

ORDER SHEET
IN THE ISLAMABAD HIGH COURT, ISLAMABAD
(JUDICIAL DEPARTMENT)

Company Original no.4/2025

JC Fintech (Private) Limited and another
Versus
Public at Large

S. No. of order/proceedings	Date of order/Proceedings	Order with signature of Judge and that of parties or counsel where necessary.
2	30.06.2025	M/s Barrister Jahanzeb Awan, Muhammad Uzair Bin Shafie, Saif Muhammad Abbasi and Umer Shahzad Abbasi, advocates for the petitioners Mr. Omer Azad Malik, advocate for the SECP Hafiz Naeem, advocate for the CCP

CM no.1171/2025

This CM annexes the report by the Chairman of the meeting of the members of petitioner no.1 ordered by this Court. Per the report, there was unanimous approval of the Scheme of Arrangement.

CM no.1173/2025

This CM annexes the report by the Chairman of the meeting of members of petitioner no.2, unanimously approving the proposed Scheme of Arrangement.

2 The CM also appends the report by the Chairman of the meeting of the secured creditors of respondent no.2, who also unanimously approved the proposed Scheme of Arrangement. The NOCs by the secured creditors are also annexed.

Main case

The aforesaid meetings should have sufficed for this Court to have proceeded with sanctioning the demerger, were it not for the respondent SECP's report that noted several 'observations' in paragraph no.1(ii), noting that those observations had not been answered satisfactorily by the petitioners.

2 Learned counsel for the petitioners stated that those observations were shared by the SECP with them earlier and had been duly responded through detailed correspondence, but the correspondence and the explanations thereon do not find any mention in SECP's report.

3 When questioned, learned counsel for SECP was not able to satisfy the Court on the substance of the objections, understandably so because they require a fair degree of understanding of how commercial transactions of this nature work in practice. He is therefore directed to ensure that he is duly accompanied by Mr. Wasim Ahmed Khan, the Head of Merger Control Department, in order for the assistance to the Court to be comprehensive. In the meantime, learned counsel for the petitioners will file the replies sent to SECP through a CM on record.

4 As for the observations, the Court would like to know on the next date of hearing the answers to the following questions, recorded in seriatim with paragraph 1(ii) of SECP's report:

- (a) Learned counsel for the petitioners would revert on this point on the next date, as to how the liabilities not being transferred along with the assets can nonetheless constitute a sale of a business segment as opposed to sale of assets;
- (b) SECP is to explain why it needs segment-wise business details. After all, this should be a concern for the transferee, and it needs to be seen why is it a concern of SECP if the business segment is profitable or loss-making and what revenues it generates;
- (c) SECP is to explain why it is interested in the valuation of the intellectual property and the trademarks. Again, it needs to be seen why it should concern SECP rather than the transferee;
- (d) SECP is to explain how this information is not already available to it, given that VEON Limited is listed on NASDAQ, and how can the petitioner go about providing the ultimate beneficial owner's details of hundreds of shareholders, which can easily be ascertained by SECP by accessing NASDAQ; and
- (e) The observation in this para is not clear and the Court expects it to be clarified by SECP on the next date.

5 In light of the exchanges that took place in Court today with learned counsel for SECP, perhaps it would be appropriate for SECP to have another

meeting with the learned counsel for the petitioners to iron out, to the extent possible, any of its aforesaid observations. If it is not done, then the Court will proceed to adjudicate thereon on merits.

6 Relist for **15.07.2025**.

(Sardar Ejaz Ishaq Khan)
Judge

Asjid

For read only