



LISTED COMPANIES SUPERVISION WING,  
LISTED COMPANIES DEPARTMENT  
SUPERVISION DIVISION

No. EMD/233/422/2002- 2/1/7 - 2/1/8

June 25, 2023

|   |   |
|---|---|
| The Board of Directors<br>Huffaz Seamless Pipe Industries Limited<br>Through<br>The Company Secretary<br>Huffaz Seamless Pipe Industries Limited<br>207-210, Mashriq Centre, Block 14, Gulshan-e-Iqbal, Karachi | Huffaz Seamless Pipe Industries Limited<br>Through<br>The Chief Executive<br>Huffaz Seamless Pipe Industries Limited<br>207-210, Mashriq Centre, Block 14, Gulshan-e-Iqbal, Karachi |
|---|---|

**SUBJECT: ORDER ISSUED UNDER SECTION 474 OF THE COMPANIES ACT, 2017 - HUFFAZ SEAMLESS PIPE INDUSTRIES LIMITED**

Please find enclosed herewith copy of Order dated June 20, 2023 issued by the Commission under Section 474 of the Companies Act, 2017 for information and necessary compliance.

Regards,

**Rizwan Haroon**  
Addl. Joint Director

*Encl.: Copy of the Order dated June 20, 2023*

SUPERVISION DIVISION  
LISTED COMPANIES DEPARTMENT  
LISTED COMPANIES SUPERVISION WING

Before Imran Inayat Butt, Executive Director/ Head of Department

In the matter of

Huffaz Seamless Pipe Industries Limited

Number and Date of Notice: No. EMD/233/422/2002-362-363 dated March 13, 2023  
Date of Company's letters: April 20, 2023 and June 13, 2023

**ORDER**

**Under Section 474 of the Companies Act, 2017**

This order shall dispose of the proceedings initiated against Huffaz Seamless Pipe Industries Limited (*the "Company"*) and its board of directors (*collectively referred to as the "Respondents"*) through notice dated March 13, 2023 issued under the provisions of section 474 of the Companies Act, 2017 (*the "Act"*).

2. The brief facts of the case are that the Company has not held its Annual General Meeting for the year ended June 30, 2021 and June 30, 2022 (the "AGMs"), which were due by October 28, 2021 and October 28, 2022, respectively. The Company has also not transmitted its annual audited financial statements for the year ended June 30, 2021 and June 30, 2022 (*the "Financial Statements"*) to the shareholders and the Commission.
3. The shareholders of the Company have been deprived of their statutory right to attend AGMs and to receive the Financial Statements. Therefore, a notice under section 474 of the Act dated March 13, 2023 (*the "Notice"*) was served on the Respondents requiring them to make good the aforesaid defaults and hold the AGMs within 30 days of the date of the afore-referred notice.
4. The Company submitted the response to the notice on April 20, 2023 whereby the Company informed that an application for seeking direction of the Commission to hold AGM for the year ended June 30, 2021 has already been filed with the Commission, whereas AGM for the year ended June 30, 2022 will be held within three months of the holding of AGM for the year 2021.
5. In order to conclude the proceedings, a hearing notice was issued to the Company on June 09, 2023. In response to the hearing notice, the Company in its letter dated June 13, 2023 stated that AGM for the year 2021 has already been held on June 08, 2023 and financial statements for the year ended June 30, 2021 has also been filed with the Commission. In relation to holding of AGM for the year ended June 30, 2022, the Company stated that "*we hope that the AGM for the year ended June 30, 2022 would be convened before 15-Sep-2023*". The Company further requested to consider the said response as full & final for deciding the proceedings.
6. The Company has filed its financial statements for the year ended June 30, 2021 with the Commission vide its letter dated May 15, 2023 and uploaded notice of AGM for the year 2021 and the said financial statements were also placed on PSX website. Moreover, as per the Company's announcement on PSX, AGM for the year 2021 was held on June 08, 2023.
7. Before proceeding to decide this case, I deem it necessary to advert to the relevant provisions of Act, under which the notice to undo the default was served on the Respondents.

**SECURITIES AND EXCHANGE  
COMMISSION OF PAKISTAN**

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# SECURITIES & EXCHANGE COMMISSION OF PAKISTAN

## SUPERVISION DIVISION LISTED COMPANIES DEPARTMENT LISTED COMPANIES SUPERVISION WING

Continuation Sheet 1

**474. Enforcing compliance with provisions of Act.**—(1) If a company, having made default in complying with any provision of this Act or committed any other irregularity fails to make good the default or undo the irregularity, as the case may be, within thirty days after the service of a notice on the company requiring it to do so, the Commission may, of its own motion or on an application made to it by any member or creditor of the company or a reference by the registrar and, in the case of a listed company, besides other persons as aforesaid, on a reference by the securities exchange, make an order directing the company and any officer thereof, as the case may be, to make good the default or undo the irregularity or otherwise make amends, as the circumstances may require, within such time as may be specified in the order.

8 In terms of the Commission's notification S.R.O. 380(I)/2021 dated March 31, 2021, the powers to adjudicate cases under section 474 of the Act have been delegated to the head of then Offsite Department renamed now as Listed Companies Department.

9 I have considered the circumstances of the case, available record, applicable legal provisions and submissions of the Company in writing. In terms of section 132 of the Act, every company is required to hold AGM within a period of one hundred and twenty days following the close of financial year. Moreover, in terms of sections 223 and 233 of the Act, the company is required to disseminate financial statements to the members, Commission and the Registrar. As per the scheme of the Act, the shareholders provide the capital to a public listed company whereas the right to manage the affairs of a company vest with the board of directors. Through the aforesaid provisions of the law a mechanism has been placed to ensure that the shareholders and other stakeholders are provided reliable and timely information. Non-provision of financial statements is prejudicial to rights of the shareholders.

10 Therefore, in exercise of the powers conferred under section 474 of the Act and in view of holding of the AGM for the year ended June 30, 2021 on June 08, 2023 and filing of the financial statements for the said year with the Commission and uploading the same on PSX, I hereby direct the Company that overdue AGM for the year ended June 30, 2022 shall be held on or before September 15, 2023 and lay therein its annual audited financial statements for the year ended June 30, 2022.

11 This Order is without prejudice to any other action(s) that may be initiated for the continuous violations of the aforesaid regulatory requirements.

  
**Imran Inayat Butt**  
Executive Director

**Announced**  
June 24 2023  
Islamabad.

7th Floor, NIC Building, 63-Jinnah Avenue  
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