

ORDER SHEET
IN THE HIGH COURT OF SINDH AT KARACHI
J.C.M No.27 of 2017

DATE

ORDER WITH SIGNATURE OF JUDGE

For hearing of Main Petition.

04.09.2018.

Mr. Juzer Q Pishori, Advocate for Petitioner.
Mr. Syed Ibad, Advocate for SECP.

This is a Company Petition under Section 279 read with Section 282 to 285 of the Companies Act, 2017 read with Rule 777 to 780 of the Sindh Chief Court Rules (OS) seeking sanctioning of the Scheme of Arrangement as set-forth in Annexure "E" to this Petition so as to make the scheme of arrangement binding with Petitioners and the Shareholders of the Petitioners No. 1 & 2 along with other persons.

As stated petitioner No.1 is a company authorized to carry on business of storage and handling of Bulk Oil and related products and was incorporated on 14.5.1997. On the other hand petitioner No.2 was incorporated as a private company and was established on 18.10.2001 and was converted into a public company on 1.7.2013 and was also established for storage and handling of Bulk Oil and related products. The Petitioner No.1 & 2 are desirous to restructure and merge, by way of amalgamation, more specifically merger of Petitioner No.2 with and into the Petitioner No.1 with the object of better and more economic reasons to run the same business. The Petitioners No.1 & 2 have agreed and entered into an agreement being the Scheme of Arrangement dated 31.08.2017 for merger and amalgamation which has been duly approved by the respective

Board of Directors of the Petitioners and such resolutions have been placed on record.

The Scheme of Arrangement, attached as Annexure “E” to this petition gives full particulars as to the benefits of the merger / amalgamation, the purpose for the same, the consequences of the arrangement, the effective date of the merger / amalgamation, consideration and related matters, the effect on the employees of the Petitioner No.2 and general provisions with respect to the arrangement. Such Scheme of Arrangement is part and parcel of the petition. By seeking sanction of the Scheme of Arrangement through this Petition under the Companies Act, as above, the intention is to obtain approval of the terms, whereby, the entire undertaking and business, inclusive of all assets, properties, rights, liabilities, obligations and dues of Petitioner No.2, as more specifically stated in the Scheme of Arrangement, will be transferred to, stand vested and assumed by petitioner No.1, whereas, Petitioner No.1 will continue as a going concern under the name of “Terminal One Limited” and petitioner No.2 at the same time shall stand dissolved.

On 23.10.2017 on an application on behalf of the Petitioners under Rule 55 of the Companies (Court Rules), 1997, read with Section 151 CPC, the Court had permitted to convene separate meeting(s) of the members of the petitioners under Section 279(2) of the Companies Act, 2017 after publishing a notice in newspapers, and also inviting creditors, whereas, further directions were given for advertisement of the main Petition for publishing in terms of Rule 76 read with Rule 19 of the Companies Ordinance (Court) Rules, 1997 and notice was also ordered to Securities & Exchange Commission of Pakistan. It appears that all requisite formalities have been completed as publication has been made in daily “JANG”

and “THE NEWS” whereas, report has been furnished by the Chairman dated 12.01.2018. Comments were filed by SECP and two objections were raised regarding satisfaction of Mortgage / Charge of Bank Al-Habib Limited and Faysal Bank Limited, to which necessary reply has been filed on behalf of the petitioners through FORM-17, wherein, it is stated that these two charge(s) already stand satisfied in the year 2011. A proper notice has also been published in the Gazette of Pakistan dated 20.12.2017. Subsequent to passing of orders of this Court Additional Registrar of Companies, In-charge Company Registration Office, Karachi, Securities & Exchange Commission of Pakistan has filed Statement, dated 1.6.2018, wherein, it is stated that report has been examined and SECP has no objection if the Petition is allowed.

In view of such position, since all formalities have been completed whereas, no objections have been received from any quarter, there appears to be no impediment in granting this Petition which is accordingly allowed as prayed.

J U D G E

Ayaz P.S.