



Corporate Supervision Department  
Company Law Division

Before Amina Aziz – Director (CSD)

*In the matter of*

**ITC Logistics Private Limited**

Number and date of notice: EMD/242/1/148/11-892 dated May 17, 2013

**ORDER**

**UNDER SECTION 241 READ WITH SECTION 476 OF THE COMPANIES ORDINANCE, 1984**

This order shall dispose of the proceedings initiated against the directors including chief executive (the “respondents”) of **ITC Logistics Private Limited** (the “Company”). The proceedings against the respondents were initiated through show cause notice (the “SCN”) dated May 17, 2013 issued under section 241 read with section 476 of the Companies Ordinance 1984 (the “Ordinance”).

2. The brief facts of the case are that examination of annual audited financial statements of the Company for the years ended June 30, 2011 (the “Accounts”) filed under section 242 of the Ordinance revealed that the balance sheet and profit & loss accounts attached with the Accounts were signed by the Managing Director and Finance Manager of the Company instead of being signed by the Chief Executive and one director, as per requirements of section 241 of the Ordinance. Consequently, the SCN was issued to the respondents.

3. The respondents have earlier submitted that the unsigned version of draft Accounts was inadvertently submitted with the annual return to the SECP, due to clerical mistake. They also attached duly signed version of the Accounts with the reply and requested to condone the inadvertent default. Relevant provisions of section 241 of the Ordinance are produced below:

**Sub-section (1):** *Save as provided by sub-section (2), the balance-sheet and profit and loss account or income and expenditure account shall be approved by the directors and shall be signed by the chief executive and at least one director.*

**Sub-section (3):** *If a company makes default in complying with the requirement of this section, the company and every officer of the company who is knowingly and wilfully in default shall be liable to a fine not exceeding five thousand rupees.*

**SECURITIES AND EXCHANGE  
COMMISSION OF PAKISTAN**

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# SECURITIES & EXCHANGE COMMISSION OF PAKISTAN

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4. Having gone through the facts of the case and relevant provisions of the Ordinance and submissions of the respondents, it transpires that the provisions of sub-section (1) of section 241 have been contravened because the balance sheet and profit and loss accounts of the Company attached with the Accounts 2011 filed by the Company were not duly authenticated. It is important to note that the law provides a clear mode of authenticating the Accounts by those charged with the responsibility of managing and overseeing the affairs of a Company. Therefore, it is of utmost importance that the Accounts are appropriately authenticated. However, I take into account the acceptance of default by the respondents and the fact that the Company is a private company with only two shareholders who are also directors of the Company and no outsider holds any shares in the Company. Keeping in view these facts, I hereby conclude the proceedings with a warning to the respondents to be careful in future regarding compliance with applicable legal provisions.

The respondents are further directed in terms of section 473 of the Ordinance to file duly authenticated Accounts with the respective Company Registration Office.

**Amina Aziz**  
Director (CSD)

**Announced:**  
January 22, 2016  
Islamabad