ORDER SHEET
IN THE HIGH COURT OF SINDH, KARACHI

C. P. No. D-2587 of 2025

Date	Order with signature of Judge

Priority.

1. For orders on Office Objection No.1 to 4.
2. For hearing of CMA No.11940/2025.
3. For hearing of main case.

03.11.2026.

Mr. Malik Waseem Iqbal, Advocate for the Petitioner.
Mr. Ghulam Ali Khan, Advocate for the Respondent No.4.
Mr. Imran Ahmed Khan Abro, Assistant Advocate General Sindh.

YOUSUF ALI SAYEED-J: The Petitioner, a former Director and Chief Executive Officer Dadabhoy Construction Technology Ltd. ("**the Company**"), has assailed certain notices dated 10.03.2025 issued by the Respondent No.2 under Section 181 of the Sindh Land Revenue Act, 1967, calling for deposit of the amount of penalty imposed by the Securities and Exchange Commission of Pakistan (the **"Commission**"), while alluding to the initiation of proceedings under Section 82 of that Act in the event of default.

The challenge of the Petitioner is predicated on his assertion that he had resigned from both the aforementioned positions on 11.07.2017 and duly dispatched his resignation along with covering documents to the Company and the Commission, despite which his name continued to appear in the record, and he was encompassed in the subsequent proceedings initiated by the Commission under the Companies Act 2017 (the "**2017 Act**").

It is said that Petitioner filed a complaint on 20.04.2024 before the Registrar of Companies Respondent No.1 and also issued a legal notice dated 20.04,2024 to the current CEO and Directors of the Company requesting the filing of statutory Forms 27, 28, and 29 to reflect his resignation and removal of his personal details from the Company records,

but to no avail. Through the Petition, he seeks a declaration to the effect that "the inclusion of the Petitioner's name in any current notices proceedings, or records by Respondents Nos.1 or 2 as a Director of the Company is unlawful, without authority and of no legal effect, and that the Respondents be restrained "from initiating or continuing any coercive action or recovery proceedings against the Petitioner and/or against his office bearing No.28-30-C6/II, 04 Noor Center, 12th Lane, Phase-VII Extension, DHA, Karachi in relation to any penalty, default or liability of the Company after 11.07.2017".

Having considered the matter, it merits consideration that Section 197 of the 2017 Act, provides as follows:

> **197. Register of directors, officers**.--(1) Every company shall keep at its registered office a register of its directors and officers, including the chief executive, company secretary, chief financial officer, auditors and legal adviser, containing with respect to each of them such particulars as may be specified.
>
> (2) Every person referred to in sub-section (1) shall, within a period of ten days of his appointment or any change therein, as the case may be, furnish to the company the particulars specified under sub-section (1).
>
> (3) Every company shall, within a period of fifteen days from the date of appointment of any person referred in sub-section (1) or any change among them, or in any of their particulars, file with the registrar a return in the specified form:
>
> Provided that this sub-section shall not apply to the first appointment made at the time of incorporation of the company.
>
> (4) Any contravention or default in complying with requirement of sub-section (1) or sub-section (3) shall be an (4) Any contravention or default in complying with offence liable to a penalty of level 1 on the standard scale.
>
> (5) If the name of any person is fraudulently or without sufficient cause entered in or omitted from the register of directors of a company the person aggrieved or the company, may apply to the Court for rectification of the register of directors.
>
> (6) The Court may either refuse the application or may order rectification of the register on such terms and conditions as it may deem fit and may make order as to costs.

(7) Where the Court has passed and order under sub. section (6) that prima facie entry in or omission from, the register of directors the name or other particulars of any person, was made fraudulently or without sufficient cause, the Court may send a reference for adjudication of offence under sub-section (8) to the court as provided in section 482.

(8) Anyone who fraudulently or without sufficient cause enters in, or omits from the register of directors the name or other particulars of any person, shall be punishable with imprisonment for a term which may extend to three years or with fine which may extend to one million rupees, or with both.

(9) When it makes an order for rectification of the register of directors in respect of a company, the Court shall cause a copy of the order to be forwarded to the company and shall, by its order, direct the company to file notice of the rectification with the registrar within fifteen days from the receipt of the order.

Under the cited circumstances, we are of the view that the appropriate course of action would have been for the Petitioner to apply to the Court for rectification of the register of directors of the Company under Section 197(5), which apparently was not done. That being so, the Petition is found to be devoid of force and stands dismissed accordingly.

JUDGE

JUDGE

tariq