

## FOR ALL MARKET PARTICIPANTS PRIMARY MARKET AUCTION OF GOP IJARAH SUKUK

This is with reference to PSX Notice# PSX/N-878 dated September 6, 2024 regarding the Auction Calendar for GoP Ijarah Sukuk (GIS).

All Market Participants are hereby informed that the 13<sup>th</sup> auction of GoP Ijarah Sukuk (GIS) is planned to be conducted on **September 16, 2024** through PSX Auction System. All Broker Clearing Members (BCMs), Non-Broker Clearing Members (NBCMs) and Professional Clearing Member (PCM) of National Clearing Company of Pakistan Limited (NCCPL) are eligible to participate in the Auction for their proprietary accounts, investors and funds under their management.

Please note following key points related to this auction:

- The Participant Admin User details (Back office and Front office) as provided by the participants for the 12<sup>th</sup> auction dated 15<sup>th</sup> Aug, 2024 to PSX/NCCPL shall be used 'as is' for this upcoming auction.
- All participants shall use their same credentials (User ID, Password and PIN Code) for this auction as were used in 15<sup>th</sup> Aug, 2024 auction for investor mapping/cash assignment and bidding.
- In case of any amendment in the Participants' Admin user details, participants may provide the updated details to PSX/NCCPL on below mentioned email addresses.
- BCM participants are required to provide instrument wise **10% Advance Committed Amount** and inform PSX/NCCPL via emails [nccpl-docs@nccpl.com.pk](mailto:nccpl-docs@nccpl.com.pk) & [trading@psx.com.pk](mailto:trading@psx.com.pk) with the subject clearly specifying "**Primary Market Auction Setup**".
- The investors registered by the participants in 12<sup>th</sup> auction dated 15<sup>th</sup> Aug, 2024 shall remain there in auction system and participants are only required to map the instruments and assign cash where applicable.
- Participants to incorporate accurate UIN, CDC Participants ID and CDC Sub Account No./CDC Investor A/c No. otherwise auction system will not allow to register investor (s) as Auction System is integrated with CDC system. In case if investor has no existing Trading Account/CDC Sub Account/ CDC Investor Account, participants will be required to input "ZEROs (00000)" in the Participant ID field while registering their investors.

All Participants are requested to please follow the step by step procedure as mentioned below:

Activity	Day & Date	Time
BCM Participants to communicate their expression of interest along with <b>10% Advanced instrument wise committed cash amount</b> to NCCPL/PSX at ( <a href="mailto:nccpl-docs@nccpl.com.pk">nccpl-docs@nccpl.com.pk</a> ; <a href="mailto:trading@psx.com.pk">trading@psx.com.pk</a> ) with subject clearly specifying ' <b>Primary Market Auction Setup</b> '.  BCMs shall also be required to submit their cash advance through the GDS Advance Deposit screen	From: Wednesday, Sep 11, 2024  Till: Thursday, Sep 12, 2024	From: 9:00 a.m.  Till: 5:00 p.m.

<p>available on their NCSS terminals via URL <a href="https://ncss.nccpl.pk/Ncss.jsp">https://ncss.nccpl.pk/Ncss.jsp</a></p> <p>New participants shall provide two Admin users detail to NCCPL/PSX; one for Front Office and the other for Back Office.</p> <p><b>(refer Note – 1)</b></p>		
<p>Upon registration of Participants and limit assignment by PSX, Participants shall be registered in the Auction System along with the accurate registration details and the assigned limits.</p> <p>The credentials (Login ID and Password) of Participants for Auction System shall be sent on their registered email addresses while PIN code shall be sent on to the register mobile numbers.</p>	<p>From: Wednesday, Sep 11, 2024</p> <p>Till: Thursday, Sep 12, 2024</p>	<p>From: 10:00 a.m.</p> <p>Till: 6:00 p.m.</p>
<p>Interested participants would be required to map the auction instrument (s) and assign cash (where applicable) using their auction system credentials used in 12<sup>th</sup> auction.</p> <p>Participants who had not participated in 12<sup>th</sup> auction shall be required to register their investors and also to map instrument/cash assignment (where applicable).</p> <p><b>(refer Note – 2)</b></p>	<p>From: Wednesday, Sep 11, 2024</p> <p>Till: Thursday, Sep 12, 2024</p>	<p>From: 11:00 a.m.</p> <p>Till: 10:00 p.m.</p>
<p>Advance cash amount committed to NCCPL shall be deposited through NCSS terminal via URL <a href="https://ncss.nccpl.pk/Ncss.jsp">https://ncss.nccpl.pk/Ncss.jsp</a> by 11:00 a.m. one day before the Auction Day. In case of failure, respective participant would be disabled for the bidding session.</p>	<p>Friday, Sep 13, 2024</p>	<p>From: 9:00 a.m.</p> <p>To: 11:00 a.m.</p>
<p>Auction of all 7 instruments</p> <p>[Competitive &amp; Non-Competitive]</p>	<p>Monday, Sep 16, 2024</p>	<p>From: 10:00 a.m.</p> <p>To: 12:00 p.m.</p>
<p>Final Collection of Settlement Amount</p>	<p>Wednesday, Sep 18, 2024</p>	<p>From: 9:00 a.m.</p> <p>To: 12:00 p.m.</p>

## Note – 1

CM ID	CM Name	User Type	Participant Contact Person	Contact Person	Contact Person	No. of Branches to be created	Margin Allocation % in case of Branch	Instrument Code	Instrument wise Advance Amount (Rs.)
				Email Address	Mobile#				
11111	ABC Bank	Front Office	ABC	<a href="mailto:abc@hotmail.com">abc@hotmail.com</a>	923341234567	1	-	P01GIS170925 P03FRR180927 P05FRR180929 P10FRR180934 P03VRR180927 P05VRR180929 P10VRR180934	-
11111	ABC Bank	Back Office	XYZ	<a href="mailto:xyz@hotmail.com">xyz@hotmail.com</a>	923451234567				
22222	ABC Broker	Front Office	ABC1	<a href="mailto:abc1@hotmail.com">abc1@hotmail.com</a>	923331234567	2	50%	P01GIS170925 P03FRR180927 P05FRR180929 P10FRR180934 P03VRR180927 P05VRR180929 P10VRR180934	500,000 in each instrument
22222	ABC Broker	Back Office	XYZ1	<a href="mailto:xyz1@hotmail.com">xyz1@hotmail.com</a>	923001234567				
22222	ABC Broker – 01	Front Office	ABC2	<a href="mailto:abc2@hotmail.com">abc2@hotmail.com</a>	923011234567		50%		
22222	ABC Broker-01	Back Office	XYZ2	<a href="mailto:xyz@hotmail.com">xyz@hotmail.com</a>	923441234567				

**\*Instrument wise Advance Amount is ONLY applicable for BCMs.**

## Note – 2:

Investor Name	CNIC#/UIN	Email Address	Mobile# (11 Digits)	IBAN Number	CDC Sub A/c. No. OR CDC Investor A/c No.	CDC Participant ID	Instrument Code	10% Advance Amount
ABC	For CNIC: 13-Digits without “-” For Co. Reg.# Minimum of 7 digits	<a href="mailto:abc@hotmail.com">abc@hotmail.com</a>	923331234567	24 Digits without spaces <b>PK12BABA106800001011101</b>	Should be accurate	Should be accurate and of 5 digits		

## Auction and Instrument Details:

Auction System Link	Participants and Investors can place bids through online auction portal provided by PSX: <a href="https://debt.psx.com.pk/">https://debt.psx.com.pk/</a>
Auction Day & Date	Monday, Sep 16, 2024
Auction Timings (Competitive & Non-Competitive Bidding)	10:00 a.m. to 12:00 p.m.
Auction Settlement Day & Date	Wednesday, Sep 18, 2024
Issuer	Pakistan Domestic Sukuk Company Limited (PDSCL) through Ministry of Finance (MoF)
Instruments Issue	<ul style="list-style-type: none"> <li>1 Year Fixed Rate GIS Discounted</li> <li>3, 5 &amp; 10 Year GIS-Fixed Rental Rate (FRR) – <b>Fresh Issue</b></li> <li>3, 5 &amp; 10 Year GIS-Variable Rental Rate (VRR) – <b>Fresh Issue</b></li> </ul>
Instrument Code	<ul style="list-style-type: none"> <li>P01GIS170925</li> <li>P03FRR180927</li> <li>P05FRR180929</li> <li>P10FRR180934</li> <li>P03VRR180927</li> <li>P05VRR180929</li> <li>P10VRR180934</li> </ul>
Instrument Name	<ul style="list-style-type: none"> <li>1 Year Fixed Rate GIS Discounted – Maturity Date 17-Sep-25</li> <li>3 Year Fixed Rental Rate GIS– Maturity Date 18-Sep-27 (<b>Fresh Issue</b>)</li> <li>5 Year Fixed Rental Rate GIS– Maturity Date 18-Sep-29 (<b>Fresh Issue</b>)</li> <li>10 Year Fixed Rental Rate GIS– Maturity Date 18-Sep-34 (<b>Fresh Issue</b>)</li> <li>3 Year Variable Rental Rate GIS– Maturity Date 18-Sep-27 (<b>Fresh Issue</b>)</li> <li>5 Year Variable Rental Rate GIS– Maturity Date 18-Sep-29 (<b>Fresh Issue</b>)</li> <li>10 Year Variable Rental Rate GIS– Maturity Date 18-Sep-34 (<b>Fresh Issue</b>)</li> </ul>
Tenor	<ul style="list-style-type: none"> <li>364 Days for 1-Year GIS-Discounted</li> <li>3 Year, 5 Year &amp; 10 Year for GIS-FRR and GIS-VRR</li> </ul>
Benchmark Rate for Variable Rate Instruments	17.6183%
Face Value per Sukuk	Rs.5,000 for all instruments OR 1 Sukuk = 5,000 Face Value
Minimum Bid Size	Rs.5,000 and in multiple thereof for all instruments
Maximum Bidding Limit (Rs.)	For competitive bids, there is no maximum amount For non-competitive bids, the maximum limit per investor is 0.25% of pre-auction target amount or Rs.500 million whichever is lower
Target Amount	<ul style="list-style-type: none"> <li>PKR 100 Billion for GIS-Discounted</li> <li>PKR 25 Billion for 3 Year GIS-FRR</li> <li>PKR 25 Billion for 5 Year GIS-FRR</li> <li>PKR 25 Billion for 10 Year GIS-FRR</li> <li>PKR 25 Billion for 3 Year GIS-VRR</li> <li>PKR 25 Billion for 5 Year GIS-VRR</li> <li>PKR 25 Billion for 10 Year GIS-VRR</li> </ul>
Eligible Investors	<ul style="list-style-type: none"> <li>Existing investors having CDC Sub A/c or CDC IAS Account</li> <li>Roshan Digital Account Holders (RDA) through CDC Investor Account Services</li> <li>New investors having no CDC Sub A/c can participate through Facilitation Account service provided by CDC</li> </ul>
Advance cash Requirements	<ul style="list-style-type: none"> <li>For BCMs, CDC IAS and PCM advance cash one day before auction, remaining on settlement date on A+1</li> </ul>

- For NBCMs (Banks or DFI), Standing Instruction required one day before auction
- For NBCMs (Mutual Funds), Irrevocable undertaking from Trustee is required one day before auction
- In case, successful investors do not fulfill their money obligation, Participant may inform NCCPL to park the units in participant's house account instead of the investors account.

**Instrument wise Term Sheets are enclosed as Annexure "A", Annexure "B" and Annexure "C".**

Please note that primary and secondary market procedures along with other necessary details are placed on the PSX website at the following link:

<https://www.psx.com.pk/psx/product-and-services/products/government-debt-securities-primary-market-auction>

Participants can communicate at [trading@psx.com.pk](mailto:trading@psx.com.pk), [nccpl-docs@nccpl.com.pk](mailto:nccpl-docs@nccpl.com.pk) & [info@cdcpak.com](mailto:info@cdcpak.com) or call via the following numbers, for required support:

Location	Contact Details
<b>PSX</b>	021-35274384 021-35274337 021-35274328 & 021-35274401 to 4410
<b>NCCPL</b>	021-111-111-622
<b>CDC</b>	0800-23275

PSX, CDC and NCCPL look forward to your usual support and cooperation towards the successful primary issuance of Sukuk through Capital Market.

Regards,

\_\_\_\_sd\_\_\_\_  
**Jawad H. Hashmi**  
General Manager,  
Chief Market Operations Officer – PSX

\_\_\_\_sd\_\_\_\_  
**Muhammad Asif**  
General Manager,  
Head of Operations-NCCPL

\_\_\_\_sd\_\_\_\_  
**Abdul Samad**  
Chief Operating Officer-CDC

**Copy To:**

1. The Director General, Debt Office
2. ED, FMRM (SBP)
3. The Director / HOD (PRDD), SECP
4. The Acting Chief Executive Officer, PSX
5. The Chief Executive Officer, CDC
6. The Acting Chief Executive Officer, NCCPL
7. Secretary General, PSBA
8. Mutual Funds Association of Pakistan (MUFAP)
9. Pakistan Bankers Association (PBA)
10. Financial Market Association of Pakistan
11. PSX Website

## Annexure “A”

### Term Sheet

#### 1-year Listed GOP Ijarah Sukuk

<b>Issue / Security</b>	1-year listed GOP Ijarah Sukuk.
<b>Issuer</b>	Pakistan Domestic Sukuk Company Limited (PDSCL) - a wholly owned subsidiary of Ministry of Finance, Government of Pakistan.
<b>Target Size</b>	PKR 100 billion.
<b>Issue Date</b>	Wednesday September 18 <sup>th</sup> , 2024
<b>Maturity Date</b>	Wednesday September 17 <sup>th</sup> , 2025
<b>Sukuk</b>	A Shariah-compliant certificate/instrument that represents the undivided proportionate ownership of the Ijarah Asset.
<b>Face Value</b>	Face Value means the amount to be received by each Security holder at maturity. (It is the sum of sale proceed of each Sukuk Certificate at Maturity Date of the Issue and payable Ijarah Rental)
<b>Bid Amount Face Value</b>	A single bid can be placed for Face Value of PKR 5,000 or any multiple of PKR 5,000.
<b>Bid Price</b>	Bid Price shall be the price computed by the bidder for a Security using Face Value of 100 and specified up to four decimal places.
<b>Bid Amount Realized Value</b>	$Bid\ Amount\ Face\ Value \times \frac{Bid\ Price}{100}$
<b>Cut-off Price</b>	<p>Cut-off Price shall be the Bid Price accepted by the Ministry of Finance. In case, the Ministry of Finance does not accept any Bid Price, the auction shall stand rejected.</p> <p>This Cut-off Price will be used to calculate the Investment Value for each Sukuk</p>

# NOTICE

<b>Investment Value</b>	<p>Investment Value of a successful bid shall be equal to</p> $Bid\ Amount\ Face\ Value \times \frac{Cut - off\ Price}{100}$ <p>Investment Value per Sukuk shall be the purchase price of the proportionate share purchased by the investor in the identified Ijarah Asset.</p> <p>Each Sukuk represent the undivided proportionate ownership share in the Ijarah asset upto the investment Value.</p> <p>The undivided percentage share of ownership in the Ijarah Asset for each Sukuk will be calculated as follows:</p> <p>Investment Value per Sukuk / Total Market Value of the Asset.</p>
<b>Tenor</b>	364 days.
<b>Joint Financial Advisors &amp; Shariah Advisor to the Issue</b>	Meezan Bank Limited, Dubai Islamic Bank (Pakistan) Limited, Bank Islami Pakistan Limited, Bank Alfalah Limited.
<b>Issuance Methodology</b>	<p>The Sukuk shall be issued at a discount (Investment Value) from the Face Value.</p> <p>An investor may submit any number of bids to purchase the Sukuk in the manner prescribed by Pakistan Stock Exchange (PSX).</p> <p>Each bid must specify the Bid Amount Face Value and the Bid Price.</p> <p>The auction shall follow a single price methodology. All bids whose Bid Prices are equal to or higher than the Cut-off Price shall be treated as successful bids. All the successful bidders shall be allocated the cut-off Price.</p>
<b>Ijarah Rental (Profit)</b>	<p>Ijarah Rental in respect of an issued security shall be equal to its Face Value minus Investment Value.</p> <p>The amount of rental shall remain fixed for entire tenure.</p>
<b>Tradability</b>	Tradable on Pakistan Stock Exchange (PSX).
<b>Rental Payment Frequency</b>	On maturity.
<b>Rental Payment Obligation &amp; Asset Purchase Undertaking</b>	Government of Pakistan.
<b>Ijarah Asset Details &amp; Valuation</b>	Ijarah Asset means the undivided asset share to be purchased by the Sukuk holders as defined in the Transaction Structure.



<b>Transaction Structure, Shariah Approval</b>	<p>Transaction structure is based on Ijarah (sale &amp; lease back of underlying assets).</p> <p>A detailed transaction structure (including Shariah Advisor's approval, asset details, transaction flow, related transaction risks &amp; reward) as approved by the Shariah Advisor to the Issue is attached as Annex-A.</p>
<b>Eligible Investors</b>	<p>All eligible investors as defined in the Government of Pakistan Sukuk Rules 2008 (as amended in 2023) and as notified by SRO 1585(I)2023 issued by Ministry of Finance dated 17<sup>th</sup> November 2023 including the following:</p> <ul style="list-style-type: none"> <li>• Individuals, Institutions, Trusts, funds of all types, bodies corporate including banks, non-banking finance companies, insurance and Takaful companies irrespective of their residential status.</li> <li>• RDA Customers.</li> <li>• Non-resident Pakistani.</li> <li>• Foreign Investors &amp; International Islamic Banks &amp; FIIs.</li> </ul>
<b>Eligible Participants</b>	<p>All Clearing Members of NCCPL shall be allowed to submit bids as Auction Participants in the auction process.</p>
<b>Non-Competitive Bid (NCB)</b>	<p>The investors may place NCBs on the auction date in the manner prescribed by PSX.</p> <p>NCB shall only specify the Bid Amount Face Value.</p> <p>A single investor shall not bid for an aggregate face value exceeding 0.25% of the Auction Target or PKR 500 million, whichever is lower.</p> <p>In case the aggregate Face Value of all NCBs is greater than the available cushion in the Ijarah Asset, the securities shall be issued on prorata basis to the relevant investors.</p> <p>All NCBs shall be treated as successful provided that the Ministry of Finance announces a cut-off price. No NCBs shall be treated as successful in case the auction is rejected.</p> <p>The calculation methodology of Investment Value and Ijarah Rental for NCBs shall be the same as of the competitive bids.</p>



<b>Margin Requirement</b>	Margins requirements shall be as per the applicable policies of PSX & NCCPL and shall be refundable in case of unsuccessful bids.
<b>Sukuk Redemption</b>	The Sukuk shall be redeemed on Maturity Date by paying the applicable Face Value.
<b>Investment Agent</b>	<p>Pakistan Domestic Sukuk Company Limited.</p> <p>(By entering into the auction process, all investors to the Issue shall agree to authorize Investment Agent to perform all actions required on their behalf as per the Transaction Structure &amp; related documentation)</p>
<b>Legal Advisor</b>	Ahmed & Qazi Advocates & Legal Consultants
<b>Paying Agent</b>	National Clearing Company of Pakistan Limited (NCCPL).
<b>Registrar</b>	Central Depository Company (CDC) Share Registrar Services Limited (wholly owned subsidiary of CDC).
<b>Custodian &amp; Transfer Agent</b>	<p>The Sukuk shall be inducted in Central Depository System (CDS) of CDC in book entry form and units (in term of volume) and will be reflected in the CDS account of the sukuk holders.</p> <p>Transfer of Securities shall be made in accordance with the Central Depositories Act, 1997 and CDC Regulations made under the Act.</p>
<b>Listing</b>	Sukuk shall be listed on PSX.
<b>SLR Eligibility</b>	The Sukuk shall be an 100% SLR eligible instrument for all eligible investors, on the basis of Government of Pakistan Sukuk Rules 2008 (as amended in 2023), published in Government of Pakistan S.R.O 1585(I)2023 dated 17 <sup>th</sup> November 2023, issued by Ministry of Finance.
<b>Disclaimer &amp; Investor Advice</b>	<ul style="list-style-type: none"> <li>Investors are advised to read the Term Sheet, Transaction Structure and related documentation to understand the risk and reward of the transaction and should not construe this Term Sheet, Transaction Structure and related documentation as financial, legal or tax advice and should conduct their own investigation and analysis of the transaction described herein before deciding to invest in the Sukuk.</li> <li>Investment in Listed Sukuk is subject to market risk, liquidity risk, asset risk, foreign exchange risk and prevailing market conditions.</li> <li>The transaction is governed by the Transaction Structure and related legal documents, approved by the Shariah Advisor.</li> </ul>

# NOTICE

<b>Governing Rules</b>	Government of Pakistan Sukuk Rules, 2008 (amended 2023) and as notified by SRO 1585(I)2023 issued by Ministry of Finance dated 17 <sup>th</sup> November 2023.
<b>Governing Law</b>	The Sukuk shall be subject to the laws of Islamic Republic of Pakistan.
<b>Shariah Compliance</b>	The overall issue has been structured and shall be executed in accordance to the guidelines provided by the Shariah Advisors of Joint Financial Advisors and all parties involved in the transaction shall commit to ensure compliance with these guidelines at all times.
<b>Indemnification</b>	The Issuer hereby indemnifies and agrees to hold harmless the Joint Financial Advisors and Shariah Advisor and each of their affiliates and each of its respective officers, directors, employees, agents, advisors and representatives (each an "Indemnified Party") from and against any and all claims, damages, losses, liabilities, costs and expenses (hereinafter collectively referred as "Claim"), joint or several, that may be incurred by or awarded against any Indemnified Party, in each case arising out of or in connection with or relating to the Issue except to the extent such Claim has resulted from such respective Party's gross negligence or willful misconduct.
<b>Arbitration</b>	Any conflict shall be resolved with the mutual consent of respective parties involved. In absence of mutual consent, the matter shall be resolved through Pakistani courts.

## Annexure “B”

### Term Sheet

#### 3/5/10-Year Listed Fixed Rate of Return (FRR) GOP Ijarah Sukuk

<b>Issue / Security</b>	3/5/10-year listed FRR GOP Ijarah Sukuk.
<b>Issuer</b>	Pakistan Domestic Sukuk Company Limited (PDSCL) - a wholly owned subsidiary of Ministry of Finance, Government of Pakistan.
<b>Target Size</b>	PKR 25 billion for each 3-year, 5-year and 10-year instrument.
<b>Issue Date</b>	September 18 <sup>th</sup> , 2024
<b>Maturity Date</b>	September 18 <sup>th</sup> , 2027 for 3-year Sukuk September 18 <sup>th</sup> , 2029 for 5-year sukuk September 18 <sup>th</sup> , 2034 for 10-year sukuk In case the Maturity Date falls on a public holiday then the maturity of the Sukuk would be on the next working day.
<b>Sukuk</b>	A Shariah-compliant certificate/instrument that represents the undivided proportionate ownership of the Ijarah Asset.
<b>Face Value</b>	Face Value of each Sukuk would be PKR 5,000 which would represent the ownership share in the Ijarah Asset. The undivided percentage share of ownership in the Ijarah Asset for each Sukuk will be calculated as follows: Face Value per Sukuk / Total Market Value of the Asset.
<b>Bid Amount</b>	A single bid can be placed for Face Value of PKR 5,000 or any multiple of PKR 5,000.
<b>Bid Rate</b>	Bid Rate shall be the Ijarah Rental Rate upto 4 decimal spaces specified for determination of Ijarah Rental.
<b>Cut-off Rate</b>	Cut-off Rate shall be the Bid Rate accepted by the Ministry of Finance. In case, the Ministry of Finance does not accept any Bid Rate, the auction shall stand rejected.
<b>Tenor</b>	3 years, 5 Years and 10 Years
<b>Joint Financial Advisors &amp; Shariah Advisor to the Issue</b>	Meezan Bank Limited, Dubai Islamic Bank (Pakistan) Limited, Bank Islami Pakistan Limited, Bank Alfalah Limited.

<b>Issuance Methodology</b>	<p>The Sukuk shall be issued at Face Value.</p> <p>An investor may submit any number of bids to purchase the Sukuk in the manner prescribed by Pakistan Stock Exchange (PSX).</p> <p>Each bid must specify the Bid Amount and the Bid Rate.</p> <p>The auction shall follow a single price methodology. All bids whose Bid Rate are equal to or lesser than the Cut-off Rate shall be treated as successful bids. All the successful bidders shall be allocated the cut-off Price.</p>
<b>Ijarah Rental (Profit)</b>	<p>Ijarah Rental for each Sukuk for each six month period shall be calculated as follows:</p> <p><i>Face Value x Cut-off Rate x Number of days in a period divided by 365</i></p>
<b>Tradability</b>	<p>Tradable on Pakistan Stock Exchange (PSX).</p>
<b>Rental Payment Frequency</b>	<p>Semi Annual</p>
<b>Rental Payment Obligation &amp; Asset Purchase Undertaking</b>	<p>Government of Pakistan.</p>
<b>Ijarah Asset Details &amp; Valuation</b>	<p>Ijarah Asset means the asset share to be purchased by the Sukuk holders as defined in the Transaction Structure</p>
<b>Transaction Structure, Shariah Approval &amp; Ijarah Asset Details</b>	<p>Transaction structure is based on Ijarah (sale &amp; lease back of underlying assets).</p> <p>A detailed transaction structure (including Shariah Advisor's approval, asset details, transaction flow, related transaction risks &amp; reward) as approved by the Shariah Advisor to the Issue is attached as Annex-A.</p>
<b>Eligible Investors</b>	<p>All eligible investors as defined in the Government of Pakistan Sukuk Rules 2008 (amended in 2023) and as notified by SRO 1585(I)2023 issued by Ministry of Finance dated 17<sup>th</sup> November 2023 including the following:</p> <ul style="list-style-type: none"> <li>• Individuals, Institutions, Trusts, funds of all types, bodies corporate including banks, non-banking finance companies, insurance and Takaful companies irrespective of their residential status.</li> <li>• RDA Customers.</li> <li>• Non-resident Pakistani.</li> <li>• Foreign Investors &amp; International Islamic Banks &amp; FIs.</li> </ul>

<b>Eligible Participants</b>	All Clearing Members of NCCPL shall be allowed to submit bids as Auction Participants in the auction process.
<b>Non-Competitive Bid (NCB)</b>	<p>The investors may place NCBs on the auction date in the manner prescribed by PSX.</p> <p>NCB shall only specify the Bid Amount Face Value.</p> <p>A single investor shall not bid for an aggregate face value exceeding 0.25% of the Auction Target or PKR 500 million, whichever is lower.</p> <p>In case the aggregate Face Value of all NCBs is greater than the available cushion in the Ijarah Asset, the securities shall be issued on prorata basis to the relevant investors.</p> <p>All NCBs shall be treated as successful provided that the Ministry of Finance announces a cut-off price. No NCBs shall be treated as successful in case the auction is rejected.</p> <p>The calculation methodology of Face Value and Ijarah Rental for NCBs shall be the same as of the competitive bids.</p>
<b>Margin Requirement</b>	Margins requirements shall be as per the applicable policies of PSX & NCCPL and shall be refundable in case of unsuccessful bids.
<b>Sukuk Redemption</b>	The Sukuk shall be redeemed on Maturity Date by paying the applicable Face Value.
<b>Investment Agent</b>	<p>Pakistan Domestic Sukuk Company Limited.</p> <p>(By entering into the auction process, all investors to the issue shall agree to authorize Investment Agent to perform all actions required on their behalf as per the Transaction Structure &amp; related documentation)</p>
<b>Investment Agent</b>	Pakistan Domestic Sukuk Company Limited.
<b>Legal Advisor</b>	Ahmed & Qazi Advocates & Legal Consultants
<b>Paying Agent</b>	National Clearing Company of Pakistan Limited (NCCPL).
<b>Registrar</b>	Central Depository Company (CDC) Share Registrar Services Limited (wholly owned subsidiary of CDC).

<b>Custodian &amp; Transfer Agent</b>	<p>The Sukuk shall be inducted in Central Depository System (CDS) of CDC in book entry form and units (in term of volume) and will be reflected in the CDS account of the sukuk holders.</p> <p>Transfer of Securities shall be made in accordance with the Central Depositories Act, 1997 and CDC Regulations made under the Act.</p>
<b>Listing</b>	Sukuk shall be listed on PSX.
<b>SLR Eligibility</b>	<p>The Sukuk shall be an 100% SLR eligible instrument for all eligible investors, on the basis of Government of Pakistan Sukuk Rules 2008 (as amended in 2023), published in Government of Pakistan S.R.O 1585(I)2023 dated 17<sup>th</sup> November 2023, issued by Ministry of Finance.</p>
<b>Other Terms &amp; Conditions</b>	<ul style="list-style-type: none"> <li>• No bid shall be considered if received after the deadline for bid submission.</li> <li>• PSX shall notify the successful bidder</li> <li>• Shariah structure and legal documentation shall be approved by Shariah Advisor of the Issue.</li> <li>• Ministry of Finance, Government of Pakistan reserves the right to reject the bids without assigning any reason.</li> </ul>
<b>Reopening of Sukuk</b>	<p>The Sukuk can be reopened in the future subject to the terms and conditions of the approved Transaction Structure.</p>
<b>Appointment of Investment Agent by the Investors</b>	<p>The potential investors shall appoint the Pakistan Domestic Sukuk company Limited (PDSCL) as Investment Agent pursuant to the execution of Bid Terms and Conditions document prior to placement of Bids, whereby investors would authorize the Investment Agent to execute the transaction documents on behalf of the Investors</p>
<b>Disclaimer &amp; Investor Advice</b>	<ul style="list-style-type: none"> <li>• Investors are advised to read the Term Sheet, Transaction Structure and related documentation to understand the risk and reward of the transaction and should not construe this Term Sheet, Transaction Structure and related documentation as financial, legal or tax advice and should conduct their own investigation and analysis of the transaction described herein before deciding to invest in the Sukuk.</li> <li>• Investment in Listed Sukuk is subject to market risk, liquidity risk, asset risk, foreign exchange risk and prevailing market conditions.</li> </ul> <p>The transaction is governed by the Transaction Structure and related legal documents, approved by the Shariah Advisor.</p>

# NOTICE

<b>Governing Rules</b>	Government of Pakistan Sukuk Rules, 2008 (as amended in 2023) and as notified by SRO 1585(I)2023 issued by Ministry of Finance dated 17 <sup>th</sup> November 2023.
<b>Governing Law</b>	The Sukuk shall be subject to the laws of Islamic Republic of Pakistan.
<b>Shariah Compliance</b>	The overall issue has been structured and shall be executed in accordance to the guidelines provided by the Shariah Advisor of Joint Financial Advisors and all parties involved in the transaction shall commit to ensure compliance with these guidelines at all times.
<b>Indemnification</b>	The Issuer hereby indemnifies and agrees to hold harmless the Joint Financial Advisors and Shariah Advisor and each of their affiliates and each of its respective officers, directors, employees, agents, advisors and representatives (each an "Indemnified Party") from and against any and all claims, damages, losses, liabilities, costs and expenses (hereinafter collectively referred as "Claim"), joint or several, that may be incurred by or awarded against any Indemnified Party, in each case arising out of or in connection with or relating to the Issue except to the extent such Claim has resulted from such Indemnified Party's gross negligence or willful misconduct.
<b>Arbitration</b>	Any conflict shall be resolved with the mutual consent of respective parties involved. In absence of mutual consent, the matter shall be resolved through Pakistani courts.



## Annexure “C”

### Term Sheet

#### 3/5/10-Year Listed Variable Rate of Return (VRR) GOP Ijarah Sukuk

<b>Issue / Security</b>	3/5/10-year listed VRR GOP Ijarah Sukuk.
<b>Issuer</b>	Pakistan Domestic Sukuk Company Limited (PDSCL) - a wholly owned subsidiary of Ministry of Finance, Government of Pakistan.
<b>Target Size</b>	PKR 25 billion for each 3-year, 5-year and 10-year instrument.
<b>Issue Date</b>	September 18 <sup>th</sup> , 2024
<b>Maturity Date</b>	September 18 <sup>th</sup> , 2027 for 3-year Sukuk September 18 <sup>th</sup> , 2029 for 5-year Sukuk September 18 <sup>th</sup> , 2034 for 10-year Sukuk In case the Maturity Date falls on a public holiday then the maturity of the Sukuk would be on the next working day.
<b>Sukuk</b>	A Shariah-compliant certificate/instrument that represents the undivided proportionate ownership of the Ijarah Asset.
<b>Face Value</b>	Face Value of each Sukuk would be PKR 5,000 which would represent the ownership share in the Ijarah Asset. The undivided percentage share of ownership in the Ijarah Asset for each Sukuk will be calculated as follows: Face Value per Sukuk / Total Market Value of the Asset.
<b>Bid Amount</b>	A single bid can be placed for Face Value of PKR 5,000 or any multiple of PKR 5,000.

# NOTICE

<b>Benchmark Rate</b>	<p>Weighted average yield of 6-month T-Bill as decided in last auction Or 6 month tenor rate as given on the Reuters PKRV page (121-180 days) in terms of SBP-FSCD Circular No. 13 dated September 6, 2008.</p> <p>The applicable Benchmark rate for the first period is 17.6183%.</p> <p>For the Subsequent periods the applicable rate can be accessed at following link at the start of each period.</p> <p>For Weighted Average Rates (<a href="https://www.sbp.org.pk/DFMD/pma.asp">https://www.sbp.org.pk/DFMD/pma.asp</a>)</p> <p>For PKRV Rates (<a href="https://www.mufap.com.pk/industry.php">https://www.mufap.com.pk/industry.php</a>)</p>
<b>Bid Spread</b>	Bid spread shall be margin upto 2 decimal spaces specified by the bidder over and above Benchmark Rate for determination of Ijarah Rental.
<b>Cut-off Spread</b>	Cut-off Spread shall be the Bid Spread accepted by the Ministry of Finance. In case, the Ministry of Finance does not accept any Bid Spread, the auction shall stand rejected.
<b>Tenor</b>	3 years, 5 Years and 10 Years
<b>Joint Financial Advisors &amp; Shariah Advisor to the Issue</b>	Meezan Bank Limited, Dubai Islamic Bank (Pakistan) Limited, Bank Islami Pakistan Limited, Bank Alfalah Limited.
<b>Issuance Methodology</b>	<p>The Sukuk shall be issued at Face Value.</p> <p>An investor may submit any number of bids to purchase the Sukuk in the manner prescribed by Pakistan Stock Exchange (PSX).</p> <p>Each bid must specify the Bid Amount and the Bid Spread.</p> <p>The auction shall follow a single price methodology. All bids whose Bid Spread are equal to or lesser than the Cut-off Spread shall be treated as successful bids. All the successful bidders shall be allocated the cut-off Price.</p>
<b>Ijarah Rental (Profit)</b>	<p>Ijarah Rental for each Sukuk for each six month period shall be calculated as follows:</p> <p><i>Face Value x (Benchmark Rate at the start of the Period + Cut-off spread) x Number of days in a period divided by 365</i></p>
<b>Tradability</b>	Tradable on Pakistan Stock Exchange (PSX).

<b>Rental Payment and revision Frequency</b>	Semi Annual
<b>Rental Payment Obligation &amp; Asset Purchase Undertaking</b>	Government of Pakistan.
<b>Ijarah Asset Details &amp; Valuation</b>	Ijarah Asset means the asset share to be purchased by the Sukuk holders as defined in the Transaction Structure
<b>Transaction Structure, Shariah Approval &amp; Ijarah Asset Details</b>	<p>Transaction structure is based on Ijarah (sale &amp; lease back of underlying assets).</p> <p>A detailed transaction structure (including Shariah Advisor's approval, asset details, transaction flow, related transaction risks &amp; reward) as approved by the Shariah Advisor to the Issue is attached as Annex-A.</p>
<b>Eligible Investors</b>	<p>All eligible investors as defined in the Government of Pakistan Sukuk Rules 2008 (as amended in 2023) and as notified by SRO 1585(I)2023 issued by Ministry of Finance dated 17<sup>th</sup> November 2023 including the following:</p> <ul style="list-style-type: none"> <li>• Individuals, Institutions, Trusts, funds of all types, bodies corporate including banks, non-banking finance companies, insurance and Takaful companies irrespective of their residential status.</li> <li>• RDA Customers.</li> <li>• Non-resident Pakistani.</li> <li>• Foreign Investors &amp; International Islamic Banks &amp; FIs.</li> </ul>
<b>Eligible Participants</b>	All Clearing Members of NCCPL shall be allowed to submit bids as Auction Participants in the auction process.

<b>Non-Competitive Bid (NCB)</b>	<p>The investors may place NCBs on the auction date in the manner prescribed by PSX.</p> <p>NCB shall only specify the Bid Amount Face Value.</p> <p>A single investor shall not bid for an aggregate face value exceeding 0.25% of the Auction Target or PKR 500 million, whichever is lower.</p> <p>In case the aggregate Face Value of all NCBs is greater than the available cushion in the Ijarah Asset, the securities shall be issued on prorata basis to the relevant investors.</p> <p>All NCBs shall be treated as successful provided that the Ministry of Finance announces a cut-off price. No NCBs shall be treated as successful in case the auction is rejected.</p> <p>The calculation methodology of Investment Value and Ijarah Rental for NCBs shall be the same as of the competitive bids.</p>
<b>Margin Requirement</b>	Margins requirements shall be as per the applicable policies of PSX & NCCPL and shall be refundable in case of unsuccessful bids.
<b>Sukuk Redemption</b>	The Sukuk shall be redeemed on Maturity Date by paying the applicable Face Value.
<b>Investment Agent</b>	<p>Pakistan Domestic Sukuk Company Limited.</p> <p>(By entering into the auction process, all investors to the issue shall agree to authorize Investment Agent to perform all actions required on their behalf as per the Transaction Structure &amp; related documentation)</p>
<b>Legal Advisor</b>	Ahmed & Qazi Advocates & Legal Consultants
<b>Paying Agent</b>	National Clearing Company of Pakistan Limited (NCCPL).
<b>Registrar</b>	Central Depository Company (CDC) Share Registrar Services Limited (wholly owned subsidiary of CDC).
<b>Custodian &amp; Transfer Agent</b>	<p>The Sukuk shall be inducted in Central Depository System (CDS) of CDC in book entry form and units (in term of volume) and will be reflected in the CDS account of the sukuk holders.</p> <p>Transfer of Securities shall be made in accordance with the Central Depositories Act, 1997 and CDC Regulations made under the Act.</p>
<b>Listing</b>	Sukuk shall be listed on PSX.

<b>SLR Eligibility</b>	The Sukuk shall be an 100% SLR eligible instrument for all eligible investors, on the basis of Government of Pakistan Sukuk Rules 2008 (as amended in 2023), published in Government of Pakistan S.R.O 1585(I)2023 dated 17 <sup>th</sup> November 2023, issued by Ministry of Finance.
<b>Other Terms &amp; Conditions</b>	<ul style="list-style-type: none"> <li>• No bid shall be considered if received after the deadline for bid submission.</li> <li>• PSX shall notify the successful bidder</li> <li>• Shariah structure and legal documentation shall be approved by Shariah Advisor of the Issue.</li> <li>• Ministry of Finance, Government of Pakistan reserves the right to reject the bids without assigning any reason.</li> </ul>
<b>Reopening of Sukuk</b>	The Sukuk can be reopened in the future subject to the terms and conditions of the approved Transaction Structure.
<b>Disclaimer &amp; Investor Advice</b>	<ul style="list-style-type: none"> <li>• Investors are advised to read the Term Sheet, Transaction Structure and related documentation to understand the risk and reward of the transaction and should not construe this Term Sheet, Transaction Structure and related documentation as financial, legal or tax advice and should conduct their own investigation and analysis of the transaction described herein before deciding to invest in the Sukuk.</li> <li>• Investment in Listed Sukuk is subject to market risk, liquidity risk, asset risk, foreign exchange risk and prevailing market conditions.</li> <li>• The transaction is governed by the Transaction Structure and related legal documents, approved by the Shariah Advisor.</li> </ul>
<b>Governing Rules</b>	Government of Pakistan Sukuk Rules, 2008 (as amended in 2023) and as notified by SRO 1585(I)2023 issued by Ministry of Finance dated 17 <sup>th</sup> November 2023.
<b>Governing Law</b>	The Sukuk shall be subject to the laws of Islamic Republic of Pakistan.
<b>Shariah Compliance</b>	The overall issue has been structured and shall be executed in accordance to the guidelines provided by the Shariah Advisor of Joint Financial Advisors and all parties involved in the transaction shall commit to ensure compliance with these guidelines at all times.

# NOTICE

<b>Indemnification</b>	The Issuer hereby indemnifies and agrees to hold harmless the Joint Financial Advisors and Shariah Advisor and each of their affiliates and each of its respective officers, directors, employees, agents, advisors and representatives (each an “Indemnified Party”) from and against any and all claims, damages, losses, liabilities, costs and expenses (hereinafter collectively referred as “Claim”), joint or several, that may be incurred by or awarded against any Indemnified Party, in each case arising out of or in connection with or relating to the Issue except to the extent such Claim has resulted from such Indemnified Party’s gross negligence or willful misconduct.
<b>Arbitration</b>	Any conflict shall be resolved with the mutual consent of respective parties involved. In absence of mutual consent, the matter shall be resolved through Pakistani courts.