.
7. Appointment and change of management company:
  - (a) a statement of the manner in which the management company may retire;
  - (b) a statement of the manner in which the management company may be removed; and
  - (c) a statement as to how the new management company shall be appointed.
8. Role of trustee:

A list of the obligations of the trustee in accordance with Regulations and any additional obligations depending upon the nature of the Open End Scheme.

9. Change of Trustee:

- (a) a statement of the manner in which the trustee may retire;
- (b) a statement of the manner in which the trustee may be removed; and
- (c) a statement as to how the new trustee shall be appointed.

10. Investment restrictions:

A statement listing restrictions on the investment of the deposited property and any exceptions granted to investment restrictions.

11. Borrowing restrictions:

- (a) a statement of exceptions to borrowing limits, if any; and
- (b) a statement about any exceptions to borrowing limits depending upon the nature of the Open End Scheme, if any.

12. Valuation of property and pricing:

The following rules on valuation of property and pricing must be stipulated,-

- (a) the method of determining the value of the assets and liabilities of the property of the Open End Scheme and the net asset value accordingly;
- (b) the method of calculating the issue and redemption prices; and
- (c) the method of pricing and the circumstances under which it can change.

13. Dealing, suspension and deferral of dealing:

The following must be stated,-

- (a) the circumstances under which the dealing of units can be deferred or suspended;
- (b) the maximum interval between the receipt of a properly documented request for redemption of units and the issue of payment instrument for redemption money to the holder not to exceed six working days; and
- (c) the circumstances under which the dealing may be suspended.

14. Fees and charges:

The following must be stated,-

- (a) the maximum percentage of the charge payable by the investor on subscription, redemption and conversion of units;
  - (b) the maximum fee payable to the management company out of the property of the Collective Investment Scheme, expressed as an annual percentage;
  - (c) remuneration payable to trustee;
  - (d) formation cost to be amortized against the property of the Open End Scheme; and
  - (e) all other material fees and charges payable out of the property of the Open End Scheme.
15. Disclosure of transactions with connected persons:
16. Distribution policy and date:  
A statement about distributable income and the approximate date in the calendar year on which annual income, if any, will be distributed.
17. Annual accounting period:  
The date in the calendar year on which the annual accounting period ends.
18. Audit  
A statement about the audit and appointment of auditors of the Open End Scheme.
19. Base currency:  
A statement of the base currency of the Open End Scheme.
20. Modification of the Trust Deed:  
A statement of the means by which modifications to the Trust Deed can be effected.
21. Revocation of Open-End Scheme:  
A statement of the circumstances in which the Open-End Scheme can be revoked.
22. Distribution on Revocation of Open-End Scheme:  
A statement explaining the manner in which the proceeds of the Open-End Scheme shall be distributed on revocation.

**SCHEDULE – VIII**  
[see Regulation 54]

**INFORMATION TO BE DISCLOSED IN THE OFFERING DOCUMENT BY  
OPEN END SCHEMES**

*Notice:-* This list is not intended to be exhaustive. The directors of the Asset Management Company are obliged to disclose any information which may be necessary for investors to make an informed judgment.

**1. Constitution of the Open End Scheme:**

Name, registered address and place and date of creation of the OpenEnd Scheme, with an indication of its duration if limited.

**2. Investment objectives and restrictions:**

Details of investment objectives and policy, including summary of the investment and borrowing restrictions. If the nature of the investment policy so dictates, a warning that investment in the Open-End Scheme is subject to abnormal risks, and a description of the risks involved.

**3. Operators and principals:**

The names and registered addressed of the following parties, where applicable,\_\_\_

- (a) the directors of the Asset Management Company;
- (b) the trustee;
- (c) foreign promoters, if any;
- (d) the distribution company;
- (e) the auditor;
- (f) the registrar; and
- (g) the legal adviser.
- (h) the Shariah Adviser

**4. Details and note on the performance of the Collective Investment Schemes under the management of the Asset Management Company.**

**5. Performance of the listed companies where the directors are holding similar office.**

**6. Characteristics of units:**

- (a) minimum investment, if any;
- (b) a description of the different, type of units;
- (c) frequency of valuation and dealing, including days;
- (d) application and redemption procedures;
- (e) the mode of the unit price announcement;
- (f) procedure for subscribing, redeeming or conversion of units;
- (g) the maximum interval between the request for redemption and the issue of payment

- instrument for the redemption proceeds;
- (h) a summary of the circumstances in which dealing in units may be deferred or suspended; and
  - (i) it must be stated that no money should be paid to any intermediary except the unit holder or his authorized representative.

**7. Distribution policy:**

The distribution policy indicating the time period for distribution of dividend as stock or cash depending on tax laws and interest of unit holders.

**8. Fees and charges:**

- (a) the level of all fees and charges payable by an investor, including all charges levied on subscription and redemption and conversion, and
- (b) the level of all fees and charges payable by the Collective Investment Scheme, including management fee, advisory fee, trustee fee and preliminary and floatation expenses.

**9. Taxation:**

Details of exemptions, taxes levied on the Collective Investment Scheme's income and capital including tax, if any, deductible on distribution to unit holders.

**10. Reports and accounts**

- (a) The date of the Open End Scheme's financial year; and
- (b) Particulars of the reports to be sent to the unit holders;

**11. Warnings**

The following statements or warnings must be prominently displayed in the offering documents,-

- (a) if you are in any doubt about the contents of this Offering Document, you should consult your stock-broker, bank manager, legal adviser or other financial adviser.
- (b) a warning that the price of units and the income from them (where income is distributed) may go increase or decrease.

**12. General information**

- (a) a list of constitutive documents and the address where they can be inspected free of charge or purchased;
- (b) the date of publication of the Offering Document;

(c) a statement that the Directors of Asset Management Company accept responsibility for the information contained in the Offering Document as being accurate at the date of publication;

(d) details of Collective Investment Schemes not authorized must not be shown in the Offering Document.

**13. Revocation of Open-End Scheme**

A summary of the circumstances in which the OpenEnd Scheme can be revoked.

**14. Distribution of proceeds on revocation**

A statement for the distribution of proceeds on liquidation, winding up or termination.

**[Schedule IX  
FIT AND PROPER CRITERIA**

[see Rule 3 and Regulations 2(1)(xvii) and 10<sup>333</sup>[and Rule 4(c) of VPS Rules 2005]]

**DEFINITIONS**

<sup>334</sup>["Form of Business", for the purpose of this Schedule, shall include form of business as mentioned in Regulation 3 and Pension Fund Scheme Business, "Key Executive" means key executives of an entity licensed to undertake any form of business and includes, inter alia, the persons discharging the following functional responsibilities,]

- a. Any executive, officer acting as second to chief executive officer including chief operating officer or by whatever name called;
- b. any person responsible for heading any specific licensed form of business
- c. chief financial officer, head of accounts or head of finance;
- d. head of internal audit;
- e. head of information technology;
- f. head of credit or risk management;
- g. head of human resource;
- h. head of operations;
- i. head of marketing/sales;
- j. head of research;
- k. head of treasury;
- l. chief investment officer;
- m. head of law, company secretary or compliance officer;
- n. fund manager; and
- o. any other functional responsibility which the Commission may include.

**APPLICATION AND SCOPE**

<sup>335</sup>(1) [The Fit and Proper Criteria in relation to a form of business is applicable to the following persons:

- i. promoters and major shareholders;
- ii. Director;
- iii. Chief Executive; and
- iv. Key Executives.]

<sup>336</sup>[2) A proposed director or chief executive shall not assume the charge of office until their

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<sup>333</sup> Inserted vide SRO 297(1)/2024 dated 22 February 2024

<sup>334</sup> Substituted for the text "'Key Executive" means key executives of the NBFC, Investment Company and includes, inter alia, the persons discharging the following functional responsibilities,-" vide SRO 592(I)/2023 dated 17 May 2023

<sup>335</sup> Substituted for the text "The Fit and Proper Criteria in relation to an NBFC and Investment Company is applicable to the following persons:

- (i) promoters and major shareholders of the NBFC and Investment Company;
- (ii) director of the NBFC and Investment Company;
- (iii) chief executive of the NBFC and Investment Company;
- (iv) Key Executives of the NBFC and Investment Company." Vide SRO 592(I)/2023 dated 17 May 2023

<sup>336</sup> Substituted for the text "(2) A proposed director or chief executive of the NBFC and Investment Company shall not assume the charge of office until their appointment has been approved by the Commission.

(3) The application for seeking approval of the Commission under clause (2) shall be submitted by the NBFC and Investment Company along with the requisite information required under Annexure "A" and an Affidavit as specified in Annexure "B".

(4) The appointment of Key Executives of an NBFC and Investment Company does not require the approval of the Commission;

appointment has been approved by the Commission.

(3) The application for seeking approval of the Commission under clause (2) shall be submitted along with the requisite information required under Annexure “A” and an Affidavit as specified in Annexure “B”.

(4) The appointment of Key Executives does not require the approval of the Commission; however, the person subject to Fit and Proper Criteria shall ensure at the time of appointing a Key Executive that such person qualifies the Fit and Proper Criteria.]

(5) The fitness and propriety of any person shall be assessed by taking into account all the relevant factors including but not limited to the following:

- (a) Integrity and track record of such person;
- (b) Financial soundness of such a person;
- (c) Competence and capability of the person; and
- <sup>337</sup>(d) Conflict of interest of such person with the business.

“Provided that 5(c) and (d) may not be considered while assessing the fitness & propriety of promoters and major shareholder.

Provided further that in case the sponsor and major shareholder is a body corporate, in addition to the relevant/applicable clauses, corporate behavior of the said body corporate and integrity & track record of the sponsor and ultimate beneficial owners of such corporate body shall be duly considered.

Explanation: For the purpose of this clause, the term “ultimate beneficial owner” shall have the similar meaning as defined under 123A of the Companies Act, 2017.]

<sup>338</sup>[(6) The Fit and Proper Criteria is perpetual in nature and the person subject to Fit and Proper Criteria shall ensure compliance with the provisions of Fit and Proper Criteria.]

<sup>339</sup>[omitted]

<sup>340</sup>[(8) All persons subject to Fit and Proper Criteria shall report any change with reference to

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however an NBFC and Investment Company shall ensure at the time of appointing a Key Executive that such person qualifies the Fit and Proper Criteria.” Vide SRO 592(I)/2023 dated 17 May 2023

<sup>337</sup> Substituted for the text “(d) Conflict of interest of such person with the business of the NBFC and Investment Company.

Provided that 5(c) and (d) may not be considered while assessing the fitness & propriety of promoters and major shareholder of the NBFC and Investment Company.

[Provided further that in case the sponsor and major shareholder is a body corporate, in addition to the relevant/applicable clauses, corporate behavior of the said body corporate and integrity & track record of the sponsor and ultimate beneficial owners of such corporate body shall be duly considered.

Explanation: Ultimate beneficial owners for the purpose of this clause means natural person or individual who ultimately own 10% or more ownership or control the body corporate.]<sup>337</sup>

“ vide SRO 592(I)/2023 dated 17 May 2023

<sup>338</sup> Substituted for the text “(6) The Fit and Proper Criteria is perpetual in nature and an NBFC, Investment Company shall ensure compliance with the provisions of Fit and Proper Criteria.” Vide SRO 592(I)/2023 dated 17 May 2023

<sup>339</sup> Deleted the text “(7) The NBFC and Investment Company shall within 30 days of the close of each calendar year submit the following documents with regard to its chief executive and directors:

- (a) Updated resume;
- (b) CIB reports of the chief executive and directors and the companies, firms, sole proprietorships, etc. where they are acting as directors, chief executives, partners or owners; and
- (c) Latest tax returns.” vide SRO 639 (I)/2019 dated 20 June 2019

their fitness and propriety to the Company Secretary within three business days of such change taking effect and the Company Secretary subject to Fit and Proper Criteria shall within a period of seven business days from the date of receipt, report the same to the Commission.]

<sup>341</sup>[(9) The companies engaged in respective form of business shall monitor whether any change in the status of its chief executive, directors and key executives is contrary to the requirements of the Fit and Proper Criteria. In case of any change in status, results in non-compliance with the Fit and Proper Criteria, the Board of companies engaged in respective form of business shall immediately stop the person from performing his assigned functions, shall inform the Commission and initiate the process for replacement of the individual with a fit and proper individual.]

(10) Any violations or circumvention of the Fit and Proper Criteria shall be dealt with under the provisions of the Ordinance.

## **ASSESSMENT OF FITNESS AND PROPRIETY**

### **(a) Integrity and Track Record**

A person shall not be considered Fit and Proper if he:

- (i) has been convicted of an offence involving moral turpitude;
- <sup>342</sup>[(ii) has been convicted of mismanagement of investments, financial or business misconduct, fraud etc.
- (iii) has been convicted, after conducting an inquiry, by the Commission or any other regulatory or professional body or government agency;]
- (iv) has been actively involved in the management of a company or firm whose registration or license has been revoked or cancelled or which has gone into liquidation or other similar proceedings due to mismanagement of affairs, financial misconduct or malpractices <sup>343</sup>[:

Provided that in case of non-executive nominee directors representing institutional interest and who otherwise do not have any personal interest, the Commission may, after seeking explanation and if satisfied, after reasons to be recorded in writing, relax this requirement on case to case basis subject to such conditions as it may deem fit.]

- (v) is ineligible, under the Ordinance or any other legislation or regulation, from acting as a director or serving in a managerial capacity of an NBFC or a company;

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<sup>340</sup> Substituted for the text “(8) All persons subject to Fit and Proper Criteria shall report any change with reference to their fitness and propriety to the respective NBFCs and Investment Company within three business days of such change taking effect and NBFCs shall within a period of seven business days from the date of receipt, report the same to the Commission.” Vide SRO 592(I)/2023 dated 17 May 2023

<sup>341</sup> Substituted for the text “(9) NBFC and Investment Company shall monitor whether any change in the status of its chief executive, directors and key executives is contrary to the requirements of the Fit and Proper Criteria. In case of any change in status result in non-compliance with the Fit and Proper Criteria, the NBFC and Investment Company shall immediately stop the person from performing his assigned functions, informs the Commission and initiate the process for replacement of the individual with a fit and proper individual.” Vide SRO 592(I)/2023 dated 17 May 2023

<sup>342</sup> Substituted for the text “(ii) has been involved in the mismanagement of investments, financial or business misconduct, fraud etcetera;

(iii) has been the subject to adverse findings, after conducting an inquiry, by the Commission or any other regulatory or professional body or government agency;” vide SRO 592(I)/2023 dated 17 May 2023

<sup>343</sup> Inserted vide SRO 581(I)/2021 dated 20 May 2021

(vi) has entered into a plea bargain arrangement with the National Accountability Bureau<sup>344</sup>[:  
<sup>345</sup>[ ]  
]

<sup>346</sup>[(vii) in case of promoters or major shareholder, does not have the requisite disclosed and verifiable financial resources.]

<sup>347</sup>[(viii) has been convicted in criminal breach of trust, fraud, offences of terrorism financing or money laundering including predicate offences as provided in the Anti-Money Laundering (AML) Act, 2010, laws made thereunder, or any other AML/ CFT (Countering Financing of Terrorism) requirements notified by the Commission, and is a proscribed persons, either convicted or not, “as mentioned in the notifications issued by the Ministry of Foreign Affairs on United Nations Security Councils Resolutions or intimation from National Counter Terrorism Authority/ Law Enforcement Agencies/ Home Departments of Provinces/ Ministry of Interior.]

<sup>348</sup>[omitted]

**(b) Financial soundness**

In determining a person’s financial soundness, the following shall be considered:

(i) whether such person’s financial statements or record including wealth statements or income tax returns or assessment orders are available;

(ii) whether the person has been declared by a court of competent jurisdiction as defaulter in repayment of loan to a financial institution;

<sup>349</sup>[(iii) whether any instance of overdue or past due payment to a financial institution, irrespective of amount, is appearing in the overdue column of latest CIB report of the person and of the companies, firms, sole proprietorship etc. where the person is a chief executive, director (other than nominee director), owner or partner etc.

Provided that the Commission shall provide an opportunity of making representation to the person in case of overdue or past due payment;

Provided further that the following exceptions may be granted by the Commission for the purpose of this sub-clause in case where:-

(a) Amount overdue is under litigation and the same is also appearing as amount under litigation in the CIB report; and

(b) No overdue payment appearing in the overdue column in the subsequent latest CIB report;]

(iv) whether the person has applied to be adjudicated as an insolvent and his application is pending;

(v) whether the person is an un-discharged insolvent; and

(vi) whether the person has been declared a defaulter by a stock exchange.

**(c) Competence and Capability**

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344 Inserted vide SRO 581(I)/2021 dated 20 May 2021

345 Deleted the text vide SRO 592(I)/2023 dated 17 May 2023

346 Substituted for the text “(vii) in case of promoters or major shareholder of NBFC and Investment Company, does not have the requisite disclosed and verifiable financial resources; and” vide SRO 592(I)/2023 dated 17 May 2023

347 Inserted vide SRO 592(I)/2023 dated 17 May 2023

348 Deleted the text “(viii) in case of promoters or major shareholders of NBFC and Investment Company, does not have an established and proven track record of successfully running a business enterprise for 3 to 5 years, preferably a public listed company.” vide SRO 581(I)/2021 dated 20 May 2021

349 Substituted for the words “(iii) whether any instance of overdue payments or default to a financial institution or write-offs by a financial institution are appearing in the latest Credit Information Bureau report of the person and of the companies, firms, sole proprietorships etc. where the person was a chief executive, director (major shareholder/ sponsor), partner, owner etc.” vide SRO 434(I)/2016 dated 20 May 2016.

In determining a person's competence and capability the following shall be considered:

- (i) the directors should be individuals having management or business experience of at least five years at a senior level;

<sup>350</sup>[Provided that this condition shall not apply in case of sponsor directors, however, conditions prescribed in Schedule I of the NBFC Rules, 2003 shall apply.]

- <sup>351</sup>[(ii) the directors shall have experience and knowledge in any related profession such as banking, accounting, law, internal audit or information technology etc.]

- (iii) the chief executive should have a minimum experience of seven to ten years in a senior management position, preferably in the regulated financial services sector;

- (iv) the chief executive should have demonstrated, through his qualification and experience, the capacity to successfully undertake the cognate responsibilities of the position; and

- <sup>352</sup>[(iva) where the Commission is not satisfied on sufficiency of the suitability criteria, it may conduct an interview of the chief executive to assess his/her suitability for the position.]

- (v) the key executives must be qualified professionals possessing relevant experience and certification relating to the job or assignment.

**(d) Conflict of interest**

<sup>353</sup>[The directors or chief executive shall not:]

- <sup>354</sup>[(i) be a director in any entity licensed to undertake any other similar form of business engaged in a similar activity in Pakistan.]

- (ii) be a director, chief executive, chief financial officer, chief internal auditor, research analyst or a trader (by whatever name or designation called) in a stock brokerage house or in any company or entity owned and controlled by a member of a stock exchange; and

- (iii) be a member of a stock exchange engaged in the business of brokerage or is a spouse of such member or in control of more than 20% shareholding, directly or indirectly through his close relatives.

<sup>355</sup>[Provided that the condition given in point (ii) and (iii) above, shall not apply to

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350 Substituted for the text "Provided that this condition shall not apply in case of directors of Non-Banking Microfinance Companies and such companies shall comply with conditions applicable as per Schedule I of the NBFC Rules, 2003." vide SRO 581(I)/2021 dated 20 May 2021

<sup>351</sup> Substituted for the text "(ii) the directors shall have experience and knowledge in any profession such as banking, Collective Investment Scheme, accounting, law, internal audit or information technology etc." <sup>351</sup> [

Provided that for Non-Bank Micro Finance Companies, the directors having experience and knowledge in professions such as economics, social sector, development sector, microfinance sector etc. shall also be considered;" vide SRO 592(I)/2023 dated 17 May 2023

352 Inserted vide SRO 581(I)/2021 dated 20 May 2021

<sup>353</sup> Substituted for the text "The directors or chief executive of NBFC and Investment Company shall not:" vide SRO 592(I)/2023 dated 17 May 2023

<sup>354</sup> Substituted for the text "(i) be a director in any other NBFC and Investment Company engaged in a similar business in Pakistan.

<sup>354</sup> [omitted]

<sup>354</sup> [Provided further that this condition shall not apply to chief executive of Non-Bank Micro Finance Companies up till June 30, 2017 and shall not apply to directors of Non-Bank Micro Finance Companies up till December 31, 2017;]" vide SRO 592(I)/2023 dated 17 May 2023

<sup>355</sup> Substituted for the text " Provided that the condition given in point (ii) and (iii) above, shall not apply to the Non-deposit taking lending NBFCs.

In case of Key Executives, the NBFCs and Investment Company must ensure that no Key Executive shall head more than one functional area that give rise to conflict of interest within the organization. For example, the departments of audit and accounts shall not be headed by the same person. Further, a key executive shall not hold directorship in his or her personal capacity:

(a) in a business concern which is also a client of the NBFC, Investment Company and

(b) in any other financial institution." Vide SRO 592(I)/2023 dated 17 May 2023

the Non-deposit taking lending NBFCs.

In case of Key Executives, the person subject to Fit and Proper Criteria must ensure that no Key Executive shall head more than one functional area that give rise to conflict of interest within the organization. For example, the departments of audit and accounts shall not be headed by the same person. Further, a key executive shall not hold directorship in his or her personal capacity:

- (a) in a business concern which is also a client of the person subject to Fit and Proper Criteria; and
- (b) in any other financial institution.]

## Annexure A

<sup>356</sup>[(a) Information to be provided by promoters, major shareholders (other than a body corporate),

<sup>356</sup> Substituted for the text “(a) Information to be provided by promoters, major shareholders (other than a body corporate), proposed directors and proposed chief executive of the NBFC and Investment Company

1.	Curriculum Vitae/Resume containing:
A	Name: (former name if any):
B	Father’s or Husband Name:
C	C.N.I.C # / Passport # (In case of foreign nationals) –(attach copy)
D	Latest photograph
E	Nationality:
F	Age:
G	Contact details:
	i) Residential address:
	ii) Business address:
	iii) Tel:
	iv) Mobile:
	v) Fax:
	vi) E-mail:
G	National Tax Number:
H	Present occupation:
<sup>356</sup> [i	Details of Academic and Professional Qualifications: (Attach Copy). Board of Directors of NBFC shall ensure verification of credentials and degrees of the Chief Executive]
J	Trainings
K	Experience: Position held during the last ten years (along with name and address of company/institution/ body where appointment held, nature of the company/institution/body and dates of appointment). <sup>356</sup> [ ]
2.	Status of directorship    Shareholder <input type="checkbox"/> Nominee <input type="checkbox"/> Name of the shareholders/ Group of shareholders he is representing Nature of directorship    Executive <input type="checkbox"/> Non-executive <input type="checkbox"/> Independent <input type="checkbox"/> Non-independent <input type="checkbox"/> Number of shares subscribed or held _____ <sup>356</sup> [Personal net worth (copy of wealth statement for other than nominee directors of body corporate and independent directors)] _____
3.	Names of companies, firms, sole proprietorships and other organizations of which the proposed person is a chief executive, director, partner, owner, office holder or major shareholder.
4.	(1) CIB report issued by SBP for the companies, firms, sole proprietorships, etc. where the applicant is interested as director (sponsor or major shareholder), chief executive, partner or owner (attach original CIB reports)
	(2) An undertaking providing details of the following: I. Any write off availed from any financial institution during the last five years II. Any default of Finance obtained from any financial institution during the last five years. III. Placement on ECL during the last five years IV. Any conviction from any Court of Law or any plea bargain with NAB during the last ten years V. Any write off or default by any related or affiliated person or by any company on whom the applicant or anyone closely related to him had an interest as sponsor, major shareholder, director, chief executive, key executives, etc. during the last five years <sup>356</sup> [VI. The person and the companies, firms, sole proprietorship etc. where the person is a chief executive, director (other than nominee director), owner or partner etc. has no overdue payment of any financial institution.]
5.	In the case of appointment of directors the date of board of directors’ meeting in which the appointment of proposed director was approved. (Attach copy of the minutes of the meeting of the board of directors. If the director is elected, then attach a copy of the minutes of the general meeting of the company.)

proposed directors and proposed chief executive:

1.	Personal and Professional Details:
a.	Name: (former name if any):
b.	C.N.I.C # / <b>Passport # (In case of foreign nationals)</b> –(attach copy)
c.	Contact details:
	i) Address:
	ii) Mobile:
	iii) E-mail:
d.	Present occupation:
e.	Details of Academic and Professional Qualifications: Board of Directors of NBFC engaged in respective form of business shall ensure verification of credentials and degrees of the Chief Executive
f.	<b>Trainings</b>
g.	<b>Experience and Other Directorships:</b> Position and other Directorships held during the last ten years (along with name and address of company/institution/body where appointment/directorship held, nature of the company/institution/body and dates of appointment/directorship.
2.	<b>Status of directorship</b> <b>Shareholder</b> <input type="checkbox"/> <b>Nominee</b> <input type="checkbox"/> <b>Name of the shareholders/ Group of shareholders he is representing</b> <b>Nature of directorship</b> Executive <input type="checkbox"/> Non-executive <input type="checkbox"/> <b>Independent</b> <input type="checkbox"/> <b>Non-independent</b> <input type="checkbox"/>
3.	In the case of appointment of directors the date of board of directors’ meeting in which the appointment of proposed director was approved. (Attach copy of the minutes of the meeting of the board of directors. If the director is elected, then attach a copy of the minutes of the general meeting of the company.)
4.	Names of persons on the board of the NBFC subject to Fit and Proper criteria who are related to the applicant.

**Signature** \_\_\_\_\_

\*use additional sheets if required]

<sup>357</sup>[(b). Information to be provided by a body corporate as promoters and major shareholders:

6.	Names of persons on the board of the NBFC who are related to the applicant.
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Signature \_\_\_\_\_

\*use additional sheets if required” vide SRO 592(I)/2023 dated 17 May 2023

<sup>357</sup> Substituted for the text “(b) Information to be provided by a body corporate as promoters and major shareholders of the NBFC and Investment Company:

1. Financial statements for the last three years;

2. Details of business places;

<sup>357</sup>[3. Shareholding details including details of ultimate beneficial owners;]

4. CIB report of the company and its directors and sponsors;

<sup>357</sup>[omitted]

8. Any substantial adverse verdicts against the Company from any Court of Law during the last ten years

9. Details of associated companies and subsidiaries;

<sup>357</sup>[omitted]

11. Details of any inquiry, investigation conducted by the Commission or any other regulatory or professional body or government agency during the last five years; and

12. Any other information as may be required by the Commission.” Vide SRO 592(I)/2023 dated 17 May 2023

1. Financial statements for the last three years;
2. Physical Address of business places;
3. Shareholding details including details of ultimate beneficial owners:  
Explanation. – For the purpose of this clause, the term “ultimate beneficial owner” shall have the similar meaning as defined under 123A (Explanation) of the Companies Act, 2017.
4. Any substantial adverse verdicts against the Company from any Court of Law during the last ten years
5. Details of associated companies and subsidiaries;
6. Details of any inquiry, investigation conducted by any other regulatory or professional body or government agency during the last five years; and
7. Any other information as may be required by the Commission.]

**Affidavit**  
**Before the Securities and Exchange Commission of Pakistan**

(On Stamp Paper of Appropriate Value)

I, \_\_\_\_\_ son/daughter/wife of \_\_\_\_\_ adult, resident of \_\_\_\_\_ and holding CNIC/ Passport No. \_\_\_\_\_ do hereby state on solemn affirmation as under:-

1. That I am eligible for the position of \_\_\_\_\_ according to the Fit and Proper Criteria for the position of \_\_\_\_\_, annexed to the Non-Banking Finance Companies and Notified Entities Regulations, 2008;
2. That I hereby confirm that the statements made, undertakings provided and the information given by me including that required under Schedule IX is correct and that there are no facts which have been concealed;

\_\_\_\_\_  
<sup>358</sup> Substituted for the Annexure B ""Annexure B  
 Affidavit  
 Before the Securities and Exchange Commission of Pakistan

(On Stamp Paper of Appropriate Value)

I, \_\_\_\_\_ son/daughter/wife of \_\_\_\_\_ adult, resident of \_\_\_\_\_ and holding CNIC/ Passport No. \_\_\_\_\_ do hereby state on solemn affirmation as under:-

1. That I am eligible for the position of \_\_\_\_\_ according to the Fit and Proper Criteria for the position of \_\_\_\_\_, annexed to the Non-Banking Finance Companies (Establishment & Regulation) Rules 2014.
2. That I hereby confirm that the statements made, undertakings provided and the information given by me including that required under Schedule IX is correct and that there are no facts which have been concealed.
3. That I have no objection if the Securities and Exchange Commission of Pakistan requests or obtains information about me from any third party.
4. That I undertake to bring to the attention of the Securities Exchange Commission of Pakistan any matter which may potentially affect my status for the position of \_\_\_\_\_ as per the Fit and Proper Criteria annexed to the Non-Banking Finance Companies and Notified Entities Regulations, 2008.
5. That all the documents provided to Securities Exchange Commission of Pakistan are true copies of the originals and I have compared the copies with their respective originals and certify them to be true copies thereof..

\_\_\_\_\_  
 DEPONENT

The Deponent is identified by me

Signature \_\_\_\_\_  
 ADVOCATE  
 (Name and Seal)

Solemnly affirmed before me on this \_\_\_\_\_ day of \_\_\_\_\_ at \_\_\_\_\_ by the Deponent above named who is identified to me by \_\_\_\_\_, Advocate, who is known to me personally.

Signature \_\_\_\_\_  
 OATH COMMISSIONER FOR TAKING AFFIDAVIT  
 (Name and Seal)" vide SRO 592(I)/2023 dated 17 May 2023

3. That I have no objection if the Securities and Exchange Commission of Pakistan requests or obtains information about me from any third party;
4. That I undertake to bring to the attention of the Securities Exchange Commission of Pakistan any matter which may potentially affect my status for the position of \_\_\_\_\_ as per the Fit and Proper Criteria annexed to the Non-Banking Finance Companies and Notified Entities Regulations, 2008;
5. That all the documents provided to Securities Exchange Commission of Pakistan are true copies of the originals and I have compared the copies with their respective originals and certify them to be true copies thereof;
6. That I have not availed any write off from any financial institution during the last five years;
7. That I have not defaulted against any Finance obtained from any financial institution during the last five years;
8. That I have not been placed on Exit Control List (ECL) during the last five years;
9. That I have not been convicted from any Court of Law or any plea bargain with National Accountability Bureau (NAB) during the last ten years;
10. I hereby confirm that the companies, firms, sole proprietorship etc. where I am a chief executive, director (other than nominee director), major shareholder, owner or partner etc. has no overdue loan payment and instalment outstanding towards banks or other financial institutions;
11. I have not been associated with any illegal banking business, deposit taking or financial dealings;
12. Neither I nor companies in which I am a director or major shareholder has defaulted in paying taxes as on the date of application;
13. I have not been a sponsor, director or chief executive of a defaulting cooperative finance society or finance company;
14. I have never been convicted of fraud or breach of trust or of an offence involving moral turpitude or removed from service for misconduct;
15. I have neither been adjudged an insolvent nor has defaulted in making payments, to my creditors;
16. My net-worth is not less than twice the amount to be subscribed by me personally (not applicable to a nominee director);
17. I do solemnly declare that no investigations have been initiated against me by any Law Enforcement Agencies.

\_\_\_\_\_  
**DEPONENT**

The Deponent is identified by me

**Signature** \_\_\_\_\_  
**ADVOCATE**  
**(Name and Seal)**

Solemnly affirmed before me on this \_\_\_\_\_ day of \_\_\_\_\_ at \_\_\_\_\_ by the Deponent above named who is identified to me by \_\_\_\_\_, Advocate, who is known to me personally.

**Signature** \_\_\_\_\_  
**OATH COMMISSIONER FOR TAKING AFFIDAVIT**  
**(Name and Seal)]**

**A. CAPITAL ADEQUACY RATIO**  
**[see Regulations 17A]**

<b>Items</b>	<b>Amount</b>
<b>Core Capital</b>	
1.1 Fully Paid-up Capital	
1.2 Preference Shares (non-cumulative and convertible into ordinary shares)	
1.3 Balance in Share Premium Account	
1.4 Reserve for Bonus Shares	
1.5 General Reserves	
1.6 Statutory Reserve	
1.7 Un-appropriated Profit/(Loss)	
1.8 Sub-Total (1.1 to 1.7)	
<b>Less:</b>	

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<sup>359</sup> Deleted Annexure C “(Annexure C)

Information to be provided by key executives of the NBFC and Investment Company

1. Position and Grade held by the Executive
2. Date of assumption of current position (dd/mm/yyyy)
3. Curriculum Vitae/ Resume containing:
  - a) Name (Former name, if any)
  - b) Father or husband name
  - c) CNIC # / Passport # (In case of foreign nationals)
  - d) Nationality
  - e) Age
  - f) Contact details
    - i. Residential address
    - ii. Business address
    - iii. Telephone
    - iv. Mobile
    - v. Fax
    - vi. Email
  - g) National tax number
  - h) Education
    - i. Academic qualification (HEC verification of all degrees)
    - ii. Professional qualification (verification of all degrees)
  - i) Trainings
  - j) Previous Employment(s) (date-wise) (Verification of antecedents from all previous employers and reasons for any unexplained gaps between two employments)
4. Latest photograph
5. Has the executive ever been convicted of any offence? If yes, please provide details
6. Has the executive ever been censured or penalized by any financial regulator (local or foreign)? If yes please give details
7. Has the executive ever been dismissed from employment? If yes please give details
8. An undertaking providing details of the following:
  - i. Any write off availed from any financial institution during the last five years
  - ii. Any default of Finance obtained from any financial institution during the last five years.
  - iii. Placement on ECL during the last five years
  - iv. Any conviction from any Court of Law and plea bargain with NAB during the last ten years (Signature of the concerned official) (Signature and Stamp of Employer)<sup>359</sup>

<sup>359</sup>vide SRO 592(I)/2023 dated 17 May 2023

<sup>360</sup> Inserted vide SRO 1160(I)/2015 dated 25 November 2015

Items	Amount
1.9 Intangible Assets	
1.10 Treasury Stock	
1.11 Investment in subsidiaries and strategic investments	
1.12 Any Other exposure in Subsidiaries & strategic investments	
1.13 Sub-Total (1.9 to 1.14)	
1.14 Eligible Core Capital (1.8-1.15)	
<b>Supplementary Capital</b>	
2.1 Revaluation reserves on investments – eligible up to 50%	
2.2 Sub-ordinated debt	
2.3 Sub-Total (2.1 to 2.3)	
<b>Total Capital (1.15 + 2.3)</b>	
<b>Capital Adequacy Ratio</b>	
4.1 Risk Weighted assets (as per Table B)	
4.2 Minimum Capital Requirement (8% or 10% of Total Risk Weighted Assets as per item 4.1)	
4.3 Total Capital	
4.4 Capital Surplus/(Shortfall) – (4.3 – 4.2)	
4.5 CAPITAL ADEQUACY RATIO (4.3/4.1x100)	

**B. Risk Weights On-Balance Sheet Exposure**

Sr. No.	Items	Book Value	External Risk Rating	Risk Weights	Adjusted Value
1	Cash	XX		0%	XX
2	Balances with Central Bank	XX		0%	XX
3	Deposits with Financial Institutions	XX	1 2 3 4,5 and 6	10% 35% 50% 150%	XX
4	Investments in:	XX			
	4.1 Government Securities	XX		0%	XX
	4.2 Listed equity instruments	XX		100%	XX
	4.3 Unlisted equity investments (other than those deducted from capital)	XX		150%	XX
	4.4 Debt securities and instruments	XX	1 2 3	10% 35% 100%	XX

			4,5 and 6	150% %	
	4.5 Investment in mutual funds	XX		100%	XX
	4.6 Placements with FIs	XX	1 2 3 4,5 and 6	20% 35% 50% 150%	XX
	4.6 Other investments	XX		100%	XX
5	Finance Facility	XX			
	5.1 Considered performing	XX			
	5.1.1 Fully secured	XX	1 2 3 4,5 and 6 Unrated	20% 50% 100% 150% 100%	XX
	5.1.2 Fully or partially unsecured	XX		100%	XX
	5.2 Staff loans	XX		0%	XX
	5.3 Considered non-performing (Less amount of provision held)	XX			
	5.3.1 Finance Facility fully secured against liquid, mortgaged, pledged and leased assets	XX		100%	XX
	5.3.2 Finance Facility which are fully unsecured or partially secured against liquid, mortgaged, pledged and leased assets	XX		150%	XX
6	Fixed Assets (net of accumulated depreciation)	XX		100%	XX
7	Assets deducted from capital i.e. intangible assets, investment in subsidiary/ strategic investments, any other exposure in subsidiaries/strategic investments and deferred tax assets	XX		0%	XX
8	Other Assets	XX			
	8.1 Deposits & Prepayments	XX		100%	XX
	8.2 Accrued Income on Advance	XX		100%	XX
	8.3 Accrued Income on Deposits Accounts	XX		100%	XX
	8.4 Accrued Income on Government Securities	XX		0%	XX
	8.5 Accrued Income on Investments – Others	XX		100%	XX
	8.6 Others	XX		100%	XX
	Total	XX			XX

### C. Risk Weights Off-Balance Sheet Exposure

The risk weighted assets of any off balance sheet exposure is calculated first converting it to a credit equivalent by multiplying the exposure amount with a credit conversion factor. Then the resulting credit equivalent amount is multiplied by the risk weight associated with the counterparty as given in Table B above. The following credit conversion factors are associated with the off balance sheet items:

<b>Nature of Transaction</b>	<b>Credit Conversion Factor</b>
Financial & other guarantees The obligations which carries the same credit risk as direct extension of credit, such as an undertaking to make a payment to a third party in the event that a counterparty fails to meet a financial obligation or an undertaking to a counterparty to acquire a potential claim on another party in the event of default by that party.	100%
Performance related obligations An irrevocable obligation to pay a third party in the event that counterparty fails to fulfill or perform a contractual non-monetary obligation, such as completion of work at a specified date and delivery of goods etc. This includes issue of performance bonds, bid bonds, warranties, indemnities etc.	75%
Underwriting commitments The commitments which require the underwriter to purchase the securities if the issuer failed to sell.	50%
Lending/posting of securities as collateral The lending or posting of securities as collateral. This includes repurchase/reverse repurchase agreements and securities lending/borrowing transaction.	100%
Other Off-balance sheet exposure (a) Commitments with certain drawdown (b) Commitments (e.g. undrawn formal standby facilities and credit lines) for facilities and credit lines with an original maturity of: 1. One year or less 2. Over one year (c) Commitments that can be unconditionally cancelled at any time without notice	100%  20% 50% 0%

### D. Rating Grid

<b>Rating Grade</b>	<b>PACRA/ JCR – VIS</b>
1	AAA AA+ AA AA-
2	A+ A A-
3	BBB+

<b>Rating Grade</b>	<b>PACRA/ JCR – VIS</b>
	BBB BBB-
4	BB+ BB BB-
5	B+ B B-
6	CCC+ and below

]

361 [SCHEDULE – X

<sup>361</sup> Substituted for Schedule X <sup>361</sup>[SCHEDULE – X  
[see Regulation 25]

(a) For all Financing Facilities Other Than Micro Finance

Classification (1)	Determinant (2)	Treatment of income (3)	Provisions to be made (4)
OAEM	Where installment, mark-up, interest, profit or principal is overdue by 90 days or more from the due date.	Unrealized mark-up, interest or profit to be put in Suspense Account and not to be credited to Income Account except when realized in cash.	
Substandard.	Where installment, mark-up, interest, profit or principal is overdue by 180 days or more from the due date.	As above	Provision of 25% of the difference resulting from the outstanding balance of principal against the facility less the amount of Liquid Assets realizable without recourse to a Court of Law and adjusted FSV of mortgaged, pledged, leased or collaterally held assets as valued by valuers fulfilling prescribed eligibility criteria, in accordance with the requirements provided in Regulation 25.
Doubtful.	Where installment, mark-up, interest, profit or principal is overdue by one year or more from the due date.	As above.	Provision of 50% of the difference resulting from the outstanding balance of principal against the facility less the amount of Liquid Assets realizable without recourse to a Court of Law and adjusted FSV of mortgaged, pledged, leased or collaterally held assets as valued by valuers fulfilling prescribed eligibility criteria, in accordance with the requirements provided in Regulation 25.
Loss.	Where installment, mark-up, interest, profit or principal is overdue by one and half year or more from the due date.  (b) Where financial instruments discounted are not paid or adjusted within 180 days of the due date.	As above.  As above.	Provision of 100% of the difference resulting from the outstanding balance of principal against the facility less the amount of Liquid Assets realizable without recourse to a Court of Law and adjusted FSV of mortgaged, pledged, leased or collaterally held assets as valued by valuers fulfilling prescribed eligibility criteria, in accordance with the requirements provided in Regulation 25.

(b) For Micro Finance Portfolio

Classification (1)	Determinant (2)	Treatment of income (3)	Provisions to be made (4)
OAEM (Other Assets Especially Mentioned)	Where installment, mark-up, interest, profit or principal is overdue by 30 days or more from the due date.	Unrealized mark-up, interest or profit to be put in Suspense Account and not to be credited to Income Account except when realized in cash.	No provision is required

[see Regulation 25]

(a) For Housing Finance and Financing to Small Enterprises

Classification	Determinant	Treatment of income	Provisions to be made
(1)	(2)	(3)	(4)
OAEM	Where installment, mark-up, interest, profit or principal is overdue by 90 days or more from the due date.	Unrealized mark-up, interest or profit to be put in Suspense Account and not to be credited to Income Account except when realized in cash.	
Substandard.	Where installment, mark-up, interest, profit or principal is overdue by 180 days or more from the due date.	As above	Provision of 25% of the difference resulting from the outstanding balance of principal against the facility less the amount of Liquid Assets realizable without recourse to a Court of Law and adjusted FSV of

Sub-standard	Where installment, mark-up, interest, profit or principal is overdue by 60 days or more from the due date.	Unrealized mark-up, interest or profit to be put in Suspense Account and not to be credited to Income Account except when realized in cash.	Provision of 25% of the difference resulting from the outstanding balance of principal against the Finance less the amount of Liquid Assets realizable without recourse to a Court of Law and adjusted FSV of mortgaged, pledged, leased or collaterally held assets as valued by valuers fulfilling prescribed eligibility criteria, in accordance with the requirements provided in Regulation 25.
Doubtful	Where installment, mark-up, interest, profit or principal is overdue by 90 days or more from the due date.	Unrealized mark-up, interest or profit to be put in Suspense Account and not to be credited to Income Account except when realized in cash.	Provision of 50% of the difference resulting from the outstanding balance of principal against the Finance less the amount of Liquid Assets realizable without recourse to a Court of Law and adjusted FSV of mortgaged, pledged, leased or collaterally held assets as valued by valuers fulfilling prescribed eligibility criteria, in accordance with the requirements provided in Regulation 25.
Loss	Where installment, mark-up, interest, profit or principal is overdue by 180 days or more from the due date.	Unrealized mark-up, interest or profit to be put in Suspense Account and not to be credited to Income Account except when realized in cash.	Provision of 100% of the difference resulting from the outstanding balance of principal against the Finance less the amount of Liquid Assets realizable without recourse to a Court of Law and adjusted FSV of mortgaged, pledged, leased or collaterally held assets as valued by valuers fulfilling prescribed eligibility criteria, in accordance with the requirements provided in Regulation 25.

Note: Classified finance facilities, loans or advances that have been guaranteed by the Government would not require provisioning; however markup, interest or profit on such accounts shall be taken to suspense account instead of income account.]  
 “ vide SRO 592(I)/2023 dated 17 May 2023

<b>Classification</b>	<b>Determinant</b>	<b>Treatment of income</b>	<b>Provisions to be made</b>
			mortgaged, pledged, leased or collaterally held assets as valued by valuers fulfilling prescribed eligibility criteria, in accordance with the requirements provided in Regulation 25.
Doubtful.	Where installment, mark-up, interest, profit or principal is overdue by one year or more from the due date.	As above.	Provision of 50% of the difference resulting from the outstanding balance of principal against the facility less the amount of Liquid Assets realizable without recourse to a Court of Law and adjusted FSV of mortgaged, pledged, leased or collaterally held assets as valued by valuers fulfilling prescribed eligibility criteria, in accordance with the requirements provided in Regulation 25.
Loss.	Where installment, mark-up, interest, profit or principal is overdue by one and half year in case of small enterprise finance and two years in case of Housing Finance or more from the due date.  (b) Where financial instruments discounted are not paid or adjusted within 180 days of the due date.	As above.  As above.	Provision of 100% of the difference resulting from the outstanding balance of principal against the facility less the amount of Liquid Assets realizable without recourse to a Court of Law and adjusted FSV of mortgaged, pledged, leased or collaterally held assets as valued by valuers fulfilling prescribed eligibility criteria, in accordance with the requirements provided in Regulation 25.

**(b) For Micro Finance Portfolio**

<b>Classification</b>	<b>Determinant</b>	<b>Treatment of income</b>	<b>Provisions to be made</b>
(1)	(2)	(3)	(4)

<b>Classification</b>	<b>Determinant</b>	<b>Treatment of income</b>	<b>Provisions to be made</b>
OAEM (Other Assets Especially Mentioned)	Where installment, mark-up, interest, profit or principal is overdue by 30 days or more from the due date.	Unrealized mark-up, interest or profit to be put in Suspense Account and not to be credited to Income Account except when realized in cash.	No provision is required
Sub-standard	Where installment, mark-up, interest, profit or principal is overdue by 60 days or more from the due date.	Unrealized mark-up, interest or profit to be put in Suspense Account and not to be credited to Income Account except when realized in cash.	Provision of 25% of the difference resulting from the outstanding balance of principal against the Finance less the amount of Liquid Assets realizable without recourse to a Court of Law and adjusted FSV of mortgaged, pledged, leased or collaterally held assets as valued by valuers fulfilling prescribed eligibility criteria, in accordance with the requirements provided in Regulation 25.
Doubtful	Where installment, mark-up, interest, profit or principal is overdue by 90 days or more from the due date.	Unrealized mark-up, interest or profit to be put in Suspense Account and not to be credited to Income Account except when realized in cash.	Provision of 50% of the difference resulting from the outstanding balance of principal against the Finance less the amount of Liquid Assets realizable without recourse to a Court of Law and adjusted FSV of mortgaged, pledged, leased or collaterally held assets as valued by valuers fulfilling prescribed eligibility criteria, in accordance with the requirements provided in Regulation 25.
Loss	Where installment, mark-up, interest, profit or principal is overdue by 180 days or more from the due date.	Unrealized mark-up, interest or profit to be put in Suspense Account and not to be credited to Income Account except when realized in cash.	Provision of 100% of the difference resulting from the outstanding balance of principal against the Finance less the amount of Liquid Assets realizable without recourse to a Court of Law and adjusted FSV of mortgaged, pledged, leased or collaterally held assets as

Classification	Determinant	Treatment of income	Provisions to be made
			valued by valuers fulfilling prescribed eligibility criteria, in accordance with the requirements provided in Regulation 25.

**Note: Classified finance facilities, loans or advances that have been guaranteed by the Government would not require provisioning; however, markup, interest or profit on such accounts shall be taken to suspense account instead of income account.**

**(c).For all Financing Facilities Other than Micro Finance, Housing Finance and Financing to “small enterprises”**

Classification	Determinant	Treatment of income	Provisions to be made
(1)	(2)	(3)	(4)
Substandard	Where installment, mark-up, interest, profit or principal is overdue by 90 days or more from the due date.	Unrealized mark-up, interest or profit to be put in Suspense Account and not to be credited to Income Account except when realized in cash.	Provision of 25% of the difference resulting from the outstanding balance of principal against the facility less the amount of Liquid Assets realizable without recourse to a Court of law and adjusted FSV of mortgaged, pledged, leased or collaterally held assets as valued by valuers fulfilling prescribed eligibility criteria, in accordance with the requirements provided in Regulation 25.
Doubtful.	Where installment, mark-up, interest, profit or principal is overdue by 180 days or more from the due date.	As above.	Provision of 50% of the difference resulting from the outstanding balance of principal against the facility less the amount of Liquid Assets realizable without recourse to a Court of Law and adjusted FSV of mortgaged, pledged, leased or collaterally held assets as valued by valuers fulfilling prescribed eligibility criteria, in accordance with the requirements provided in Regulation 25.
Loss.	Where installment, mark-up, interest, profit or principal is overdue by one year or more from the due date.	As above.	Provision of 100% of the difference resulting from the outstanding balance of principal against the facility less the amount of Liquid Assets realizable without recourse to a Court of Law and adjusted

<b>Classification</b>	<b>Determinant</b>	<b>Treatment of income</b>	<b>Provisions to be made</b>
	(b) Where financial instruments discounted are not paid or adjusted within 180 days of the due date.	As above.	FSV of mortgaged, pledged, leased or collaterally held assets as valued by valuers fulfilling prescribed eligibility criteria, in accordance with the requirements provided in Regulation 25.

**Note: Moreover, in case the exposure is covered against guarantee issued by an NBFC engaged exclusively in the business of issuance of guarantees and the NBFC continues to make regular payments as per agreed repayment schedule on behalf of the borrower post guarantee call, no classification or provisioning shall be required.]**

362[SCHEDULE – XI

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<sup>362</sup> Substituted for Schedule-XI “[SCHEDULE – XI  
[see Regulation 25]

Uniform criteria for determining the value of assets held as collateral

(a) Only Liquid Assets, leased assets, pledged stocks and property having registered or equitable mortgage (where NOC for creating further charge has not been issued by NBFC) shall be considered for taking benefit for provisioning. The aforesaid assets having pari-passu charge shall be considered on proportionate basis of the outstanding amount;

(b) Hypothecated assets and assets with second charge or floating charge shall not be considered;

(c) Valuations of leased assets, pledged stocks and mortgaged properties shall be carried out by an independent professional evaluator listed on the panel of evaluators maintained by the Pakistan Banks’ Association;

(d) The evaluators while assigning any values to the leased assets, pledged stocks and mortgaged properties held as collateral, shall take into account all relevant factors affecting the salability of such assets including any difficulty in obtaining their possession, their location, their condition and the prevailing economic conditions in the relevant sector, business or industry. The realizable value of mortgaged, pledged and leased assets determined by the evaluators must take into account the amount that can be realized from the asset if sold in a forced or distressed sale condition. The evaluators shall in their report explain the assumptions, calculations, formula and method adopted in determination of the realizable values;

(e) The realizable values of leased assets, pledged stocks and mortgaged properties determined by the evaluators shall be subject to verification by the external auditors, who may reject cases of valuation, which in their opinion -

(i) do not appear to have been professionally carried out and values determined are unreasonable, or

(ii) are not backed by valid documentation of mortgage, pledge or leased assets and are not supported by legal opinion wherever required.

(f) The categories of liquid assets, pledged stock, leased assets and mortgaged property to be considered for valuation along with discounting factors to be applied would be as under (Apart from the following, no other assets shall be taken into consideration):

i) Liquid Assets:

Valuation of Liquid Assets shall be determined by the NBFC itself and verified by the external auditors. However, in the case of pledged shares of listed companies, value should be taken at market value as per active list of Stock Exchange(s) on the balance sheet date. Moreover, valuation of shares pledged against Financing shall be considered only if these have been placed Central Depository Company of Pakistan (CDC), otherwise these will not be admissible for deduction as liquid assets while determining required provisions.

ii) Leased assets and mortgaged properties:

The value of the leased assets and mortgaged properties to be considered for provisioning purpose shall be the FSV and the FSV once determined, shall remain valid for three years from the date of the valuation during which period the leased and mortgaged assets will not be revalued for provisioning purpose. Also the adjustment factors of 80%, 70% and 50% shall be applied on the value so determined for the purpose of determining provisioning requirement in 1st, 2nd and 3rd year of valuation, respectively. Thereafter, the leased and mortgaged assets shall be revalued and the adjustment factor of 50% shall be applied for all subsequent years.

The FSV of leased and mortgaged assets shall be restricted to fresh revaluation or previous value, whichever is less. In case of NBFCs, licensed by the Commission to undertake housing finance services, FSV once determined, shall remain valid for a period of ten years from the date of valuation and an adjustment factor of 70% shall be applied on the value so determined for the purpose of determining provisioning requirement in respect of housing finance for the said period.

Except for a Housing Finance Company, if a valuation is older than three years, a fresh re-valuation shall be carried out failing which the valuation shall be taken as nil.

(iii) Pledged stocks

The value of the pledged stocks of perishable and non-perishable goods to be considered for provisioning purpose shall be the

[see Regulation 25]

**Uniform criteria for determining the value of assets held as collateral**

- (a) Only Liquid Assets, leased assets, pledged stocks, plant & machinery with exclusive/first pari passu charge and property having registered or equitable mortgage (where NOC for creating further charge has not been issued by NBFC) shall be considered for taking benefit for provisioning. The aforesaid assets having pari-passu charge shall be considered on proportionate basis of the outstanding amount;
- (b) Hypothecated assets and assets with second charge or floating charge shall not be considered;
- (c) Valuations of leased assets, pledged stocks, plant & machinery with exclusive/first pari passu charge and mortgaged properties shall be carried out by an independent professional evaluator listed on the panel of evaluators maintained by the Pakistan Banks' Association;
- (d) The evaluators while assigning any values to the leased assets, pledged stocks and mortgaged properties held as collateral, shall take into account all relevant factors affecting the salability of such assets including any difficulty in obtaining their possession, their location, their condition and the prevailing economic conditions in the relevant sector, business or industry. The realizable value of mortgaged, pledged and leased assets determined by the evaluators must take into account the amount that can be realized from the asset if sold in a forced or distressed sale condition. The evaluators shall in their report explain the assumptions, calculations, formula and method adopted in determination of the realizable values;
- (e) The realizable values of leased assets, pledged stocks and mortgaged properties determined by the evaluators shall be subject to verification by the external auditors, who may reject cases of valuation, which in their opinion -
  - (i) do not appear to have been professionally carried out and values determined are unreasonable, or
  - (ii) are not backed by valid documentation of mortgage, pledge or leased assets and are not supported by legal opinion wherever required.
- (f) The categories of liquid assets, pledged stock, leased assets and mortgaged property to be considered for valuation along with discounting factors to be applied would be as under (Apart from the following, no other assets shall be taken into consideration):

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FSV. In case of pledged stocks, FSV provided by evaluators should not be more than six months old at each balance sheet date. The goods should be perfectly pledged, the operation of the godown(s) or warehouse(s) should be in the control of the NBFC and regular valid insurance for the benefit of the NBFC, premium payment receipts and other documents should be available. In case of perishable goods, the evaluator should also give the approximate date when these are expected to be of no value. The NBFC shall receive monthly stock statements and conduct quarterly inspections of the pledged goods.

(g) Non-performing Finance against which security or in case of lease, additional security is not available, or where mortgaged, pledged or leased assets have not been valued and verified by external auditors, such Finance shall continue to be classified and provided for according to the time-based criteria prescribed in Schedule X.<sup>362</sup>  
“ vide SRO 592(I)/2023 dated 17 May 2023

(i) Liquid Assets:

Valuation of Liquid Assets shall be determined by the NBFC itself and verified by the external auditors. However, in the case of pledged shares of listed companies, value should be taken at market value as per active list of Stock Exchange(s) on the balance sheet date. Moreover, valuation of shares pledged against Financing shall be considered only if these have been placed Central Depository Company of Pakistan (CDC), otherwise these will not be admissible for deduction as liquid assets while determining required provisions.

(ii) Leased assets, plant & machinery with exclusive/first pari passu charge and mortgaged properties:

The value of the leased assets, plant & machinery with exclusive/first pari passu charge and mortgaged properties to be considered for provisioning purpose shall be the FSV and the FSV once determined, shall remain valid for three years from the date of the valuation during which period the leased plant & machinery with exclusive/first pari passu charge and mortgaged assets will not be revalued for provisioning purpose. Also, the adjustment factors of 80%, 70% and 50% in case of leased and mortgaged assets and 30%, 20% and 10% for plant & machinery with exclusive/first pari passu charge shall be applied on the value so determined for the purpose of determining provisioning requirement in 1st, 2nd and 3rd year of valuation, respectively. Thereafter, the assets shall be revalued and the adjustment factor of 50% in case of leased and mortgaged assets and 10% in case of plant & machinery with exclusive/first pari passu charge shall be applied for all subsequent years.

The FSV of leased and mortgaged assets shall be restricted to fresh revaluation or previous value, whichever is less. In case of NBFCs, licensed by the Commission to undertake housing finance services, FSV once determined, shall remain valid for a period of ten years from the date of valuation and an adjustment factor of 70% shall be applied on the value so determined for the purpose of determining provisioning requirement in respect of housing finance for the said period.

Except for a Housing Finance Company, if a valuation is older than three years, a fresh re-valuation shall be carried out failing which the valuation shall be taken as nil.

(iii) Pledged stocks

The value of the pledged stocks of perishable and non-perishable goods to be considered for provisioning purpose shall be the FSV. In case of pledged stocks, FSV provided by evaluators should not be more than six months old at each balance sheet date. The goods should be perfectly pledged, the operation of the godown(s) or warehouse(s) should be in the control of the NBFC and regular valid insurance for the benefit of the NBFC, premium payment receipts and other documents should be available. In case of perishable goods, the evaluator should also give the approximate date when these are expected to be of no value. The NBFC shall receive monthly stock statements and conduct quarterly inspections

of the pledged goods.

- (g) Non-performing Finance against which security or in case of lease, additional security is not available, or where mortgaged, pledged or leased assets have not been valued and verified by external auditors, such Finance shall continue to be classified and provided for according to the time-based criteria prescribed in Schedule X.]

**[Schedule- XII  
[see Regulation 21**

**Borrower's Basic Fact Sheets (Corporate, Partnerships and Sole Proprietorships) -**

Date of Request. \_\_\_\_\_

**(TO BE COMPLETED IN CAPITAL LETTERS OR TYPEWRITTEN)**

**1. Borrower's profile:**

Name										Address																			
Phone#										Fax #					Email Address														
Office					Res.																								
National Identity Card #										National Tax #					Sales Tax #														
Import Registration #					Export Registration #					Date of Establishment					Date of opening of A/C														

**2. Details of directors/owners/partners:**

Name										Address																			
Phone#										Fax #					Email Address														
Office					Res.																								
National Identity Card #										National Tax #																			
Shareholding					Amount					% of Shareholding																			

**3. Management:**

<b>A) EXECUTIVE DIRECTORS/PARTNERS:</b>																			
Name					Address					NIC #					Phone #				
1.																			
2.																			
<b>B) NON-EXECUTIVE DIRECTORS/PARTNERS:</b>																			
Name					Address					NIC #					Phone #				
1.																			
2.																			

**4. Corporate status:**

Sole Proprietorship					Partnership					Public/Private Company									

**5. Nature of business:**

Industrial	Commercial	Agricultural	Services	Any other

6. Requested limits:

	Amount	Tenor
Fund Based		
Non-Fund Based		

7. Business handled/effected with all financial institutions during the last accounting year

Imports	Exports	Remittances effected (if any)

8. Existing limits and status:

	Amount	Expiry date	Status	
			Regular	Amount over-due (if any)
Fund Based				
Non-Fund Based				

9. Any write-off, rescheduling/restructuring availed during the last three years:

Name of Financial Institution	Amount during 1st year		Amount during 2nd year		Amount during 3rd year	
	Write-off	Rescheduled/restructured	Write-off	Rescheduled/restructured	Write-off	Rescheduled/restructured

10. Details of prime securities mortgaged/pledged:

A) AGAINST EXISTING FACILITIES:					
Name of Financial Institution	Nature of Security	Total Amount	Rank Charge	of	Net Realizable Value
1.					
2.					
B) AGAINST REQUESTED/FRESH/ADDITIONAL FACILITIES:					
Name of Financial Institution	Nature of Security	Total Amount			Net Realizable Value
1.					
2.					

11. Details of secondary collateral mortgaged/pledged:

A) AGAINST EXISTING FACILITIES:					
Name of Financial Institution	Nature of Security	Total Amount	Rank Charge	of	Net Realizable Value
1.					
2.					

B) AGAINST REQUESTED/FRESH/ADDITIONAL FACILITIES:			
Name of Financial Institution	Nature of Security	Total Amount	Net Realizable Value
1.			
2.			

12. Credit rating (where applicable):

Name Of Rating Agency	Rating

13. Details of associated concerns (as defined in ordinance):

Name of Concern	Name of Directors	Shareholding	% of Total shares capital

14. Facilities to associated concerns by the concerned FI:

Name of concern	Nature & Amount of limit	Outstanding as on -----	Nature & Value of Securities	Overdues	Defaults

15. Details of personal guarantees provided by the directors/partners etc. to FIs to secure credit:

Names of the Guarantors	Institutions/ persons to whom Guarantee given	Amount of Guarantee	Validity Period	NIC #	NTN	Net-worth

16. Dividend declared (amount) during the last three years:

During 1 <sup>st</sup> Year	During 2 <sup>nd</sup> Year	During 3 <sup>rd</sup> Year

17. Share prices of the borrowing entity:

Listed Companies	Current Price	Preceding 12 Months Average	Break-up value of the Shares in case of Private Limited Company

18. Net-worth (particulars of assets owned in their own names by the directors/partners/proprietors):

Owner's Name	Particulars of Assets	Market Value	Particulars of Liabilities

19. Details of all over dues (if over 90 days):

Name Of Financial Institution	Amount

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20. Details of payment schedule if term loan sought.
21. Latest Audited Financial Statements as per requirement of Regulation 21(3) to be submitted with the LAF (Loan Application Form).
22. Memorandum and Articles of Association, By-laws etc. to be submitted by the Borrower along with the request.

I certify and undertake that the information furnished above is true to the best of my knowledge.

CHIEF EXECUTIVE'S/BORROWER'S  
SIGNATURE & STAMP

COUNTER SIGNED BY:

AUTHORIZED SIGNATURE & STAMP  
(NBFC OFFICIAL)".

**Borrower's basic fact sheet – for individuals (other than micro financing)**

Date of Request \_\_\_\_\_

(TO BE COMPLETED IN CAPITAL LETTERS OR TYPEWRITTEN)

1. Borrower's profile:

Name										Address									
Phone#										Fax #					Email Address				
Office					Res.														
National Identity Card #										National Tax #									
Father's Name										Father's National Identity Card #									

2. References (at least two):

Name										Address									
Phone#										Fax #					Email Address				
Office					Res.														
National Identity Card #										National Tax #									

3. Nature of business/profession:

Industrial	Commercial	Agricultural	Services	Any other

4. Existing limits and status:

	Amount	Expiry date	Status		
			Regular	Amount over-due (if any)	Amount rescheduled/restructured (if any)
Fund Based					
Non-Fund Based					

5. Requested limits:

	Amount	Tenor
Fund Based		
Non-Fund Based		

6. Details of payment schedule if term loan sought.

7. Latest Income Tax Form or Wealth Statement to be submitted by the Borrower.

I certify and undertake that the information furnished above is true to be best of my knowledge

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APPLICANT'S SIGNATURE & STAMP  
COUNTER SIGNED BY:

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AUTHORIZED SIGNATURE & STAMP (NBFC OFFICIAL)  
Signature & Stamp of concerned official  
use additional sheet if required



## 364[Schedule- XIA

<sup>364</sup> Substituted for Schedule-XIA “<sup>364</sup>[Schedule- XIA

Code of Corporate Governance for Non-Bank Micro Finance Companies  
see Regulation 34

[These requirements are in addition to any other applicable requirements regarding directors, CEO, composition of board etc.]

### Independent and Non-Executive Directors

1. The independent directors of a Non-bank Microfinance Company (NBMFC) shall not be less than two members or one third of the total members of the board, whichever is higher.  
[To be complied with by NBMFCs latest by the date of next election of directors becoming due after date of notification of the amendments to the Regulations]

### Conflict of Interest

2. A director and chief executive of an NBMFC shall not be a director, consultant, advisor or an employee of any other NBMFC or institution engaged in a similar business in Pakistan.
3. The chief executive and board of an NBMFC shall disclose to stakeholders, how many family members are sitting on the board, key positions held and any other such potential conflicting interests in the organization.
4. The board of an NBMFC shall develop policy to prevent conflict of interest in their capacity as members of the board as well as for senior management and other employees as approved by the board. The conflict-of-interest policy should be reviewed at least annually. An NBMFC shall put in place a formal code of conduct that promotes ethical culture in the company.

### Women Director

5. While NBMFCs are encouraged to have more female representation on their board, the board shall have at least one female director.

### Orientation and Training

6. All Directors should receive orientation on the operations of the NBMFC and training on their fiduciary roles, responsibilities and liabilities as board members.
7. Board development sessions should be conducted at least once a year with a certificate awarded to the participants.

### Board Meetings

8. Board shall hold regular meetings; at least once in every quarter of a year and more frequently, where required.
9. In order to strengthen and formalize decision-making process, significant issues shall be placed for the information, consideration and decision of the board of directors and/or its committees. List of significant issues is attached as Appendix-A.

### Board Level Committees

10. NBMFCs shall establish Audit Committee, comprising at least three non-executive directors. The chairperson of the committee shall be an independent director, who shall not be the chairperson of the board. Preferably at least two members having relevant financial/banking expertise and experience must be part of the audit committee. The audit committee of the NBMFC shall meet at least once every quarter of the financial year. A meeting of the audit committee shall also be held, if requested by the external auditors, head of internal audit or by chairman of the audit committee. The board of every company shall determine the terms of reference of the audit committee.

11. There shall be a Human Resource and Remuneration (HR&R) Committee of at least three members comprising a majority of non-executive directors. The CEO may be included as a member of the committee but not as the chairperson of committee. The CEO, if member of HR&R Committee, shall not participate in the proceedings of the committee on matters that directly relate to his/her performance and compensation. The committee shall meet at least once in a financial year and may meet more often if requested by a member of the board, or committee itself or the chief executive officer and the head of human resource or any

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other person appointed by the board may act as the secretary of the committee. The terms of reference of committee shall be determined by the board.

12. There shall also be Risk Management Committee of the board constituted to supervise overall risk management functions of the institution. It will decide the policy and strategy for integrated risk management containing various risk exposures of the institutions. The Committee would review policies and guidelines for identification, measurement, monitoring and control for all major risk categories. The Board shall determine terms of reference of the Risk Management Committee.

#### Internal Audit

13. There shall be an internal audit function in every NBMFC. The NBMFC shall ensure that head of internal audit is suitably qualified, experienced and conversant with the company's policies and procedures. The head of internal audit shall functionally report to the audit committee and administratively to the chief executive officer and his performance appraisal shall be done jointly by the chairman of the audit committee and the chief executive officer.

14. No director on the Board, shall be appointed, in any capacity, in the internal audit function of the company. The Board shall ensure that the internal audit team comprises experts of relevant disciplines in order to cover all major heads of accounts maintained by the NBMFC.

15. The internal audit function, wholly or partially, may be outsourced by the NBMFC to a professional services firm or be performed by the internal audit staff of holding company and in lieu of outsourcing, the NBMFC shall appoint or designate a fulltime employee other than chief financial officer, as head of internal audit holding suitable qualification, to act as coordinator between firm providing internal audit services and the board.

16. While outsourcing the function, the NBMFC shall not appoint its existing external auditors or any of its associated company or associated undertaking, as internal auditors.

17. NBMFCs shall ensure that internal audit reports are provided for the review of external auditors. The auditors shall discuss any major findings in relation to the reports with the audit committee, which shall report matters of significance to the board.

#### External Auditor

18. An NBMFC shall appoint as external auditors, a firm of auditors, which has been given a satisfactory rating under the Quality Control Review program of the Institute of Chartered Accountants of Pakistan and registered with Audit Oversight Board of Pakistan under section 36I of the Securities and Exchange Commission of Pakistan Act, 1997 (XLII of 1997).

19. An NBMFC shall not appoint as external auditors, a firm of auditors, which or a partner of which is non-compliant with the International Federation of Accountants' Guidelines on Code of Ethics, as adopted by the Institute of Chartered Accountants of Pakistan.

20. No NBMFC shall appoint its external auditors to provide services in addition to audit except in accordance with the applicable laws or any other regulatory requirement and shall require the auditors to observe and confirm compliance with the applicable International Federation of Accountants guidelines in this regard.

21. An NBMFC shall ensure that the auditors do not perform management functions or make management decisions, responsibility for which remains with the Board and management of the company.

22. No NBMFC shall appoint a person as an external auditor who is a close relative (spouse, parents, dependents and non-dependent children) of the chief executive officer, the chief financial officer, the head of internal audit, the company secretary or a director of the NBMFC. It shall also be ensured that no person involved in the audit of the NBMFC is a close relative of these office holders of the NBMFC.

23. A NBMFC shall require the external auditors to furnish a management letter to its board and any matter deemed significant by the external auditor shall be communicated in writing to the board prior to the approval of the audited accounts / financial statements by the board.

24. An NBMFC shall change its external auditors every five years.

#### Related Party Transactions

25. The details of all related party transactions shall be placed periodically before the Audit Committee of the company and upon

Code of Corporate Governance for Lending NBFCs including Non-Bank Micro Finance  
Companies  
see Regulation 34

[These requirements are in addition to any other applicable requirements regarding directors,  
CEO, composition of board etc.]

**Independent and Non-Executive Directors**

1. The independent directors of a Lending NBFC including Non-bank Microfinance Company (NBMFC) shall not be less than two members or one third of the total members of the board, whichever is higher. [To be complied with by Lending NBFCs other than NBMFCs latest by the date of next election of directors becoming due after date of notification of the amendments to the Regulations]

**Conflict of Interest**

2. A director and chief executive of a Lending NBFC including an NBMFC shall not be a director, consultant, advisor or an employee of any other Lending NBFC including NBMFC or institution engaged in a similar business in Pakistan.

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recommendations of the audit committee the same shall be placed before the board for review and approval.

Appendix-A to Schedule XIII A

- i. Annual business plan, cash flow projections, forecasts and strategic plan;
- ii. Budgets including capital, manpower and overhead budgets, along with variance analyses;
- iii. Matters recommended and/or reported by the committees of the board;
- iv. Update on the conflict of interest policy and issues arisen in relation thereof;
- v. Quarterly operating results of the organization as a whole and in terms of its operating divisions or business segments;
- vi. Internal audit reports, including cases of fraud, bribery, corruption, or irregularities of a material nature, management letter issued by the external auditors;
- vii. Policies or amendment to policies such as Credit Policy, Risk Management, Human Resource Management, Procurement of goods and services, Environment and Social Management etc., rule or regulation, enforcement of an accounting standard having material effect and such other matters as may have a material effect on the NBMFC;
- viii. Status and implications of any law suit or proceedings of material nature, filed by or against the NBMFC;
- ix. Any show cause, demand or prosecution notice received from revenue or regulatory authorities;
- x. Failure to recover material amounts of loans, advances, and deposits made by NBMFC, if such a failure to recover for a single transaction or in aggregate has a material impact on the NBMFC;
- xi. Any significant accidents, dangerous occurrences and instances of pollution and environmental problems involving the NBMFC;
- xii. Significant public or product liability claims made or likely to be made against the NBMFC, including any adverse judgment or order made on the conduct of the NBMFC or of another organization that may have a material negative bearing on NBMFC.
- xiii. Report on governance, risk management and compliance issues. Risks considered shall include reputational risk and shall address risk analysis, risk management and risk communication;
- xiv. Review of specific Social Performance impact to analyze fulfillment of social targets and to ensure that social performance issues are identified as components of the NBMFC's strategic and business plans.
- xv. The CEO shall immediately bring before the board, as soon as it is foreseen that the organization will not be in a position of meeting its obligations on any loans (including penalties on late payments and other dues, to a creditor, bank or financial institution or default in payment of any liability) or any other debt instrument. Full details of the failure to meet obligations shall be provided in the NBMFC's quarterly and annual financial statements.

] Vide SRO 592(I)/2023 dated 17 May 2023

3. The chief executive and board of a Lending NBFC including an NBMFC shall disclose to stakeholders, how many family members are sitting on the board, key positions held and any other such potential conflicting interests in the organization.
4. The board of a Lending NBFC including an NBMFC shall develop policy to prevent conflict of interest in their capacity as members of the board as well as for senior management and other employees as approved by the board. The conflict-of-interest policy should be reviewed at least annually. A Lending NBFC including an NBMFC shall put in place a formal code of conduct that promotes ethical culture in the company.

#### **Women Director**

5. While Lending NBFC including NBMFCs are encouraged to have more female representation on their board, the board shall have at least one female director.

#### **Orientation and Training**

6. All Directors should receive orientation on the operations of the Lending NBFC including NBMFC and training on their fiduciary roles, responsibilities and liabilities as board members.
7. Board development sessions should be conducted at least once a year with a certificate awarded to the participants.

#### **Board Meetings**

8. Board shall hold regular meetings; at least once in every quarter of a year and more frequently, where required.
9. In order to strengthen and formalize decision-making process, significant issues shall be placed for the information, consideration and decision of the board of directors and/or its committees. List of significant issues is attached as Appendix-A.

#### **Board Level Committees**

10. Lending NBFCs including NBMFCs shall establish Audit Committee, comprising at least three non-executive directors. The chairperson of the committee shall be an independent director, who shall not be the chairperson of the board. Preferably at least two members having relevant financial/banking expertise and experience must be part of the audit committee. The audit committee of the Lending NBFCs including NBMFC shall meet at least once every quarter of the financial year. A meeting of the audit committee shall also be held, if requested by the external auditors, head of internal audit or by chairman of the audit committee. The board of every company shall determine the terms of reference of the audit committee.
11. There shall be a Human Resource and Remuneration (HR&R) Committee of at least three members comprising a majority of non-executive directors. The CEO may be included as a member of the committee but not as the chairperson of committee. The CEO, if member of

HR&R Committee, shall not participate in the proceedings of the committee on matters that directly relate to his/her performance and compensation. The committee shall meet at least once in a financial year and may meet more often if requested by a member of the board, or committee itself or the chief executive officer and the head of human resource or any other person appointed by the board may act as the secretary of the committee. The terms of reference of committee shall be determined by the board.

12. There shall also be Risk Management Committee of the board constituted to supervise overall risk management functions of the institution. It will decide the policy and strategy for integrated risk management containing various risk exposures of the institutions. The Committee would review policies and guidelines for identification, measurement, monitoring and control for all major risk categories. The Board shall determine terms of reference of the Risk Management Committee.

#### **Internal Audit**

13. There shall be an internal audit function in every Lending NBFC including NBMFC. The Lending NBFC including NBMFC shall ensure that head of internal audit is suitably qualified, experienced and conversant with the company's policies and procedures. The head of internal audit shall functionally report to the audit committee and administratively to the chief executive officer and his performance appraisal shall be done jointly by the chairman of the audit committee and the chief executive officer.
14. No director on the Board, shall be appointed, in any capacity, in the internal audit function of the company. The Board shall ensure that the internal audit team comprises experts of relevant disciplines in order to cover all major heads of accounts maintained by the Lending NBFC including NBMFC.
15. The internal audit function, wholly or partially, may be outsourced by the Lending NBFC including NBMFC to a professional services firm or be performed by the internal audit staff of holding company and in lieu of outsourcing, the Lending NBFC including NBMFC shall appoint or designate a fulltime employee other than chief financial officer, as head of internal audit holding suitable qualification, to act as coordinator between firm providing internal audit services and the board.
16. While outsourcing the function, the Lending NBFC including NBMFC shall not appoint its existing external auditors or any of its associated company or associated undertaking, as internal auditors.
17. Lending NBFCs including NBMFCs shall ensure that internal audit reports are provided for the review of external auditors. The auditors shall discuss any major findings in relation to the reports with the audit committee, which shall report matters of significance to the board.

#### **External Auditor**

18. A Lending NBFC including an NBMFC shall appoint as external auditors, a firm of auditors, which has been given a satisfactory rating under the Quality Control Review program of the Institute of Chartered Accountants of Pakistan and registered with Audit Oversight Board of Pakistan under section 36I of the Securities and Exchange Commission of Pakistan Act, 1997 (XLII of 1997).
19. A Lending NBFC including an NBMFC shall not appoint as external auditors, a firm of auditors, which or a partner of which is non-compliant with the International Federation of Accountants' Guidelines on Code of Ethics, as adopted by the Institute of Chartered

Accountants of Pakistan.

20. No Lending NBFC including NBMFC shall appoint its external auditors to provide services in addition to audit except in accordance with the applicable laws or any other regulatory requirement and shall require the auditors to observe and confirm compliance with the applicable International Federation of Accountants guidelines in this regard.
21. A Lending NBFC including an NBMFC shall ensure that the auditors do not perform management functions or make management decisions, responsibility for which remains with the Board and management of the company.
22. No Lending NBFC including NBMFC shall appoint a person as an external auditor who is a close relative (spouse, parents, dependents and non-dependent children) of the chief executive officer, the chief financial officer, the head of internal audit, the company secretary or a director of the Lending NBFC including NBMFC. It shall also be ensured that no person involved in the audit of the Lending NBFC including NBMFC is a close relative of these office holders of the Lending NBFC including NBMFC.
23. A Lending NBFC including NBMFC shall require the external auditors to furnish a management letter to its board and any matter deemed significant by the external auditor shall be communicated in writing to the board prior to the approval of the audited accounts / financial statements by the board.
24. A Lending NBFC including an NBMFC shall change its external auditors every five years.

#### **Related Party Transaction**

25. The details of all related party transactions shall be placed periodically before the Audit Committee of the company and upon recommendations of the audit committee the same shall be placed before the board for review and approval.

#### **Appendix-A to Schedule XIIA**

- i. Annual business plan, cash flow projections, forecasts and strategic plan;
- ii. Budgets including capital, manpower and overhead budgets, along with variance analyses;
- iii. Matters recommended and/or reported by the committees of the board;
- iv. Update on the conflict of interest policy and issues arisen in relation thereof;
- v. Quarterly operating results of the organization as a whole and in terms of its operating divisions or business segments;
- vi. Internal audit reports, including cases of fraud, bribery, corruption, or irregularities of a material nature, management letter issued by the external auditors;
- vii. Policies or amendment to policies such as Credit Policy, Risk Management, Human Resource Management, Procurement of goods and services, Environment and Social Management etc., rule or regulation, enforcement of an accounting standard having material effect and such other matters as may have a material effect on the Lending NBFC including NBMFC;
- viii. Status and implications of any law suit or proceedings of material nature, filed by or against the Lending NBFC including NBMFC;
- ix. Any show cause, demand or prosecution notice received from revenue or regulatory authorities
- x. Failure to recover material amounts of loans, advances, and deposits made by Lending NBFC including NBMFC, if such a failure to recover for a single transaction or in aggregate has a material impact on the Lending NBFC including NBMFC;
- xi. Any significant accidents, dangerous occurrences and instances of pollution and

- environmental problems involving the Lending NBFC including NBMFC;
- xii. Significant public or product liability claims made or likely to be made against the Lending NBFC including NBMFC, including any adverse judgment or order made on the conduct of the Lending NBFC including NBMFC or of another organization that may have a material negative bearing on Lending NBFC including NBMFC.
  - xiii. Report on governance, risk management and compliance issues. Risks considered shall include reputational risk and shall address risk analysis, risk management and risk communication;
  - xiv. Review of specific Social Performance impact to analyze fulfillment of social targets and to ensure that social performance issues are identified as components of the NBMFC's strategic and business plans.
  - xv. The CEO shall immediately bring before the board, as soon as it is foreseen that the organization will not be in a position of meeting its obligations on any loans (including penalties on late payments and other dues, to a creditor, bank or financial institution or default in payment of any liability) or any other debt instrument. Full details of the failure to meet obligations shall be provided in the Lending NBFC's including NBMFC's quarterly and annual financial statements.

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**“SCHEDULE XIII**  
[See Regulation 67B(v)&(vi)]

**CONTENTS OF FINANCIAL REPORTS OF PENSION FUNDS**

**1. General.**

- (a) Annual report must contain all the information required in this Schedule. Interim reports must at least contain the statement of asset and liabilities and the investment portfolio.
- (b) All reports must contain comparative figures for the previous period except for the investment portfolio.
- (c) The items listed under the statement of assets and liabilities, income statement, statement of movements in reserves and the notes to the accounts, where applicable, must be disclosed. It is, however, not mandatory to adopt the format as shown or to disclose the items in the same order.
- (d) All the statements and accounts referred hereunder should be prepared in conformity with the International Accounting Standards notified under sub-section (3) of section 234 of the Companies Ordinance, 1984, and technical releases issued by Institute of Chartered Accountants of Pakistan from time to time;

**2. Statement of assets and liabilities.** The following must be separately disclosed for each sub-fund, namely,-

- (a) total value of investments;
- (b) bank balances;
- (c) preliminary and floatation costs;
- (d) dividends and other receivables;
- (e) bank loan and overdrafts or other forms of borrowings;
- (f) amounts payable on withdrawal requests;
- (g) total value of all assets;
- (h) total value of all liabilities;
- (i) net asset value;
- (j) number of units issued per sub-fund; and
- (k) net asset value per unit of each sub-fund separately.

**3. Income statement.**-In the income statement, the following information shall be provided to the Commission, namely:

- (a) total investment income net of tax, if any, broken down by category;
- (b) total other income, broken down by category;
- (c) an itemized list of various costs which have been debited to the pension fund including-
  - (i) fees paid to the Pension Fund Manager;
  - (ii) remuneration of the trustee;
  - (iii) amortization of formation costs;
  - (iv) safe custody and bank charges;
  - (v) auditor's remuneration;

- (vi) borrowing expenses;
- (vii) other amounts paid to any connected person of the pension fund;
- (viii) legal and other professional fees; and
- (ix) any other expense borne by the pension fund;
- (d) taxes; and
- (e) amounts transferred to and from reserves.

**4. Statement of movements in reserves.-** In the statement of movements in reserves the following information shall be provided to the Commission, namely:-

- (a) value of the pension fund as at the beginning of the period;
- (b) number of units issued in each sub-fund and the amount received upon such issuance;
- (c) number of units withdrawn from each sub-fund and the amount paid thereon;
- (d) any item resulting in an increase or decrease in value of the pension fund including-
  - (i) surplus or loss on sale of investment;
  - (ii) exchange gain or loss;
  - (iii) unrealized appreciation or diminution in value of investment; and
  - (iv) net income for the period less distribution;
- (e) amounts transferred to and from the revenue account; and
- (f) value of the pension fund as at the end of the period.

**5. Note to the accounts.-** The following matters shall be set out in the notes to the accounts, namely:-

- (a) principal accounting policies:
  - (i) the basis of valuation of the assets of the pension fund including the basis of valuation of unquoted and unlisted securities;
  - (ii) the revenue recognition policy regarding dividend income and other income;
  - (iii) foreign currency translation, if any;
  - (iv) the basis of amortization of formation costs;
  - (v) taxation; and
  - (vi) any other accounting policy adopted to deal with items which are judged material or critical in determining the transactions.

*Note.* - Any changes to the above accounting policies and their financial effects upon the accounts should also be disclosed;

- (b) disclosure of transactions with connected persons :-
  - (i) details of all transactions entered into during the period between the pension fund and the management company, or any entity in which these parties or their connected persons have a material interest; and
  - (ii) name of any director of the management company of any connected person if such person becomes entitled to profits from transactions in shares or from management of the pension fund and the amount of profits to which such person becomes entitled.
- (c) borrowings,-
  - (i) state whether the borrowings are secured or unsecured and the duration of the borrowings;

- (ii) contingent liabilities and commitments of the pension fund; and
- (iii) if the free negotiability of any asset is restricted by statutory or contractual requirements, this must be stated.

**6. Contents of the auditors' report.-** The report of the auditor should state,-

- (a) whether in the auditor's opinion, the accounts prepared for that period have been properly prepared in accordance with the relevant provisions of the trust deed and the Voluntary Pension System Rules, 2005;
- (b) without prejudice to the foregoing, whether in the auditor's opinion, a true and fair view is given of the disposition of the pension fund at the end of the period and of the transactions of the pension fund of the period then ended;
- (c) whether the allocation and reallocation of units of the sub-funds for all the participants have been made according to the Voluntary Pension System Rules, 2005;
- (d) whether the cost and expenses debited to the pension fund are as specified in the constitutive documents of the pension fund;
- (e) if the auditor is of opinion that proper books and records have not been kept by the pension fund or the accounts prepared are not in agreement with the pension fund's books and records, that fact; and
- (f) if the auditor has failed to obtain all the information and explanations which, to the best of his knowledge and belief, are necessary for the purpose of the audit, that fact.

**7. Investment portfolio.-** Information regarding investment portfolio should state, -

- (a) number or quantity of each holding together with the description and market value ;
- (b) the total investment stated at cost;
- (c) the value of each holding as a percentage of net asset value and paid up capital of that company whose securities are owned; and
- (d) statement of movements in portfolio holdings i.e. purchased and sold during the period, since the end of the preceding accounting period.

**8. Performance table.-** The following information shall be provided to the Commission, namely :-

- (a) a comparative table covering the last five financial years and including, for each financial year, at the end of the financial year,-
  - (i) total net asset value in each sub-fund; and
  - (ii) net asset value per unit in each sub-fund; and
- (b) a performance record over the last ten financial years; or if the pension fund has not been in existence during the whole of that period in which it has been in existence, showing the highest and lowest issue price of the units during each of those years.

<sup>365</sup>[9]. Actuarial Valuation Report in case of Pension Annuity Fund containing at least the following information, namely: -

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<sup>365</sup> Inserted vide SRO 297(1)/2024 dated 22 February 2024

- (1) The basis on which actuarial data has been computed.
- (2) Actuarial methodology.
- (2) Mortality rates used as prescribed by the Pakistan Society of Actuaries.
- (3) Morbidity rates used which are duly justified by the actuary.
- (4) Valuation rates of interest used by actuary which rate shall be subject to review by the Pakistan Society of Actuaries from time to time and any other parameters, that are taken into account.;

## **Minimum Housing Finance Underwriting Standards for Housing Finance**

**see Regulation 28(e)(x)**

### **Standard 1: Role of the NBFC's Board**

The board of directors shall establish and oversee a housing finance underwriting policy aligned with the NBFC's risk governance framework, its risk tolerances and limits, and its overall risk appetite and strategy. The policy shall articulate the NBFC's business strategy and approach to housing finance underwriting, and shall be reviewed by the board annually.

The board shall seek periodical reporting from the NBFC's oversight functions to properly monitor and evaluate effectiveness of lending policies and procedures, risks, and to ensure that individual housing finance transactions comply with the underwriting policy and the risk tolerances. At a minimum, the board should expect semi-annual reports on the NBFC's housing finance loan portfolio including reporting on concentrations and aggregate exceptions to policy.

### **Standard 2: Housing finance Underwriting Policy**

A NBFC's housing finance underwriting policy shall ensure that its mortgage portfolio is aligned with its risk appetite and strategy, and that its products meet the needs of its borrowers without introducing undue risk to the NBFC or over-indebtedness to its borrowers by:

- o granting housing finance on the evidence of safety and soundness;
- o maintaining complete documentation;
- o maintaining quality data; and
- o ensuring adequate oversight and regular reporting of housing finance underwriting risks.

The housing finance underwriting policy shall establish limits to the level of risk the NBFC is willing to accept in its housing finance portfolio. The policy shall take into account the NBFC's risk appetite, strategy, oversight capabilities, and the product needs of its borrowers. The policy shall be aimed at minimizing defaults and losses to the NBFC and reducing likelihood of borrower over-indebtedness, through sound underwriting practices during the underwriting process.

A housing finance underwriting policy shall document:

- o housing finance product offerings;
- o acceptable underwriting and acquisition standards, criteria and limits for all housing finance products (such as loan-to-value (LTV) ratios, amortization, credit scores and debt service ratios);
- o risk management practices and processes;
- o clearly defined roles and responsibilities for those administering the policy;

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<sup>366</sup> Inserted vide SRO 1605 (I)/2021 dated 14 December 2021

- o any loan above a policy limit as an exception to policy with clear direction on how the exception to policy is approved, monitored and reported;
- o acceptable portfolio concentration limits;
- o frequency of loan and collateral reviews; and
- o frequency of reports to oversight functions including the board.

As part of implementation, the NBFC shall ensure that effective control and reporting systems are developed and maintained. Identification, measurement, monitoring and reporting of risks in the housing finance loan portfolio occur on an ongoing basis.

### **Standard 3: Prudent Underwriting Practices**

In granting a housing finance, the NBFC shall assess the borrower's income, history of repayment, and the affordability of the loan to ensure there is no undue debt burden to the borrower and also to minimize risk of default to the NBFC.

A housing finance is considered safe if the risk of loss is minimal or immaterial in the event of a payment default. The soundness of a housing finance loan is determined through a thorough evaluation of the borrower's ability to repay the loan. Both safety and soundness are equally important to the underwriting process.

#### **I. Income Verification of the Borrower**

A NBFC shall duly verify the identity of the borrower through biometric verification and shall meet KYC requirements. It shall verify the borrower's income including substantiation of the borrower's employment status and income history. The borrower's underlying income shall be verified through an employment letter or another reliable and documented source, and reliable and documented income history. This includes:

- o verification through independent means from a source that is difficult to falsify;
- o documentation that does not contradict other information provided during the underwriting process; and
- o documentation that matches the amount of income used by the NBFC in its assessment of the borrower's debt service capacity.

Inconsistent incomes shall be appropriately valued and, if necessary, suitably discounted. In case of borrowers who are self-employed or who have irregular sources of income, additional due diligence through third-party verification of historical income should be carried out. For rental income, documentation shall be collected to substantiate income, such as a lease/rent agreement, rent receipts or tax assessment.

#### **II. Borrower's History of Repayment**

For assessment of a borrower's reliability to repay, his / her repayment history and stage in financial lifecycle should be considered.

- i) An NBFC obtains a borrower's credit information bureau report (ECIB) as one indicator of the borrower's reliability of repayment; the ECIB should not be the sole

assessment tool used to determine reliability as it indicates past, not future behaviour, or the borrower's current financial condition.

- ii) A borrower's financial lifecycle indicates the borrower's current and future stage of financial life. By considering the stage of the borrower's financial lifecycle, an NBFC shall assess whether the housing finance fits the current and future financial conditions of the borrower, and the probability of repayment; doing so would assist the lender NBFC in assessing an appropriate amortization period when determining the conditions of the loan.

### **III. Borrower's Capacity to Repay**

An NBFC shall determine the borrower's capacity to repay in order to minimize defaults and losses to the NBFC and to minimize the likelihood of borrower over-indebtedness. The NBFC and the borrower should have a clear understanding that the housing finance meets the needs and financial circumstances of the borrower. Where a loan is offered to a borrower on an exception to policy basis, the borrower shall be made aware of that.

In determining a borrower's capacity, a NBFC shall:

- i) determine the borrower's debt service ratios.
  - o the debt service calculations should consider any existing and ongoing financial commitments (shelter costs, debt repayments, marital and family contractual obligations). The calculations should not rely on long term access to discounted introductory rates; and
  - o it must be ensured that appropriate buffers and adjustments are in place to account for potential changes in interest rates, increases in the borrower's living expenses and/or decreases in the borrower's income available to service the debt. Interest rate buffers should be regularly reviewed to ensure the current buffer is appropriate.
- ii) calculate the LTV ratio with an appropriate level of down payment sourced from the borrower's own resources and identifies any other resources available as a secondary source of recovery;
- iii) undertake appropriate due diligence on the guarantor or co-signor, where there is a guarantor or co-signor supporting the housing finance;
- iv) determine an amortization relative to LTV ratio such that the principal portion of the monthly payments is reasonably reducing the NBFC's exposure to the underlying collateral security; and
- v) document any amortization beyond the maximum tenure as an exception to policy that is approved, monitored, and reported in accordance with the requirements within the NBFC's housing finance underwriting policy.

### **Standard 4: Collateral Management**

The NBFC shall ensure authentication of the property documents and shall conduct the verification of the property. It shall obtain legal opinion on title documents and ownership of the property. In case of housing finance for construction, opinion from construction expert on billing on quantities (BOQ) should be obtained.

In assessing the value of a property, a NBFC shall take a risk-based approach using various tools and processes, to protect against unexpected loss, and shall undertake ongoing monitoring of the collateral.

Sound collateral management and appraisal practices including a combination of valuation tools and appraisal processes shall include:

- i) third party appraisal by a professional valuer that is independent from the housing finance originator, and the underwriting process (for housing units valuing upto Rs 3 million under the low-cost housing scheme, in-house valuation by sufficiently trained staff may suffice);
- ii) valuation tools that monitor the ongoing market value of the property;
- iii) property tax assessments; and
- iv) on-site inspection by a qualified employee or appraiser that determines existence, occupancy, and condition of the property.

Collateral should be protected against unexpected loss through provisions within the housing finance that includes fire and/or earthquake insurance, where required, against risk of collateral damage repairs and replacement.

Processes should be established to monitor the ongoing effectiveness of any tool used to assess the market value of the property. Controls should be in place to ensure that the tools are being used appropriately by loan officers and that risk factors that can lead to significant price corrections are continually monitored.

Finance securities documents should be complete in order to substantiate a borrower's commitment to the housing finance and to register a claim against the collateral property. A NBFC shall establish policies and procedures to ensure loan securities documents are kept safe and enforceable.

### **Standard 5: Documentation**

The housing finance underwriting policy of a NBFC, together with complete documentation that supports a credit-granting decision, should enable an independent third party conducting a credit assessment to replicate all aspects of the underwriting criteria to arrive at the same credit decision.

The NBFC shall maintain prudent loan documentation to provide a clear record of credit-granting decision, support compliance with a NBFC's housing finance underwriting policies, and permit independent audit and/or review by a NBFC's risk oversight functions.

Complete documentation of a housing finance approval shall, inter alia, include:

- (a) a description of the purpose of the loan;
- (b) verification of the source of down payment;
- (c) verification of income and employment status;
- (d) debt service ratio calculations, including verification documents;
- (e) LTV ratio and confirmation that the LTV is confirmed as the aggregate lending exposure to one collateral security;
- (f) property valuation and appraisal;
- (g) ECIB reports and any other credit enquiries;
- (h) purchase and sale agreements, and other collateral supporting documents;
- (i) an explanation of any mitigating criteria for higher credit risk factors;
- (j) a clearly stated rationale for the decision (including exceptions);
- (k) a record of approval for an exception; and
- (l) where required, a record from the housing finance insurer validating approval to insure the housing finance.

Provided that the underwriting standards provided in this Schedule shall not apply in case of the Non-Bank Micro Finance Companies.]

## **SCHEDULE XIV**

[See rule 9(3)(a) of VPS Rules 2005]

### **CONTENTS OF THE CONSTITUTIVE DOCUMENT OF THE PENSION FUND**

1. Constitution of the pension fund.

Name, registered address and place and date of authorization of the pension fund.

2. Governing law.

3. Operators and principals.

The names and registered address of the following parties, where applicable:

(a) the directors of the company registered as Pension Fund Manager;

(b) the trustee;

(c) foreign promoters, if any;

(d) the distribution company, if any;

(e) the auditor;

(f) the legal adviser; and

(g) the investment advisor, if any.

4. Characteristics of pension fund.

The following shall be characteristics of pension fund; namely:-

(i) eligibility;

(ii) application procedures;

(iii) contribution procedures and minimum contribution, if any;

(iv) individual pension account;

(v) change of pension fund manager;

(vi) register of the participants;

(vii) retirement age;

(viii) benefits on retirement;

(ix) withdrawal of funds before retirement;

(x) benefits on death before retirement;

(xi) instructions from the participants;

(xii) the method of determining net asset value of the pension fund;

(xiii) frequency of valuation of the assets and dealings etc;

(xiv) unit pricing and the circumstances under which it can change;

(xv) the mode of announcement of net asset value and unit price;

(xvi) redemption of units on change of pension fund manager or withdrawal;

(xvii) the maximum interval between the request for redemption of units and the payment of the proceeds; and

(xviii) withholding tax and tax penalty.

5. Fees and charges.

The following must be stated, namely: -

(a) The maximum upfront fee payable to the Pension Fund Manager out of the contributions;

(b) the maximum fee payable to the Pension Fund Manager as annual management fee, expressed as a percentage of the net asset value of the pension fund;

(c) the level and basis of all other costs, fees and charges payable by a participant.

(d) remuneration payable to trustee and investment advisor; and

(e) the level and basis of all other costs, fees and charges, etc., payable out of the pension fund.

6. Investment policy and restrictions.

Details of investment policy, including summary of the investment and borrowing restrictions. If the nature of the investment policy so dictates, a warning that investment in the pension fund is subject to risks, and a description of the risks involved.

7. Statements and declarations.

The following shall be the statements and declarations, namely:-

- (a) a statement to specify the participating parties including the Pension Fund Manager, trustee and investment advisor;
  - (b) a statement of the obligations of the Pension Fund Manager in accordance with the Voluntary Pension System Rules, 2005;
  - (c) statement of the obligation of the trustees and manner in which the trustee may retire in accordance with the Voluntary Pension System Rules, 2005;
  - (d) a statement that the trust deed is binding on each participant as if he had been a party to it and so to be bound by its provisions and authorizes and requires the trustee and the pension fund manager to do as required of them by the terms of the deed;
  - (e) a declaration that the property of the pension fund is held by the trustee on trust for the participants of the pension fund *pari passu* according to the number of units held by each participant in each sub-fund of his individual pension account;
  - (f) a statement that the trustee will report to participants in accordance with the Voluntary Pension System Rules, 2005; and
  - (g) a statement of the base currency of the pension fund.
8. A summary of the circumstances in which dealing in pension fund may be deferred or suspended.
9. It must be stated that no money should be paid to any intermediary except the Pension Fund Manager or his authorized representative as prescribed.
10. Distribution restriction policy.

The distribution restriction policy shall indicate the fact that distribution of dividend shall not be allowed under the voluntary pension system.

11. Taxation.

Details of exemptions, taxes levied on the pension fund's income, tax penalty and withholding tax deductible on early withdrawal of the contributions.

12. Reports and accounts.

The date on which the annual accounting period of the pension fund shall end each year. Particulars of the periodic reports to be sent to the participants and the Commission.

13. Warnings.

The following statements or warnings must be prominently displayed in the constitutive documents, namely: -

- (a) If you are in any doubt about the contents of this constitutive document, you should consult your stock-broker, bank manager, legal adviser or other financial adviser; and
  - (b) a warning that the price of the units of the sub-funds of the pension fund and the income from them may go down as well as up.
14. Transactions with connected persons.  
This must be stated, in accordance with the Voluntary Pension System Rules, 2005;
15. Termination of pension fund.  
A summary of the circumstances in which, the pension fund can be terminated and consequences thereof, in accordance with the Voluntary Pension System Rules, 2005;
16. Modification of the constitutive documents.

A statement of the means by which modifications to the constitutive documents can be effected, if any.

**SCHEDULE XV**  
**[see rule 9(5) of VPS Rules, 2005]**  
**CONTENTS OF THE OFFERING DOCUMENT OF THE PENSION FUND**

1. Introduction of the Pension Fund
2. Regulatory approval and consent i.e. Registration of the Pension Fund Manager, authorization of the pension fund, appointment of the trustee and the registration of the trust deed, approval of the offering document and date of start of the public offer<sup>367</sup>[, except in the case of employer pension fund where date of start of public offer shall not be required.]
3. Filing of the offering document
4. Constitution of the pension fund.

Name, registered address and place and date of authorization of the pension fund.

5. Operators and principals.

The names and registered address of the following parties, where applicable:

- (a) the directors of the company registered as Pension Fund Manager;
  - (b) the trustee;
  - (c) foreign promoters, if any;
  - (d) the distribution company, if any;
  - (e) the auditor;
  - (f) the legal adviser; and
  - (g) the investment advisor, if any.
6. Characteristics of pension fund.

The following shall be characteristics of pension fund; namely:-

- (i) eligibility;
- (ii) application procedures;
- (iii) contribution procedures and minimum contribution, if any;
- (iv) individual pension account;
- (v) change of pension fund manager;
- (vi) change of pension fund
- (vii) register of the participants;
- (viii) retirement age;
- (ix) benefits on retirement;
- (x) withdrawal of funds before retirement;
- (xi) benefits on death before retirement;
- (xii) instructions from the participants;
- (xiii) the method of determining net asset value of the pension fund;
- (xiv) frequency of valuation of the assets and dealings etc;
- (xv) unit pricing and the circumstances under which it can change;
- (xvi) the mode of announcement of net asset value and unit price;
- (xvii) redemption of units on change of pension fund manager or withdrawal;
- (xviii) the maximum interval between the request for redemption of units and the payment of the proceeds; and

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<sup>367</sup> Inserted vide SRO 297(1)/2024 dated 22 February 2024

- (xix) withholding tax and tax penalty.
- i7. Fees and charges.
- The following must be stated, namely: -
- (a) the maximum upfront fee payable to the Pension Fund Manager out of the contributions;
  - (b) the maximum fee payable to the Pension Fund Manager as annual management fee, expressed as a percentage of the net asset value of the pension fund;
  - (c) the level and basis of all other costs, fees and charges payable by a participant.
  - (d) remuneration payable to trustee and investment advisor; and
  - (e) the level and basis of all other costs, fees and charges, etc., payable out of the pension fund.
8. Investment Policy and Restrictions.
- (a) Investment policy.
  - (b) Investment restrictions.
  - (c) Participant's rights in terms of investment choice.
  - (d) Risk disclosure.
  - (e) Disclaimer.
9. Change of Pension Fund Manager.-
- The procedure and timing for transfer of the individual pension account to another Pension Fund Manager.
10. Distribution restriction policy.-
- The distribution restriction policy shall indicate the fact that distribution of dividend shall not be allowed under the voluntary pension system.
11. A summary of the circumstances in which dealing in pension fund may be deferred or suspended.
12. It must be stated that no money should be paid to any intermediary except the Pension Fund Manager or his authorized representative as prescribed
13. Taxation.-
- (a) Detail of tax incentives (tax credit) available to the participants on contributions to the pension fund under the Income Tax Ordinance, 2001, with comprehensive illustrations.
  - (b) Detail of tax exemptions on investment income of the pension fund under the Income Tax Ordinance, 2001.
  - (c) Detail of the tax penalty (withholding tax) in case of early withdrawal or withdrawal in excess of the allowable limit as per Income Tax Ordinance, 2001.
  - (d) Details of tax treatment in case of withdrawal after retirement and purchase of annuities or income payment plan.
14. Reports and accounts.-
- a) Annual accounting period of the pension fund.
  - b) individual pension account statements/contribution receipts to be issued to the participants and details to be stated therein.
  - c) periodic reports to be sent to the participant and the Commission and the particulars of such reports.
15. Service to the participants
- (a) Availability of forms.
  - (b) Register of the participants.

- (c) Information in the register of the participants.
  - (d) Account statement.
16. Financial Information
  17. Warnings.
  18. Complaints
  19. Transactions with connected persons.-  
This must be stated, in accordance with the Voluntary Pension System Rules, 2005;
  20. Termination of pension fund.-  
A summary of the circumstances in which, the pension fund can be terminated and consequences thereof, in accordance with the Voluntary Pension System Rules, 2005;
  21. Modification of the constitutive documents.-  
A statement of the means by which modifications to the constitutive documents can be effected, if any.
  22. Definitions
  23. Glossary”.<sup>368</sup>

<sup>369</sup>[**SCHEDULE XVI**

*[See Form III Clause 13 of VPS Rules, 2005]*

**MINIMUM CONTENTS OF THE AGREEMENT BETWEEN EMPLOYER AND  
PENSION FUND MANAGER**

1. Name of the parties;
2. Introduction of the Pension Fund;
3. Seed capital to be invested/arranged;
4. Eligibility of employees to participate in the fund;
5. Contribution procedures;
6. Redemption procedures;
7. Benefits on retirements;
8. Names/designations of employer personnel/employer committee/employee representatives for liaising with the pension fund manager;
9. Rights of employer / employer committee / employee representatives to change Pension Fund Manager;
10. Events that may trigger change of pension fund manager;
11. Modes of communication of instructions from the employer;
12. Frequency and mode of notification of net asset value of the units of each sub-fund to employers / employees / employer committee / employee representatives;
13. Performance measurement mechanism;
14. Investment parameters;
15. Allocation schemes;
16. Remuneration of pension fund manager; and
17. Confidentiality.

Any other terms and conditions the employers/employees/employee representatives/employer committee and the pension fund manager may include subject to the Companies Ordinance, 1984, the Companies Act, 2017, the Voluntary Pension System Rules, 2005, the Non-Banking Finance Companies and Notified Entities Regulations, 2008, circulars, guidelines and directives issued from time to time under the VPS Rules and any other law applicable in this regard. ]

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<sup>369</sup> Inserted vide SRO 297(1)/2024 dated 22 February 2024

<sup>370</sup>[Schedule XVI  
**Application for Permission to provide P2P Services**  
**(Clause 35B of these Regulations)**

1. Name of Applicant: \_\_\_\_\_
2. Registration Number: \_\_\_\_\_
3. Date of Incorporation (in case of legal person) \_\_\_\_\_
4. Lending NBFC License Number: \_\_\_\_\_
5. Last License Renewal Date: \_\_\_\_\_
6. Details of Business:
  - a Head Office Address \_\_\_\_\_
  - b Registered Office Address \_\_\_\_\_
7. Person authorized to make the application:
  - a Name: \_\_\_\_\_
  - b Address: \_\_\_\_\_
  - c CNIC: \_\_\_\_\_
  - d Phone: \_\_\_\_\_
  - e Email: \_\_\_\_\_
8. Names, addresses etc. of Directors: [add list]
9. Bank Details:
  - a Bank Name
  - b Branch
  - c Bank Account No.
  - d Type of Bank Account
10. Any other information \_\_\_\_\_
11. Covering letter attached? Yes or No (circle correct answer)
12. We have attached all information/documents as required under clause 35A and 35B of these regulations.

\_\_\_\_\_

For & on behalf of  
[Name], [designation], [contact number] and [official seal]

\_\_\_\_\_

370 Inserted vide SRO 807(I)/2022 dated 14 June 2022

Certificate:

I [add name] and [designation] the applicant certify that the contents of the above application are true and to the best of my knowledge and belief.”

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## **Annexure to Schedule XVI**

### **Information to be provided by P2P Service Provider with the Application**

1. The applicant shall submit the following information and documents along with its application:
  - a. latest audited annual financial statements of the Lending NBFC;
  - b. certified copy of the corporate authorizations allowing the submission of the application;
  - c. names, CNICs, experiences and details of the personnel responsible for management and operations of P2P Lending Platform;
  - d. a statement including the procedures with respect to identification of Users;
  - e. a statement for the purpose and scope of services, technology, management, or operations to be outsourced;
  - f. original challan of non-refundable processing fee of Rs.250,000/-; and
2. The applicant shall prepare a detailed statement in a manner acceptable to the Commission which shall contain at least details of the following;
  - i. detail of infrastructure for the provision of services;
  - ii. transaction structure including spreads;
  - iii. details about the services;
  - iv. hardware and software used for the purposes of providing the services;
  - v. Mechanism for Customer Due Diligence and compliance with KYC Policy;
  - vi. terms of use for Users;
  - vii. policy for recovery;
  - viii. details about data protection, storage etc.
  - ix. details about the security policy, security protocols and testing results; and
  - x. financial projections for 3 years with requisite assumptions;

(Signature of the concerned official)

(Name, Designation and Contact Details)”

**Schedule XVII**

**PERMISSION TO WORK AS P2P SERVICE PROVIDER**

(Clause 35C of the Regulations)

**SECURITIES AND EXCHANGE COMMISSION OF PAKISTAN**

Islamabad, Dated, \_\_\_\_\_

Registration No. \_\_\_\_\_

**PERMISSION TO CARRY OUT OR UNDERTAKE PEER TO PEER SERVICES AS  
LENDING NON-BANKING FINANCE COMPANY**

The Securities and Exchange Commission of Pakistan having considered the application for grant of Permission under Regulations 35B of the Non-Banking Finance Companies and Notified Entities Regulations, 2008, by\* \_\_\_\_\_ and being satisfied that it is eligible for the permission, hereby grants, in exercise of the powers conferred by 35C of the Non-Banking Finance Companies and Notified Entities Regulations, 2008, permission to work as P2P Service Provider to \* \_\_\_\_\_ subject to the conditions stated herein below or as may be prescribed or imposed hereafter.

Signature of the Officer  
(Official Seal and Stamp)

\*Name of the Company,"]

<sup>371</sup>[Schedule – XVIII  
**Maintenance of Website Requirements**  
**See Regulation 37 (2) (r)**

An AMC shall maintain a website containing following minimum information;

- (i) latest financial statements of the CIS;
- (ii) constitutive documents of the CIS;
- (iii) important notices;
- (iv) information material for products offered by the AMC including NAV of the CIS, latest Fund Manager Report etc.;
- (v) complaint handling mechanism and related details;
- (vi) Expense ratio of CIS under management;
- (vii) Education material for investors;
- (viii) SECP investor complaints web address; and”;

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<sup>371</sup> Inserted vide SRO 592(I)/2023 dated 17 May 2023

**Schedule XIX**  
**Investment Restrictions and Prohibitions**  
**See Regulation 55**

1. A CIS shall not invest in Unlisted Equity Securities unless an application for listing of such securities has been accepted by the stock exchange:

Provided that a CIS may make total investments in a pre-initial public offering (Pre-IPO) up to fifteen percent of its net asset value, subject to the investment limits prescribed under these Regulations.

2. An Asset Management Company shall state in the trust deed and specify in the Offering Document of the CIS the type of securities the CIS will invest in and the risks associated with such securities.

3. Subject to clause (4) of this Schedule, exposure of a CIS to any single entity shall not exceed an amount equal to ten per cent of total net assets of the CIS, subject to following conditions:

(a). Exposure to equity securities of a company shall not exceed ten percent of the issued capital of that company;

(b). Exposure to any debt issue of a company shall not exceed ten percent of that issue.

Provided that subject to the conditions prescribed in clauses (a) and (b) above the exposure of an equity scheme to any single entity shall not exceed an amount equal to ten per cent of the net assets of the Scheme or the index weight of the security subject to the limit of fifteen percent, whichever is higher.

4. Exposure limits for following types of schemes shall be lower of net assets of a scheme or issued securities of a company:

<b>Type of Scheme (Fund)</b>	<b>Maximum limit (Equity Securities)</b>	<b>Maximum limit (Debt/ Money Market Securities or Instruments)</b>
Shariah Compliant/Islamic Fund	15%	15% of single issue
Index Funds (tracking recognised or approved index or its subset)	weight of security in the index or its subset	weight of security in index or its subset
Sector specific fund	20%	20% of a single issue
Capital Protected Fund or Guaranteed Fund	Per company limit as specified in clause (3) of the schedule shall not apply to such percentage of assets of the scheme that is placed with a bank or invested in such a manner that it will become 100% at maturity of the scheme/fund or a guarantee has been obtained from the bank for guaranteed fund	
Fund of funds	No limit; Provided that the Asset Management Company shall not charge management fee if the fund invests in the schemes managed by the same Asset Management Company.	

5. An Asset Management Company shall not hold twenty five percent or more of the voting rights or control of a company on behalf of its CIS;

6. An Asset Management Company authorized by the Commission to invest

overseas on behalf of CIS shall disclose the same in the Constitutive Document and comply with such conditions as specified by the Commission;

7. An Asset Management Company shall not invest more than twenty five per cent of total net assets of the CIS in securities of any one sector as per classification of the stock exchange, provided that the following types of schemes shall follow the limits specified below:

<b>Type of Scheme (Fund)</b>	<b>Maximum Per Sector limit</b>
Equity Funds	30% or index weight whichever is higher, subject to maximum of 35%
Shariah Compliant/Islamic Fund	35% or index weight, whichever is higher, subject to maximum of 40%
Index Funds (tracking recognized or approved index or its subset)	Weight of sector in the index or its subset
Sector specific fund	No limit
Fund of funds	No limit; Provided that the Asset Management Company shall not charge management fee if the fund invests in the schemes managed by the same Asset Management Company.
Capital Protected Fund or Guaranteed Fund	No limit; Provided that such percentage of assets of the scheme is placed with a bank or invested in such a manner which will become 100% at maturity of the scheme or a guarantee has been obtained from the bank for guaranteed funds.

Provided that the Commission may specify a higher maximum limit for a specific sector.

8. An Asset Management Company, on behalf of CIS, shall not take Exposure of more than,-
- thirty-five per cent of net assets of CIS in any single group; and  
Explanation: For the purpose of sub-clause (a) of clause (8) of this schedule, the term “group” means persons having at least 30% or more shareholding in any other company, as per publicly disclosed information;
  - ten per cent of net assets of CIS in listed group companies of the asset management company and such Exposure shall only be made through the secondary market:

Provided that an Asset Management Company, on behalf of sector specific fund shall not take exposure more than 20% of net asset of CIS in listed group companies of the asset management company.

- A Closed End Fund may invest in its own certificates or shares up to twenty per cent of its issued capital from the secondary market in accordance with the requirements specified by the Commission.
- The Commission may specify different Exposure limits and parameters for CIS depending on its Investment objective and policy.
- Where the Exposure of a CIS exceeds the limits specified in clause (3), (4) or (7) of this schedule because of corporate actions including taking up rights or bonus issue or due to market price increase or decrease in net assets due to redemption the excess

Exposure shall be regularized within four months of the breach of limits.

12. The exposure limits prescribed in clause (8) of this schedule will not be applicable for Index Funds, Capital Protected Fund and Fund of Funds or any other category as specified by the Commission.
13. A CIS may invest only in securities, commercial papers, deposit with Financial Institutions, place funds with financial institutions, or invest in any other avenues as approved by the Commission from time to time.
14. The exposure limits prescribed under clause (3), (4), (7) and (8) of this schedule will not be applicable in case of exposure in securities issued or guaranteed by the Federal Government.
15. The exposure limits prescribed under clause (3), (4), (7) and (8) of this schedule for an NBFC exclusively engaged in the business of issuance of guarantees shall be applicable to such limit and conditions as may be notified by the Commission.
16. Subject to clause 17 of this schedule, an Asset Management Company on behalf of a CIS managed by it shall not,
  - (a) affect a short sale in a security whether listed or unlisted;
  - (b) purchase any security in a forward contract;
  - (c) purchase any security on margin;
  - (d) apply any part of its assets to commodities or commodity contracts;
  - (e) invest in securities of the Asset Management Company;
  - (f) invest in any security of a company, if,
    - (i) any director or officer of the Asset Management Company owns more than five per cent of the total amount of securities issued by that company; or
    - (ii) the directors and officers of the Asset Management Company collectively own more than ten per cent of those securities:Provided that Clause (15)(f) shall not apply to CIS tracking an index or a sub-set of an index;
  - (g) borrow in any form, except with the approval of trustee, for meeting redemption request and such borrowing shall not exceed fifteen per cent or such other limit as specified by the Commission of the total net asset value of an Open End Scheme at the time of borrowing. The maximum period of borrowing shall be 90 days and any net cash flows during interim period shall be utilized for repaying of borrowing:  
Provided that an Asset Management Company during the interim period may invest net cash flows for right issues or may invest during the interim period if there is no option in borrowing agreement for early repayment of borrowing;
  - (h) sell units or issue shares or certificates for consideration other than cash unless permitted by the Commission on the basis of structure and investment policy of the CIS;
  - (i) take Exposure in any other CIS, except for fund of funds or overseas investment:

Explanation.- For the purpose of this Regulation “fund of funds” means a CIS set up with the objective to predominantly invest in the securities of other CIS.

Provided that Clause 15(d) shall not apply to shariah compliant CIS entering into commodity based contracts as a vehicle; (a) to place funds or; (b) to borrow funds to meet redemptions, as referenced in clause 15 (g) of this schedule.

17. Clause 16 (a),(b),(c) and (d) of this schedule shall not apply to CIS which has an investment objective and policy to short-sell, purchase securities on margin and invest in commodities or commodity contracts on terms and conditions specified by the Commission.

**Schedule XX**  
**Expenses chargeable to the CIS**  
**See Regulation 60**

Notwithstanding the generality of Regulations 60(1) and (2), only the following fees and charges may be payable from the CIS, -

- (a) remuneration of the Asset Management Company;
- (b) remuneration of trustee or custodian;
- (c) listing fee payable to the stock exchange, including renewals;
- (d) charges and levies of stock exchange, national clearing and settlement company and central depository company;
- (e) rating fee of CIS payable to approved rating agency;
- (f) auditors' fees and out of pocket expenses as billed by them;
- (g) fees payable to the Commission;
- (h) formation cost of the CIS not exceeding 1.5 per cent of the net assets at the close of initial public offering (IPO) in case of an Open End Scheme and one percent of the paid-up capital in case of a Closed End Fund or ten million rupees whichever is lower;
- (i) brokerage and transaction costs related to investing and disinvesting of the assets of the CIS;
- (j) expenses incurred by trustee in affecting registration of all registerable assets in the name of the trustee;
- (k) legal and related costs incurred in protecting the interests of the unit, certificate or share holders of the CIS;
- (l) bank charges, borrowing and financial costs;
- (m) hedging costs including forward cover, forward purchase or option purchase costs;
- (n) printing costs and related expenses for issuing the quarterly, half-yearly and annual reports, etcetera of the CIS;
- (o) taxes, fees, duties and other charges applicable to the CIS on its income or its properties, including taxes, fees, duties and other charges levied by a foreign jurisdiction on investments made overseas;
- (p) any other expense or charge as may be allowed by the Commission.
- (q) fees and expenses related to registrar services, accounting, operation and valuation services related to CIS;
- (r) shariah advisory fee;
- (s) custody and insurances costs relating to the safekeeping of the physical gold in the vault(s) for Commodity Funds; and
- (t) selling and marketing expenses for the purpose of opening and maintenance of branches; payment of salaries/commission to sales team and distributors; advertising and publicity expense; development of alternate delivery/distribution channels for CIS:

Provided that selling and marketing expense may be charged for all categories of funds except fund of funds.

**Schedule XXI**

**Responsibilities towards Corporate Governance and Proxy Voting:  
[See Regulation 38A]**

**An Asset Management Company shall:**

- (a) formulate a Corporate Governance policy approved by its Board of Directors:
- (b) formulate proxy voting policy approved by their Board of Directors which covers the following minimum aspects:
  - (i). Authority and responsibility for voting proxies;
  - (ii). Voting procedures;
  - (iii). Internal participants to be consulted in evaluation of a proxy proposal;
  - (iv). Procedure and controls for avoidance or minimization of conflicts of interest;
  - (v). Disclosure of conflict of interest;
- (i) Record keeping of proxy voting;
- (ii) System to monitor proxy-voting responsibilities;
- (iii) Circumstances under which proxies shall not be voted; and
- (iv) Disclosure of proxy voting.
- (c) ensure that the proxy voting policy at minimum covers the following areas:-
  - (i) Election of Directors;
  - (ii) Corporate Governance;
  - (iii) Appointment of Auditors;
  - (iv) Changes in Legal and Capital Structure; proposals affecting shareholder rights;
  - (v) Corporate restructuring; and
  - (vi) Mergers and acquisitions.
- (d) while participating in the election of the Board of Directors of the investee company, ensure that by exercising the right to vote proxy on behalf of the unitholders of the CIS, does not result in attaining the management control of the investee company, in contravention of the Regulations:
- (e) at the minimum maintain following records in relation to proxy voting:
  - (i) the name of the issuer of the securities on which the vote has been cast;
  - (ii) name of major beneficial owner(s) of the securities;
  - (iii) number of shares held by CIS on record;
  - (iv) the date on which the proxy was voted; and
  - (v) the results of the vote.
- (f) disclose the proxy voting policy approved by its Board of Directors on its websites and shall also submit it to the Commission:
- (g) include in the annual report of the CIS summary of actual proxy voted during the year as per table given below:

**Summary of Actual Proxy voted by CIS:**

	<b>Resolutions</b>	<b>For</b>	<b>Against</b>	<b>Abstain*</b>
<b>Number</b>				
<b>(%ages)</b>				

**\*Reasons for abstaining shall be disclosed.**

- (h) disclose in the annual report of CIS the cases where AMC on behalf of CIS did not participate in shareholders' meetings.

(i) formulate a comprehensive stewardship policy duly approved by its Board of Directors covering the following aspects at the minimum:

- (1) policy on stewardship responsibilities;
- (2) policy on voting;
- (3) policy on monitoring the investee company;
- (4) policy for engagement with the investee companies;
- (5) policy on identifying and managing conflicts of interest; and
- (6) policy on how it incorporates sustainability consideration, including Environmental, Social and Governance (ESG) into its investment analysis and activities.

Further, the AMC shall include in the annual report of the CIS a statement that the proxy voting policy of the CIS is available on the website of the AMC and detailed information regarding actual proxies voted by the AMC in respect of the CIS is also available without charge, upon request, to all unit holders.

## **Schedule XXII**

### Alignment of Interest of Chief Executive Officer, Chief Investment Officer and Head of Investment Committee of AMCs with Unitholders of CIS

#### **[See Regulation 60A]**

Minimum requirements with the objective of alignment of interest of key employee (CEO, CIO & Head of Investment Committee) of AMCs with the unitholders of CIS are specified below:

1. In-line with the requirement of Regulation 60A of the NBFC & NE Regulations, 2008, the AMCs are required to put in place a policy approved by the Board of Directors to align the interests of its key employees (CEO, CIO & Head of Investment Committee) with those of the unit holders of the Collective Investment Schemes managed by the AMC.
2. The policy will, at the minimum, address the following areas and aspects:
  - (i) Bonus payable to the aforementioned Key Employees in the form of units of Mutual Fund schemes concerned. The proportion of compensation to be paid in the form of units shall be determined by the Board of AMC.
  - (ii) The manner of payment of bonus in the form of units of CIS will be in accordance with the mechanism as per board's approved policy.
  - (iii) Minimum lock- in period.
  - (iv) The mechanism for forfeiture/claw back of bonuses of Key Employees, in case of fraud, gross negligence, mis-selling or deceptive conduct on part of the key employees comprising of portion of compensation to be forfeited, process for determining the fraud, gross negligence, mis-selling and/ or deceptive conduct by a certain key employee, and prevention of moral hazard in implementation of clawback provision.
  - (v) Disclosure of such bonus paid to the Key Employees in the form of units of each scheme in aggregate along with the scheme return in respective annual accounts.
  - (vi) Policy for retention of adequate audit trail and record to verify compliance with applicable requirements
3. The AMC will disclose the formulated policy along with summary of any exemption to the policy on its website and annual report.

**Schedule XXIII**  
**Trading by Employees**  
**[See Regulation 38B]**

An Asset Management Company shall put in place, appropriate policies and procedures which shall at the minimum cover following requirements/principles:

- (i) disclosure by an AMC employee, within 10 days of his appointment, of any securities held by him or her, his or her spouse and / or dependent children along with details of their broker accounts. Such reporting of information shall be done to the Compliance Function of the AMC;
- (ii) Criteria for approving or rejecting an application seeking trading or investment in securities by AMC employees;
- (iii) Periodic disclosure of securities held by the AMC employees, their spouses and dependent children, at least on a quarterly basis. However, reporting of actual transactions, including volume, date and price, on a same day basis;
- (iv) Restriction on AMC employees from deriving any benefit or personal advantage from information which is generally not available and which is obtained by reason of or in the course of their employment with AMC;
- (v) Prescribing minimum holding period and discourage trading for speculative purposes;
- (vi) Retention, for a period of at least three years, of complete record of all applications including the date of the request, the name of the applicant, details of the proposed transaction and whether the request was approved or denied and waivers given, if any, and its reasons;
- (vii) Restricting personnel involved in the investment decision making process from initiating trades in a security within twenty four hours of a pending buy or sell order in the same security by the AMC and until such order is executed or cancelled;
- (viii) Prescribe trading windows and blackout periods to restrict the misuse of confidential information; and
- (ix) establish stringent requirements for those personals, whether AMC employee or director, who:
  - (a). in his or her regular function or duty makes or participates in investment decisions, or obtains information, prior to buying or selling investments on behalf of a Collective Investment Scheme;
  - (b). engages in making of any recommendations with respect to such buying or selling;
  - (c). or any person over whom such persons exercise control and influence in terms of the investment decision making; and
  - (d). Use of restricted lists and watch lists securities to detect unauthorized trades.”.]

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**No. SCD/NBFC/NBFCR/2008**

**(Bilal Rasul)**  
**Advisor/Secretary**