



SECURITIES AND EXCHANGE COMMISSION OF PAKISTAN

Adjudication Department-I

Adjudication Division

ORDER	
Name of Company:	M/s. Liven Pharma Limited
Show Cause Notice No. & Date:	Adj-I/ARN/71/2025-513 dated May 30, 2025
Name(s) of Noticee(s)	(i) Mr. Kaashif Hussain Siddiquie, Chief Executive Officer/Director; (ii) Ms. Firdous Shakir, Director; (iii) Mr. Ahmad Shoaib, Director; (iv) Mr. Usman Mujib Shami, Director; (v) Mr. Umer Mujib Shami, Director; (vi) Mr. Atif Siddiquie, Director; (vii) Syed Raza Abbas, Director; and (viii) Mr. Muhammad Shah, Chief Financial Officer
Date(s) of Hearing(s):	(i) June 20, 2025; (ii) July 04, 2025; and (iii) July 18, 2025
Case Represented by:	Mr. Kaashif Hussain Siddiquie, Chief Executive Officer/Director; <i>As the Authorized Representative on behalf of all Noticee(s).</i>
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 26, 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. Adj-I/ARN/71/2025-513 dated May 30, 2025 (“SCN”) against the Board of Directors (BOD) including the Chief Executive Officer (CEO) and the Chief Financial Officer (CFO) of M/s. Liven Pharma Limited (the “Company”), hereinafter collectively referred to as the “Noticee(s)”, issued under Section 237 of the Companies Act, 2017 (the “Act”) read with Section 479 thereof and Circular No.11 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 statements within thirty (30) days of the close of their first and third quarters of their year of accounts and within sixty (60) days of the close of their second quarter of their year of accounts. Moreover, 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 Registrar/Commission.

3. The brief facts of the case are that the Company, being public listed company, was required to electronically transmit its quarterly financial statements for the second quarter ended December 31, 2024 (the “QFS”) with the Registrar/Commission, within sixty (60) days of the close of the said quarter i.e. latest by March 01, 2025. However, as per the relevant record of the Commission, the Company, *prima facie*, failed to file/transmit the aforesaid QFS with the Registrar/Commission.

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 matter, a SCN was served upon the Noticee(s) 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 Section 237 of the Act read with the Circular; however, no response was submitted by the Noticee(s).

6. In order to provide an opportunity for personal representation, a hearing in the matter was fixed for June 20, 2025 which was adjourned. Another hearing in the matter was fixed for July 04, 2025 which was not attended by the Noticee(s). Subsequently, in order to meet the ends of justice and to provide a final opportunity for personal representation, a hearing in the matter was re-fixed for July 18, 2025, which was attended by Mr. Kaashif Hussain Siddiquie, CEO/Director of the Company, being the Authorized Representative of the Noticee(s) (**the "Authorized Representative"**), assisted by Mr. Muhammad Saeed, Company Secretary and Mr. Rizwan, Consultant. During the course of the hearing, the Authorized Representative informed that the Company had undergone the process of merger due to which the QFS was not filed/transmitted within the prescribed timeline. Furthermore, while filing the same through eZfile, the Company encountered a technical issue relating to the appointment of an authorized officer for filing of the QFS through eZfile, which caused further delay. However, the Company duly prepared the QFS and posted the same on the Pakistan Stock Exchange (PSX) in time; therefore, requested leniency in the matter and assured strict compliance in the future.

7. Subsequently, the Company vide letter dated nil received on July 21, 2025 submitted written response, *inter alia*, stated as under:

The Company had undergone a legal merger arrangement, duly sanctioned by the Honorable High Court of Sindh at Karachi, vide its order dated September 02, 2024. Owing to the inherent complexities and procedural intricacies involved in the post-merger integration process including harmonization of accounting systems and alignment of statutory reporting frameworks, the submission of the QFS for the second quarter ended December 31, 2024 was not made within the prescribed timeframe.

The Company deeply regrets the delay and respectfully clarifies that the same did not arise out of any willful default, negligence or disregard of statutory compliance requirement. The delay was occasioned solely due to the extraordinary circumstances accompanying the post-merger transition and not due to any mala fide intent or omission.

The Company remains fully committed to regulatory compliance and transparency, and has since taken appropriate corrective measures to ensure timely submissions in the future and accordingly, QFS was duly filed through eZfile. It is further stated that upon filing through the eZfile, the Company encountered a technical issue relating to the appointment of an authorized officer in the Commission's system, which caused further delay in filing of the QFS.

The Company remained in active correspondence with the Commission to resolve the technical problem and sought timely rectification. Meanwhile, the Company duly prepared the QFS and also posted them on the PSX as required; thereby ensuring transparency and timely disclosure.

to the public and shareholders. Therefore, there was no intentional non-compliance or concealment, and the failure to file through eZfile was entirely procedural in nature. The Company assures that robust internal controls and compliance protocols have since been implemented to ensure that such a lapse does not reoccur in the future.

8. Subsequent to the hearing, the Authorized Representative, vide letter dated August 08, 2025, provided a screenshot of eZfile portal regarding the authorization issue as evidence.

9. 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 the written and the 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 quarterly financial statements within sixty (60) days from the date of close of its second quarter of its year of accounts. Accordingly, the Company was required to file/transmit its QFS by March 01, 2025. However, as per the record, the Company subsequent to SCN filed the said QFS on August 13, 2025 with a substantial delay of 165 days.

10. It is pertinent to note that quarterly financial statements are a crucial source of information for the stakeholders, especially shareholders, of a public 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. Moreover, the provisions of Section 237 of the Act unambiguously and explicitly obligate the Company to file/transmit its quarterly financial statements 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.*

11. The argument put forth by the Authorized Representative that the delay was caused by complexities arising from the post-merger integration process is untenable. The Company, being a public listed entity, was under a statutory obligation to prepare and file/transmit its QFS within the prescribed timelines, notwithstanding any internal restructuring or operational challenges. It was incumbent upon the Company to establish and maintain effective internal systems and contingency mechanisms to ensure uninterrupted compliance with its statutory obligations. Reliance is placed on the judgment in *Pakistan Telecommunication Company Limited v. Wateen Telecom Limited (CLD 2019 Lahore 1213)*, wherein the Hon'ble Lahore High Court held that *failure to maintain a backup system for critical infrastructure does not constitute a force majeure event, but rather reflects the company's own negligence.* Further, in 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 QFS 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

12. The argument of the Authorized Representative that the Company encountered a technical issue in the eZfile portal is not cogent, as the Company failed to produce any documentary evidence, such as correspondence with the respective Companies Registration Office or any complaint raised, to substantiate its stance of encountering a technical issue. Furthermore, the evidence placed on record, i.e., the uploading of the QFS on the PSX, is dated March 17, 2025, which is beyond the statutory deadline of March 01, 2025.


13. In view of the foregoing, I am of the considered view that the Noticee(s), by filing/transmitting the QFS for the period ended December 31, 2024 with the Registrar/Commission on August 13, 2025,

with a delay of 165 days, have contravened the provisions of sub-section (2) of Section 237 of the Act and the Circular. However, considering the fact that the Company, subsequent to the issuance of the SCN, filed/transmitted the said QFS, albeit belatedly, and taking into account the assurance furnished by the Authorized Representative on behalf of the Noticee(s) regarding their commitment to exercise greater vigilance in complying with statutory requirements in the future, a lenient view is deemed appropriate. I, therefore, in exercise of the powers conferred upon me under sub-section (4) of Section 237 of the Act read with Section 479 vide S.R.O. 1545(I)/2019 dated December 06, 2019, hereby, impose an aggregate penalty of **Rs.40,000/- (Rupees Forty Thousand only)** in the following manner:

S.No.	Name of Noticee(s)	Amount of Penalty (Rs.)
1.	Mr. Kaashif Hussain Siddiquie	5,000
2.	Ms. Firdous Shakir	5,000
3.	Mr. Ahmad Shoaib	5,000
4.	Mr. Usman Mujib Shami	5,000
5.	Mr. Umer Mujib Shami	5,000
6.	Mr. Atif Siddiquie	5,000
7.	Syed Raza Abbas	5,000
8.	Mr. Muhammad Shah	5,000
	Total Amount	40,000/-

14. The Noticee(s) are, hereby, directed to deposit the aforesaid amount of penalty in the designated bank account maintained in the name of the Commission with MCB Bank Limited or United Bank Limited within thirty (30) days from the date of this Order and to furnish a receipted bank challan to the Commission forthwith. In case of failure to deposit the penalty, the proceedings under Section 485 of the Act will be initiated for recovery of the fines as arrears of land revenue pursuant to provision of Section 42B of the Securities and Exchange Commission of Pakistan Act, 1997.

15. Without prejudice to the above, in case the Noticee(s) are aggrieved by this Order may, within thirty days of the Order, may prefer to file review application in terms of Section 32B of the Securities and Exchange Commission of Pakistan Act, 1997 (SECP Act) or may file an appeal to Appellate Bench of the Commission in terms of Section 33 of the SECP Act in accordance with the procedure for filing an appeal as laid down under the Securities and Exchange Commission of Pakistan (Appellate Bench Procedure) Rules, 2003.



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

Announced:
September 26, 2025
Islamabad.