



SECURITIES AND EXCHANGE COMMISSION OF PAKISTAN

Adjudication Department- II

Adjudication Division

ORDER							
Name of Company:	M/s. ABC Prepaid (Private) Limited						
Show Cause Notice No. & Date:	Adj-II/301/01/IAN-311/CRO-KHI/2024-25/137 dated January 22, 2025						
Respondents:	1. M/s. ABC Prepaid (Private) Limited 2. Mr. Parvez Sultan Rupani, Director 3. All other directors of the Company						
Date(s) of Hearing(s):	<table border="1"><thead><tr><th>Dates</th><th>Attended by</th></tr></thead><tbody><tr><td>February 11, 2025</td><td>No one appeared</td></tr><tr><td>February 25, 2025</td><td>No one appeared</td></tr></tbody></table>	Dates	Attended by	February 11, 2025	No one appeared	February 25, 2025	No one appeared
	Dates	Attended by					
	February 11, 2025	No one appeared					
February 25, 2025	No one appeared						
Case represented by:	None of the Respondents						
Provision of law involved:	Section 304 read with Section 301 and Section 26 of the Companies Act, 2017						

SANCTION FOR FILING OF WINDING-UP PETITION UNDER SECTION 304 READ WITH SECTION 301 OF THE COMPANIES ACT 2017

This Order shall dispose of the proceedings initiated through the Show Cause Notice bearing no. Adj-II/301/01/IAN-311/CRO-KHI/2024-25/137 dated 22nd January, 2025 (the "SCN") issued to M/s ABC Prepaid (Private) Limited (the "Company"), its CEO and all the Directors (collectively referred as the "Respondents"), under Section 304 read with Section 301 and Section 26 of the Companies Act, 2017 (the "Act").

2. M/s ABC Prepaid (Private) Limited (CUIN # 0046313) was registered with the Securities and Exchange Commission of Pakistan (the "Commission") on November 06, 2023 under the provisions the Companies Act, 2017 having authorized and paid up capital of Rs. 5,000,000/- and Rs. 500,000/-, respectively.

3. The facts leading to the issuance of the SCN are that the Registrar of Companies was intimated vide letter Ref. SHO/PS/CTD/86/2025 dated January 12, 2025, emanating from the Office of the Station Officer, Police Station Counter Terrorism Department (Operations), Karachi, Sindh that Mr. Parvez Sultan Rupani (CNIC # 42301-0946153-1) and his accomplices are absconders in Terror Financing Crime No. 188/2023 registered at PS: CTD, Karachi under the provisions of the Anti-Terrorism Act, 1997. In addition, his Red Warrant by Interpol in Crime No 36/2021 PS: Artillery Maiden, Karachi has been issued.

4. It was further communicated through the afore-referred letter that Mr. Parvez Sultan Rupani had formed various ghost/shell companies to park dirty money for Terrorism and Money Laundering, and the name of the Company was also mentioned amongst such companies.

5. It is evident from the aforementioned facts that the Company *prima facie* violated sub-section (2) of section 26 of the Act by engaging in activities prohibited by any law enforced in Pakistan, thus, the Company stands liable to be wound-up under clause (g) (i) & (ii) of Section 301 of the Act:

"26. *Business and objects of the Company:*

(2) *A company shall not engage in a business which is-*

(a) *prohibited by any law for the time being in force in Pakistan; or*

(b) *restricted by law, rules or regulations unless necessary licence, registration, permission or approval has been obtained or compliance with any other condition has been made...*

"301. *Circumstances in which a company may be wound up by Court:*

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A company may be wound up by the Court---

(g) If the company is –

(i) conceived or brought forth for, or is or has been carrying on, unlawful or fraudulent activities; or

(ii) carrying on business prohibited by any law for the time being in force in Pakistan; or restricted by law, rules or regulations for the time being in force in Pakistan;”

6. Accordingly, a SCN dated January 22, 2025 was issued to the Respondents calling upon them to show the cause within Fourteen (14) days of the date of the SCN as to why the sanction to present a petition for the winding up of the Company as required by Registrar/In-charge, Company Registration Office, Karachi may not be granted. Further, in order to meet the ends of justice, hearing opportunities were provided on February 11, 2025 and February 25, 2025. The Respondents however, failed to furnish any response to the SCN nor appeared on the scheduled dates fixed for hearings. With regard to delivery status of the SCN/Hearing Notice it is stated that the SCN dated January 22, 2025 as well as Hearing Notice dated February 14, 2025 were delivered at the registered addresses of the Respondents as mentioned in the latest statutory forms filed by the Company.

7. It is evident from the foregoing that the Respondents were provided multiple opportunities to explain their position with regard to allegations raised in the SCN, however, they failed explain/defend their position despite service/delivery of the SCNs and Hearing Notices. Accordingly, the proceedings are being concluded on the basis of the information available on record.

8. In order to decide the matter, it is essential to analyze the issues at hand and the conclusions drawn during the adjudication proceedings, considering the facts of the case, the Company's records, the documents available with the Commission and the relevant provisions of law, as outlined below:

- i) It was alleged in the instant SCN that Mr. Parvez Sultan Rupani (CNIC # 42301-0946153-1) and his accomplices were absconders in Terror Financing Crime No. 188/2023 registered at PS: CTD, Karachi under the provisions of the Anti-Terrorism Act, 1997. Further, his Red Warrant by Interpol in Crime No 36/2021 PS: Artillery Maiden, Karachi had been issued. Mr. Parvez Sultan Rupani had formed various ghost/shell companies to park dirty money for Terrorism and Money Laundering, and the Company was amongst such companies. Thus, the Company violated sub-section (2) of section 26 of the Act by engaging in activities prohibited by a law enforced in Pakistan.
- ii) It is important to highlight that the Respondents were provided multiple opportunities to explain their position or provide any evidence contrary to the allegations raised in the SCN however, they failed explain/defend their position, therefore, the allegations raised in the SCN stand established, making the Company liable to be wound-up under sub-clauses (i) and (ii) of section 301(g) of the Act.

9. In view of the foregoing, I, therefore, in exercise of the powers under clause (b) of proviso to section 304 read with sub-clauses (i) and (ii) of section 301(g) of the Act delegated to the undersigned vide S.R.O 1546 (I) / 2019, hereby grant sanction to the Registrar (In-charge, Company Registration Office, Karachi), to file a petition for the winding-up of **M/s. ABC Prepaid (Private) Limited**. The said clause (b) of proviso to Section 304 of the Act is reproduced hereunder, for reference:



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'304. Provisions as to applications for winding up. *An application to the Court for the winding up of a company shall be by petition presented, subject to the provisions of this section, either by the company, or by any creditor or creditors (including any contingent or prospective creditor or creditors), or by any contributory or contributories, or by all or any of the aforesaid parties, together or separately or by the registrar, or by the Commission or by a person authorized by the Commission in that behalf: Provided that –*

(a)

(b) *the registrar shall not be entitled to present a petition for the winding up of a company unless the previous sanction of the Commission has been obtained to the presentation of the petition: Provided that no such sanction shall be given unless the company has first been afforded an opportunity of making a representation and of being heard;*

10. This Sanction is being issued without prejudice to any other proceedings or action that the Commission or any other authority, bureau, agency or institution may initiate, in accordance with relevant provisions of law, against the Respondents and any other officer of the Company.

(Hammad Javed)

Additional Director / Head of Department
Adjudication Department-II

Announced: May 12, 2025