



PAKISTAN STOCK EXCHANGE LIMITED

Stock Exchange Building, Stock Exchange Road, Karachi-74000

Phones: 111-001-122, Fax (92-21) 32460923

DOCUMENTS TO BE SUBMITTED WITH LISTING APPLICATION

The following documents and information shall be submitted by the applicant company to the Exchange along with application for listing under Sub-Regulation (a) of Regulation 5.2.1:

1. An application for Listing on Form I.
2. Undertakings on Form-II and Form-III.
3. Copy of the certificate of incorporation.
4. Copy of the conversion certificate from private to public company; if applicable.
5. Copy of the certificate for change of name of the company, if applicable.
6. Copy of the resolution passed by the Board of Directors and members of the company with respect to listing and issue of shares to the general public.
7. Copy of the license, consent, approval, NOC etc. from the concerned regulatory authority for undertaking / carrying on the business.
8. Copy of the Memorandum and Articles of Association of the company.
9. Certificate of registration of Modaraba Management Company, if required.
10. Authorization for flotation of Modaraba by the Registrar of Modarabas.
11. Copy of the prospectus both in hard and soft form.
12. Copy of the audited accounts of the company, both in hard and soft form, for the last two years or for a shorter period in case the company is in existence for a shorter period
13. Last page of the full prospectus and abridged prospectus, if any, duly signed in original by every person who is named therein as director of the issuing company. Signatures of the directors must be witnessed by the company secretary.
In case of offer for sale of shares, last page of the full prospectus and abridged prospectus if any signed in original by every Offeror or the persons authorized in writing by the Offerors.
14. No Objection Certificates from the Underwriter(s) to the Issue/Offer, if any, on Form-IV.
15. Copy of letter jointly signed by the Chief Executive Officer (CEO) and Chief Financial Officer (CFO) of the company confirming that they have reviewed the contents of the draft prospectus/offer for sale document and to the best of their knowledge and belief these have been stated/disclosed correctly and fairly.
16. An undertaking on non- judicial stamp paper by the CEO and CFO of the Issuer on the format given in Section-1 (Inside Cover Page) of First Schedule of the Public Offering Regulations duly certified by the oath commissioner.
17. Undertaking by the Company on non-judicial stamp paper regarding details of restrictions placed by any regulatory body, lender, stakeholder, on distribution of profits, transfer of securities, pledging of assets, issuance of corporate guarantee etc. duly certified by the oath commissioner.
18. Undertaking from the Sponsors of the Issuer on non-Judicial stamp paper that IPO proceeds shall be utilized as per the purpose disclosed in the prospectus duly certified by the oath commissioner.
19. Declaration from the Issuer about the loan amounting to Rs. 500,000 or more written-off by a financial institution during last five years as per Form V.
20. Affidavit from the company affirming, under oath, that the company, has no overdue payment to any financial institution.
21. Affidavit from company's sponsors/promoters, directors, and major shareholders affirming, under oath, that they have no overdue payment to any financial institution. (Specimen attached as Form VI).
22. Application/Declaration of CDS eligibility.
23. Copies of all material contracts and agreements relating to the public issue/offer of shares and project, if any.
24. A statement containing particulars, dates of and parties to all material contracts, agreements (including agreements for technical advice and collaboration), concessions and similar other documents except those entered into in the normal course of the company's business or intended business together with a brief description of the terms of such agreements.
25. Copies of the title deeds of land duly attested by a gazetted officer.
26. Consent Letters from the consultant to the issue, the Book Runner, where required, the underwriters, if any, the share registrar and balloter, auditor, expert and legal advisor to the issue, if any.

27. Consent Letter from Bankers to the issue/offer. The letter shall state that:
 - i. the Bank has given its consent to act as one of the Bankers to Issue/Offer;
 - ii. this consent has not been withdrawn;
 - iii. it has no objection on publication of its name in the prospectus/offer for sale document;
 - iv. the bank has undertaken that the subscription money shall be kept in a separate bank account and shall not be released to the company/the Offeror without prior written approval of the Exchange and/or until the company is formally listed.
28. Individual consent letters from all directors, CEO, CFO and secretary of the company for publishing their names in their respective capacity in the Prospectus/Offer for sale document.
29. Any other document/material/information as may be required by the Exchange for its own record or for inclusion in the prospectus/offer for sale document.
30. Payment of Listing fees and service charges at the rate as mentioned in Regulation No. 5.18. in favor of the Exchange.

Notes:

- i) Please note that copies of all the documents are certified by the company secretary/CEO.
- ii) Please note that all documents relating to regulatory authority are duly certified from the concerned Company Registration Office or concerned Regulatory Authority.

FORM I

FORM OF APPLICATION FOR LISTING A SECURITY ON A STOCK EXCHANGE UNDER REGULATION 5.2.

To:
The General Manager,
Listing Department,
Pakistan Stock Exchange Limited,
Karachi.

Dear Sir/ Madam,

1. We hereby apply for the listing of our _____ on your Stock Exchange.
(Name of company).
2. Necessary information and documents as required under Regulation 5.2.1.(b) are enclosed herewith.

Yours faithfully,

SIGNATURE & ADDRESS

Cc. to:

The SECP,
ISLAMABAD (as required under Securities Act)

FORM II

**FORM OF UNCONDITIONAL UNDERTAKING UNDER REGULATION NO. 5.3.
ON NON-JUDICIAL STAMP PAPER OF APPROPRIATE VALUE CERTIFIED BY THE OATH COMMISSIONER**

Dated: _____

The Board of Directors
Pakistan Stock Exchange Limited
KARACHI.

UNDERTAKING

We undertake, unconditionally, to abide by the Listing of Companies and Securities Regulations of the Pakistan Stock Exchange Limited, which presently are, or hereinafter may be in force.

We further undertake:

- (1) That our shares and securities shall be quoted on the Ready Delivery Contract Market and/or the Futures Counter at the discretion of the Exchange;
- (2) That the Exchange shall not be bound by our request to remove the shares or securities from the Ready Delivery Contract Market and/or the Futures Counter;
- (3) That the Exchange shall have the right, at any time to suspend or remove the said shares or securities for any reason which the Exchange considers sufficient in public interest;
- (4) That such provisions in the articles of association of our company or in any declaration or agreement relating to any other security as are or otherwise not deemed by the Exchange to be in conformity with these Regulations shall, upon being called upon by the Exchange, be amended to supersede the articles of association of our company or the nominee relating to the other securities to the extent indicated by the Exchange for purposes of amendment and we shall not raise any objection in relation to a direction by the Exchange for such amendment;
- (5) That none of the directors, sponsors and substantial shareholders of the company has been sponsor or substantial shareholder in any company, which:
 - (i) is in the Defaulters' Segment;
 - (ii) was de-listed by the Exchange due to its non-compliance of any applicable provision of these Regulations;or
 - (iii) whose TRE Certificate has been cancelled or forfeited by the Exchange, PMEX or any other registered stock exchange of Pakistan that existed prior to integration of stock exchanges pursuant to Integration Order number 01/2016 dated January 11, 2016 issued by the Commission due to non-compliance of any applicable rules, regulations, notices, procedures, guidelines etc.
- (6) That none of the sponsors, substantial shareholders, directors or management of the company as well as the company itself or its associated company/entity have been found guilty of being engaged in any fraudulent activity. The company has made full disclosure regarding any/or all cases in relation to involvement of the person named above in any alleged fraudulent activity which is pending before any Court of Law/Regulatory Body/Investigation Agency in or outside of the country; and
- (7) That our company and/or the security may be delisted by the Exchange in the event of non-compliance and breach of this undertaking.

Yours faithfully,
(Signature of Authorized Person) Common Seal of the Company

FORM III

Dated: _____

To:
The General Manager,
Listing Department,
Pakistan Stock Exchange Limited,
Stock Exchange Building,
Stock Exchange Road,
KARACHI.

UNDERTAKING

We, M/s _____ have applied for Listing of our Company on your Exchange. In case our application is approved, we hereby undertake as under:-

- (1) That we will issue shares in scripless form in the Central Depository System (CDS) within 10 working days from the date of close of public subscription.
- (2) That shares shall be directly credited through book entry into the respective CDC accounts of the allottees maintained with Central Depository Company of Pakistan Limited (CDC).

MANAGING DIRECTOR/CHIEF EXECUTIVE

FORM IV

The General Manager,
Listing Department,
Pakistan Stock Exchange Limited,
Stock Exchange Building,
Stock Exchange Road,
KARACHI.

Dear Sir/ Madam,

Re: **NO OBJECTION CERTIFICATE**

We the undersigned have entered into an Underwriting Agreement with M/s. _____
on _____. The terms of which are as follows:

- | | |
|---|---------------------|
| i) Total Number of Shares Underwritten | _____ |
| ii) Face Value | Rs. _____ per share |
| iii) Premium Value (if any) | Rs. _____ per share |
| iv) Total Value (Including Premium) | Rs. _____ per share |
| v) Amount of Underwriting | Rs. _____ |
| vi) Underwriting Commission | _____ % |
| vii) Take-up Commission | _____ % |
| viii) The Underwriting Agreement is Valid up to | _____ |

We further confirm that we have not entered into any buy back or repurchase agreement in respect of the shares underwritten with the sponsors or any other person under the said agreement.

Yours truly,

Name and Designation of the Underwriter

FORM V

Dated:

DECLARATION

We, the undersigned, hereby declare, represent and warrant pursuant to Regulation 5.2.1 (b) of PSX Regulations:

- (1) that Company complies with the governing laws and regulations of the Exchange; and
- (2) that all of the permissions, authorizations and licenses required for carrying out the business activities of our Company and all of the certificates which we are liable to hold pursuant to the laws and regulations applicable on our Company are existing;
- (3) that there does not exist any material legal disputes which may affect the production and activities of our Company; and
- (4) that loan amounting to Rs. 500,000 or more written-off by a financial institution during last five years was Rs.....

Authorised Signatories

Authorised Signatories

FORM VI

Dated: _____

AFFIDAVIT

We hereby affirm under the oath that _____, the Company, its directors, sponsors/promoters and major shareholders have no overdue payment to any financial institutions.

Authorised Signatories

Authorised Signatories