



SECURITIES AND EXCHANGE COMMISSION OF PAKISTAN

Adjudication Department- I

Adjudication Division

ORDER	
Name of Company:	M/s. Aruj Industries Limited
Show Cause Notice No. & Date:	CSD/ARN/503/2017-776 dated December 30, 2024
Respondents:	(i) Mr. Ali Maqsood Butt, Director; (ii) Mr. Faisal Khan, Chief Executive Officer; (iii) Mr. SH. Ghulam Mustafa, Director (iv) Mrs. Durray Zara Butt, Director; (v) Dr. Aruj Butt, Director; (vi) Mr. Muhammad Sajjad Hussain, Director; (vii) Miss Amara Javaid, Director; (viii) Mr. Muhammad Sajjad Hussain, Company Secretary; and (ix) M/s. Aruj Industries Limited.
Date(s) of Hearing(s) Opportunities:	(i) January 21, 2025; and (ii) February 14, 2025.
Case Represented by:	No One Appeared.
Provision of Law Involved:	Section 132 of the Companies Act, 2017 read Section 479 thereof.
Order dated:	March 17, 2025

This Order shall dispose of the proceedings initiated by the Securities and Exchange Commission of Pakistan (the "Commission") through the Show Cause Notice No. CSD/ARN/503/2017-776 dated December 30, 2024 (the "SCN") issued under Section 132 of the Companies Act, 2017 (the "Act") read with Section 479 thereof against M/s Aruj Industries Limited (the "Company") and its Board of Directors (BoD) including the Chief Executive Officer; hereinafter collectively referred to as the "Respondents".

2. The brief facts of the case are that the Company was, in terms of Section 132(1) of the Act, required to hold its Annual General Meeting for the year ended June 30, 2024 (the "AGM") within a period of one hundred and twenty (120) days following the close of its aforesaid financial year, i.e., by October 28, 2024. Subsequently, in view of the grant of extension by the Commission vide its letter dated October 7, 2024, the Company was required to hold the AGM within the extended time i.e. latest by November 27, 2024. However, perusal of the relevant record of the Commission revealed that the Respondents had *prima-facie* failed to hold its AGM within the prescribed/extended time. The relevant provisions of law relating to the instant matter are reproduced hereunder:

"132. Annual general meeting.—(1) Every company, shall hold, an annual general meeting within sixteen months from the date of its incorporation and thereafter once in every calendar year within a period of one hundred and twenty days following the close of its financial year ...

(5) Any contravention or default in complying with requirement of this section shall be an offence liable— (a) in case of a listed company, to a penalty of level 2 on the standard scale... "

3. Taking cognizance of the non-compliance, the SCN was served upon the Respondents subject to show the cause in writing as to why a penal action may not be taken against them for non-compliance with the aforesaid provisions. However, no response was furnished by the Respondents.

Handwritten signature and date: 17-03-2025

4. In order to meet the ends of justice and to provide the Respondents with an opportunity of being heard, hearing in the matter was first fixed for January 21, 2025. However, the Respondents neither appeared in person nor appointed any authorized representatives in the instant matter. Subsequently, hearing in the matter was re-fixed for February 14, 2025 with a clear instruction that in case of non-appearance the matter would be decided ex-parte based on its merits and the record available with the Commission. However, the Respondents again failed to appear and join the proceedings. It is pertinent to observe that the hearing notices for both of the scheduled hearings were duly received at the registered office address of the Company i.e. 2-KM Off Raiwind - Manga Road, Raiwind, Lahore.

5. I have gone through the relevant provisions of Section 132(1) of the Act and have considered the facts of the case, and available record of the Company. I also have in my sights the provisions of Section 132(5) of the Act which stipulates penal provisions for contravention of the afore-referred provisions of law. It is observed that in terms of Section 132(1) of the Act, every company is required to hold its AGM once every year within a stipulated period of one hundred and twenty (120) days following the close of its financial year failing which is a serious non-compliance.

6. In view of above, the Company was obligated to hold its AGM for the financial year 2023-24 first by October 28, 2024. An extension in the period was granted by the Commission, but the Company also failed to comply in respect of the same and convened the AGM on December 28, 2024 i.e., with a delay of thirty-one (31) days from the granted extension period. Holding the AGM on time is a critical legal obligation that ensures transparency, accountability and shareholder engagement. It provides shareholders with the opportunity to discuss company matters, approve financial statements and hold management accountable. Compliance with the legal provisions of the Act is essential for protecting shareholders' rights, fostering trust, and promoting good corporate governance. As a listed company, it must fulfill its statutory duty to hold AGMs on time, facilitating open communication and feedback from shareholders.

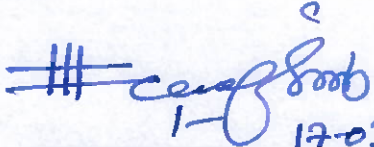
7. In a judgment passed by the Appellate Bench of the Commission in the matter of *Gulistan Spinning Mills Limited vs. Director/HoD Adjudication-I* (Appeal No. 71 of 2022), it was held that "A public listed company has a higher responsibility to disseminate a true and accurate state of affairs to all the stakeholders by holding the AGM within the stipulated time so that appropriate and timely decisions are made. Therefore, the Company, the BoD and Company Secretary should have conducted the AGM as per the applicable legal framework."

8. In view of the above-stated facts, I am of the considered view that by failing to hold AGM for the year ended June 30, 2024 within the stipulated time, the Respondents have contravened the requirements of Section 132(1) of the Act. I have noted that despite provision of multiple hearing opportunities, the Respondents failed to participate in the instant proceedings; thereby reflecting their non-cooperative behavior in the matter. Therefore, I am left with no other option except to pass an *ex-parte* order against the aforesaid Respondents on the merits of the case and basis of record available with this office.

9. In light of the foregoing, the violations of the requirements stipulated in sub-Section (1) of Section 132 of the Act have been duly established. However, considering the fact that the Respondents,

Handwritten signature and date:
17-03-2025

prior to the issuance of the SCN, have rectified the non-compliance by holding the AGM with a delay of thirty one (31) days and further taking into account the Company's compliance history, I, in exercise of the powers conferred under clause (a) of sub-Section (5) of Section 132 of the Act, read with S.R.O. 1545(I)/2019 dated December 6, 2019, conclude these proceedings with a strict **WARNING** to the Respondents. Furthermore, the Respondents are advised to remain careful in the future and ensure meticulous compliance with the provisions of law effectively and efficiently.


17-03-2025
Sohail Qadri
Director/ HOD
Adjudication Department-I

Announced:
March 17, 2025
Islamabad.

