



SECURITIES & EXCHANGE COMMISSION OF PAKISTAN

(Adjudication Department-II, Adjudication Division)
4th Floor State Life Building No.2, Wallace Road, Karachi.
Website: www.secp.gov.pk

CASE No. 4044/2020

BEFORE THE ADDITIONAL REGISTRAR/ADJUDICATING OFFICER

ORDER UNDER SECTION 130 READ WITH SECTION 479 OF THE COMPANIES ACT, 2017

IN THE MATTER OF M/S. BILAL CONTRACTING & TRANSPORT (PRIVATE) LIMITED

Present: Mr. Murtaza (Authorized Representative)

Date of hearing: 01-Jan-2021

1. This Order shall dispose of the proceedings initiated under Section-130 of the Companies Act, 2017 ("The Act"), vide Show Cause Notice dated 14-Oct-2020 ["the Notice"].
2. The facts of the case are that the company was required to file its annual returns within thirty days from the date of the Annual General Meeting (AGM) held in the year or, when no such meeting is held or if held is not concluded, from the last day of the calendar year to which it relates in terms of provisions of section 130(3) of the Act.
3. However, the record of the company registration office revealed that the company has failed to file its annual returns for the year 2019 in violation of the above said provisions of law.
4. This constituted violation of law and rendered the company liable to penalty of level – 1 on the standard scale, provided under section 130(6)(b) read with section 479(2) of the Act. Accordingly, taking cognizance of the matter, a Show Cause Notice dated 14-Oct-2020 was served to the company through its Chief Executive as well as the directors of the company, calling upon them to Show Cause in my office on 29-Oct-2020 and subsequently adjourned to 12-Nov-2020 , 25-Nov-2020 and finally on 01-Jan-2021, as to why the penalty laid down under the above mentioned section should not be imposed.
5. On the date of hearing, authorized representative of the Company appeared before me in person. While admitting the default, he submitted in the light of written reply dated 25-Nov-2020 filed on 01-Dec-2020 that:

There are some disputes amongst the directors of the company being shareholder in M/s. Zeelcon Engineering (Private) Limited (the holding company of M/s. Bilal Contracting & transport (private) limited). The matters are being adjudicated in the court. Court petition is also attached (Civil original No. 57248-2019). Specifics points relating to the company are addressed in point No. 11 and 17. Due to these circumstances, accounts are not being finalized and that's why we were unable to submit any statutory documents to your good office. We are hopeful that the matters will soon be resolved in the lights of orders of Honorable court as soon as these disputes will be resolved, we will submit the statutory documents without any further delay.

6. The contention of the authorized representative of the company that the annual returns could not be filed in accordance with law is not a justifiable excuse, as it shows negligence on the part of management of the company who is responsible to manage, pursue and make sure that annual returns and other statutory returns are duly being filed by the company within statutory time period. As a matter of fact, and law, the alleged dispute and non-holding of AGM does not hamper the company from filing the year ended annual return (Form-A). Even, after the receipt of this show cause notice, the company has still not filed the requisite statutory return (form-A). Notwithstanding, keeping in view the assurance given by the authorized representative that the management of the company will ensure timely compliances of statutory requirements in future, I am convinced to take a lenient view. Hence, a token penalty of **Rs: 25,000/=** in respect of non-filing of year ended form-A (i.e. 31-12-2019) is hereby imposed on the company.
7. Nevertheless, the company has admittedly failed to hold its AGMs for the years 2019 within prescribed time in violation of the provisions of section-132 of the Act, for which the dealing Registrar may take cognizance of the default separately.
8. The management of the company is advised to deposit the penalty amount within 30 days from the date of receipt of this order in any designated branches of MCB Bank Limited or UBL Bank and furnish original receipted challan to this office within the above said period positively.
9. A copy of this order be placed on the record/file of the company for future reference and further appropriate action to be taken by the concerned registrar, if any.



**(ZIA UL RASHEED ABBASI)
ADJUDICATING OFFICER /
ADDITIONAL REGISTRAR**

Dated: 01-January-2021