



**Securities and Exchange Commission of Pakistan**  
**Company Law Division**  
**Corporatization & Compliance Department**

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*Before*  
*Commissioner (Corporatization and Compliance Department)*

*In the matter of*

***M/s. STATE PETROLEUM REFINING & PETROCHEMICAL CORPORATION  
(PRIVATE) LIMITED***

**ORDER**

**under Rule 25 of the Public Sector Companies (Corporate Governance) Rules 2013 read  
with Section 506(2) of the Companies Ordinance, 1984**

Number and date of show cause notice: No. CCD/PSC/184/2015/IAN-85/55/2016-7936 dated April 28, 2016.

Present: Mr. S. H. Abbas Zaidi, Company Secretary.

Date of Hearing: November 11, 2016

Place of Hearing: Karachi (through video conference).

This Order shall dispose of proceedings initiated against the Chief Executive of M/s. State Petroleum Refining & Petrochemical Corporation (Private) Limited (the "Company") for default made in compliance with the requirements of rule 24 of the Public Sector Companies (Corporate Governance) Rules, 2013 (the "Rules").

2. The brief facts leading to the show cause notice are that the Company, being a public sector company, was required in terms of sub-rule (1) and (2) of rule 24 of the Rules to publish, circulate and file with the Commission, a Statements of Compliance (SOC) and review report from the auditor for the years ended June 30, 2014 and June 30, 2015. However, it has failed to do so for which a show cause notice dated April 28, 2016 (the "SCN") was issued calling upon the Chief Executive of the Company to explain in writing and to appear in person or through authorized representative for hearing on June 13, 2016 to clarify the position.

3. In response to the above SCN, instead of appearing on the date fixed for hearing, the Company Secretary, vide letter dated May 18, 2016 informed that financial statements for the years ended June 30, 2014 and 2015 are still under finalization and requested to drop the proceedings. Hearing in the matter was again fixed for November 11, 2016 which was attended by the Company Secretary and reiterated the above stated position. The Company

Secretary was advised to file overdue SOC's for the years ended June 30, 2014 and 2015 till November 21, 2016, however, SOC's for the years ended June 30, 2014 and 2015 have not been filed. The Chief Executive of the Company was further advised vide this office letter dated December 29, 2016 to file the overdue SOC; however, no response has been received.

4. I have gone through the relevant provisions of the Rules, and other record of the Company and observed that sub-rule (1) of rule 24 of the Rules requires that every public sector company shall publish and circulate a SOC along-with its annual report to set out the status of its compliance with the Rules, and shall also file SOC with the Commission and the registrar concerned along-with its annual report. Further, sub-rule (2) of rule 24 of the Rules requires that the company shall ensure that SOC with the rules is reviewed and certified by the external auditors, where such compliance can be objectively verified, before its publication. I have also perused rule 25 of the Rules which provide penalty for contravention of the rules.

5. Based on the above, it is apparent that the Company and its directors have violated the mandatory requirements of rule 24 of the Rules by not filing SOC's for the years 2014 and 2015. I, therefore, in exercise of the powers conferred under rule 25 of the Rules read with section 506(2) of the Companies Ordinance, 1984, impose a fine of Rs. 50,000/- (Rupees Fifty thousand only) on the Chief Executive of the Company. The Chief Executive is, hereby, directed to deposit the amount of penalty in the Commission's account within 30 days of the receipt of this Order and furnish original receipt/challan of the same to this office for record. In case of non-payment of penalty within the specified time, the same will be recovered under the provisions of law. The Company and its directors including its Chief Executive are also directed to submit the overdue SOC's for the years 2014 and 2015.

6. This order is issued without prejudice to any other action(s) that may be initiated against the Company and its directors/officers responsible for the violations of the aforesaid provisions of the Rules and the Ordinance.

  
(Tahir Mahmood)  
Commissioner (CCD)

Announced:  
January 13, 2017