



SECP

SECURITIES AND EXCHANGE
COMMISSION OF PAKISTAN

Checklist for Grant and Renewal of License: Share Registrar and Balloter

Section I: Grant of License

This section outlines the step-by-step documentation and compliance requirements for obtaining the license as a Share Registrar and Balloter under Share Registrars and Balloters Regulations, 2017 (the "Regulations")

CHECKLIST FOR GRANT OF LICENSE (LICENSE IS VALID FOR ONE YEAR)

Sr.	Checklist Item	Submission (Yes/No/NA)						
1.	Applicant must be a public limited or private limited company, incorporated in Pakistan.							
2.	Application be made on Form A under Regulation 5(1) of the Regulations (Annexure A of this document)							
3.	Original Challan for payment of application fee (non-refundable) as per Regulation 5(1) of the Regulations. <table border="1"> <tr> <th>Sr. no.</th><th>Subject of Application</th><th>Amount in Rs.</th></tr> <tr> <td>1.</td><td>Application for license to undertake or carry out the activity of a share registrar and balloter</td><td>50,000</td></tr> </table>	Sr. no.	Subject of Application	Amount in Rs.	1.	Application for license to undertake or carry out the activity of a share registrar and balloter	50,000	
Sr. no.	Subject of Application	Amount in Rs.						
1.	Application for license to undertake or carry out the activity of a share registrar and balloter	50,000						
4.	Profile of chief executive and directors of the applicant [name, qualification, experience and date of appointment, directorship in other companies, names of such other companies and date of appointment as director in such other companies]. (Annexure B of this document)							
5.	Certified copy of the Memorandum of Association and Articles of Association furnished and the objects include, to act as a share registrar and balloter.							
6.	Audited accounts of the applicant for the last three years and latest half yearly and quarterly accounts confirming that the company meets the minimum paid-up capital requirement of Rupees three million under Regulations.							
7.	Standardized format of terms and conditions of agreement with the customer, duly approved by BOD of the applicant company (Annexure C to this checklist)							
8.	Undertaking by directors/CEO as per Annexure-V of the Regulations. (Annexure D of this document) <ul style="list-style-type: none"> Issued on the name of the declarant Properly witnessed with submission of the CNIC's of the witnesses Duly stamped by oath Commissioner 							
9.	Undertaking by each of CEO and directors as per Annexure VI of the Regulations. (Annexure E of this document)							

10.	Auditor's certificate confirming that the company meets the minimum equity requirements/Net Worth under Regulations.					
	<table><tr><td>Form of Business</td><td>Minimum Equity Requirement (MER)</td></tr><tr><td>Minimum Paid up Capital</td><td>Rs. 3 million</td></tr></table>	Form of Business	Minimum Equity Requirement (MER)	Minimum Paid up Capital	Rs. 3 million	
Form of Business	Minimum Equity Requirement (MER)					
Minimum Paid up Capital	Rs. 3 million					
11.	<p>chief executive or any of its executive directors</p> <p>a. possesses membership of any recognized professional accounting body; the institute of corporate secretaries of Pakistan or holds bachelor degree preferably in law, business administration, public administration, commerce, economics, statistics, mathematics or information technology from a university or institute recognized by the Higher Education Commission of Pakistan (HEC) or a foreign degree recognized by HEC as equivalent to bachelor degree; and</p> <p>b. has minimum three years' experience at senior management level;</p>					
12.	List of companies to whom it provides services, if any, as share registrar and balloter.					
13.	List of public offering of securities in which it provided services as share registrar and balloter during the last three years. The list should contain name of the issuer, nature of security offered, Issue date and size of the Issue.					
14.	Standardized format of terms and conditions of agreement with the customer, duly approved by BOD of the applicant company					
15.	ATL of FBR status of sponsors / board of directors / dedicated compliance officer					
16.	Company's business plan presentation to SECP (either via Zoom or in-person).					
17.	Detail of infrastructural facilities like office space, equipment and systems to be used for handling of applications submitted for subscription of securities, data processing, balloting, credit or dispatch of securities and dividend, transfer of securities and maintenance of the members' registers etc.					
18.	Policy and Procedure for handling of investors' complaints and procedures for redressal of complaints, if any, lodged by the members of the applicant's customers and other investors.					
19.	Name and designation of the compliance officer along with contact detail i.e. postal address, postal code, telephone number, fax number and e-mail address.					

20.	<p>In case of foreign sponsors or directors:</p> <ul style="list-style-type: none"> i. If residing in countries where filing of wealth statement is not mandatory, documents attested by the Pakistan Embassy in the respective country are required. ii. Apostilled certificate of personal net-worth and general reputation issued by a bank of international repute and CIB, in countries that are members of the Hague Convention. iii. Copy of passport in case of a foreign national duly attested by the Pakistan Embassy in the respective country or apostilled in countries that are members of the Hague Convention. iv. If the name of a Director or CEO is not cleared by the Ministry of Interior (MoI), the proposed company must replace the individual and transfer any shares held by them in case of Foreign director. v. NOC is required in case of government servants. If a public sector enterprise is involved, relevant authority or cabinet approval (provincial or federal) is required for board composition and business objectives. 	
21.	<p>For foreign directors/CEO, license approval is subject to receipt of security clearance from the Ministry of Interior (MoI) (Format in Annexure F of this document).</p>	

Section II: Grant of Renewal of License

This section outlines the step-by-step documentation and compliance requirements for renewal of the license as a Share Registrar and Balloter under Share Registrars and Balloters Regulations, 2017 (the "Regulations")

A share registrar and balloter shall, at least two months prior to the date of expiry of its license shall apply for renewal of its license.

CHECKLIST FOR GRANT OF LICENSE

Sr.	Checklist Item	Submission (Yes/No/NA)
1.	Applicant applies to the Commission on Form C (Annexure F to this checklist) along with all the documents as specified in Annexure III (Annexure G to this checklist).	
2.	Detail of legal proceedings including penal action, if any, initiated against it by the Commission or any other regulatory body during the last one year.	
3.	A declaration that the share registrar and balloter is in compliance with all the applicable provisions of the Act and the Regulations.	
4.	List of complaints received, if any, during the last one year and their redressal status.	
5.	Copy of the last year's annual audited accounts and latest half-year accounts.	
6.	List of companies to whom it provides services, if any, as share registrar and balloter.	
7.	List of public offering of securities in which it provided services as share registrar and balloter during the last three years. The list should contain name of the issuer, nature of security offered, Issue date and size of the Issue.	
8.	CTC of Form A, Form 9, Filing of Annual Account	
9.	ATL of FBR status of sponsors / board of directors / dedicated compliance officer	

Annexure A

FORM A
[Regulation 5(1)]
APPLICATION FOR GRANT OF LICENSE AS A SHARE
REGISTRAR AND BALLOTTER

To

The Securities and Exchange Commission of Pakistan

(Full Address of SECP)

Pursuant to the decision of the board of directors of[Name of applicant] taken in its meeting held on[Date of meeting]....., we hereby apply for grant of license as a share registrar and balloter under regulation 5 of the Share Registrars and Balloters Regulations, 2017 (the Regulations) read with section 68 of the Securities Act, 2015. The requisite information and documents mentioned at Annexure II of the Regulations and the document evidencing payment of the fee are attached herewith.

Date: _____

Signature: _____

Place: _____

Name and designation of the chief executive, the director or the company secretary duly authorized by the board of directors through a resolution to sign and submit this application.

Annexure B

Information to be provided by individual sponsors, directors and senior management officers of the ____ (name of applicant) ____

1.	Curriculum Vitae/Resume containing:
a	Name: (former name if any):
B	Father's or Husband Name:
b	C.N.I.C # (attach copy)
c	Latest photograph
d	Nationality:
e	Age:
f	Contact details:
	i) Residential address:
	ii) Business address:
	iii) Tel:
	iv) Mobile:
	v) Fax:
	vi) E-mail:
g	National Tax Number:
h	Present occupation:
i	Qualification(s):
	i) Academic:
	ii) Professional:
j	Experience: (Positions held during the last 10 years along with name and address of company/ institution)
2.	<p>Nature of directorship Executive " Non-executive "</p> <p>Status of directorship Nominee director "</p> <p>Number of shares subscribed or held _____</p> <p>Nominated by _____ (name of shareholder)</p> <p>Personal net worth (copy of wealth statement) _____</p> <p>[This clause shall not be applicable in case of persons other than promoters and substantial shareholders;]</p>

TERMS OF AGREEMENT WITH CUSTOMER

The agreement with customer should contain all the necessary terms and conditions including the following: -

- (i). Names of parties to the agreement, date of the agreement, role and responsibilities of each party to the agreement.
- (ii). the time period for which the agreement shall be in force and valid;
- (iii). the service charges payable to the share registrar and balloter;
- (iv). conditions under which the agreement becomes revocable;
- (v). the time period within which modifications and alteration may be made in the agreement;
- (vi). a clause stating that the agreement shall not be modified unilaterally and in any way other than in writing;
- (vii). a clause stating that the arrangement does not absolve the customer of the obligations and responsibilities placed on it under the Companies Ordinance, 1984(XLVII of 1984), the Securities Act, 2015 or any other law for the time being in force; and
- (viii). the share registrar and balloter shall render only such services as provided in the agreement.

DECLARATION/UNDERTAKING

1. This declaration must be signed by the chief executive or any director of the applicant authorized by the Board of Directors) to do so through resolution passed in its meeting.

2. I, Mr./Ms. Chief executive officer/director of (name of the applicant) on behalf of the applicant and duly authorized by the board of directors of (name of the applicant) To do so state that we have applied under regulation 5 of the Share Registrars and Balloters Regulations, 2017 (the Regulations) for grant of share registrar and balloter license.

3. That we undertake that we shall carry out our duties as share registrar and balloter in accordance with provisions of the Securities Act, 2015 and the Regulations.

4. That we will promptly intimate the Commission of any change in the information provided with the application for registration under regulation 5 of the Regulations as and when any change occurs in the information provided to the Commission.

5. 4, That the information provided in the application and documents attached thereto is true and correct to the best of our knowledge and belief and that nothing has been concealed.

6. That we hereby declare and undertake that we meet all the eligibility conditions as specified in the Regulations for share registrar and balloter license.

7. We undertake that-

(a) Chief executive officer, of the applicant is familiar and well conversant with all the laws relating to regulated activities and the issue of securities e.g. part V to VIII of the Securities Act, 2015 and section 19 and 20 thereof; Part V and Part VI of the Companies Ordinance, 1984 the rules relating to the issue of securities;

(b) we will not proceed with allotment, issue or transfer of any security which is in violation or is not in compliance with the applicable laws and prescribed procedures; and

(c) in case of receipt of any direction from our customer for any unlawful allotment, issue or transfer of security, we shall report the same to the Commission immediately on receipt of such direction from our customer.

For and on behalf of (name of the applicant)

Date: _____

Signature: _____

Place: _____

Name and designation of the chief executive officer or any director of the applicant authorized by the board of directors.

Annexure E

Annexure-VI [clause vii(e) of Annexure-I]

To

The ...[name of the respective share registrar and balloter]...;

Dear Sir;

DECLARATION BY THE NOMINEE FOR APPOINTMENT AS [name of the position applied for]..... OF[name of the share registrar and balloter]..... PURSUANT TO SHARE REGISTRARS AND BALLOTTERS REGULATIONS, 2017

(1) I hereby declare to the best of my knowledge and belief that:

(a) I have not been convicted or charged with any offence under the securities laws or other laws involving fraud or dishonesty in a court of law within or outside Pakistan, during the last ten years from the date of this declaration;

(b) Neither I have received any notice nor subject to any inquiry or investigation by any regulatory authority within and outside Pakistan;

(c) I and the companies, firms and sole proprietorships where I am interested as chief executive, director (their than nominee director), owner, partner and substantial shareholder have no overdues or defaults to any financial institution;

(d) There is no omission of any material fact from this declaration and the documents provided to the [name of the concerned share registrar and balloter] with respect to my appointment as [name of the position applied for]; and

(e) There is no false or misleading statement in this declaration and the documents provided to the share registrar and balloter with respect to my appointment as [name of the position applied for].

(2) I hereby undertake that:

(a) I will continuously exercise integrity, diligence, competence and soundness of judgment in fulfilling my responsibilities for this position under the applicable laws; and

(b) I will not interfere in the fair implementation of the rules, Regulations and procedures relating to issue, transfer and allotment of securities.

(3) The above declaration has been signed by me pursuant to my nomination as(name of the position nominated for) of ...(name of share registrar and balloter)...

Yours faithfully,

Name: _____

CNIC No: _____

Annexure F

FORM C [Regulation 7(1)]

APPLICATION FOR RENEWAL OF LICENSE

To,

The Securities and Exchange Commission of Pakistan.

(Full Address of SECP)

Pursuant to the decision of the board of directors of [name of the applicant]..... taken in its meeting held on[date of meeting]....., we hereby apply for renewal of share registrar and balloter license under regulation 7(1) of the Share Registrars and Balloters Regulations, 2017 (the Regulations) read with Section 69 of the Securities Act, 2015 (the Act). The information and documents mentioned at Annexure III to these Regulations and the document evidencing payment of the renewal fee are attached herewith.

The existing license is due to expire on (please mention date of expiry of the license).

Date: _____

Signature: _____

Place: _____

Name of the chief executive officer, director or the company secretary duly authorized by the board of directors through a resolution for signing and submission of this application.

Annexure G

Proforma – GR CHECK/ SECURITY CLEARANCE

1. **Full Name** _____
2. **Sex (Male/Female)** _____
3. **Date of Birth: DD-MM-YYYY** _____
4. **Father's/Husband's Name:** _____
5. **Profession/Designation:** _____
6. **Country/City:** _____
7. **Passport No. :** _____
8. **Nationality:** _____
9. **Temporary Address Abroad:** _____

10. **Permanent Address Abroad:** _____

11. **Tel No.** _____ **Office:** _____ **Cell:** _____
12. **E-mail Address:** _____
13. **Firm Address Abroad:** _____

14. **Firm Tel No. :** _____ **E-mail Address:** _____
15. **Purpose of GR Check** _____
16. **Any Other Specific Information** _____



SECP

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COMMISSION OF PAKISTAN**