



SECURITIES AND EXCHANGE COMMISSION OF PAKISTAN

Adjudication Department- I

Adjudication Division

Co, Sec
28/02'

Through Courier

February 26, 2025

No. Adj.I/ARN/66/2025 -961

Sr. #	Names	Address
1.	Saudi Pak Consultancy Limited, the Company	Saudi Pak Consultancy Limited
2.	Syed Najmul Hasnain Kazmi, Director/ Chairman	6 th Floor Lakson Square, Building
3.	Mr. Niaz Ahmed Khan, Director/CEO	# 1, Sarwar Shaheed Road,
4.	Mr. Muhammad Waqar, Director	Saddar
5.	Mr. Muhammad Naeem Khan, Director	Karachi

Subject: SHOW CAUSE NOTICE UNDER SECTION 154(1) OF THE COMPANIES ACT, 2017 AND REGULATION 7 OF THE LISTED COMPANIES (CODE OF CORPORATE GOVERNANCE) REGULATIONS, 2019 READ WITH SECTIONS 169 AND 512 OF THE ACT

WHEREAS, the Securities and Exchange Commission of Pakistan ("the Commission") in terms of provisions of Section 154(1) of the Companies Act, 2017, ("the Act"), requires that the listed companies shall not have less than seven directors in their Board.

2. **AND WHEREAS**, Regulation 7 of the Listed Companies (Code of Corporate Governance) Regulations, 2019 ("the Regulations") read with the proviso of Section 154(1) of the Act, requires the Board of listed companies to have at least one female director.

3. **AND WHEREAS**, the non-compliance with the aforementioned provisions attract penal provisions provided under Section 512 and Section 169 of the Act read with Regulation 37 of the Regulations, which provides that:

The Regulations:

37. Penalty.- *Whoever fails or refused to comply with, or contravenes regulation 3, 6, 7, 8, 27, 32, 33 and 36 of these Regulations, shall be punishable with penalty as provided under sub-section (2) of section 512 of the Act.*

The Act:

169. Penalties.- *Whoever contravenes or fails to comply with any of the provisions of sections 154 to 168 or is a party to the contravention of the said provisions shall be liable to a penalty of level 2 on the standard scale and may also be debarred by the authority which imposes penalty from becoming or continuing a director of the company for a period not exceeding three years*

"512. (2) *Any regulation made under sub-section (1) may provide that a contravention thereof shall be punishable with a penalty which may extend to five million rupees and, where the contravention is a continuing one, with a further penalty which may extend to one hundred thousand rupees for every day after the first during which such contravention continues."*

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4. **AND WHEREAS**, upon reviewing the Annual Report of Saudi Pak Consultancy Limited (the "Company") for the year ended June 30, 2024, it has been observed that the Company has only four directors therefore, falling short of seven directors in contravention of Section 154(1)(d) of the Act.

5. **AND WHEREAS**, the Company has no female director on its board in contravention of proviso of Section 154(1)(d) of the Act read with Regulation 7 of the Regulations.

6. **AND WHEREAS**, the Commission vide letter dated January 16, 2025 sought clarification from the Company. The Company vide letter dated February 03, 2025, *inter alia*, submitted that:

In the last elections held on December 03, 2021, seven directors were elected including female directors, out of which three (including female director) were nominee directors of the parent company, i.e. Saudi Pak Industrial and Agricultural Investment Company Limited (SAPICO). While the remaining four were independent directors. Subsequently, three directors retired from their respective parent organization and resigned from the Company's Board effective September 07, 2022. The Company's submission is that this resignation reduced the Board's strength from seven to four. The Company further contended that an EOGM was convened on April 12, 2024 where in the principal line of business was shifted from leasing to consultancy and also the Company name was changed, therefore the winding up proceedings were withdrawn by the Commission. The Company further contended that the Board through meeting dated December 13, 2024 decided to defer the election of directors for 90 days and informed the Commission regarding this through letter dated December 24, 2024.

7. **AND WHEREAS**, the Company has been unable to provide any plausible justification to substantiate its efforts to make good the default with respect to number of directors and also induction of at least one female director.

8. **AND WHEREAS**, the aforesaid contraventions indicate that the Company and its Directors, *prima facie*, contravened with the requirements of Section 154(1)(d) of the Act read with the Regulation 7 of the Regulations.

9. **NOW THEREFORE**, the Company, its Board of Directors including the CEO are called upon to show cause in writing **within fourteen (14) days of the date of this Show Cause Notice (the "SCN")** as to why penalty may not be imposed on it for contravening the aforesaid provisions of the law.

10. In case you intend to avail the opportunity to be heard by appearing in person or through an Authorized Representative to clarify your position, you may inform the undersigned in writing along with your reply to this SCN.

11. In the event you wish to be represented by a Representative, please ensure that the authorizing instrument i.e. power of attorney, in original, is submitted along with your reply to this SCN.

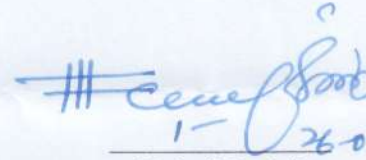
12. All the documents submitted by you in support of your reply must be duly authenticated i.e. signed and stamped as "Certified True Copy" by an officer authorized to do so.

13. Please note that you will be liable under the law for concealment of any evidence or misstatement made in response to this SCN.

Handwritten signature and date:
26-02-2025

14. Please note that this SCN is being issued without prejudice to any other action which may be taken or warranted for the aforesaid or any other default under any provision of the law.

15. Receipt of this SCN may please be acknowledged through email at adj.licensedentities@secp.gov.pk.


1-26-02-2025

(Sohail Qadri)
Director/ HOD
Adjudication Department-I





SECURITIES AND EXCHANGE COMMISSION OF PAKISTAN

Adjudication Department- I

Adjudication Division

Co. Sec
2-872

Through Courier

February 26, 2025

No. Adj.I/ARN/66/2025 - 962

Sr. #	Names	Address
1.	Syed Najmul Hasnain Kazmi, Director/ Chairman	Saudi Pak Consultancy Limited 6 th Floor Lakson Square, Building # 1, Sarwar Shaheed Road, Saddar <u>Karachi</u>
2.	Mr. Niaz Ahmed Khan, Director/CEO	
3.	Mr. Muhammad Waqar, Director	
4.	Mr. Muhammad Naeem Khan, Director	

Subject: SHOW CAUSE NOTICE UNDER SECTION 510 THE COMPANIES ACT, 2017
READ WITH CIRCULAR No. 10 of 2024 DATED APRIL 17, 2024

WHEREAS, the Securities and Exchange Commission of Pakistan ("the Commission") vide Circular No. 10 of 2024 ("the Circular") dated April 17, 2024, directed the board of directors of the listed companies to prepare and include, in the annual report for financial year ending on or after June 30, 2024, a statement on gender pay gap and also make it available on their website.

2. **AND WHEREAS**, upon reviewing the Annual Report of Saudi Pak Consultancy Limited (the "Company") for the year ended June 30, 2024, it has been observed that the Company has *prima-facie* failed to include gender pay-gap disclosure in the same, while also failing to make this available on the Company's website as per requirement of the provisions of the Circular.

3. **AND WHEREAS**, the Commission vide letter dated January 16, 2025 sought clarification from the Company with regards to the alleged non-compliance. The Company in its response vide letter dated February 03, 2025, contended that due to oversight, the disclosure required under the Circular was inadvertently omitted from the Annual Accounts, however, as soon as the Company became aware of this requirement the necessary information was disclosed on its website.

4. **AND WHEREAS**, in view of the above it is revealed, that the Company and its Directors, *prima facie*, contravened with the requirements of the Circular, which attract penal actions in terms of sub-section (2) of Section 510 of the Companies Act, 2017, ("the Act"). The relevant provisions of the Act are hereunder:

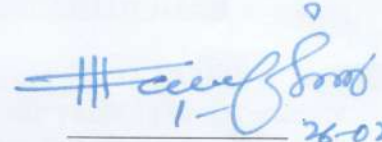
"510. Power to issue directives, circulars, guidelines.—(1) The Commission may issue such directives, prudential requirements, codes, guidelines, circulars or notifications as are necessary to carry out the purposes of this Act and the rules and regulations made under this Act.

(2) Any person, who obstructs or contravenes or does not comply with any directive, prudential requirements, codes, circulars or notifications, given under this section shall be liable to a penalty of level 3 on the standard scale."

5. **NOW THEREFORE**, the Board of Directors including the CEO are called upon to show cause in writing **within fourteen (14) days of the date of this Show Cause Notice (the "SCN")** as to why penalty may not be imposed on it for contravening the aforesaid provisions of the law.

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6. In case you intend to avail the opportunity to be heard by appearing in person or through an Authorized Representative to clarify your position, you may inform the undersigned in writing along with your reply to this SCN.
7. In the event you wish to be represented by a Representative, please ensure that the authorizing instrument i.e. power of attorney, in original, is submitted along with your reply to this SCN.
8. All the documents submitted by you in support of your reply must be duly authenticated i.e. signed and stamped as "Certified True Copy" by an officer authorized to do so.
9. Please note that you will be liable under the law for concealment of any evidence or misstatement made in response to this SCN.
10. Please note that this SCN is being issued without prejudice to any other action which may be taken or warranted for the aforesaid or any other default under any provision of the law.
11. Receipt of this SCN may please be acknowledged through email at adj.licensedentities@secp.gov.pk.


26-02-2025
(Sohail Qadri)
Director/ HOD
Adjudication Department-I

