



Corporate Supervision Department
Company Law Division

Before Amina Aziz – Director (CSD)

In the matter of

Din Textile Mills Limited

Number and date of SCN: CSD/ARN/278/2016-3230 dated February 16, 2016

Date of hearing: February 24, 2016 and March 4, 2016

Present for Respondent: No one appeared

Date of written replies received by the Commission: February 25, 2016 and March 1, 2016

ORDER

UNDER SECTION 495 READ WITH SECTION 476 OF THE COMPANIES ORDINANCE, 1984

This order shall dispose of the proceedings initiated against Chief Executive (the “respondent”) of Din Textile Mills Limited (the “Company”). The proceedings against the respondent were initiated through show cause notice (the “SCN”) dated February 16, 2016, issued under the provisions of section 495 read with section 476 of the Companies Ordinance, 1984 (the “Ordinance”) and S.R.O. 634(I)/2014 dated July 10, 2014 (the “SRO-I”).

2. The brief facts of the case are that the Commission through the SRO-I directed every public listed and public unlisted company to maintain a functional website with effect from August 30, 2014 and place stipulated mandatory information thereon. Furthermore, the Commission through S.R.O. 684 (I)/2015 dated July 15, 2016 (the “SRO-II”), also directed all public companies to place website link of SECP investor education portal “JamaPunji” (www.jampunji.pk) along with its logo, available on SECP’s website (www.secp.gov.pk) at a prominent place on the homepage of their website.

3. It was revealed that the Company is not maintaining standalone website but the group website includes a webpage of the Company. However, required information in accordance with SRO-I & II has not been placed on the webpage. Consequently, the SCN was issued to the respondent whereof he was called upon to show cause in writing as to why penal action may not be taken against him under sub-section (1) of section 495 of the Ordinance for not complying with the Commission’s direction given in the SRO-I & II along with fixing hearing for February 24, 2016.



SECURITIES & EXCHANGE COMMISSION OF PAKISTAN

Corporate Supervision Department Company Law Division

Continuation Sheet - I -

4. On the date of hearing, no one appeared before undersigned and the hearing was adjourned and re-fixed for March 4, 2016. The Company's letters dated nil and February 29, 2016 received by the Commission on February 25, 2016 and March 1, 2016 respectively. However, no one appeared on the dated of hearing re-fixed for March 4, 2016. The Company aforesaid replies are reproduced as under:

"Most of the required information is available on our website, but unfortunately our technical staff left the job in the last October and that is why sequential order and website link issues have not been resolved. However, during the last month our management has been able to get services of a new technical staff for handling our website and resolve all technical issues. As the new technician has joined in the second week of this month and it is hoped that all the haphazard matters in our website will be streamlined within a couple of week. Till the time we request to you to kindly extend the period for the necessary compliance and oblige. We assure you that non-compliance was not intentional in any way and in the circumstances, we earnestly request you to condone the technical lapses, which were unintentional and are being immediately streamlined. Further vide letter dated February 29, 2016 stated that all required information has been placed on our Company's website and is in the process of being arranged in the required sequence."

5. The Company's webpage was one again reviewed and the following observations are made:

S. No.	Headings of SRO-I and SRO-II	Observations
1	<u>SRO-II</u> Placement of Jamapunji Logo on Company's homepage along with access to Jamapunji portal	Jamapunji Logo on Company's homepage along with access to Jamapunji portal has been placed under heading "Investor Relations" instead of <u>homepage</u> of the Company's website.
2	Compliance Certificate	Compliance certificate has not been submitted to the Commission.

In terms of the Commission's notification SRO 1003 (I)/2015 dated October 15, 2015, the powers to adjudicate cases under the SRO-I read with section 495 of the Ordinance have been delegated to the Director (Corporate Supervision Department).

6. In accordance with SRO-I, the detailed mandatory information is required to be placed on website by a listed company under the following heads: (A) Profile of the Company, (B) Governance, (C) Investors Relations, (D) Media, (E) Election of Directors, (F) Investors Information and scanned copy of the Compliance Certificate. Furthermore, placement of Jamapunji Logo on Company's homepage along

7th Floor, NIC Building, 63-Jinnah Avenue
Islamabad, Pakistan

PABX: + 92-51-9207091-4, Fax: +92-51-9100454, 9100471, Email: webmaster@secp.gov.pk, Website: www.secp.gov.pk



SECURITIES & EXCHANGE COMMISSION OF PAKISTAN
Corporate Supervision Department
Company Law Division

Continuation Sheet - 2 -

with access to Jamapunji portal is mandatory as per SRO-II. The review of website of the Company www.dingroup.com.pk has revealed that the Company has made substantial compliance as most of the requisite information has been placed on its website. However, the deficiencies observed have been highlighted in preceding paragraph of this order.

7. I have gone through the facts of the case, provisions of the Ordinance, requirements of the SRO-I & II and written reply of the Company. I am of the view that even though there are observations as highlighted in paragraph 5 of the order, the Company has substantially complied with the requirements of SROs. Therefore, taking cognizance of the fact, I hereby conclude the proceedings initiated under section 495 (1) of the Ordinance with a warning to the respondent to be careful and ensure meticulous compliance with applicable laws and directions of the Commission within prescribed time.

Before parting with the order, I invoke the provision of section 473 of the Ordinance and direct the respondent to place the information highlighted in paragraph 5 of the order under appropriate heads and submit a compliance certificate as per SRO-I within 07 days from the date of receipt of this order. The Company is also advised to keep the website updated in future.

It may be noted that continued non-compliance with the Commission's direction may render the respondent liable for action under sub-section (2) of section 495 of the Ordinance.

Amina Aziz
Director (CSD)

Announced:
March 10, 2016
Islamabad