



SECURITIES AND EXCHANGE COMMISSION OF PAKISTAN

Adjudication Department- I

Adjudication Division

ORDER	
Name of Company:	M/s Pakistan Petroleum Limited
Show Cause Notice No. & Date:	CSD/ARN/484/2017-327 dated April 16, 2025
Name(s) of Noticee(s):	(i) Mr. Shahab Rizvi, Chairman/Director; (ii) Mr. Imran Abbasy, CEO/Director; (iii) Mr. Abid Sattar, Director; (iv) Mr. Aftab Ahmad, Director; (v) Mr. Hassan Mehmood Yousufzai, Director; (vi) Mr. Imtiaz A.H. Laliwala, Director; (vii) Mian Imtiazuddin, Director; (viii) Mr. Momin Agha, Director; (ix) Mr. Shakeel Qadir Khan, Director; and (x) Mr. Awais Manzur Sumra, Director
Date(s) of Hearing(s):	May 09, 2025
Case represented by:	(i) Mr. Ali Jaffar, Company Secretary (as the Authorized Representative)
Provision of law involved:	Circular No. 10 of 2024 dated April 17, 2024 read with Section 510 of the Companies Act, 2017.
Date of Order:	May 09, 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/484/2017-327 dated April 16, 2025 (“SCN”) against Board of Directors (“BoD”) of M/s Pakistan Petroleum Limited (the “Company”), hereinafter collectively referred to as the “Noticee(s)”, for contravention of the requirements of Circular No. 10 of 2024 dated April 17, 2024 (the “Circular”) read with Section 510 of the Companies Act, 2017 (the “Act”).

2. The Commission vide the above referred Circular, directed the BoDs of the listed companies to prepare and include, in the annual reports for the financial years ending on or after June 30, 2024, a statement on gender pay gap and also make it available on their respective website; where the violation of the Circular attracts penal action in terms of sub-section (2) of Section 510 of 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.”

3. The review of the Annual Report of the Company for the year ended June 30, 2024 revealed that it has failed to include gender pay-gap disclosure in the same and has also failed to make the statement available on the Company’s website as per requirement of the Circular. In order to probe the matter, the Commission vide letter dated March 11, 2025 sought clarification from the Company with regards to the aforesaid non-compliances, for which the Company in its response vide letter dated March 14, 2025, submitted that they would update their website accordingly and also shall ensure future compliance in respect of the same.

4. Taking cognizance of the alleged violation of law, SCN was served upon the Noticee(s) on April 16, 2025 to show the cause in writing as to why a penal action may not be taken against them for non-compliance of the requirements of the Circular. In response to SCN, the Company Secretary vide letter dated April 23, 2025 on behalf of the Noticee(s) *inter alia* made the following submissions:

Handwritten signature and date:
09-05-2025


- (i) *The Company made the appropriate disclosures in respect of gender non-discrimination in its Annual Report 2024, albeit not as per the suggestive template of the Commission.*
- (ii) *However, this template was subsequently adopted and the resulting statement was duly posted on the Company's website prior to issuance of the SCN. The Noticees request condonation of the omission, if any, and withdrawal of the SCN.*

5. In order to provide an opportunity of being heard to the Noticee(s), hearing in the matter was fixed for May 09, 2025; which was attended by Mr. Jaffar Ali (Company Secretary) as the “**Authorized Representative**” on behalf of all the Noticee(s). The Authorized Representative during the hearing reiterated the earlier furnished response dated April 23, 2025 and, *inter-alia*, submitted that:

- (i) *The website was promptly updated with the disclosure before issuance of SCN; accordingly incorporating the required gender pay gap disclosure as per the Circular and therefore they requested leniency.*
- (ii) *The Company made a general disclosure regarding Gender Equality in the Directors' Report in its Annual Report and also mentioned that the Company had won the gold award for women empowerment and gender equality in 2024. The disclosure in the subject regards has been issued after due discussion and decision of the BOD; thereby allowing it to discuss the matter in-depth.*
- (iii) *Authorized Representative, in view of the instructions issued by the Authorized/Adjudicating Officer during the hearing, also assured to remain vigilant on account of the subject disclosure in the future.*
- (iv) *He further shared that one of the members of the BOD, as included in the SCN, i.e., Mr. Awais Manzoor Sumra, resigned from the office prior to finalization of the annual report and may be excluded from the instant proceedings.*

6. I have gone through the Circular, relevant provisions of Section 510 the Act and considered the facts of the case, as well as written and verbal submissions made by the Noticee(s) through the Authorized Representative. It is important to observe here that the gender pay gap is a persistent issue that requires ongoing attention from organizations, businesses, and society as a whole. In simple terms, the gender pay gap is the difference in average gross hourly earnings between women and men, who are employed for similar job roles in any organization where disclosure of such information and becoming sensitized on the issue is part of an overall effort to inculcate fairness and environment of equal opportunities.

7. In light of the foregoing, the subsequent partial compliance achieved by the Company by placing the disclosure on its website and assurance of the Authorized Representative (Company Secretary) of immaculate compliance in the future; the Company has shown a positive approach in respect of realizing the importance of gender pay-gap. Furthermore, the Company's efforts in respect of addressing the Gender Equality which has earned it a “Women Empowerment and Gender Equality Gold Award – 2024 by Employers Federation of Pakistan, are highly appreciable. I, therefore, in exercise of powers conferred upon me under Section 510(2) of the Act read with S.R.O. 1545(I)/2019 dated December 6, 2019, hereby conclude the instant proceedings without any penal action but with a strict **ADVICE** to the Noticee(s) to ensure meticulous compliance with all applicable laws in the future. Moreover, proceedings against Noticee No. x, Mr. Awais Manzoor Sumra, Director are, hereby, being dropped on account of his resignation prior to the issuance of the Annual Report for June 30, 2024.


15-05-2025
Sohail Qadri
Director/ HOD
Adjudication Department-I

Announced:
Dated: May 09, 2025
Islamabad