

IN THE HIGH COURT OF SINDH, KARACHI

J. C. M. No. 23 of 2022

[The Additional Registrar of Companies V. M/s Alpha Advertising
(Pvt) Limited]

Present: Mr. Justice Muhammad Osman Ali Hadi

Date of hearing: 22.12.2025.

Date of decision: 22.12.2025.

The Petitioner through Syed Ebad-ur-Rehman, Advocate.

O R D E R

Muhammad Osman Ali Hadi, J: Learned Counsel for the Petitioner / SECP submits that this Petition was filed for winding up of the Respondent-Company.

Counsel contends that the Respondent / Company was taking deposits from the public which were not being properly accounted for, and as such, the Respondent was showing major discrepancies in their functioning.

Counsel further submits that the Company is acting in a *mala fide* and fraudulent manner, and has violated mandatory provisions of law, and are liable to be wound up on the following grounds:

- A. *That the Respondent Company including B4U Group of Companies are indeed providing services beyond the scope of its Memorandum of Association which is against the spirits of the Companies Act 2017, the activities being conducted by the Respondents are illegal, hence the Respondent Company is liable to be wound up.*
- B. *That Respondent Company including B4U Group of Companies is liable to be wound up as per sheer violation of section 301(g)(i)(ii) &(v) of the Companies Act 2017 as the same carrying in an unlawful or fraudulent activity to fraud the general public.*
- C. *That the Respondent Company including B4U Group of Companies is involved in deposit taking business by offering loans and deposits from the public which is against its memorandum of Association and attracts the provisions of section 301 of the Companies Act 2017. In addition to that the acts of the Respondent Company also in violation 84 of the Companies Act 2017.*
- D. *That as per record and evidence available on record including material available on websites / social media of B4U group including the Respondent Company and its sponsors, complaints received by the Commission, findings of onsite visit on 17.11.2020, sharing of findings by FIA and reference of matter by the Commission to FIA, ongoing inquiries by FIA and NAB, maintenance of more than 65 bank accounts by B4U Group and its Sponsors with a high turnover of billions of rupees in a short period of time etc., coupled with non-submission of any plausible justifications by the authorized representative of the Respondent Company in respect of allegations levelled in the Show Cause Notice it is established :*

- i. *That the Respondent Company being part of B4U Group and its Sponsors are inviting and accepting deposits in violation of sections 84(1) and 26(2) of the Companies Act 2017,*
- ii. *That the Respondent Company is running unlawful pyramid schemes in violation of sections 26(2) read with section 301(g)(i) of the Companies Act 2017 and*
- iii. *That the Respondent Company is involved in processing, using, trading, holding, transferring value, promoting and investing in Virtual Currencies / Tokens in violation of Circular no.3 of 2018 of the State Bank of Pakistan.*
- iv. *That the Respondent Company is involved in Ponzi Schemes, Multilevel Marketing, sale/purchase of cryptocurrencies, receiving deposits from general public, money laundering, bundi/bawala, doing dummy physical business etc., in violation of its Memorandum of Association and provisions of Companies Act 2017.*

E. *That the Respondent Company including BU Group of Companies has lost its credibility under the Companies Act 2017 which attract the provisions of Section 301(g)(i)(ii)(iv)(v) read with Explanation 1(b). Hence the same is liable to be wound up.*

F. *That the petitioner has obtained sanction from the competent authority in term of Section 304 of the Companies Act 2017.*

Notices were issued and publication was made in one daily Urdu **'Jang'** and one daily English '**The News**' newspapers, both of which were published on 02.05.2025.

To date, none has appeared on behalf of the Respondent. Learned Counsel for the Petitioner has also referred to a judgment reported as **2023 CLD 111**, in which a similar winding-up order was passed against a sister concern of the instant Respondent / Company.

Since the Petitioner being the Security & Exchange Commission of Pakistan (SECP), being the concerned regulatory authority over governance of companies such as the Respondent, have hereby put forth their concerns regarding functioning of the Respondent, as well as the reasons requiring its winding-up, which have remained unrebutted. There therefore remains no impediment for granting of the instant Petition. Consequently, the Respondent Company is ordered to be wound-up, and the instant Petition is allowed in terms of Prayer Clauses No. "i", "ii" & "iii".

Furthermore, the Petitioner wishes to appoint Mr. Rahat Aziz as the Official Liquidator, who is from their panel of approved persons. Order accordingly.

Petition Allowed.

J U D G E

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