

THE HIGH COURT OF SINDH, KARACHI
[COMPANY BENCH]

J.C.M. No. 31 of 2020
In the matter of the Companies Act, 2017
And
of Al-Hoqani Securities & Investment Corporation (Pvt.) Ltd.

Petitioner : Al-Hoqani Securities & Investment Corporation (Pvt.) Ltd. through M/s. Samina Fazal and Akram Javaid, Advocates.

On Court notice : Securities & Exchange Commission of Pakistan, through Syed Ebad-ur-Rehman Advocate.

Date of hearing : 03-10-2024

Date of order : 03-10-2024

ORDER OF WINDING-UP

Adnan Iqbal Chaudhry J. - The Petitioner/Company has by way of a special resolution resolved to be wound up by the Court under section 301(a) of the Companies Act, 2017 [**the Act**]; hence this petition for winding-up under section 304 of the Act.

2. The Petitioner is a private limited company incorporated in Pakistan with its registered office at Karachi, having a paid-up capital of Rs. 626,801,720/- comprising of 62,690,172 ordinary shares of Rs. 10/- each

3. The principal line of business of the Company was to act as a member of Stock Exchange(s) and to carry on the business of broker in stocks, shares, securities etc. To that end it was granted 'License as Securities Broker' by the Securities & Exchange Commission of Pakistan [**SECP**] under the Securities Act, 2015, and a 'Trading Right Entitlement (TRE) Certificate' by the Pakistan Stock Exchange [**PSX**] under its Regulations.

4. It is submitted that upon the demise of the founder and majority shareholder of the Company in 2017, his legal heirs, who resided abroad, were not interested in carrying on the business of the Company; the Company therefore suffered losses in 2018-2019 and closed operations on 31-10-2019; that the Company's license as Securities Broker expired on 31-12-2019 and no application was made for its renewal; and that by notice dated 06-01-2020 the Company also surrendered its TRE Certificate to the PSX.

5. Since the Company had ceased to carry on the principal line of its business, a general meeting of the company was called on 23-10-2020 to consider a special resolution for presenting a petition for the winding-up of the Company. As per the minutes of that meeting, duly signed by the Chairman, the meeting was attended by 100% of the shareholders, all belonging to the same family, and who passed a special resolution to wind-up the Company under section 301(a) of the Companies Act, 2017. The special resolution was duly filed with the SECP in Form 26 as required by section 150 of the Act. Para-wise comments filed by the SECP affirm all of the above.

6. Along with the petition, the Company has filed audited financial statements for the year ended 30-06-2020 setting out its assets and liabilities. A list of the legal proceedings pending against the Company at the time of the petition is also on record as Annexure 'J'. Therefore, compliance has been made of section 304(e) of the Act.

7. The petition was advertised as per the Companies (Court) Rules 1997, however no one has come forth to contest or object. As per the statement filed by the PSX, there are no investor claims against the Company. The SECP too has no objection to the petition.

8. In view of the foregoing, the Petitioner/company is liable to be wound-up under section 301(a) of the Act. Counsel for the Petitioner prays that an Official Liquidator may be appointed from the panel maintained for the purpose by the SECP under section 315 of the Act.

From that panel, counsel for the SECP suggests the name of Mr. Shaikh Mohammad Tanvir, Chartered Accountant.

9. It is thus ordered that -
- (i) the company, Al-Hoqani Securities & Investment Corporation (Pvt.) Ltd., be wound up by this Court under the provisions of the Companies Act, 2017 [Act];
 - (ii) the Petitioner do advertise within 14 days from this date a notice of the winding-up of the Company in Form No. 31 of the Companies (Court) Rules, 1997 [Rules] and as required by Rule 92;
 - (iii) Mr. Shaikh Mohammad Tanvir, having office at Kreston Hyder Bhimji & Co., Chartered Accountants, Suite No. 1601, Kashif Centre, Shahrah-e-Faisal, Karachi, is appointed as Official Liquidator of the Company. Tentatively, a sum of Rs. 100,000/- shall be paid by Directors of the Company to the Official Liquidator towards his professional fee;
 - (iv) in exercise of powers under Rule 97, security from the Official Liquidator is dispensed with for the time being;
 - (v) the Official Liquidator shall in terms of section 315(5) of the Act file a declaration within 7 days disclosing conflict of interest, if any;
 - (vi) the Official Liquidator do open an account in the name of the "*Official Liquidator of Al-Hoqani Securities & Investment Corporation (Pvt.) Ltd. in Liquidation*" in a Scheduled Bank, and deposit in such bank all moneys, securities, etc. received by him except a nominal sum which the Official Liquidator may keep with him for current expenses;
 - (vii) the Official liquidator do file into Court his accounts at the end of 180 days hereof, and thereafter within 30 days from the close of each half year as required by section 339 of the Act;
 - (viii) Pursuant to Rule 91, for the assistance of the Court and the Official Liquidator, the ex-directors of the Company shall retain the services of a counsel for proceedings in liquidation.

The office shall intimate this order to the Official Liquidator and Registrar of Companies as required by section 308(3) of the Act. The Petitioner/Company shall file a certified copy of this order with the Registrar of Companies as required by section 309(1) of the Act.

Note as per Rule 90: It shall be the duty of the Directors, Chief Financial Officer and Secretary of the Company to attend on the Official Liquidator at such time and place as he may appoint and to give him all information he may require.

JUDGE

Karachi

Dated: 03-10-2024

PA/SADAM