



SECURITIES AND EXCHANGE COMMISSION OF PAKISTAN  
*Company law Division*  
*Enforcement Department*

Before Abdul Rehman Qureshi, Commissioner (CLD)

*In the matter of*

M/s. Haji Dossa Limited

*(Under Sub-section (3) of Section 245 of the Companies Ordinance, 1984.)*

No. & date of show cause notice	EMD/Enf-II /600/2004- dated July 14, 2004
Date of hearing	November 11, 2004
Present	Mr. Muhammad Aziz Haji Dossa, Chief Executive,
Date of Order	December 15, 2004

### Order

This Order shall dispose of the proceedings initiated against the directors of M/s. Haji Dossa Limited (hereinafter referred to as the "Company") for defaults made in complying with the provisions of Sub-section (1) of Section 245 of the Companies Ordinance, 1984 (the "Ordinance").

2. The facts of this case, briefly stated, are that in terms of the provisions of Section 245 of the Ordinance, the Company was required to prepare and transmit to the members and simultaneously file with the Commission its quarterly accounts for the 1<sup>st</sup> 2<sup>nd</sup> and 3<sup>rd</sup> quarters ended November 30, 2003, February 29, 2004 and May 31, 2004 by December 31, 2003, April 30, 2004 and June 30, 2004 respectively. The Company failed to file the aforesaid accounts with the Commission within the prescribed time. Consequently, a show cause notice dated July 14, 2004 was served on the Chief Executive and directors of the Company calling upon them to explain as to why penalties as provided under Sub-section (3) of Section 245 read with Section 476 of the Ordinance may not be imposed on them for the aforesaid contravention. In response to the show cause notice, Miss Rashiqay Nissar Dossa, Mohammad Sadek Nissar Dossa and Mohammad Nissar Dossa, directors of the Company contended that the Chief Executive of the Company was looking after the matter regarding filing of quarterly accounts. The management



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of the Company prepared and circulated the quarterly accounts for the 1<sup>st</sup> 2<sup>nd</sup> and 3<sup>rd</sup> quarters to the shareholders, however, the requirement to send these accounts to the Commission could not be fulfilled due to the reason that the Company's Secretary was away for two months for performing Hajj. They also intimated that after receipt of show cause notices, the chief executive of the Company has filed the requisite accounts. They assured timely compliance in future and requested for condonation of delay in filing of the accounts with the Commission. Mr. Nissar Dossa further informed that Mrs. Munira Arif Mooraj and Mr. Hussain Mooraj, two directors of the Company are away from Pakistan for the last several months and do not reside in Pakistan any more. The reply furnished by the directors was examined but not found satisfactory.

3. In order to provide an opportunity of hearing the case was fixed for October 29, 2004. In response to the hearing notices, Mr. Muhammad Nissar Dossa, one of the directors of the Company submitted, on behalf of all the directors, vide letter dated October 18, 2004 that it was difficult and expensive for them to attend hearing at Islamabad. He requested to re-fix the matter at Karachi instead of Islamabad. To facilitate the directors, the cases were re-fixed at Karachi on November 11, 2004. On the date of hearing, Mr. Muhammad Aziz Haji Dossa, the Chief Executive of the Company appeared before me on behalf of all the directors and repeated the same arguments as were advanced by the directors in their written replies dated August 31, 2004. He also filed written explanation vide letter dated November 08, 2004, wherein, no fresh argument/justification was furnished for the defaults.

4. I have given due consideration to the contentions of the directors and found that the same do not justify the defaults in late filing of quarterly accounts. It is the duty of the directors of the Company to ensure compliance with all the statutory requirements. Accordingly, the directors of the Company are responsible for timely preparation and submission of quarterly accounts to the members of the Company as well as to the Commission. The disregard of law by the Company and its directors is also evident from the unsatisfactory past record of the Company. The Company and its directors had also defaulted in submission of the quarterly accounts, a number of times in the past but the Commission had taken a lenient view of such defaults. It appears that the directors have not taken the provisions of law seriously, which is also clear from the fact that the Company has failed to submit the accounts within the





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prescribed time limit for the subsequent quarters. The default is, therefore, considered willful and intentional.

5. In view of the foregoing, an action is necessary against the Chief Executive and directors of the Company. However, taking a lenient view of the defaults, I impose a token fine of Rs. 10,000/- (Rupees ten thousand only) for each default on the Chief Executive of the Company. The other directors of the Company are warned to ensure strict compliance with the statutory requirements in future.

6. The Chief Executive of M/s. Haji Dossa Limited is hereby directed to deposit the fine aggregating to Rs. 30,000/- (Rupees thirty thousand only) in the designated bank account maintained in the name of Securities and Exchange Commission of Pakistan with Habib Bank Limited within 30 days of the receipt of this Order and submit a copy of the receipted challan to the Commission. It should also be noted that the said penalty is imposed on the Chief Executive in his personal capacity and he is required to pay the said amount from his personal resources.

  
Abdul Rehman Qureshi  
Commissioner (CLD)

*Announced:*  
*December 15, 2004*  
**ISLAMABAD**