

**ORDER SHEET**  
**THE HIGH COURT OF SINDH KARACHI**

JCM No. 13 of 2026  
JCM No. 14 of 2026

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<b>DATE</b>	<b>ORDER WITH SIGNATURE OF JUDGE</b>
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1. For orders on office objections.
2. For orders on CMA No. 217/2026.
3. For hearing of CMA No. 142/2026.
4. For Hearing of Main Petition.

19.03.2026.

M/s. Sameer Tayebaly, Ammar Suria and Nazia Mehak, Advocates for the Petitioner in JCM No. 13 of 2026 and for Intervenor in JCM No. 14/2026.

Mr. Omer Soomro, Advocate for Respondent No.1.

Mr. Mansoor Ali Ghanghro and Mr. Qazi Ali Kamal, Advocates for Respondent No.2 in JCM No. 13 of 2026 and for Petitioner in JCM No. 14/2026.

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Pursuant to Order dated 17.03.2026, all the learned counsels are present, whereby they were supposed to submit a consensual name of a Mediator, to whom the matter is to be referred for Dispute Resolution.

However, today learned counsel for Respondent No. 2 is not willing to propose any name for a Mediator, as he submits that his clients i.e. Respondent No. 2, do not remain agreeable to sending the matter to mediation. He reiterates his stance as on the previous date, to instead refer the matter for arbitration. However, as already mentioned in the Order dated 17.03.2026, the Company / Respondent No. 1, is not a party to the Shareholder Agreement containing the arbitration clause relied upon by Respondent No. 2, and therefore

cannot be compelled for arbitration. Since the matter pertains to Respondent No. 1, they (i.e. Respondent No. 1) is a necessary party, and therefore their presence in the dispute resolution proceedings would be relevant. In any event, before the matter proceeds to any adjudication process, it would be prudent to attempt a conciliatory outcome through the process of mediation. The said submissions by Respondent No. 2 are therefore repelled at this stage.

As already deliberated by me in the Order dated 17.03.2026, whilst considering recent jurisprudence on the matter (some of which is already cited in the Order dated 17.03.2026);<sup>1</sup> as well as by virtue of Article 88 of the Company's Articles of Association (binding upon the subscribers)<sup>2</sup> which has provided a mediation clause, read with Section 89-A of the Code of Civil Procedure 1908; and keeping in mind that the Company itself is not a party to the Shareholders Agreement, it appears in the best interests of the Respondent No. 1 / Company (and therefore those of its Members) that the matter be referred to Mediation in the first instance.

The counsels for the Petitioner and Respondent No.1 have proposed the name of **Mr. Justice (R) Mansoor Ali Shah** to be appointed as Mediator, subject to his acceptance. The said suggestion is accepted and **Mr. Justice (R) Mansoor Ali Shah** is hereby appointed as a Mediator in the instant matters (subject to his acceptance).

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<sup>1</sup> *Mughal Steel (Pvt.) Ltd. v EOBI* 2025 CLD 150 (Supreme Court)

<sup>2</sup> Reliance is placed on the judgement in *United Liner Agencies v Mehnau Agha* 2003 SCMR 132

The ambit of the mediation is to amicably resolve the allegations put forth by the parties, which primarily are various claims of mismanagement and/or oppression. To ascertain the exact nature of the Parties' grievances, the worthy Mediator shall look into the Memos of Petition of JCM Nos. 13 / 2026 & 14/2026 and the Prayer Clauses contained therein, and draw his conclusion accordingly.

Once mediation proceedings are concluded, the Mediator shall prepare his Report and the same should be submitted before this Court.

The Mediator shall settle his own fees / payment terms with the parties, which shall be paid in 50% equal instalments between the Petitioner and Respondent No. 2 (in JCM No. 13 of 2026). In the event a successful resolution is achieved through the mediation process, the said Petitioner and Respondent No. 2 will be entitled to claim a refund of the expenses incurred by them in the mediation proceedings, from Respondent No. 1 / Company.

The Petitioner in JCM No. 13/2026 should approach the Mediator within a period of fourteen (14) days from the date of signing of this Order, to initiate the mediation proceedings. It is also suggested that for an expeditious result, the mediation process may be concluded within a period of sixty (60) days from the date of commencement. The venue of the mediation shall be Karachi - Pakistan.

The Mediator is of course is at liberty to regulate the proceedings in the manner he best deems fit; and at any time should there be any question / concern raised by him, the same may be placed before the Court for consideration / adjudication thereof.

The Parties are directed to participate in the mediation proceedings with diligence, and to avoid any attempt to deliberately act in a manner which would have the effect of negating the mediation process. Should the Mediator feel that any Party is attempting to create obstacles in the mediation process, the Mediator may submit a report before this Court in such regard. The Parties are put on notice that as an Order of this Court has been passed directing the Parties to proceed and participate in the Mediation process in a positive manner to reach a resolution, any behaviour to the contrary by any Party may be considered as a contemptuous act, and such Party would be exposed to proceedings to be conducted against them, as are available under law.

Accordingly, the interim order passed in JCM No. 14/2026 on 25.02.2026 is modified to the extent that if the Mediator requires any records, data, inventory or other material of Respondent No.1 /Company, the same should be provided to him for such purposes.

The Mediator also remains at liberty to engage any other professional for assistance, as may be required him for to reach an effective conclusion. However, prior to engagement of any such professional, the consent of all the Parties concerned should be sought.

This matter is adjourned, and to be taken up after the Mediator's Report is placed on record. The interim order passed earlier shall continue till then. Office to place copy of this order in the connected JCM.

AVAZ

**JUDGE**