

IN THE HIGH COURT OF SINDH, KARACHI

ORDER SHEET

JM 40/2004

26.11.2004

M/s. Mehmood Mandiwala & Ijaz Ahmed advocate for petitioner,

1. Urgent application granted.
2. Application for exemption is granted subject to all just exception.
3. This Petition under section 284 to 288 of the Companies Ordinance, 1984 has been filed seeking approval and sanction of proposed Scheme of Arrangement (Annexure E to the Petition). It is inter alia contended that earlier also this court sanctioned Scheme of arrangement of the Petitioner in J.M. No.36/2001 vide order dated 22/11/2001. Which Scheme, however, could not be materialized for unforeseen event that took place. It was urged that several meetings with the creditors have taken place and now a new scheme is proposed whereby finance provided by the creditors is agreed to be re-structured for more effective operation and discharge of liabilities. According to the learned counsel, new proposed scheme of arrangement is acceptable to more than required number of creditors of the petitioner. It was argued that as required under the Companies Ordinance, 1984 more than 75% creditors of the petitioner have consented to the proposed scheme. List of the creditors is annexure "A" to the

proposed Scheme. According to the learned counsels creditors shown in annexure "B" to the proposed Scheme representing 80% of the total creditors, have extended their have consent. However no consent is placed on record.

Under Circumstances, in the first instance let notice be issued to registrar of the Joint Stock Companies, Securities Exchange Commission of Pakistan and all the creditor of the Petitioner alongwith copy of the proposed Scheme of Arrangement Learned Counsel for the petitioner is directed to provide proper address of the creditors to the office within three days. Notice to be issued through all modes including courier service. Petition to come up for consideration after four weeks.

4. Alongwith the petition an application under Rule 55 of the Companies Rules, 1997 has been filed seeking direction to hold the meeting of the creditors of the Petitioner Company. The meeting of the creditors is proposed to be held, under the chairmanship of Mr. Salman Rasheed, who is acting a financial Controller of the petitioner in terms of Scheme of Arrangement as approved earlier by this Court.

Mr. Salman Rasheed, who is also in attendance consents to chair the meeting of the Creditors. Under circumstances, before the petition seeking approval of Scheme of arrangement is considered, by the Court, let Mr. Salman Rasheed call the meeting of the Creditors of the petitioner, within four weeks from today. Notice of the meeting to be issued to the creditors along with the proposed scheme of arrangement, at least two weeks before the date of meeting. The Chairman of the meeting of the Creditors may fix time and venue of the meeting.

Mr. Salman Rasheed is directed to file report of the proceeding of credits meeting before next date of hearing. Application disposed off.

**Atta-Ur-Rehman**

Judge