



Corporate Supervision Department
Company Law Division

Before Amina Aziz – Director (CSD)

In the matter of

Pak Leather Crafts Limited

Number and date of SCN: CSD/ARN/88/2015- dated April 20, 2016
Date of hearing: May 27, 2016
Present for Respondent: Mr. Talat, Aftab, Legal & Corporate Consultant
(Authorized Representative)

ORDER

**Under Section 495 Read with Section 476 of the Companies Ordinance, 1984 And
SRO 634 (I)/2014 Dated July 10, 2014**

This order shall dispose of the proceedings initiated against Chief Executive (the “respondent”) of Pak Leather Crafts Limited (the “Company”). The proceedings against the respondent were initiated through show cause notice (the “SCN”) dated April 20, 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”) and SRO 1222 (I)/2015 dated December 10, 2015 (the “SRO-III”) 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 and maintain the website in English language along with Urdu language respectively.

3. Review of the Company’s website at address www.pakleather.com revealed that the Company has not maintained its functional website in accordance with the Commission’s directions given through SROs-I, II & III and Circular No. 43 of 2015. 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 directions given through SROs-I, II & III and Circular No. 43 of 2015 and hearing in the matter was also fixed for May 3, 2016. The Company vide its letter dated April 28, 2016 requested to extend time till May 27, 2016 to respond to the SCN due to under staffing currently. The Company further stated that in the extended time doing their best to fulfill other SECP’s requirements in a timely manner. Therefore, considering the request of the Company, hearing was re-fixed for May 27, 2016.

4. On the date of hearing, Mr. Talat Aftab (the “Authorized Representative”) appeared before the undersigned and he was questioned about the maintenance of website and placement of mandatory information as



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per directions given by the Commission through SROs mentioned above. He while accepting the default intimated that necessary work for maintenance of website of the Company and placement of mandatory information as per directions given by the Commission through SROs-I, II & III and Circular No. 43 of 2015 is in progress and he requested one month time to complete the said job by the Company. He also assured that the requisite information shall be placed in all respect on the Company's website within the time requested above.

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

In terms of the Commission's SRO-I issued in pursuance of powers conferred by section 506 B of the Ordinance, listed companies have been directed to maintain a functional website and provide mandatory information including placement of quarterly and annual accounts and specific information relating to: (A) profile of the company, (B) governance, (C) investors relations, (D) media, (E) election of directors, (F) investors information. The aforesaid notification, inter alia, requires listed companies to place on their website:

- *Latest annual accounts at least twenty one days before holding of the annual general meeting ("AGM") and annual accounts and reports adopted by shareholders within seven days after the AGM; and*
- *Interim accounts i.e. latest available quarterly accounts as well as accounts for the last three quarters.*

Moreover, SRO-II and SRO-III requires that all public companies in addition to the information required to be place on website in pursuance of SRO-I, shall 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 and to maintain a functional website in English language along with Urdu language respectively.

The SRO-I further provides that where a company does not comply or makes default in compliance with the requirements of the notification, every officer of the company and every other person responsible for non-compliance shall be punished in accordance with provisions of section 495 of the Ordinance.

Sub-section (1) of section 495 of the Ordinance states that where any directive is given or order is issued by the Court, the officer, the Commission, the registrar or the Federal Government under any provision of this Ordinance, non-compliance thereof within the period specified in such direction or order shall render every officer of the company or other person responsible for non-compliance thereof punishable, in addition to any other liability, with fine not exceeding fifty thousand rupees and, in the case of a continuing non-compliance, to a further fine not exceeding two thousand rupees for every day after the first during which such non-compliance continues.

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).

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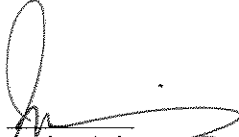
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6. I have gone through the facts of the case, provisions of the Ordinance, requirements of the aforesaid SROs and arguments and assurance of the authorized representative during the course of hearing to update the Company's website within next 30 days i.e. within one month time. I am of the view that the default committed by the Company has been established and accepted by the authorized representative as the Company has not comply with the Commission's directions given through the aforementioned SRO-I, II & III and circular 43 of 2015 for maintenance of the Company's functional website within the prescribed timeline. Therefore, taking cognizance of the fact, I hereby conclude the proceedings initiated under section 495 (1) of the Ordinance read with section 476 of the Ordinance and SRO-I, impose a fine of Rs20,000 on the respondent.

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 furnish receipted bank voucher 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 fine is imposed on the respondent in his personal capacity; therefore, he is required to pay the said amount from his personal resources.

7. Before parting with the order, I invoke the provisions of section 473 of the Ordinance and direct the Company and respondent to display/place all the relevant information on Company's website by following the sequential order of information under appropriate heads as provided in the SRO-I read with Circular 43 of 2015 and **submit a compliance certificate** as per paragraph 6 of the aforesaid SRO by June 26, 2016. The Company is also advised to keep the website updated in future.

8. 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:
May 31, 2016
Islamabad