



Corporate Supervision Department
Company Law Division

Before Ms. Amina Aziz – Director (CSD)

In the matter of

Zeal Pak Cement Factory Limited

Number and date of SCN: No.CSD/ARN/129/2015-2677-83 dated February 07, 2017
Date of hearing: February 22, 2017
Authorized Respondents: Mr. Noman Maqbool, C.F.O

ORDER

**UNDER SECTION 245 READ WITH SECTION 476 OF THE COMPANIES
ORDINANCE, 1984**

This order shall dispose of the proceedings initiated against the following directors including the chief executive officer (together referred to as “respondents”) of Zeal Pak Cement Factory Limited (the “Company”):

- 1 Mr. Mazhar Ali Jatoi
- 2 Mr. Jahangir Akbar
- 3 Mr. Ashraf Ali Jatoi
- 4 Mr. Nawab Ali Jatoi
- 5 Mr. Mushtaq Ahmed Jatoi
- 6 Mr. Muhammad Moosa
- 7 Mr. Mustaq Ali Shah Bokhari
- 8 Mr. Nawab Ahmed Khanzada

The proceedings against the respondents were initiated through show cause notice (the “SCN”) dated February 07, 2017 under the provisions of section 245 read with section 476 of the Companies Ordinance, 1984 (the “Ordinance”).

2. The brief facts of the case are that the Company did not file the interim financial statements (“Quarterly Accounts”) for the following periods with the Commission, in a timely manner as per requirements of section 245 of the Ordinance:



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Quarter Ended	Due on
31-Dec-15	29-Feb-16
31-Mar-16	30-Apr-16
30-Sep-16	31-Oct-16

Consequently, the SCN was issued to the respondents whereof they were called upon to show cause in writing within fourteen days as to why penal action may not be taken against them under sub-section (3) of section 245 of the Ordinance for not filing the aforesaid Quarterly Accounts with the Commission in a timely manner, as per requirements of the law.

3. Hearing in the matter was fixed on February 22, 2017. Mr. Noman Maqbool, Chief Financial Officer of the Company appeared before the undersigned on behalf of the Company. He stated that the accounts were prepared however; the delay was on part of the auditors. He further informed that the AGM for the year 2016 was also due which was expected to be held in March 2017, the non-filed accounts will be approved in the AGM and submitted to the Commission accordingly. The Company's default is established hence, this Order.

4. Before proceeding further, it is necessary to advert to the following relevant provisions of the Ordinance.

In terms of sub-section (1) of section 245 of the Ordinance read with Commission's circular no. 9 dated March 19, 2003, all listed companies are, inter alia, required to file their quarterly accounts with the Commission within stipulated time i.e. one month from the close of first and third quarters and two months from the close of second quarter.

Sub-section (3) of section 245, inter alia, provides as under:

(3) If a company fails to comply with any of the requirements of this section, every director, including chief executive and chief accountant of the company who has knowingly by his act or omission been the cause of such default shall be liable to a fine of not exceeding one hundred thousand rupees and to a further fine of one thousand rupees for every day during which the default continues.

In terms of the Commission's notification SRO 1003 (I)/2015 dated October 15, 2015, the powers to adjudicate cases under section 245 have been delegated to the Director (Corporate Supervision Department).



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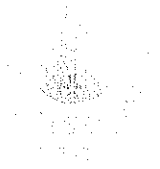
5. I have analyzed the facts of the case, relevant provisions of the Ordinance, and submissions made by the respondents. Before deciding upon on matter, I would like to highlight that the requirement to circulate interim accounts was introduced so that the shareholders could have timely access to information about the affairs of companies. Keeping in view the fact that timing of interim financial statements is of essence the disclosure and audit requirements of these accounts have been kept to a bare minimum. Interim financial statements prepared properly and in a timely manner not only provide to its users a reliable source of information regarding a company's financial position and performance but these also show the results of management's stewardship of resources entrusted to it. In order to ensure transparency, all the companies must meticulously follow the legal requirement for preparing and circulation of interim accounts. In addition to their responsibility of overseeing and managing affairs of the Company, directors also have fiduciary duties towards the Company and its shareholders. They are, therefore, liable to a higher level of accountability which requires them to be vigilant and perform their duties with care and prudence. It is directors' responsibility to oversee the functioning of the company, to keep it appropriately staffed and organized to ensure due compliance of law.

6. It is clear that the aforesaid Quarterly Accounts of the Company were not filed by the Company. It reflects a total disregard of the applicable legal framework by respondent which is not befitting for directors of a public listed company in their fiduciary capacity as caretakers of the investment of the minority shareholders. Keeping in view of the above I, hereby impose a fine of Rs. 10,000 for each quarter on each respondents aggregating to Rs. 240,000 for contravening the provision of section 245 of the Ordinance. The respondents are directed to deposit the fine in the following manner:

S. No	Names of Directors	31-Dec-15	31-Mar-16	30-Sep-16	Amount in Rs.
1	Mr. Mazhar Ali Jatoi	10,000	10,000	10,000	30,000
2	Mr. Jahangir Akbar	10,000	10,000	10,000	30,000
3	Mr. Ashraf Ali Jatoi	10,000	10,000	10,000	30,000
4	Mr. Nawab Ali Jatoi	10,000	10,000	10,000	30,000
5	Mr. Mushtaq Ahmed Jatoi	10,000	10,000	10,000	30,000
6	Mr. Muhammad Moosa	10,000	10,000	10,000	30,000
7	Mr. Mushtaq Ali Shah Bokhari	10,000	10,000	10,000	30,000
8	Mr. Nawab Ahmed Khanzada	10,000	10,000	10,000	30,000

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



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	TOTAL	80,000	80,000	80,000	240,000
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The aforesaid fines must be deposited in the designated bank account maintained with MCB Bank Limited in the name of the "Securities and Exchange Commission of Pakistan" within thirty days from the receipt of this order and receipted bank vouchers must be furnished to the Commission. In case of non-deposit of the fine, proceedings for recovery of the fines as arrears of land revenue will be initiated. It may also be noted that the aforesaid fines are imposed on the respondents in their personal capacity; therefore, they are required to pay the said amount from personal resources.

Ahina Aziz
Director (CSD)

Announced:
March 15, 2017
Islamabad