



Securities and Exchange Commission of Pakistan
Securities Market Division
Policy, Regulation and Development Department

No. SMD/PRDD/Comp/(58)/2021/30

March 21, 2024

The Director
Chenab Limited
Faisalabad - 38000.

Subject: **REQUEST FOR GRANT OF ANOTHER EXTENSION FOR HOLDING OVERDUE AGM UNDER SECTION 147 OF THE COMPANIES ACT 2017 FOR THE YEAR ENDED JUNE 30, 2023**

Dear Sir,

This is in reference to the application dated March 14, 2024 on the subject matter received from Chenab Limited (the "Company") wherein the Company has again sought direction of the Commission for holding of its Annual General Meeting ("AGM") and laying accounts therein for the year ended June 30, 2023 under Section 147 of the Companies Act, 2017 (the "Act").

2. In this respect, attention of the Company is invited to Circular No. 7/2024 dated March 7, 2024 (copy attached) in terms thereof an application under Section 147 of the Act shall not be entertained by the Commission if such application has been filed by or on behalf of the company as the Company cannot seek direction against itself. In view thereof, the request of the company cannot be acceded to and is hereby disposed of.

3. This letter is issued with the approval of competent authority and without prejudice to any action that the commission may initiate for non-compliance of any requirements of the Act.

Regards,

Hassan Akbar Sharifzada
Assistant Director



SECURITIES AND EXCHANGE COMMISSION OF PAKISTAN

Licensing & Registration Division

Corporate Registry Department

No. LRD/CRD/PR(11)/2017- 1089

March 7, 2024

CIRCULAR NO. 07 / 2024

Subject: Circular u/s 147 read with section 510 of the Companies Act 2017

According to the provisions of section 147 of the Companies Act, 2017 (the Act), the Securities and Exchange of Commission of Pakistan ("the Commission") is empowered to direct holding of overdue general meetings on its own motion or on application of any director or member of the Company. Section 147 of the Act, is reproduced below for ease of reference:

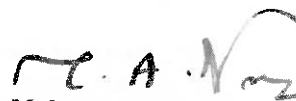
"147. Power of Commission to call meetings.—(1) If default is made in holding the statutory meeting, annual general meeting or any extraordinary general meeting in accordance with sections 131, 132 or 133, as the case may be, the Commission may, notwithstanding anything contained in this Act or in the articles of the company, either of its own motion or on the application of any director or member of the company, call, or direct the calling of, the said meeting of the company in such manner as the Commission may think fit, and give such ancillary or consequential directions as the Commission thinks expedient in relation to the calling, holding and conducting of the meeting and preparation of any document required with respect to the meeting...."

2. It is evident from section 147 of the Act that the spirit of the provision is to empower directors or members to compel the company to hold its overdue general meetings with the intervention of the Commission. Moreover, this provision has provided an alternative remedy when the normal machinery of the company management has failed.

3. In view of the above, it is hereby clarified that:

- (i) Application under section 147 of the Act shall not be entertained by the Commission if such application has been filed by or on behalf of the company as the company cannot seek direction against itself.
- (ii) Application under section 147 of the Act may be filed by aggrieved member/director in his individual capacity.
- (iii) Application u/s 147 by the aggrieved member/director must be substantiated with proper justification and detail of grievance along with relevant documentary evidence i.e. correspondence exchanged with the company for holding of the general meeting.

- (iv) The holding of a general meeting as a consequence of direction issued by the Commission under section 147 of the Act shall not absolve the persons responsible for the omission to hold general meeting from the consequences of the default.
- (v) The legislative intent behind the provisions of section 147 of the Act is to bring the defaulter company within compliance of the regulatory ambit. Therefore, it is clarified that in case the defaulter company has held its overdue meeting without invocation of the provisions of section 147 of the Act. such meeting would be considered as a valid meeting, if held in accordance with relevant provisions of the law.
4. This direction is being issued pursuant to the powers vested with the Commission under section 510 of the Act.


Muhammad Anas Noman
Additional Registrar

Distribution:

1. The Chief Executive Officers of all Companies.
2. The Institute of Chartered Accountants of Pakistan, Karachi.
3. The Institute of Cost & Management Accountants of Pakistan, Karachi.
4. The Institute of Corporate Secretaries of Pakistan, Karachi.
5. Federation of Pakistan Chambers of Commerce and Industry, Karachi.
6. Overseas Investors Chamber of Commerce & Industry, Karachi.
7. All Company Registration Offices.
8. Official website for information.
9. Office copy.

Ref.No.CL/030/24
Dated:14-03-2024

Mr. Sanaullah Jatoi,
Assistant Director,
Securities & Exchange Commission of Pakistan,
Securities Market Division,
Policy, Regulation and Development Department
NIC Building, 63-Jinnah Avenue, Blue Area,
Islamabad

Dear Sir,

SUBJECT: REQUEST FOR GRANT OF ANOTHER EXTENSION FOR HOLDING OVERDUE AGM U/S 147 OF THE COMPANIES ACT 2017 FOR THE YEAR 2023

Earlier we were granted permission from your good Office on the subject vide letter No: SMD/PRDD/Comp/(58)/2021/109 dated December 12,2023 for holding overdue AGM for the year 2023 upto March 15, 2024. This was subject to the completion of Audit by January 31, 2024 by the Auditors vide their letter AHLN/Fsd/0394/2023 dated November 15, 2023 copy attached.

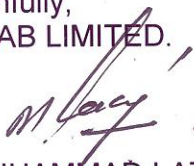
Contrary to the above, the Audited Accounts for the year 2023 duly initiated by the partner are now available to us.

In the circumstances the management has planned to hold AGM after Board's meeting some time in April 2024. We therefore would request you to please grant us extension for holding requisite AGM up till April 15, 2024. Necessary challan of fee for the purpose stood already deposited, however, Affidavit of the under signed is again submitted.

Kindly accord permission.

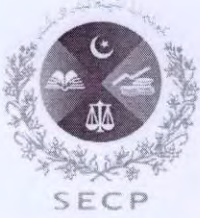
Thanking you.

Yours faithfully,
for CHENAB LIMITED.



(MIAN MUHAMMAD LATIF)
DIRECTOR

Encls: As above.



Securities and Exchange Commission of Pakistan
Securities Market Division
Policy, Regulation and Development Department

No. SMD/PRDD/Comp/ (58)/2021/109

December 12, 2023

The Director

Chenab Limited,
Faisalabad - 38000.

Subject: **PERMISSION FOR HOLDING OVERDUE ANNUAL GENERAL MEETINGS FOR THE YEARS ENDED JUNE 30, 2022 AND JUNE 30, 2023 U/S 147 OF THE COMPANIES ACT, 2017**

Dear Sir,

Reference is made to the applications of M/s. Chenab Limited (the 'Company') on the above-noted subject received vide letters dated November 16, 2023 wherein, the Company has sought directions of the Commission for holding its overdue Annual General Meetings ('AGM') and laying annual audited accounts therein for the years ended June 30, 2022 and June 30, 2023 up to January 15, 2024 and March 15, 2024, respectively, u/s. 147 of the Companies Act, 2017 (the 'Act').

2. In this connection, as mentioned in your letters that the audit of Annual Accounts for the year ended June 30, 2022 is expected to be completed by November 30, 2023 while the audit of Annual Accounts for the year 2023 is expected to be completed by January 31, 2024 and accordingly, the Company has planned and proceeded to hold the AGMs for the said financial years by January 15, 2024 and March 15, 2024 respectively, the directions u/s 147 of the Act are not needed and the applications are disposed of.

3. Further, it is clarified that the holding of AGM, as mandated by section 132 of the Act, is a compulsory requirement under the Act and has to be held at the earliest, if already delayed; and in the absence of any direction issued by the Commission u/s. 147 of the Act, proceedings of the AGM conducted by the Company will not be deemed invalid but considered to be not held within due time as per section 132 of the Act.

4. This letter is issued with the approval of competent authority and is without prejudice to any action that the Commission may initiate for non-compliance of any requirements of the Act.

Regards,

Sanaullah Jatoi
Assistant Director

RSM

RSM Avais Hyder Liaquat Nauman
Chartered Accountants

478-D, Peoples Colony No. 1
Faisalabad – Pakistan

T: +92 (41) 854 1165, 854 1965
F: +92 (41) 854 2765

www.rsm-pakistan.pk

AHLN/Fsd/0394/2023
November 15, 2023

The Chief Financial Officer,
Chenab Limited,
Faisalabad

Dear Sir,

**AUDIT OF FINANCIAL STATEMENTS
FOR THE YEAR ENDED JUNE 30, 2023**

Reference your letter No. Ref: No. CL/236/23 dated 14-11-2023. We confirm that the audit of above year of M/s. Chenab Limited is in process and expected to be completed in January 31, 2024.

Sincerely,

RSM Avais Hyder Liaquat Nauman
RSM AVAIS HYDER LIAQUAT NAUMAN
CHARTERED ACCOUNTANTS

THE POWER OF BEING UNDERSTOOD
AUDIT | TAX | CONSULTING

Other Offices at:
Lahore : 92 (42) 358 72731-3
Karachi : 92 (21) 356 55975-6
Islamabad : 92 (51) 211 4096-8
Rawalpindi : 92 (51) 519 3135
Quetta : 92 (81) 282 9809
Peshawar : 92 (91) 527 8310-527 7205
Kabul : 93 (799) 058155

RSM Avais Hyder Liaquat Nauman is a related entity to the RSM network and trades as RSM. Each related entity of the RSM network is an independent accounting and consulting firm which practices in its own right. The RSM network is not itself a separate legal entity in any jurisdiction.

E-STAMP



ID: PB-FSD-A12E5A6E5A3E6A5E
Type: Low Denomination
Amount: Rs 300/-



Scan for online verification

Description: AFFIDAVIT -4
Applicant: MIAN MUHAMMAD LATIF [33100-0609997-1]
S/O: MUHAMMAD SALEEM
Agent: Self
Address: FSD
Issue Date: 11-Mar-2024 3:07:34 PM
Delisted On/Validity: 18-Mar-2024
Amount in Words: Three Hundred Rupees Only
Reason: AFFIDAVIT FOR SECP
Vender information: Syed Adeel Hamid | PB-FSD-80 | District Courts



نوٹ: یہ ٹرانزیکشن تاریخ اجرا سے سات دنوں تک کے لیے قابل استعمال ہے۔ ای اسٹامپ کی تصدیق بذریعہ ویب سائٹ کیوار کوڈ یا ایس ایم ایس سے کی جاسکتی ہے۔

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AFFIDAVIT

I, Mian Muhammad Latif s/o Muhammad Saleem, Director of the Chenab Limited, Nishatabad, Faisalabad do hereby solemnly and sincerely state as under:-

1. That I am the deponent of the affidavit and fully conversant with the facts of the case.
2. That the information furnished in the enclosed letter No.CL/030/24 dated 14-03-2024 for holding overdue Annual General Meeting of the Company for the year ended June 30, 2023 is true and correct to the best of my knowledge and belief.

Dated: March 14, 2024

DEPONENT

