

PART II

Statutory Notification (S. R. O.)

GOVERNMENT OF PAKISTAN

SECURITIES AND EXCHANGE COMMISSION OF PAKISTAN

Islamabad, February 19, 2026

NOTIFICATION

S.R.O.328(I)/2026.- In exercise of powers conferred by section 510 read with section 72 of the Companies Act, 2017 (XIX of 2017) (the “Act”) and regulation 44 of the Companies Regulations, 2024 (the “Regulations”) the Securities and Exchange Commission of Pakistan, in continuation of its earlier notification S.R.O. No. 246(I)/2025 dated February 27, 2025, is hereby pleased to notify that all unlisted companies having share capital shall ensure replacement of its physical shares into book-entry form prior to giving effect to any share related transaction in the manner specified hereunder, -

- (1) All unlisted companies which intend to undertake any transaction involving transfer of shares or any allotment of its shares including bonus shares, right issues, or shares issued otherwise than by way of rights, or buy-back of shares etc. (“share related transactions”), shall, after thirty (30) days from the date of issuance of this notification, replace all its physical shares into book-entry form prior to undertaking such transaction in accordance with the first proviso to sub-section (2) of section 72 of the Act.
- (2) All these share related transactions shall be executed exclusively in book-entry form through the Central Depository System while complying with the following requirements, -
 - (i) All unlisted companies prior to the reporting of any share related transaction(s) to the Registrar, shall in accordance with Regulation 44 of the Regulations, apply to the Central Depository for CDS Eligible Security and the replacement of their physical shares into book-entry form, following the prescribed procedure, to ensure that all shares of the company are duly inducted into the Central Depository System.
 - (ii) The allottee(s), transferor(s), transferee(s) or any other person concerned, as applicable, shall, prior to subscribing to or accepting any rights or bonus issue or participating in a buy-back of shares or effecting or accepting any transfer of shares or any other share related transaction, as the case may

be, ensure that all shares held by them are duly maintained in book-entry form.

(iii) All unlisted companies to which this notification applies, shall comply with all applicable regulations, directions, guidelines, or circulars issued by the Commission or the Central Depository from time to time in relation to the maintenance, issuance and / or transfer of shares etc. in book-entry form and matters incidental or ancillary thereto.

(3) Upon replacement of its physical shares into book-entry form, the unlisted company shall also attach following additional document(s) issued by Central Depository along-with the relevant applicable return(s)/forms, notifying detail of or change in shareholding under the Act:

Sr. No.	Relevant Applicable Return/Form	Additional Document(s)
1.	Form-3 (Return of allotment of shares & Change in shareholding or membership or voting rights)	<p>In case of allotment of shares:</p> <ul style="list-style-type: none"> • Statement of allotment of shares / CDS list of allottees. <p>In case of transfer of shares:</p> <ul style="list-style-type: none"> • Statement of transfer of shares / CDS Account Activity report.
2.	Form-A (Annual return of a company)	<ul style="list-style-type: none"> • Complete list of shareholding / CDS list of beneficial owners' report. • Complete CDS list of transfer of shares, if applicable.
3.	Form-27 (Final return for buy back of shares of unlisted companies)	<ul style="list-style-type: none"> • Statement of buy back of shares / CDS Account balance statement where buy back shares are parked.

(4) The Central Depository shall ensure the provision of all latest statements specified in Para 3 to the companies to enable their compliance with this notification under Regulation 44 of the Regulations.

(5) After the replacement of physical shares in book-entry form, the cancelled physical share certificates and Form for transfer of shares shall be retained by the company for a period of ten years unless directed by the Commission, any court or other competent authority to preserve these for a longer period, or are likely to be needed in connection with any pending proceedings, before any Court or authority, of which the Commission or the company has notice.

(6) Where an unlisted company or any allottee(s), transferor(s), transferee(s) or any other person concerned, is unable to proceed for replacement of the shares into book-entry form due to any impediment, including but not limited to a shareholding dispute,

pending litigation, or any other reasonable cause, the company or the concerned person(s), as the case may be, shall report such circumstances to the Commission. Upon receipt of such impediment, the Commissioner (LRD) may relax the requirements to the extent deemed appropriate in the circumstances.

- (7) Any person, who contravenes or does not comply with the requirements of this notification shall be liable to a penalty as provided under sub-section (2) of section 510 of the Companies Act, 2017.

[F. No. SY/SECP/8/13]


(Bilal Rasul)
Secretary to the Commission

Distribution:

1. The Chief Executive Officers of all Companies.
2. The Institute of Chartered Accountants of Pakistan, Karachi.
3. The Institute of Cost & Management Accountants of Pakistan, Karachi.
4. The Institute of Corporate Secretaries of Pakistan, Karachi.
5. Federation of Pakistan Chambers of Commerce and Industry, Karachi.
6. Overseas Investors Chamber of Commerce & Industry, Karachi.
7. All Company Registration Offices.
8. Official website for information.
9. Office copy.