IN THE HIGH COURT OF SINDH AT KARACHI

JCM No. 07 of 2026

[*Javaid Iqbal v. Gul Ahmed Bio Film Limited and others*]

JCM No. 08 of 2026

[*Javaid Iqbal v. Metro Solar Power Limited and others*]

JCM No. 09 of 2026

[*Javaid Iqbal v. Gul Ahmed CBMC Glass Company Limited and others*]

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Petitioner	:	Through Syed Sibghatullah Shah, Advocate
Respondents	:	Not Represented
Date of Hearing	:	11.09.2026

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O R D E R

SAMAN RAFAT IMTIAZ, J.- All these three JCM bearing Nos. 07 of 2026, 08 of 2026 and 09 of 2026, have been filed under Section 136 & 160 read with Section 5 of the Companies Act, 2017, challenging the proceedings of general meetings/elections of the directors of Gul Ahmed Bio Film Limited, Metrol Solar Power Limited and Gul Ahmd CBMC Glass Company Limited who have been impleaded as the Respondent No. 1 in each of the petitions as such all three petitions are being decided and disposed of by this common order.

2. The Petitioner [Jawaid Iqbal], a founding director and equal shareholder, alleges that Respondents No.2 to 4 [Danish Iqbal, Saad Iqbal and Natasha Iqbal], acting jointly and in collusion, convened a short-notice Board Meeting on 16.12.2025 and unlawfully passed a resolution reducing the Board of the Respondents No. 1 in each of the petitions from four to three directors, with the alleged object of excluding the Petitioner from the management and altering the balance of power. It is further alleged that the subsequent Extraordinary General Meeting notice dated 17.12.2025 contained a misleading statement regarding retirement of directors and that the Petitioner was thereafter excluded from Board Meetings, denied access to meeting links, minutes, statutory information and financial statements, and was not invited to the AGM, thereby constituting oppression and mismanagement. The Petitioner's complaints before the Company dated 18.12.2025 and Respondent No.5 [Securities & Exchanges Commission of Pakistan] dated 22.12.2025 did not result in relief, and Respondent No.5

advised him to approach the competent forum regarding the validity of the meetings and election of directors. The Petitioner prays that the impugned Board resolutions, EGM notices and proceedings/elections be declared illegal, void and of no legal effect, and that his directorship be restored/recognized with status quo ante maintained regarding the Company's directorship, shareholding and management. He further seeks restraint against Respondents No.2 to 4 from acting upon the impugned acts.

3. The impugned Extraordinary General Meetings were held on 26.12.2025, whereas the petitions were filed on 28.01.2026. Along with the main petitions, the Petitioner has also filed the applications under Section 5 & 14 of the Limitation Act, 1908 read with Section 151 CPC, being C.M.A. No.363 of 2026, C.M.A. No.364 of 2026 and C.M.A. No.365 of 2026 respectively, praying to condone the period, if any, of delay in the filing of the respective petitions. It is stated that the Petitioner had initially approached the Securities & Exchange Commission of Pakistan for redressal of his grievance, and it was only upon being advised that the matter fell within the jurisdiction of this Court that the present petitions came to be filed. It has been pleaded that the delay, if any, is minimal and technical; and that, in any case, the cause of action is stated to be continuing, inasmuch as the Respondents are said to be still relying upon and acting on the impugned resolutions to the prejudice of the Petitioner.

4. The learned counsel for the Petitioner submitted that the limitation period provided for petition under Sections 136 and 160 of the Companies Act, 2017 is 30 days from the date of the impugned meeting/impugned election. He argued, however, that the delay, if any, in filing the instant proceedings may be condoned as the Petitioner approached the SECP for redressal of their grievance under the mistaken belief that that was the correct forum. He argued that Section 14 of the Limitation Act does not apply to the instant proceedings but conceded that Section 5 of the Limitation Act is applicable. He has relied upon the cases of *Faqir Muhammad v. Khursheed Bibi and others*, 2024 SCMR 107, *Mian Muhammad and others v. Additional Commissioner (Revenue)/Settlement Commissioner, Rawalpindi and others*, 1991 SCMR 520, *Hyderabad Development Authority v. Abdul Majeed and others*, PLD 2002 SC 84, *Syed Haji Abdul Wahid and another*, 1998 SCMR 2296 and *P.M Amer v. Qabool Muhammad Shah and others*, 1999 SCMR 1049.

5. Heard the learned counsel for the Petitioner and perused the entire record with his assistance.

6. It is interesting that although the condonation applications have been filed under Section 5 and 14 of the Limitation Act, 1908, the counsel in his arguments submitted that Section 14(1) is not applicable as this is not a suit. Section 29(2)(a) of the Limitation Act, 1908 provides that in case of a special law the provisions of, *inter alia,* Section 9 to 18, *ibid.,* shall apply only insofar as and to the extent that they are not expressly excluded by such special law. The Companies Act, 2017 is a special law which prescribes its own limitation period for purposes of a petitions under Section 136 and 160 *ibid*. However, no provision of the Companies Act, 2017 has been identified whereby the provision of Section 14(2) of the Limitation Act has been expressly excluded. But even otherwise, there is no denial that Section 5 of the Limitation Act, 1908 is attracted. In the case of *Khushi Muhammad through L.Rs. and others versus Mst. Fazal Bibi and others,* PLD 2016 SC 872, a Larger Bench of the Honorable Supreme Court took up the question as to whether or not time spent in pursuing an appeal before a wrong forum can be condoned and/or excluded from the prescribed period of limitation and in such context also considered ancillary and incidental propositions including whether or not Section 14 of the Act applies to appeals and if not, whether the principles enshrined therein can be made applicable while considering if 'sufficient cause' has been made out under Section 5 of the Act. After duly considering the matter, the Honorable Supreme Court held that the plain reading of Section 14, *inter alia,* in light of the definition of the term "suit" provided under Section 2(10) of the Act (which specifically states that it does not include an appeal) held that there is no ambiguity that Section 14 is exclusively and solely restricted to suits and suits alone. At the same time the Honorable Supreme Court also considered whether the principles of Section 14 of the Act can be resorted to for determining 'sufficient cause' for the purposes of Section 5 of the Act. The apex court held that no hard and fast rule can be laid down for the purpose of determining whether sufficient cause for condonation of delay is made out or not. After giving due and thoughtful consideration the court opined that for the purpose of determining whether in a given case sufficient cause has been made out when an appeal has been filed before a wrong forum, there does not seem to be any bar in law that the conditions or the limitation prescribed by Section 14 of the Act cannot be looked into. By the same token, we may consider the principles of Section 14 of the Act as settled by the Supreme Court in *Khushi Muhammad (Supra)* for the purposes of determining 'sufficient cause' in respect of the present Petitioners' application for condonation of delay in filing the petition under Section 136 and 160 of the Companies Act, 2017.

7. The Supreme Court in *Khushi Muhammad* considered various reasons which may or may not constitute 'sufficient cause' including whether the institution and the pendency of the appeal before a wrong forum i.e. one having no jurisdiction on account of wrong advice of the counsel constitutes sufficient cause for condonation of delay in terms of Section 5 of the Act. In this regard, the apex court held as follows:

> *"37. The purpose of the laws of limitation is to establish certainty in the affairs of men, to bring repose and to bring an end to litigation after a certain time period has expired from accrual of an actionable right. Both Sections 5 and 14 of the Act are exceptions to the laws of limitation. A person claiming under the aforesaid exceptions must establish that he or she is not disentitled to the discretionary relief which may be awarded by the Court.* Therefore a claimant seeking condonation of delay must explain the delay of each and every day to the satisfaction of the Court, establish that the delay was caused by reasons beyond the person's (or counsel's) control and that he was not indolent, negligent or careless in initiating and pursuing the actionable right which had accrued in his favour. ***The "borrowed" applicability of the provisions of Section 14, where its principles are taken into account to set the standard for sufficient cause, proceeds on the conditions precedent of due diligence and good faith which must be present before the court grants condonation of delay on the basis of time spent before wrong fora; even if such principles are not taken into consideration the court is not supposed to exercise its discretion in any arbitrary, whimsical and fanciful manner but has to see if a case was made out by the appellant which prevented and precluded him from approaching the right forum of appeal.*** *The overwhelming case law cited in the earlier part of this opinion concludes that the institution and the pendency of an appeal before a wrong forum on counsel's wrong advice i.e. one having no jurisdiction does not constitute a sufficient cause for condonation of delay in terms of Section 5 of the Act, but there is considerable case law that supports the contrary view. In my opinion, the gulf betwixt the divergent views must be bridged by employing proportionality and balancing. It can neither be held that condonation is absolutely ruled out in such a situation nor that the appellant shall be entitled to condonation as a matter of course and right, rather the Court must look into the facts and circumstances of each case as to whether sufficient cause has been made out.* ***Because any exercise of discretionary jurisdiction in favour of a person seeking relaxation of the application of the laws of limitation as of right etc. would be prejudicial to the interests of the respondent. A valuable vested right accrues in favour of the respondent the moment a relevant period of limitation expires in that the respondent is then free from the hanging sword of an actionable claim. In order to wrest away this valuable right from a respondent the person seeking condonation of delay must establish sufficient cause.*** *However, sufficient cause is a term wide enough to encompass within it the principles enshrined in Section 14 of the Act or indeed independent thereto.* ***Time spent pursuing an appeal before a wrong forum, in good faith and with due***

diligence ought in our view to constitute sufficient cause for condonation of delay. But the act of approaching a wrong forum must be accounted for: it should be established that due to some honest, bona fide and genuine ambiguity in the law or in fact, a party or his counsel was led astray in terms of approaching a wrong forum. Mere incompetence of the counsel, inadvertence, negligence or ignorance of law attributable to him and/or overlooking of the record by the counsel cannot constitute sufficient cause ipso facto, but the factor(s) which misled the legal counsel, including any ambiguity in the law, causing him to file the appeal before the wrong forum must be indicated. Mere wrong advice of counsel is not an adequate ground per se to constitute sufficient cause because if this rule is accepted, the centuries tested rule that ignorance of law is no excuse would stand violated. Besides, the above factors which caused ambiguity and misled the appellant (or his counsel as the case may be) have to be stated with clarity and precision in the application for condonation of delay and proved on the record.

*38. We are cognizant of the fact that a client is at a disadvantage with reference to a counsel on account of asymmetric information. There may be instances where there is a different period of limitation applicable to different fora of appeal, and an appellant whose appeal is time barred before an appropriate forum may instead deliberately approach another forum (knowing it to be the wrong forum) in order to lay claim that time spent before a wrong forum ought to be condoned on account of the fact that appellant had approached it (forum) on the advice of counsel. All Courts must keep these considerations in mind when deciding whether or not delay caused by virtue of alleged wrong advice by counsel should be condoned. Though legal counsel are professionals of some learning who are required to be au fait with the basics of law in terms of where to file an action, we are deeply conscious of the fact that at times certain counsel may unwittingly mislead litigants**. Poor advice by a counsel may well cause hardship to a litigant and compromise his ability to seek redress in law. But hardship caused to a person on account of poor advice of counsel does not constitute a sufficient cause for condonation of delay per se. Courts must insist that applications for condonation of delay must specify with particularity as to what factors misled the counsel and gave him cause to form his unfortunate opinion with respect to the (wrong) forum adopted and thereafter the said factors must be proved on record. It is then for the court to decide if, on the basis of such factors, sufficient cause has been made out or not.** A case in point which could possibly constitute sufficient cause is where whilst drawing the decree, the trial court on account of some clerical inadvertence/omission gives a valuation different from the actual valuation for the purposes of appeal, due to which a counsel is misled into believing that the appeal should be filed in the court as per the valuation in the decree sheet, which is in fact incorrect.*

Therefore we are fortified in our view that mistaken advice of counsel does not constitute a sufficient cause for condonation of delay as a matter of course and routine and/or is automatic and per se, rather as

> ***mentioned above, the appellant has to specify the reasons with clarity and precision which prevailed with the counsel and led him to commit the mistake and such application must also be supported by an affidavit.****"* [Emphasis added].

8. Similarly, the Supreme Court in a recent case of *Secretary to the Government of Khyber Pakhtunkhwa, Communication & Works Department, Peshawar vs. M/s Parcon Associate Government Contractors*, 2025 CLD 680 has held that Sections 5 and 14 would come into play only if the delay appears to be condonable because the petitioners were prosecuting their case with due diligence. However, the Supreme Court observed that in the case before it, there could be no doubt or complication to determine the forum of appeal in the given circumstances of the case.

9. In the instant case, there is no question that arises in the face of the plain language of Section 136 and 160 of the Companies Act, 2017 that a petition thereunder lies to the Court as defined in Section 5 thereof. No reason whatsoever has been shown as to why the Appellant would approach the SECP to impugn the notice of an EOGM. As held by the Supreme Court in *Khushi Muhammad (Supra)* approaching the wrong forum may constitute sufficient cause meriting condonation of delay if it can be established that due to some honest, bona fide, and genuine ambiguity in the law or in fact, a party or his counsel was led astray in terms of approaching the wrong forum but mere wrong advice due to incompetence of the counsel, inadvertence, negligence or ignorance of law attributable to him does not constitute sufficient cause *ipso facto*. The Petitioner has failed to specify the reasons with clarity and precision which prevailed with the Petitioner or his counsel and led him to commit the mistake. As such, the Petitioner has failed to show that they approached their remedy before the wrong forum in good faith. The Supreme Court in the case of *Secretary to the Government of Khyber Pakhtunkhwa, Communication & Works Department, Peshawar vs. M/s Parcon Associate Government Contractors (Supra)* held that choosing wrong forum, lacking due care and attention, is not considered as an act done in good faith, and the delay was held to be on account of the petitioner's own negligence.

10. In *Faqir Muhammad (Supra)* relied upon by the Petitioner, the appellant's suit was originally valued at Rs. 200/-. It was in the final judgment passed by the Trial Court that valuation was enhanced in response to a specific issue raised in this regard, however inadvertently the appellant filed the appeal on the basis of the original valuation thus the appeal was filed before a court which lacked pecuniary jurisdiction. In such circumstances the Supreme Court held that the appellant had sufficiently

explained the cause of delay. Whereas in the instant case, as noted above, the Petitioner has failed to give any reason, whatsoever, for approaching SECP when Sections 136 and 160 of the Companies Act, 2017 specify very clearly that the petition is to be made to the Court.

11. Moreover, admittedly the SECP wrote back to the Applicant vide letter dated 19-01-2026 once again highlighting that the jurisdiction to declare proceedings of any general meeting and election of Directors invalid does not lie with their office under Sections 136 and 160 of the Companies Act, 2017. The said letter indicates that the Applicant was informed of the same legal position earlier but even otherwise, the Applicant had 6 days left in the limitation period to approach this Court yet failed to avail the remedy within time and also to explain the three days' delay.

12. In view of the foregoing, CMA No. 363/2026 in JCM No. 07/2026, CMA No. 364/2026 in JCM No. 08/2026 and CMA No. 364/2026 in JCM No. 09/2026 for condonation of delay are dismissed for failing to disclose any sufficient cause for the delay and consequently the instant petitions are dismissed as time barred.

[SAMAN RAFAT IMTIAZ]
JUDGE

Imran