

THE HIGH COURT OF SINDH KARACHI
[COMPANY BENCH]

J.C. Misc. No. 45 of 2017
IN THE MATTER OF MERGER

Petitioner 1 : M/s. PICIC Insurance Limited through Mr. Zeeshan Abdullah, Advocate, alongwith M/s. Adnan Abdullah, Shoaib Ahmed Khoso, Ms. Sidra Hussain, Advocates.

Petitioner 2 : M/s. Crescent Star Foods (Pvt.) Ltd., through Mr. M. Umar Farooq, Advocate, *holds brief* for Mr. Farjad Ali Khan, Advocate.

Objectors : M/s. Salim Sozer Securities Private Limited and Mr. Abdus Samad Sozer, through Ms. Rabia Khan, Advocate.

On Court Notice : Securities Exchange Commission of Pakistan through Mr. Imran Shamsi, Advocate.

Date of hearing : 16-04-2026

Date of order : 16-04-2026

ORDER

Muhammad Osman Ali Hadi J. - This petition has been filed seeking a merger between the Petitioners No. 1 and 2. Learned counsel for the Petitioner No. 1 submits that there is no legal obstacle regarding compliance of the instant petition, and that all legal formalities have been completed. He has further referred to the order dated 26-03-2025 passed by this Court, whereby certain directions for furtherance of the merger process were given, which learned counsel have also been complied.¹ On the previous date, i.e. 05-03-2026, the learned counsel appearing for the SECP had submitted that since the Petitioner No.1 is an Insurance Company, which is a regulated industry, the proposed merger was opposed by the SECP. Learned counsel for the SECP was

¹ The compliance of which is available at Part II page 329 and explained in Part II page 357 of the File.

asked to provide the relevant law/regulations in support of this stance of the SECP, for which he sought time. Today, learned counsel for the SECP has appeared and submitted a Written Synopsis. The essence of his position is that although there is no legal bar, however, it is generally not the norm that a company from a regulated industry be allowed to merge with an unregulated company. However, when confronted (again), learned counsel for the SECP has candidly accepted that there is no provision under the law which would bar such a merger. Ms. Rabia Khan, learned counsel appearing on behalf of the Objectors has also given a no-objection to the proposed merger, which is substantiated by the Objectors' Statement dated 07-09-2020.²

2. Accordingly, the instant petition is allowed. The Scheme of Arrangement is permitted in the terms of the Modified Scheme of Arrangement available as Annexure-A along with the Statement of the Petitioners dated 13-02-2024 at Page No. 63 of Part-II of the Main File, subject to fulfillment of all legal requirements and formalities.

This Petition stands disposed of accordingly.

JUDGE

*SHABAN**

² Available on File