



# SECURITIES AND EXCHANGE COMMISSION OF PAKISTAN

Before the Director/HOD (MSCID)

In the matter of Show Cause Notice issued under Section 224(4) of the Companies Ordinance, 1984 to Mrs. Farhat Jehan, Director of J.K. Spinning Mills Limited

*Date of Hearing:* May 24, 2012

*Present at Hearing:*

*Representing the Respondent:* Syed Hussain Mansoor Naqvi,  
Company Secretary,  
J.K. Spinning Mills Limited

*Assisting the Director/HOD (MSCID):* Mr. Muhammad Farooq,  
Joint Director (SMD)

## Order

This order will dispose of the proceedings initiated under Section 224(4) of the Companies Ordinance, 1984 (“**Ordinance**”) by the Securities and Exchange Commission of Pakistan (“**Commission**”) through Show Cause Notice No. S.M(B.O)C.O.222/4(4346)2002 dated 10/05/2012 (“**Notice**”) issued to Mrs. Farhat Jehan (“**Respondent**”), Director of J.K. Spinning Mills Limited (“**Issuer Company**”).

2. The facts of the matter leading up to aforesaid Notice are that the Issuer Company is a public listed company and the Respondent being its Director was required to file return of change in her beneficial ownership on Form 32, within the period stipulated under Section 222 of the Ordinance. However, she failed to discharge the said obligation which attracts penal provisions contained in Section 224(4) of the Ordinance.

3. Section 222(2)(c) of the Ordinance stipulates the period within which the Form 32 is required to be submitted. For convenience, the provisions of the said Section are reproduced hereunder:-

*“where there is any change in the position or interest as aforesaid including a change in the beneficial ownership of any equity, security, within fifteen days of such change”*

4. It is worth mentioning that in order to provide an opportunity to directors/beneficial owners of listed companies to file their over due returns of beneficial ownership without facing penal action, the Commission through Notices dated 07/09/2009 and 21/09/2010 asked them to file their returns of beneficial ownership with Head Office of the Commission by 31/10/2009 and 31/10/2010 respectively and to ensure timely compliance of Section 222 of the Ordinance in future. The aforesaid Notices were sent to all listed companies and were also disseminated through stock exchanges and print media.



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5. On account of scrutiny of record of this office, it was observed that the Respondent has failed to file return of change in beneficial ownership on Form 32. The Respondent was, therefore, asked vide letter dated 03/02/2012 to file return of beneficial ownership on Form 32 alongwith reasons for non-filing of the same, within the period stipulated in Section 222 of the Ordinance.

6. In response to the aforesaid letter, the Respondent filed three Form 32, with this Commission, for the following changes in beneficial ownership:-

Sr. No.	Date	Nature	No. of Shares	Return Received on	Delay in Days
1	17/06/2010	Shares acquired against conversion of loan.	999,000	17/02/2012	595
2	20/09/2010	Bonus	74,450	17/02/2012	500
3	10/12/2011	Shares acquired due to merger	7,855,930	13/02/2012	50

The aforesaid changes in shareholding have been reported to the Commission with delay ranges from 595 days to 50 days, in contravention of Section 222(2)(c) of the Ordinance. The said contraventions attract penal provisions of Section 224(4) of the Ordinance, which provides as under:-

*“Whoever knowingly and wilfully contravenes or otherwise fails to comply with any provision of section 222, section 223 or section 224 shall be liable to a fine which may extend to thirty thousand rupees and in the case of a continuing contravention, non-compliance or default to a further fine which may extend to one thousand rupees for every day after the first during which such contravention, non-compliance or default continues”*

7. The Commission took cognizance of the aforesaid default and issued Notice to the Respondent under Section 224(4) of the Ordinance, calling upon her to explain through written reply alongwith documentary evidence, if any as to why action may not be taken against her pursuant to Section 224(4) of the Ordinance, for aforesaid contravention of Section 222(2)(c) of the Ordinance.

8. In order to provide an opportunity of being heard in person, hearing in the matter was fixed for 24/05/2012 at the Commission’s Head Office, Islamabad. On the given date, Syed Hussain Mansoor Naqvi (“**Authorized Representative**”) Company Secretary of J.K. Spinning Mills Limited appeared before me on behalf of the Respondent and submitted written reply to the Notice. The submissions made on behalf of the Respondent in writing as well as verbally by the Authorized Representative during the course of hearing be summarized as under:-



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- a) *The Respondent is holding physical shares and did not trade in the shares in the open market.*
- b) *Right issue was made under the permission of the Commission to convert the loan of the Respondent into shares.*
- c) *The Respondent filed Form 32 for acquisition of right shares with the Commission and Registrar. However, Form 32 for receipt of bonus shares and shares allotted under merger scheme were filed only with the Registrar, but due to oversight the same could not be filed with Head office of the Commission.*
- d) *The delay in submission of the return of beneficial ownership was not willful.*
- e) *The Authorized Representative ensured that the Respondent will comply with the requirement of Section 222 of the Ordinance within the prescribed time period in future.*

9. I have considered the written submissions made on behalf of the Respondent as well as the verbal arguments advanced by the Authorized Representative during the course of personal hearing. The Respondent has admitted the default of late filing of the returns of beneficial ownership with the contention that said default was not committed willfully and knowingly. The Respondent has assured for timely filing of the returns of beneficial ownership in future and requested to condone the default in question. In order to arrive at conclusion, I have also reviewed the available record which reveals that the Respondent has earlier filed the returns of beneficial ownership regularly. The record further signifies that the Respondent has filed the return promptly on receipt of letter from the Commission. Considering the arguments advanced on behalf of the Respondent, I intend to agree with the contention of the Respondent and of the view that the late filing of the under reference returns of beneficial ownership may not be willful. Therefore, a lenient view of the matter has been taken and the Respondent is hereby strictly warned to ensure timely compliance of Section 222 of the Ordinance in future.

10. This order is issued without prejudice to any other action that the Commission/Registrar may initiate against the Respondent in accordance with the law on matter subsequently investigated or brought to the Notice of the Commission.

Islamabad.  
Announced on June 25, 2012



  
(Imran Inayat Butt)  
Director HOD (MSCID)