



# SECURITIES & EXCHANGE COMMISSION OF PAKISTAN

(Adjudication Department-II, Adjudication Division)

4<sup>th</sup> Floor State Life Building No.2, Wallace Road, Karachi.

Website: [www.secp.gov.pk](http://www.secp.gov.pk)

CASE No.660/2022

## BEFORE THE ADJUDICATING OFFICER

ORDER UNDER SECTION 123-A READ WITH SECTION 479 OF THE COMPANIES ACT, 2017

### IN THE MATTER OF M/S. PROCTER & GAMBLE PAKISTAN (PVT) LIMITED

Present: Barrister Amar Abbasi (through Zoom Link)  
(Authorized Representative / Officer of the Company)

Date of Final hearing: 24/05/2022

1. This Order shall dispose of the proceedings initiated under Section-123-A of the Companies Act, 2017 ("The Act"), vide Show Cause Notice dated 12/04/2022["the Notice"].
2. The facts of the case are that the Company was required to submit to the registrar concerned a declaration of compliance, on specified Form-45 in pursuance of sub-section-2 of section 123-A of the Companies Act, 2017 (the "Act") r/w Regulation 19A(5) of the Companies (General Provisions and Forms) Regulations, 2018 (the "Regulations").
3. Sub-Section (2) of Section 123-A of the Act provides "*every company shall in such form and manner as may be specified, maintain a register of its ultimate beneficial owners and shall timely record their accurate and updated particulars, including any change therein, and provide a declaration to this effect to the registrar and where any government is a member of a company such particulars of the relevant government shall entered in the register of ultimate beneficial owners in the specified manner*" whereas Regulation 19A(5) of the Regulations provides that, "*Every company required to maintain a register of ultimate beneficial owners shall, within fifteen days from the receipt of declaration received under sub-regulation (2) or (3), and thereafter along with its annual return, submit to the registrar concerned a declaration of compliance in pursuance of sub-section (2) of section 123A of the Act, on the specified Form-45*".
4. However, on examination of the record of the company maintained by the Registrar/SECP, it was revealed that the company failed to file Form-45 in accordance with the requirements of the aforesaid law/Regulations which attracts the penal provisions of sub-section-3(b) of section-123-A of the Act which provides that any contravention or default in complying with the requirement of Section- 123-A shall be an offense liable the company to a penalty which may extend to ten million rupees.
5. Accordingly, taking cognizance of the matter, in exercise of the powers conferred by the Commission (SECP), vide S.R.O. 1356 (I) /2020 dated December 16th 2020, a Show Cause

Notice dated 12/04/2022, was issued to the company and also served at the residential address of its Chief Executive, calling upon them to show cause in my office on 26/04/2022 subsequently adjourned to 10-05-2022, as to why the penalty laid down supra should not be imposed.

6. In response to the aforesaid Show Cause Notice, the company submitted a reply 21.04.2022 stating therein that the company do not have any Ultimate Beneficial Ownership of any natural person more that 25%. Therefore, filling of Form-45 is not applicable. Not being fully satisfied, the company was required to furnish a proper and detail response and an opportunity for personal hearing was also granted. Accordingly, the case was re-fixed on 10/05/2022. However, on 10/05/2022 a reply of even date from MS. Barrister Amar Abbasi (Director Legal) was submitted on behalf of the company wherein she made the following submissions: -

*"I can confirm to you the chain of ownership of Procter & Gamble Pakistan as below - each company mentioned in the chain is 100% wholly owned by the next legal entity in the chain, all the way till The Procter & Gamble Company which is publicly listed in the United States:*

*Procter & Gamble Pakistan*

*Detergent Products SARL (Switzerland)*

*Detergent B.B. (Netherlands)*

*Procter & Gamble International Operations (Switzerland)*

*PGI (Switzerland)*

*PGEE United States*

*The Procter & Gamble Company (publicly list in United States)*

*The Procter & Gamble Company in the United States has headquarters in Cincinnati, Ohio, and is publicly listed on the U.S. Stock Exchange. Amidst hundreds of thousands of individual minority and institutional shareholders, the company's top shareholders are as below:*