



# 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. 4062/2020

## BEFORE THE ADJUDICATING OFFICER

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

IN THE MATTER OF M/S. CAPITAL F M (PRIVATE) LIMITED

Present: Mr. Nisar Ahmed Rao (Authorized Representative)

Date of hearing: 05-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 20-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 20-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 04-Nov-2020 and subsequently adjourned to 05-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. He stated that the company filed form-29 for change in directorship but the same was put on hold due to non-availability of NOC from the concerned department. Accordingly, the company could not be able to file the subsequent form-A for the year 2019.

6. The contention of the authorized representative (A/R) 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. Even, after the receipt of this show cause notice, the company has still not filed the requisite statutory return (form-A). Further, non-availability of NOC from the concerned department, as contended by the A/R, there would have not been any impediment in filing of the requisite annual return.
7. 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 statutory return(s) is hereby imposed on the company. The company is also directed to file over due annual return (Form-A) for the year 2019 immediately but not later than 15 days from the date of receipt of this Order.
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: 11-Jan-2021