



SECURITIES AND EXCHANGE COMMISSION OF PAKISTAN

Adjudication Department- I

Adjudication Division

ORDER	
Name of Company:	M/s. United Brands Limited
Show Cause Notice No. & Date:	CSD/ARN/242/2015-673 dated July 24, 2025
Noticee(s):	(i) Mr. Munis Abdullah, Chairman; (ii) Syed Nadeem Ahmed, Director/Ex CEO; (iii) Mr. Abdul Samad, Director; (iv) Ms. Tayyaba Rasheed, Director; (v) Mr. Zubair Razzak Palwala, Director; (vi) Ms. Faiza Naeem, Director; (vii) Mr. Rizwan Ahmad, Director; and (viii) Mr. Mehboob Yasin, CFO.
Date(s) of Hearing(s) Opportunities:	September 09, 2025
Case Represented by:	Ms. Mahnoor Zulfiqar, Company Secretary (As Authorized Representative on behalf of all Noticee(s))
Provision of Law Involved:	Section 237 of the Companies Act, 2017 read with Section 479 thereof and Circular No.11 of 2023 dated August 11, 2023
Order dated:	September 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/242/2015-673 dated July 24, 2025 (the "SCN") against the Board of Directors, Chief Executive Officer (the "CEO") and Chief Financial Officer (the "CFO") of M/s. United Brands Limited (the "Company"), hereinafter collectively referred to as the "Noticee(s)", under Section 237 read with Section 479 of the Companies Act, 2017 (the "Act") and Circular No.11 of 2023 dated August 11, 2023 (the "Circular").

2. The provisions of sub-section (1) of Section 237 of the Act require all public listed companies to prepare their quarterly financial statement within thirty (30) days of the close of the first and third quarters of their year of accounts and within sixty (60) days of the close of the second quarter of their year of accounts. As per the requirements of the Circular, all listed companies are *inter-alia* required to file their quarterly financial statement through eZfile of the Commission, and such filing is considered as compliance of Section 237(2) of the Act with respect to filing/transmission of quarterly financial statements to the Commission/the Registrar.

3. The brief facts of the case are that the Company, being public listed company, was required to electronically transmit its Quarterly Financial Statement ("QFS") for the third quarter ended March 31, 2025 (the "Third Quarter") with the Registrar/Commission within thirty (30) days of the close of the respective quarter i.e. by April 30, 2025. However, as per the records available with the Commission, the Company transmitted the QFS for the third quarter through eZfile to the Commission on July 07, 2025 i.e. with a delay of sixty eight (68) days.

4. The relevant provisions of law are reproduced hereunder:

"237. Quarterly financial statements of listed companies. — (1) Every listed company shall prepare quarterly financial statements within a period of:-

- a) thirty days from the close of first and third quarters of its year of accounts; and
- b) sixty days from the close of its second quarter of its year of accounts.

(2) The quarterly financial statements shall be posted on the company's website for the information of its members and also be transmitted electronically to the Commission, securities exchange and with the registrar within the period specified under sub-section (1).

(3).....

(4) If a company fails to comply with any of the requirements of this section, every director, including chief executive and chief financial officer of the company who has by his act or omission been the cause of such default shall be liable to a penalty of level 2 on the standard scale."

5. Taking cognizance of the non-compliance of the requirements of law, a SCN was served upon the Noticee(s) on July 24, 2025 to show the cause in writing as to why penal action may not be taken against them for non-compliance of the requirements of Section 237 of the Act read with the Circular. In response, Ms. Mahnoor Zulfiqar (Company Secretary), on behalf of all the Noticee(s), submitted response to SCN vide email dated August 29, 2025, enclosing therewith letter dated July 31, 2025, wherein, inter-alia, stated as under:

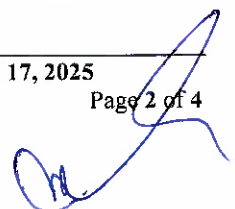
(i) *The Company being a law abiding public listed company has always complied all the relevant provisions and requirements of applicable laws, rules and regulations in the stipulated timelines. Accordingly, the quarterly financial statements of the Company for the third quarter ended March 31", 2025 were timely transmitted on PSX-PUCARS system and were also placed on other means for dissemination to the public.*

(ii) *Due to some technical issues at that time despite our various efforts, we were unfortunately unable to upload these quarterly financial statement to the eZfile system and the filing was prolonged inadvertently however, the financials were uploaded on July 7, 2025.*

(iii) *We understand the importance of timely and accurate financial reporting for maintaining transparency and investor confidence. We are fully committed to upholding our obligations as a public listed company which is shown through our timely transmission on PSX.*

(iv) *We sincerely regret this inadvertent delay and assure the Commission that this was an isolated incident and not indicative of our usual commitment to regulatory compliances. Our unreserved apologies for this delay may be accepted and request the Commission's understanding in this matter while assuring our commitment to full compliance going forward.*

6. In order to meet the ends of justice and to provide opportunity of being heard to the Noticee(s), hearing in the matter was fixed for August 29, 2025, which was attended by Ms. Mahnoor Zulfiqar



(Company Secretary) as the “**Authorized Representative**” on behalf of all the Noticee(s). During the hearing, the Authorized Representative reiterated the response earlier furnished vide letter dated July 31, 2025 and assured that corrective measures, including the preparation of checklists and SOPs have been instituted to prevent recurrence of such lapses in future.

7. I have gone through the relevant provisions of Section 237 of the Act and the requirements of the Circular, and considered the facts of the case, available record of the Company, as well as written and verbal submissions of the Authorized Representative. I, have also perused Section 237(4) of the Act, which stipulates penal provisions for contravention of the afore-referred provisions of law. I have noted that in terms of Section 237(2) of the Act, every listed company is required to file/transmit its QFS within thirty (30) days from the date of close of its Third Quarter of its year of accounts. The QFS are a crucial source of information for the stakeholders, especially shareholders, of a publicly listed company. It provides timely insights into a company’s financial performance and such information is essential for assessing the company’s overall financial health.

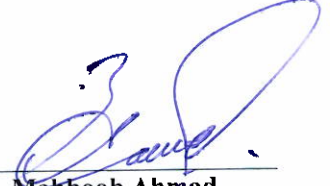
8. The provisions of Section 237 of the Act unambiguously and explicitly obligate the Company to file/transmit its QFS in a timely manner. In this respect, reliance is placed on an Order passed by the Appellate Bench of the Commission on March 01, 2023 (*in Appeal No. 73 of 2022- Gulistan Textile Mills Limited, vs. SECP*), whereby it was held that a public listed company has higher responsibility to disseminate true and accurate state of affairs to all the stakeholders in a timely manner so that they may take appropriate decisions. In another case cited as 2024 CLD 672 [*Appeal No. 77 of 2021 decided on August 25, 2023*], the Appellate Bench of the Commission held that “...interim financial statements prepared accurately and in timely manner, provide a reliable source of information regarding a company’s financial position and performance to its users, besides illustrating regarding the results of the management’s stewardship of resources entrusted to it...” The significance of transmitting quarterly financial statements of a listed company in a timely manner is also echoed in 2024 CLD 635 – Appeal No. 78 of 2021 decided on August 25, 2023, and 2024 CLD 415 – Appeal No. 97 of 2020 decided on August 25, 2023.

9. The Authorized Representative’s contention of technical issues, in the absence of any substantiating evidence, does not absolve it of its statutory obligation to ensure timely filing through all prescribed platforms. As a listed Company, it was incumbent upon the Company to maintain adequate systems and contingency measures. The delay in filing/transmission of QFS with the Commission is a default committed by the Company.

10. Furthermore, it has been observed that the QFS for the period ended March 31, 2025, was transmitted to the Pakistan Stock Exchange (PSX) on April 29, 2025, through PSX-PUCAR, and were simultaneously placed on the Company’s official website. The Company has a satisfactory compliance history with respect to timely filing/transmission of QFS.

11. In view of the above-stated facts and circumstances, I am of the considered view that the Noticee(s), by failing to file/transmit the QFS for the third quarter ended March 31, 2025, within the prescribed timeframe, have contravened the requirements of sub-section (2) of Section 237 of the Act, read with the relevant provisions of the Circular. I have also taken into consideration that the QFS was

timely transmitted to the PSX-PUCAR and was simultaneously placed on the Company's official website. Further, the Company has a compliance history and the Authorized Representative assured that corrective measures, including the preparation of checklists and SOPs have been instituted to prevent recurrence of such lapses in future. I, therefore, in exercise of the powers conferred upon me under sub-section (4) of Section 237 of the Act, read with Section 479 thereof and S.R.O. 1545(I)/2019 dated December 6, 2019, hereby, conclude the proceedings initiated through SCN by strict **WARNING** to the Noticee(s). The Noticee(s) are further advised to ensure meticulous compliance with the applicable regulatory frame with in the letter and spirit in the future.



Mahboob Ahmad
Additional Director/Head of Wing
Adjudication Department – I
Listed Companies Wing

Announced:
September 17, 2025
Islamabad.