



# SECURITIES AND EXCHANGE COMMISSION OF PAKISTAN

## Adjudication Department-I

### Adjudication Division

Say No to Corruption

*Before*

**Mr. Shahzad Afzal Khan, Director/Head of Department (Adjudication-I)**

*In the matter of*

**Board of Directors of TPL Trakker Limited**

Number and date of Show Cause Notice (SCN)	2(416)SMD/Adj-1/2023-879 Dated April 04, 2023
Date of Hearing:	May 25, 2023
Present at the Hearing:	(i) Ms. Shayan Mufti, (Assistant General Counsel) (i) Mr. Nauman Saeed Khan (Manager Legal) (Authorized Representatives)

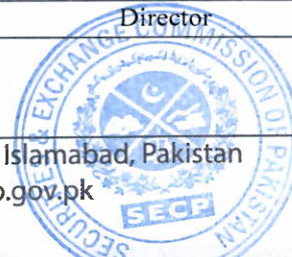
### **ORDER**

#### **UNDER SECTION 106 OF THE SECURITIES ACT, 2015**

This Order shall dispose of the proceedings initiated against Board of Directors of TPL Trakker Limited (**the Company**) through Show Cause Notice No. 2(416)SMD/Adj-1/2023-879 dated April 04, 2023 (**the SCN**) issued under Section 106 of the Securities Act, 2015 (**the Act**) on account of alleged contravention of Section 103 read of the Act read with regulation 3(4) of the Reporting and Disclosure of (Shareholding by Directors, Executive Officers and Substantial Shareholders in Listed Company) Regulations, 2015 (**the Regulations**).

2. Brief facts of the case are that the following individuals (**Collectively, referred hereunder as the Respondents**) were appointed as Directors of the Company on October 28, 2022.

S.no	Name	Status
1	Mr. Jameel Ahmed Yousaf	Director
2	Mr. Muhammad Riaz	Director
3	Mr. Jamil Akbar	Director
4	Ms. Nausheen Javaid Amjad	Director
5	Mr. Oman Askari	Director
6	Mr. Sarwar Ali Khan	Director
7	Mr. Amjad Waqar	Director
8	Brigadier (R) Muhammad Tahir Chaudhary	Director





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3. In terms of Section 103 of the Act read with regulation 3(4) of the Regulations, the Respondents were required to file Form 5 with the Commission, within 7 days of becoming the director of the Company. However, the record available with the Securities and Exchange Commission of Pakistan (the Commission) transpires that no compliance was made by any of the Respondents/Directors.

4. The relevant provisions of the law are reproduced as under:

### **Section 103 of the Act:**

#### ***"103 - Notification to the Commission of directors and others' interest***

*(1) Every director, executive officer or substantial shareholder of a listed company shall submit to the Commission in the prescribed form -*

- (a) a statement of beneficial ownership in the listed equity securities of the company or any other nature of securities as may be prescribed by the Commission;*
- (b) the particulars of any change in the interest aforesaid; and*
- (c) any change in his position.*

*(2) The reporting requirement imposed by sub-sections (1) shall be fulfilled before the expiration of a period of seven days beginning with the day on which the requirement first arises."*

### **Regulation 3(4) of the Regulations:**

#### ***"3 – Reporting of Beneficial ownership in listed equity securities under Section 101 to Section 103 of the Act ...***

*(4) The directors, executive officers and substantial shareholders of the equity securities in a listed company shall in accordance with section 103 of the Act submit statement of Beneficial ownership in Form 5 and report any subsequent change therein or position to the Commission on Form 6."*

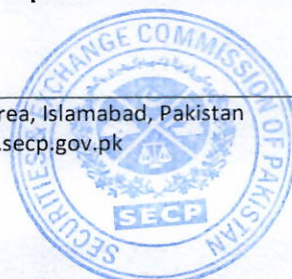
### **Section 106 of the Act:**

#### ***106. Directive by the Commission.—(1) ...***

*(2) where any person who contravenes or fails to comply with any provision of sections 101, 102, 103, 104, 105 and 107, the Commission may by order in writing direct,—*

- (a) in the case of an individual, to pay by way of penalty to the Commission such sum which may extend to five hundred thousand rupees and to a further sum which may extend to one thousand rupees per day for every day during which the default continues;"*

5. The Commission vide letter dated February 21, 2023 sought explanation from the Respondents with respect to their alleged failure to file Form 5. The Respondents responded vide letter dated March 03, 2023, which was not satisfactory as it is an explicit requirement and the responsibility of each director to file Form 5 regarding the beneficial ownership within seven days of becoming director of the Company under Section 103 of the Act read with regulation 3(4) of the Regulations. Subsequently, the record of this office shows that the afore-mentioned Respondents/Directors have filed their respective Form 5 on the following dates with delay:







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S. no.	Names	Date of appointment	Form filed on	No of Days delay
1	Mr. Jameel Ahmed Yousaf	28-Oct-22	03-Mar-23	119
2	Mr. Muhammad Riaz	28-Oct-22	01-Mar-23	117
3	Mr. Jamil Akbar	28-Oct-22	01-Mar-23	117
4	Ms. Nausheen Javaid Amjad	28-Oct-22	03-Mar-23	119
5	Mr. Oman Askari	28-Oct-22	03-Mar-23	119
6	Mr. Sarwar Ali Khan	28-Oct-22	01-Mar-23	117
7	Mr. Amjad Waqar	28-Oct-22	03-Mar-23	119
8	Brigadier (R) Muhammad Tahir Chaudhary	28-Oct-22	01-Mar-23	117

6. From the above, the Respondents, *prima facie*, have violated Section 103 of the Act read with regulation 3(4) of the Regulations which attracts applicability of the penal provision of Section 106(2)(a) of the Act. Accordingly, the Commission while taking cognizance of the aforementioned non-compliance served the SCN upon the Respondents, requiring them to submit their written reply within 14 days of the date of the SCN.

7. In response to SCN, the Respondents vide letter dated May 25, 2023 submitted their reply as under:

*"...This is with reference to the hearing in respect of the Show Cause Notice No. 2(416) SMD/Adj-I/2023-878 dated April 04, 2023 (the "Notice"). We would like to confirm that we have submitted the necessary forms through SECP's E-Services on March 03, 2023, and the same has been informed to the Commission vide our letter dated March 01, 2023.*

*Kindly be informed that TPL Trakker Limited is a constituent of the TPL group, which comprises of over 18 entities (subsidiaries and associated companies). The majority of these entities have a year-end date of June 30, which results in the regulatory compliances for all the relevant regulators, notably PSX, SECP, and CDC, being due simultaneously.*

*Notwithstanding the Company's diligent efforts to adhere to all the regulatory obligations, we, regrettably, overlooked the submission of Form 4 and Form 5 (on behalf of its Directors) within the prescribed time frame. However, we would like to highlight that that the same information has been timely filed with SECP via Form SMD-BO 246.*

*On behalf of the Directors, we express our sincere regret for the delay in fulfilling the regulatory compliances and therefore request you to please condone the aforesaid negligence. It is assured that, going forward, all relevant compliances will be adhered to in letter and in spirit."*

8. The Company was provided opportunity of personal representation and the hearing was fixed in the matter for May 25, 2023. The hearing was attended by Ms. Shayan Mufti (Assistant General Counsel) and Mr. Nauman Saeed Khan (Manager Legal) as Authorized Representatives (the





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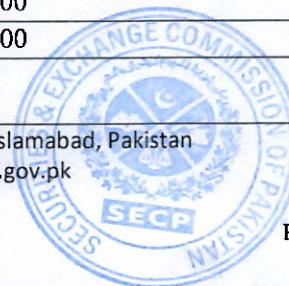
**Representatives)** on behalf of the Respondents. During the course of hearing, the Representatives were advised to explain the reasons for the alleged non-compliances, as narrated in the SCN. The Representatives reiterated the written arguments and submissions made in the written reply and admitted occurrence of delay in filing Form 5. They further submitted that the delay was unintentional; however, subsequently, Form 5 has been filed by the Respondents. The Representatives requested that a lenient view may be taken in the matter.

9. I have gone through the facts of the case and considered the submissions of the Respondents and their Representatives both written and verbal in light of the applicable provisions mentioned in the preceding paras and the available record and noted that the Respondents were required to file their returns of beneficial ownership on Forms 5 within seven (07) days of becoming director of the Company as required under Section 103 of the Act read with regulation 3(4) of the Regulations. Further, the admission made by the Respondents in late filing of the required returns on Form 5 to the Commission, is on the record. As per record of the Commission, the Respondents filed their respective Form 5 on the following dates:

S. no.	Names	Form filed on	No of Days delay
1	Mr. Jameel Ahmed Yousaf	03-Mar-23	119
2	Mr. Muhammad Riaz	01-Mar-23	117
3	Mr. Jamil Akbar	01-Mar-23	117
4	Ms. Nausheen Javaid Amjad	03-Mar-23	119
5	Mr. Oman Askari	03-Mar-23	119
6	Mr. Sarwar Ali Khan	01-Mar-23	117
7	Mr. Amjad Waqar	03-Mar-23	119
8	Brigadier (R) Muhammad Tahir Chaudhary	01-Mar-23	117

10. In view of the foregoing and the verbal submission made by the Respondents, non-compliance/contravention of the provisions Section 103 of the Act read with regulation 3(4) of the Regulations has been established and same has also been admitted by the Representatives. Therefore, in exercise of the powers conferred upon me under Section 106(2)(a) of the Act, I hereby impose a penalty of **Rs. 40,000/-** (**Pak Rupees Forty Thousand Only**) on the Respondents, in the following manner:

S. no.	Name of Director(s)	Amount of Penalty Imposed (Rs.)
1.	Mr. Jameel Ahmed Yousaf	5,000
2.	Mr. Muhammad Riaz	5,000
3.	Mr. Jamil Akbar	5,000
4.	Ms. Nausheen Javaid Amjad	5,000
5.	Mr. Oman Askari	5,000
6.	Mr. Sarwar Ali Khan	5,000
7.	Mr. Amjad Waqar	5,000







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8.	Brigadier (R) Muhammad Tahir Chaudhary	5,000
<b>Total</b>		<b>40,000</b>

11. The Respondents are directed to deposit the aforesaid penalty in the account of the Commission being maintained with the designated branches of MCB Bank Limited, within a period of thirty (30) days of the announcement of this Order, and furnish original Deposit Challan to this office.

12. This Order is issued without prejudice to any other action that the Commission may initiate against the Respondents in accordance with the law(s) on matter subsequently investigated or otherwise brought to the knowledge of the Commission.

(Shahzad Afzal Khan)  
Director\ Head of Department  
(Adjudication Department-I)



**Announced:**

May 30, 2023  
Islamabad