

**Before Ali Azeem Ikram, Director (Enforcement)**

*In the matter of*

**M/s. Redco Textiles Limited**

(Under Sub-section (4) of Section 158 of the Companies Ordinance, 1984)

No. & date of show cause notice	EMD/Enf-II/278/2004-5266-5273 dated December 07, 2005
Date of hearing	December 21, 2005
Present	No one appeared
Date of Order	December 28, 2005

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## **Order**

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This Order shall dispose of the proceedings initiated against M/s. Redco Textiles Limited (hereinafter referred to as the “Company”) and its directors for default made in complying with the provisions of Sub-section (1) of Section 158 of the Companies Ordinance, 1984 (the “Ordinance”).

2. The facts leading to this case, briefly stated, are that in terms of the provisions of Sub-section (1) of Section 158 of the Ordinance, the Company was required to hold its Annual General Meeting (the “AGM”) for the year ended June 30, 2005 on or before October 31, 2005. The Company was, however, allowed an extension of 1 month i.e. upto November 30, 2005 in the holding of aforesaid AGM. The Company failed to hold the AGM within the extended period and applied for further extension upto December 31, 2005. The request was not found cogent, therefore, the same was rejected. The failure of the Company to comply with the aforesaid mandatory requirement necessitated action against the Company and its directors in terms of Sub-section (4) of Section 158 of the Ordinance. Consequently, a show



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cause notice dated December 07, 2005 was served on the Company and its directors including the Chief Executive calling upon them to show cause as to why penalties as provided under Sub-section (4) of Section 158 read with Section 476 of the Ordinance may not be imposed on them. No response was received to the aforesaid notice.

3. In order to provide an opportunity of personal hearing the matter was fixed on December 21, 2005. However, neither anybody appeared on the date of hearing nor any written explanation was received. This leads me to believe that the Chief Executive and directors of the Company have nothing in their defence, and they are deliberately avoiding appearance in the hearing. Therefore, I proceed to adjudicate this case on its merits.

4. Before proceeding to decide this case, I consider it necessary to highlight the importance of the strict observance of the aforesaid mandatory provisions of the law. The protection of the investors/shareholders is one of the primary objectives of the Ordinance. It is investors/shareholders who provide seed for capital formation. If the interest of the investors is protected, they will save and invest more. Their interest is protected by transmission of timely, adequate and meaningful information to them. It is the annual and interim accounts, which provide information to the investors about the affairs of the companies. Annual General Meeting is a forum where the investors can freely discuss, speak and vote on important matters concerning approval of accounts, appointment of auditors, election of directors etc. It has unfortunately been noted that the directors of M/s. Redco Textiles Limited are not observing these compulsory requirements of law.

5. From the aforesaid discussion, it is clear that the directors and Chief Executive have intentionally avoided appearance before me. It is also mentioned that the Company has failed to hold the aforesaid AGM even within the extended time of 1 month i.e. upto November 30, 2005. The default, therefore, is considered willful and deliberate. In the circumstances, it can be legitimately inferred that the Chief Executive and directors have failed to protect the interest of the shareholders. The aforesaid state of affairs is a cause of great concern for the Commission. The track record of the Company with regard to filing of quarterly/half yearly



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accounts is also not satisfactory. The Company is committing defaults in filing of half yearly accounts since 2000 and in filing of quarterly accounts since 2001 for which the directors were penalized earlier also. It has been noticed that the directors have also failed to deposit the amount of most of the penalties imposed for the previous defaults. This led me to believe that the directors have no respect for the law and they have again deprived the shareholders of their statutory right to receive the annual accounts of the Company within the prescribed time limit. The responsibility for holding AGMs and preparation/circulation of annual accounts rests with the directors of the Company and they have to take appropriate action at appropriate time. Moreover, at the time of hearings held for the previous defaults under various provisions of the Ordinance, Mr. Shahid Farid Khan, FCA (the authorized representative) and Mr. Bilal A. Niazi, Company Secretary had committed that no default would occur in future. The repetition of default clearly shows that the Company is not making any serious efforts to comply with the provisions of the law. For the foregoing reasons, the default under Sub-section (1) of Section 158 of the Ordinance regarding non-holding of AGM for the year ended on June 30, 2005 even within the extended period stands established.

5. However, instead of imposing the maximum fine of Rs.50,000 on the Company and every director and a further fine of Rs.2,000 per day for the continuous default, I impose the following penalties on the Chief Executive and the directors of the Company under Sub-section (4) of Section 158 of the Ordinance:-

S. No	Name	Penalty (in Rs.)
1.	Ms. Sarah Saif-ur-Rehman Khan, Chief Executive	20,000
2.	Mr. Saif-ur-Rehman Khan, Director	20,000
3.	Mr. Mujeeb-ur-Rehman Khan, Director	20,000
4.	Mrs. Samina Asad Khan, Director	20,000
5.	Mr. Atiq-ur-Rehman Khan, Director	20,000
6.	Mrs. Taufiqā Amanullah, Director	20,000
7.	Mrs. Muneza Saif-ur-Rehman Khan, Director	20,000
	<b>Total</b>	<b>140,000</b>



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6. The Chief Executive and directors of M/s. Redco Textiles Limited are hereby directed to deposit the aforesaid fines aggregating to Rs.140,000/- (Rupees One hundred and forty thousand only) in the designated bank account maintained in the name of Securities and Exchange Commission of Pakistan with Habib Bank Limited within thirty days from the receipt of this Order and furnish receipted vouchers or pay by a DD/pay order issued in the name of Commission for information and record, failing which proceedings under the Land Revenue Act,1967 will be initiated which may result in the attachment and sale of movable and immovable property. It may also be noted that the said penalties are imposed on the Chief Executive and other directors in their personal capacity who are required to pay the said amount from their personal resources.

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**Ali Azeem Ikram**

Director (Enforcement)