



Securities and Exchange Commission of Pakistan
Specialized Companies Division
(Modaraba Wing)

No. SC/M/RW/BRRGM/2013-

April 9, 2013

Mr. Ayaz Dawood,
Chief Executive,
B.R.R. Investments (Pvt.) Limited,
Managers of B.R.R. Guardian Modaraba,
1500-A, Saima Trade Towers, I. I. Chundrigar Road,
Karachi-74000

Fax: 021 32271912

Directions under section 18A of the Modaraba Companies and Modaraba (Floatation and Control) Ordinance, 1980 to BRR Investment (Pvt.) Limited in the matter of BRR Guardian Modaraba

It has come to my notice that the title of one of the property belonging to BRR Guardian Modaraba ("the Modaraba"), situated at 15th Floor, (18 offices A-1501 to A-1518), Saima Trade Tower "A", I. I. Chundrigar Road, Karachi was conveyed/transferred by the management of the Modaraba to one of its associated company namely First Dawood Investment Bank Limited ("FDIBL") without receiving any consideration on the date of execution of conveyance deed. Subsequently, against the sale consideration, receivables of the associated company ("FDIBL") (mainly non-performing) were accepted instead of cash, with a malafide intention to provide undue benefit to FDIBL and its directors to facilitate the repayment of loan of FDIBL towards Habib Bank Limited.

2. In view of the above, I am satisfied that the affairs of the Modaraba are being conducted in a manner detrimental to the interest of holders of Modaraba certificates and there are sufficient reasons to apprehend that further assets are also transferred without receiving any consideration. Therefore, it is necessary and expedient to prevent the affairs of the Modaraba from being conducted in a manner detrimental to the interest of modaraba certificates.

3. Now, therefore, in order to protect the interest of the Modaraba, its certificate holders and to safeguard its assets, I, in exercise of the powers conferred under section 18A of the Modaraba Companies and Modaraba (Floatation and Control) Ordinance, 1984 hereby direct

BRR Investment (Pvt.) Limited, its Chief Executive, directors and all the officers of the company as well as the Modaraba not to sell, convey, transfer, mortgage, encumber, alienate or create any 3rd party interest in respect of any asset of BRR Guardian Modaraba valuing Rs.1.00 million and above without my approval.

4. The Modaraba Company is also directed that it shall not provide any finance, facility or accommodation of any kind directly or indirectly to the associated concern of the Modaraba or the Modaraba Company or its chief executive or to any of its directors or to individuals, firms or companies in which it or any of directors is interested as partner, director or guarantor, as the case may be, its major shareholders, including their spouses, parents, and children or to firms and companies in which they are interested as partners, directors or major shareholders of that concern.

5. Nothing in these directions shall be deemed to prejudice the operation of any provision of the Modaraba Ordinance providing for prosecution of the Chief Executive, Directors and Officers of modaraba company or modaraba and imposition of penalties on them under Sections 31 or 32 of the Modaraba Ordinance in respect of any default or omission or violation of the Modaraba Ordinance, the Modaraba Companies and Modaraba Rules, 1981, Prudential Regulations for Modarabas and the Companies Ordinance 1984, committed by them.

6. The Modaraba Company shall strictly comply with the aforementioned directions with immediate effect and until further orders.

(Jawed Hussain)
Registrar
Modaraba Companies and Modaraba

cc:

The Board of Directors of BRR Investment (Pvt.) Limited.