



PAKISTAN STOCK EXCHANGE LIMITED

PSX/N-453

NOTICE

April 15, 2019

Reproduce hereunder letter No. TIBL/11/19/RESTORATION/PSX dated April 11, 2019 received from Trust Investment Bank Limited, alongwith Order of the Lahore High Court, for information of all concerned.



Reference No. TIBL/11/19/RESTORATION/PSX

DATED 11-04-2019

Hafiz Maqsood Munshi

Manager Companies & Securities Compliance. RAD

Pakistan Stock Exchange Limited

Stock Exchange Building,

Stock Exchange Road,

Karachi.

SUBJECT; RESTORATION OF TRADING OF SHARES OF TRIBL

1. That this letter is in continuation of letter 09-04-2019, email dated 09-04-2019 & telephonic conversation dated 09-04-2019 and in response to your letter no. PSX/C823-1608 dated 10-4-2019.
2. That is in your knowledge that the trading of shares of TRIBL has been suspended by PSX vide letter dated 18-12-2018 in pursuance of cancellation of license of undertaking of finance services (IFC) by the Additional Joint Director, SECP vide order dated 01-11-2018.
3. That TIBL Filed Writ Petition No. 20957/2019, titled; **"Trust Investment Bank VS. Federation Of Pakistan and 4 others"** alongwith stay application (CM.NO.2of 2019) before the Hon'ble Lahore High Court and challenge the cancellation order, letter/notice for placement of TIBL in defaulted segment dated 18-012-2018 and notice/letter for suspension of trading of share dated 15-01-2019, and with the following prayer;

"Under the above circumstances, it is therefore most respectfully prayed that instant petition may kindly be accepted and the cancellation Notice dated 01-11-2018 (ANNEXURE L) passed by additional joint director/respondent No.5 and order dated 18-12-2019 & 15-01-2019 and subsequent orders passed by Respondent No.4/PSX (ANNEXURE N) may kindly be declared as illegal, unlawful, void ultra vires of the constitution of Islamic Republic of Pakistan,1973 and repugnant to the provisions of constitution & companies laws and in conflict with the fundamental rights of the petitioner, hence same may kindly be suspended/set aside and the keeping in view the purposed revival plan petitioner bank may kindly be allowed to continue its business activity in the best interest of the shareholder, member and depositor,

TRUST INVESTMENT BANK LIMITED

RB₃



1/35



CONTINUATION SHEET

It is further prayed that pending disposal of present petition, operation of impugned notices dated 01-11-2018 & 18-12-2018 & 15-01-2019 issued by respondents No, 4 & 5 may kindly be suspended for the sake of justice and equity.

4. That the above mentioned Writ Petition came up for hearing before Mr. Justice Muhammad Ameer Bhatti on 09-04-2019 and after hearing, the Hon'ble judge while suspending the impugned order, notices letters in the following;

3. *Subject to notice for aforesaid date, the operation of impugned order shall remains suspended, meanwhile and no action shall be taken against the petitioner on the basis of impugned notices/letters.*

COPY OF WRIT PETITION NO. 20957/2019 ALONGWITH STAY APPLICATION & ORDER DATED 09-04-2019 IS ATTACHED HEREWITH

4. That because of Judicial grace exercise by the Hon'ble Lahore High Court, after the suspension of order of cancellation dated 01-11-2018 passed by Additional Joint Director SECP, the license to undertake Finance Services (IFS) has been restored as before 01-11-2018 and as PSX has placed the TIBL in defaulted Segment vide order 18-12-2018 due to cancellation of License and in pursuance of order dated 01-11-2018, hence this order/notice dated 18-12-2018 has become infructuous and more particularly by the restraint order passed by the Hon'ble Lahore High Court, The TIBL bank is entitled to restoration of trading of shares according to PSX regulations.
5. That it is important to mentioned here that after communication of order dated 09-04-2019 through Email, letter and telephonic intimation, and more particularly, after the communication of suspension of cancellation order, all the proceedings, notices letters issued by PSX are also suspended and issuance of notice bearing Reference No. PSX/N-424 DATED 09-04-2019 is uncalled for, contemptuous and without lawful authority
6. That PSX is under constitutional and statutory duty to comply with the order passed by Hon'ble Lahore High Court and through this letter, It is requested to comply with the order of Hon'ble Lahore High Court in letter and spirit and

2/3/2019





CONTINUATION SHEET

complied with the mandated of law and provisions of Company Law, PSX Regulation and placed the TRIBL from defaulted segment to normal counter and also communicate this order to all the concerned in the interest of justice and equity.

Waiting for your immediate compliance and early reply.

Mamoon ur Rashid Qureshi
Mamoon ur Rashid Qureshi

Director



(COPY THROUGH EMAIL ALREADY SENT)

Copy to:

The Director /HOD (PRDD) – SECP	Company Concerned
The Director (CSD) – SECP	The Central Depository Company of Pakistan
The Additional Director (CMD-SMD) – SECP	The National Clearing Company of Pakistan Limited
All Department Heads PSX	State Bank of Pakistan
The Chief Executive Officer – PSX	Pakistan Bank's Association
The Acting Chief Regulatory Officer-PSX	Institute of Chartered Accountants of Pakistan (ICAP)
Company Concerned Registration Office	Auditor of the Company Concerned
Registrar of Company	

فرد طلبانہ

1506
19/4/19

بعدالت ادرہ عالیہ لائبریری

تغیر مقدمہ 20957/2018

گورنمنٹ ڈپارٹمنٹ آف ایجوکیشن ایف بی اے سنٹر

پتہ

تاریخ حاضری

تاریخ داخل	کس غرض سے داخل کیا گیا	کس نے داخل کیا	تعداد	اثرامپ
10-04-2018	راجہ علی حسن	سائنس	5	
10-04-2018	گورنمنٹ ڈپارٹمنٹ			
10-04-2018	گورنمنٹ ڈپارٹمنٹ			
				ایف بی اے سنٹر

ہر قسم کے عدالتی قادم ملنے کا پتہ: فردوس بیگ ڈپو بائیمال مسلم ماڈل ہائی سکول نزد ضلع گجھڑیا۔ لاہور

ہر قسم کے فارم ملنے کا پتہ: فردوس بیگ ڈپو 42-اوردو بازار لاہور

4/35

IN THE LAHORE HIGH COURT, LAHORE

C.M.NO. 02-19

W.P.NO. 20757-19

Present MR. JUSTICE

Muhammad Amie Shatti

Petition under Section 151 CPC

PARTY NAME, PRAY AND ORDER ATTACHED

[Handwritten signature]

Form No. HCJD/C-121.

ORDER SHEET
IN THE LAHORE HIGH COURT LAHORE
JUDICIAL DEPARTMENT

W.P.No.20957/2019.

Trust Investment Bank Ltd.

Vs Federation of Pakistan etc.

S.No. Of order/ Proceeding	Date of order/ Proceeding	Order with signature of judge, and that of parties or counsel, where necessary,
-------------------------------	------------------------------	--

09.04.2019

Malik Zahid Hussain, Advocate for the petitioner.

Mr. Afzal Bashir, Assistant Attorney General for Pakistan.

Learned counsel for the petitioner submits that before issuing the letter dated 15.01.2019, the compliance of provision as envisaged under Section 282-J of Repealed Companies Ordinance, 1984 has not complied with by the respondents which stipulates issuance of show cause notice and hearing before taking any punitive action against the defaulter; hence the action of respondents is illegal, unlawful, without any legal justification and un-sustainable in the eye of law.

2. Let Learned Law Officer be directed to procure report and parawise comments from the respondents so as to reach this Court within 10-days. The petitioner is directed to hand over copy of this petition to the learned Assistant Attorney General for filing report and parawise comments. Relist on 16.05.2019.

C.M. No.1 of 2019.

3. Dispensation sought for is allowed subject to all just and legal exceptions. C.M. stands disposed of.

ATTESTED

Copy of Section,
Lahore High Court, Lahore

CM No.2 of 2019.

4. Subject to notice for aforesaid date, the operation of impugned order shall remain suspended, meanwhile and no action shall be taken against the petitioner on the basis of impugned notices/letters.

5. Copy Dasti.

~~Copy~~
9/4/19

Nadeem

True Copy
In Case No. 128058
9/4/19
Examiner Copy Supply Section
Court, Lahore

(Muhammad Ameer Bhatti)
Judge.

Examiner Copy Supply Section
Authorized Under Article 57
9/4/19

Application No. 128058
Case No.
Date of Presentation of Application 9/4/19
Copy Fee 6
Urgent Fee
Registration and Postage Fee
Court Fee in Application
Total 6
Name of Copiant
Date of Receipt of File
Date of Completion of Copy 9/4/19
Date of Delivery of Copy
9/4/19

7/35

BEFORE THE HON'BLE LAHORE HIGH COURT, LAHORE

20957

WRIT PETITIONER NO. ----- OF 2019.

Trust Investment Bank Limited,
Non-Banking Finance Company
Incorporated under the Companies
Ordinance, 1984, Having its registered
Office at 6th floor, MM Tower, 28A/K,
Gulberg-II, Lahore, Through its duly
constituted Attorney namely
Through its director namely Mamoon ur Rasheed Qureshi (CNIC NO.91400-0376583-1)

..... PETITIONER

Versus

1. Federation of Pakistan
Through Secretary Finance,
Having office at G-8/1, Aiwan-Sanat
Tijarat Road, Mauve Area,
Islamabad
2. Securities & Exchange Commission of Pakistan
Through its Chairman
Having its office at State Life Building No. 2,
Egerton Road,
Lahore.
3. Commissioner Securities & Exchange Commission of Pakistan
Having its office at State Life Building No. 2,
4th Floor, North Wing, Wallace Road,
I.I. Chundrigar Road,
Karachi
4. Pakistan Stock Exchange Limited
Through its Managing Director
Having offices at Stock Exchange
Building, Stock Exchange Road,
Karachi
5. RIZWAN UL HAQ, ADDITIONAL JOINT DIRECTOR.
Securities & Exchange Commission of Pakistan. NIC Building, Jinnah Avenue Blue Area,
Islamabad.

..... RESPONDENTS.

ATTESTED

Examiner
Copy Supply Section

8/35

Trust Bank
- 9/1/19

56176/19

WRIT PETITION No. _____ of 2019.

Trust Investment Bank Limited, _____

PETITIONER

Versus

FEDERATION OF PAKISTAN & 4 OTHERS

RESPONDENTS

STAY APPLICATION

UNDER SECTION 151 CPC READ WITH ORDER 39
RULES 1 & 2, CPC AND ALL OTHER ENABLING
PROVISIONS OF LAW

WRIT PETITION

IN
UNDER ARTICLE 199 OF THE CONSTITUTION OF
THE ISLAMIC REPUBLIC OF PAKISTAN, 1973

Respectfully Sheweth,

1. That the Petitioner has filed the above titled writ Petition in this Honorable Court in which no date of hearing has been fixed so far. Contents of the accompanying writ petition may kindly be read as an integral part of this application.
2. That the petitioner has a strong prima facie case and there is a strong likelihood of its success.
3. That as the balance of convenience lies in favor of the Petitioner therefore the operation of the notice issued by Respondent No. 1 may kindly be held in abeyance pending decision of this petition.

TESTED
Examiner
Law Section
19/1/19

Prayer

Under the circumstances it is prayed that the Respondent may graciously be directed not to proceed any further in pursuance of notice

9/35

Dated 11-01-2018 & 18-12-2018 pending disposal of present petition, operation ^{Sd/- 15/1/2019} 117
of impugned notices dated 01-11-2018 & 18-11-2019 issued by respondents No,
4 & 5 may kindly be suspended for the sake of justice and equity.

Any other relief, which this Hon'ble forum consider appropriate under the facts
and circumstances of the case may kindly be granted in the interest of justice
and equity.



THROUGH;

Signature

MALIK ZAHID HUSSAIN
(Advocate High Court)
(C.I.L. NO.0321-4363401)
(CNIC NO.35302-1216562-3)
EMAIL:cla.zahid.hussain@gmail.com

CORPORATE LAW ADVISORS

10-A Turner Road, Lahore.

ATTESTED
10/35

BEFORE THE HON'BLE LAHORE HIGH COURT, LAHORE

For Private Use

20957

Copy Sent to Section
Lahore High Court, Lahore

WRIT PETITIONER NO. ----- OF 2019.

Trust Investment Bank Limited,
Non-Banking Finance Company
Incorporated under the Companies
Ordinance, 1984, Having its registered
Office at 6th floor, MM Tower, 28A/K,
Gulberg-II, Lahore, Through its duly
constituted Attorney namely
Through its director namely Mamoon ur Rasheed Qureshi (CNIC NO.91400-0376583-1)

..... PETITIONER

Versus

1. Federation of Pakistan
Through Secretary Finance,
Having office at G-8/1, Aiwan-Sanat
Tijarat Road, Mauve Area,
Islamabad
2. Securities & Exchange Commission of Pakistan
Through its Chairman
Having its office at State Life Building No. 2,
Egerton Road,
Lahore.
3. Commissioner Securities & Exchange Commission of Pakistan
Having its office at State Life Building No. 2,
4th Floor, North Wing, Wallace Road,
I.I. Chundrigar Road,
Karachi
4. Pakistan Stock Exchange Limited
Through its Managing Director
Having offices at Stock Exchange
Building, Stock Exchange Road,
Karachi
5. RIZWAN UL HAQ, ADDITIONAL JOINT DIRECTOR.
Securities & Exchange Commission of Pakistan. NIC Building, Jinnah Avenue Blue Area.
Islamabad.

..... RESPONDENTS

WRIT PETITION

UNDER ARTICLE 199 OF THE
CONSTITUTION OF THE ISLAMIC
REPUBLIC OF PAKISTAN, 1973

Respectfully shewth;

- a. That the names and addresses of the parties have correctly been given in the title of this petitioner for the purposes of service of summons, notices etc. upon them.
- b. That petitioner TIBL, is a non-banking finance company, incorporated in Pakistan under the Companies Ordinance, 1984, the company has its office at the address given at the caption of titled petitioner, the petitioner is also a financial institution within the meaning and scope of Financial Institution (Recovery Of Finances) Ordinance 2001, the petitioner bank is filling the instant appeal through its director, namely Mr. Mamoon ur Rasheed, said Director is duly authorized by the company, inter alia to file/institute the instant appeal, to sign and verify the pleadings, to engage legal counsel and to do all other acts, deeds and things necessary and incidental thereto, on behalf of the company, the above named director is fully conversant with the facts of the case and is competent to depose about the same, COPY OF BOARD

RESOLUTION IS ATTACHED AS ANNEXURE A

BACK GROUND/FACTS

1. That Trust Investment Bank Limited was primarily incorporated/ established by the then sponsors on February 23, 1992 in the name of "Trust Leasing Corporation Limited (TLCL)" vide company registration NO.L-04613 under the COMPANIES ORDINANCE 1984. It was renamed in August 5, 2005 as "Trust Leasing & Investment Bank Limited" AND a certificate to this extent was issued by SECP and further renamed in March 20, 2007 as "Trust Investment Bank Limited(TIBL), the company was issued certificate No.NBFC-/IFS-/2010 to carry out investment financial

12/35

services as a non-banking company, which was renewed on 05-08-2010 under rule 5 (8) of Non-Banking Finance Company (Establishment And Regulation) Rule,2003, for one year (it is pertinent to mention here that after the amendment in rules 5 (8) by SRO 271(1)/2010 DATED April 21st,2010 license was to be renewed for three years, but the license was renewed only for one year according to old rule with malafide intension.) by SECP the authorized capital of TIBL is Rs.2,200,000,000/- while the paid up capital of the company is 1,383,982,139/- as per Form A made up to 26-10-2017 submitted by the company.

2. The bank was purchased/ taken over by Mr Asif Kamal as main sponsor in 2006 along with Mr.Zahid Rafique & Humayun Nabi Jan. This was recorded in the 78th meeting of BOD dated July 11, 2006.Accordingly all three became Directors of the bank and Mr. Asif Kamal was elected as Chairman of the bank in the same meeting. Transfer of management was duly approved by SECP through their letter July 28, 2006.

3. That According to the Rule 5 (6) (E) of the NBFC (Establishment & Regulations) Rules, 2003 and Circular 9 of June 15, 2006 sponsors are required to pledge/ surrender their shares to CDC/ SECP. According to the rules the sponsor shares cannot be sold or transferred without prior permission of the regulator. In compliance of the regulation Mr.Asif Kamal deposited shares (7,106,551)of TIBL with the face value of Rs.71,065,510 held by him in his personal name which are blocked and frozen as of date. While shares (5,702,405) of TIBL held by Mr.Zahid Rafique with face value of Rs. 57,024,050 in his personal name were also blocked. This was acknowledged by the bank through the letter of March 12, 2009.

4. That petitioner bank/ TIBL being deposit taking NBFC was required to maintain minimum equity of Rs.750 million in terms of rule 7 (3) of the NBFC Rules,2003 read with regulation 4 and schedule 1 of the non-banking finance companies and notified entities regulations,2008.

5. The According to the NBFC (Establishment and Regulation) Rules 2003 chapter 1 Clause XIX, any loan given by the directors shall be considered as part of equity, sponsor of TIBL arranged injunction of properties/assets valuing Rs.2.7 billion by way of subordinated loans from 2013 to 2015 and become Equity Complied according to the then NBF1 regulation, 2008.

6. That soon after compliance with the minimum equity requirement (MER), unfortunately the bank again become non-compliant due to amendment in the NBFC Rules, vide SRO NO. 1002(I)/2015 Dated 15-10-2015 as sub-ordinated loans in the form of properties become ineligible for MER purposes, by substituting clause (six)(e) explanation by using word cash or liquidated assets only in Non-Banking Finance Companies Establishment And Regulation Rules 2003 , subordinated loan defined as under,

e. subordinated loans shall be in the form of cash or liquid assets only

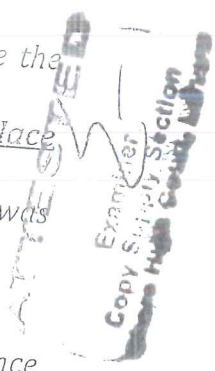
7. Resultantly TIBL become non-compliant with MER and was required to inject subordinated loans in the form of cash or liquidate assets. And all the deposit taking NBFCs including TIBL were allowed one year time i.e.by November, 2016 to comply with MER of Rs.750 Million.

8. That anticipating the problem TIBL approach SECP in May, 2016 (before the target date) to allow time until December 2016 to convert, sale, or replace assets to comply new regulation but unfortunately request of TIBL was declined vide letter dated November,22,2016.

(Although according to proviso to Regulation 4 of Non-Banking Finance companies & notified entities regulation it was provided six month time for the compliance, section 4 is reproduced as ready references;

4. **Minimum Equity Requirement.** An NBFC licensed by the Commission to undertake any form of business as specified in section 282A shall, at all the times , meet the minimum equity requirement in respect of that form of business as provided in schedule 1.

Provided where an application is made by an NBFC for an extension of time schedule prescribed in schedule 1, the Commission may, after being satisfied and recording reasons in writing, extend the timeline for up to a maximum of six months,



5

This not only demotivated but also discouraged the investors and promoters. it is also pertinent to mention here that other NBFC are allowed and no objection were ever raised. COPY OF COMPARISON TABLE OF 5 OTHER NBFC BANKS IS ATTACHED AS ANNEXURE B.

9. That again on September,19,2017 SECP issued direction to TIBL not to issue further guarantee or roll over without any immediate cause of action, TIBL made a representation on October, 06,2017 and highlighted the complication that may arise, but this request too was declined through letter dated october,13,2017, this regulation has proven suppressive and business came to standstill and activities of the company paralyzed for all practical purposes, it not only squeezed the revenue stream but also bank is exposed to many legal and financial implications,

10. That as a pre-emptive measure PXL without amending the regulation and without having lawful justification, upon the direction of SECP, Placed the name of TIBL into defaulter's segment vide order dated 29-01-2018 and this action of PSX travelled throughout the market and share value came to its lowest and possible means to raise further equity under section 83 of the companies Act, 2017 via letter dated February 09, 2018 has become less significant.

11. That respondent No.3/Commissioner SECP issued Show cause notice dated 15-01-2018 under section 282-J (1, 2, 3) AND 282-M of Repealed Companies Ordinance 1984 on the allegation of weak operation position, deteriorating financial performance, , non-compliance with MER, absence of concrete, viable time bound plan for its revival and reverse remarks by statutory auditor, Trough this notice the petitioner bank was required to submit reply and to appear before the commission on 30-01-2018, thereafter Respondent No.3/Commissioner SECP through its letter dated 24-01-2018 extended the time to file reply and hearing dated extended to 28-02-2018, but without hearing TIBL was

RECEIVED
Enrollment
Copy Supply Section
Date 15/01/2018
Place: Faisalabad

15/35

placed under defaulter segment under clause 5.11.1 of PSX Regulation without having publication of notification in the official gazette.

COPY OF SHOW CAUSE NOTICE DATED 15-01-2018 SECP LETTER DATED 24-01-2018 ARE ATTACHED AS ANNEXURE C & C-1.

12. That worth was shown later by Respondent No.4/PSX, when in pursuance of this show cause notice dated 15-01-2018 issued by Respondent No.3/Commissioner SECP, TIBL was placed in defaulter segment under clause 5.11.1 of Stock Exchange Regulation vide order dated 29-01-2018 and practically halted all the business of the company.

COPY OF LETTER DATED 29-01-2018 IS ATTACHED AS ANNEXURE D.

13. That the arbitrary and illegal act of the Respondent No.3 & Respondent No.4/PSX being repugnant to the provision of the company laws, PSX Regulations & constitution and in conflict with the fundamental rights of the petitioner bank as guaranteed by the Constitution Of Islamic Republic Of Pakistan,1973 the petitioner bank was constrained to file civil Suit No.292.2018 (TIBL VS FOP) against notices dated 15-01-2018 & 29-01-2018 on the ground that Act of issuing notices by respondent No.3 &4 are repugnant to the provision of constitution and in conflict with fundamental rights guaranteed by constitution, Notices have been issued without any probing of the matter, as stated probe has yet to be made, therefore mere allegation without substantiation resulted in fundamental rights of doing business cannot be infringed in an arbitrary manner, moreover Notices have been issued arbitrarily and placed the TIBL in defaulted segment without hearing the plaintiff hence is illegal, Impugned notices cannot be made basis for any winding up, hence the placement in defaulted segment is illegal, it is further alleged that Provisions of 5.11.1 have been amended through notice No. PSC/N-472 Dated January 23, 2018, and amendment has not been notified in official gazette., hence not applicable.

14. That after hearing the arguments restraint order Dated 12-02-2018 was granted in favor of the petitioner bank in (CM NO.2080/2018) in the following;

"let notice being issued to defendants as well as DAG, however till next date of hearing no further action shall be taken against the plaintiff"

COPY OF RESTRAINT ORDER DATED 12-02-2018 IS ATTACHED AS ANNEXURE "F".

15. That after receiving the above mentioned restraint order, the respondent No.4/PSX withdraw the impugned notice dated 29-01-2018 and through letter dated 16-02-2018 shifted the petitioner bank from the defaulted segment to normal counter in the following;

"Pursuant of an interim order dated February,12, 2018 passed by Hon'ble High Court of Sindh, in the matter of Suit No.292 of 2018 of TRIBL, received today by Pakistan Stock Exchange Limited (PSX), whereby PSX has been directed by the Concerned Hon'ble High Court not to take further action in this regard till next date of hearing.

The next date of hearing is fixed on February,21, 2018

Consequently to above, the name of the company has been shifted to Normal counter on with immediate effect and the Exchange shall proceed further in the matter, as per direction of the Hon'ble court."

COPY OF LETTER DATED 16-02-2018 IS ATTACHED AS ANNEXURE "G".

16. That as the petitioner bank wants to fulfill the required minimum equity requirement (MER), Hence the petitioner filed reply to show cause notice dated 15-01-2018 issued by The Commissioner/respondent No.3 alongwith all necessary documents including business plan, decline order of winding up by Lahore high court, Lahore in winding up petitioner titled (IGI VS, TIBL) o 21 February, 2018.

COPY OF REPLY/REPRESENTATION DATED 21-02-2018 ALONG WITH APPENDED ANNEXURES IS ATTACHED as ANNEXURE "H".

17. That again in continuation of this letter and in response to concern of the SECP regarding MER, the petitioner bank offered proposal of "Debt To Equity Swap Arrangement" under section 83 of the Companies Act, 2017 Vide Letter Dated 31-05-2018. for issuance of share other than right after getting the consent of SECP.

ATTESTED
Examiner
Copy Supply Section
Securities and Exchange Commission

18. That SECP issued Letter No.SC/NBFC-1/27/TIBL/2018/116 "consent for issuance of ordinary shares without offering right shares against settlement of principle liability alongwith markup" and allow the proposal of petitioner bank in the following;

in this connection , you may apply to the commission for seeking its approval under section 83 of the Companies Act,2017 after completing all the legal formalities mentioned in the law."

COPY OF LETTER DATED 01-02-2018 ISSUED BY SECP IS ATTACHED AS ANNEXURE "I"

19. That in compliance of above proposal, the petitioner bank to fulfill the MER, with the consent of SECP after getting the approval of shareholder in extraordinary general meeting dated 23-06-2018 restructure by way of consolidating existing 70,000,000 (seventy millions) cumulative, redeemable, convertible preference shares of Rs.10/- each the authorized capital and , filed application alongwith affidavit, FORM26, etc. for approval for issuance of 22,448.437 ordinary shares on 29-06-2018. AND challan fee for the issuance of share was also submitted to the SECP. (it is pertinent to mention here that the bank fulfill the first part of the impugned order before the announcement of decision/direction)

COPY OF LETTER DATED 29-06-2018, EXTRACT OF EXTRAORDINARY GENERAL MEETING, DATED 23-06-2018, FORM 26, AFFIDAVIT, ATTENDENCE SHEET, CHALLAN ETC ARE ATTACHED AS ANNEXURE "K TO K-7".

RECEIVED
Copy Submitted
to Hon'ble High Court, Bhubaneswar

20. That the Respondent No.3/Commissioner after hearing on 15-05-2018 reserve its finding and these findings were announce on 09-7-2018 and conveyed on 10-07-2018, through this decision, the allegation of weak operation position, deteriorating financial performance, absence of concrete, viable time bound plan for its revival and reverse remarks by statutory auditor was impliedly withdrawn and on the sole allegation of MER shortfall, the petitioner bank was provided one final opportunity to comply with MER in two phases as follows;

a) In the first phase, TIBL is advised to inject new funds and raise its equity by Rs.700 million as anticipated in its letter dated May 31,2018 by September,30,2018 through debt equity swap

and injection of further funds from its sponsor. TIBL shall use the funds injected by the sponsor for repayment/settlement of deposits

b) In the second phase, TIBL is advised to complete the process of cash injection by the new sponsor by December 31, 2018. Further, TIBL shall ensure that remaining deposits are settled by December 31, 2018

11. TIBL is further directed to submit the statement of its equity as of September, 30, 2018 duly accompanied by a certificate from its statutory auditors on or before October, 31, 2018 and after completion of second phase by January 31, 2018 for the period ended on December 31, 2018. In case TIBL fails to comply with any of the steps mentioned in Para 10, its license to undertake investment finance services shall stand cancelled under section 282 J(2) of Ordinance and the department shall initiate proceedings for its winding up under section 282J(3) of the ordinance.

DECISION DATED 07-09-2018 OF COMMISSIONER IN THE MATTER OF SHOW CAUSE NOTICE ISSUED TO TIBL UNDER SECTION 282J(2) OF THE COMPANIES ORDINANCE DATED JANUARY, 2015 ANNEXURE "L".

21. That despite compliance with the direction dated 09-07-2018, of the respondent No.5/commissioner regarding part first phase I, and more specifically instead of fulfilling their part by the respondent NO.4/ Additional Joint Director and giving approval for the Debt Equity swap decides to cancel the license of the petitioner bank in derogation of commission decision dated 09, July, 2018, by order dated 1st November 2018 and also ignoring the stay of the Honorable High Court of Sindh dated 12-02-2018 in favor of petitioner bank on the following ground;

3. In the order, TIBL, was further directed to submit compliance report on first phase by October, 31, 2018 and second phase by January, 31, 2018. It was also written in the order that in case of failure to comply with any of the phases mentioned in the order, its license to undertake IFS shall stand cancelled under section 282J(2) of the Ordinance and department shall initiate proceedings for winding up under section 282J (3) of the ordinance.

4. in this regard, I am directed to inform you that TIBL has failed to comply with the above referred order of the commission, hence in terms of Para 11 of the order, the IFS license of TIBL stands cancelled w. e. f, November, 01, 2018.

COPY OF LETTER OF CANCELLATION DATED 1-11-2018 ISSUED BY RESPONDENT NO.2 IS ATTACHED AS ANNEXURE "M".

22. That the petitioner bank after receiving the order on 5th November, 2018 immediately filed representation against the order dated 01-11-2018, that is still pending with the SECP, without any response

COPY OF REPRESENTATION IS ATTACHED AS ANNEXURE "N"

19/35

... of this order passed by respondent No.5/Joint Additional Director , respondent No.4/ PSX again placed the petitioner bank in the defaulter segment vide order dated 18 December, 2018 and trading in shares also suspended.

COPY OF LETTER DATED 18-12-2018 IS ATTACHED AS ANNEXURE "O".

24. That the cancellation of license to undertake IFS by order dated 1-11-2018 by Respondent NO.5/Joint Additional Director (ANNEXURE M) and placement in defaulted segment and suspension of share trading by PSX/ respondent No DATED 18-12-2018 (ANNEXURE "O") AND subsequent notices are against law and fact on the subject and is liable to be recalled inter alia on the following among

GROUNDS

1. That the impugned orders of cancellation of license to undertake IFS dated 1-11-2018 passed by respondent No.5 and placement in defaulted segment and suspension of share trading by PSX/ respondent No.4 dated 18-12-2018 and subsequent orders are against law and fact of the case and is based on misreading and non- reading of evidence which is not sustainable at law and liable to be set aside by this Hon'ble court in the exercise of its constitutional jurisdiction.
2. That the learned Respondents No. 4 & 5 has not applied their judicial mind to the facts and circumstances of the case, hence the impugned orders dated 01-11-2018 & 18-12-2018 are not sustainable in the eyes of law.
3. That the cancellation of license to undertake investment finance services (IFS),dated 01-11-2019 has been passed by the respondent No. 4 by ignoring the compliance of part I of order dated 09-07-2018 and by committing contempt of court order dated 12-02-2018 during the subsistence of restraint order, that too, without affording any opportunity of hearing as mentioned in Part VIII A, Section 282 I of Companies Ordinance,1984 that is illegal, without lawful

ATTESTED

Examiner
Copy Supply Section

justification hence the cancellation order is without law full authority, 11
Corum Non Judice void and is not sustainable in the eyes of law and
cancellation order by the respondent No. 4 is liable to be set aside.

4. That on 1st November 2018 license to undertake Investment Finance Services (IFS) was cancelled under section 282 J of the Companies Ordinance 1984 based on the fact that petitioner TIBL had not complied with the order of 9th July 2018. It is surprising that although the company has time till the 31st of December, 2018 to comply and report to SECP when appellant bank received the cancellation at 9am in the morning via email, without any warning of non-compliance or negligence on part of TIBL which is mandatory in case of a financial institution under section 282J, of Companies Ordinance, 1984, suggesting that this was ready to be served on the 31st October 2018, it is highly improbable that a cancellation notice is served within moments of passing of the deadline highlighting our concerns of forced winding up especially in the presence of a stay from the Sindh High Court titled suit No. 292 / 2018 in which the Honorable High Court of Sindh - Karachi vide order dated February 15th 2018 directed to the respondents - defendants to refrain from taking any further action against the plaintiff bank.
5. That it is strange that the compliance of first phase of part I was communicated and was available with, the Respondent No.5 himself, but despite this fact, the license of the appellant bank was cancelled by respondent No.5 with malafide intention, hence the cancellation order dated 01-11-2018 is not sustainable in the eyes of law and liable to be set aside in the interest of justice and equity.
6. That the respondent No. 5 miserably failed to consider that the petitioner bank has fulfilled the requirement of first Phase, and debt for equity swap in

ATTESSED
EVIDENCE
Copy Submitted to
Sindh High Court
Karachi

response to its letter dated 22-06-2018 has already been complied with before the issuance of cancellation order, as a matter of fact and record, the order/decision on show cause notice (SCN) dated 15-01-2018 was reserved on 15th May, 2018 and was announced on 9th July, 2018

12

The Salient features of this order are as follows:

- a) Debt Equity SWAP by 30th September 2018 of Rs. 300 Million
- b) Injection by current sponsor Mr. Asif Kamal of Rs. 400 Million

Both a & b above constituted phase 1 in which total Rs. 700 Million was to be achieved and reported to the SECP till 31st October 2018 with a certificate from the statutory auditor

- c) Further injection of Rs. 400 Million in tranches by a new sponsor
- d) TIBL shall ensure that remaining deposits are settled by 31st December 2018.

Both c & d constituted phase 2 was to be completed by 31st December 2018 and to be reported to the SECP by 31st January 2019.

That the petitioner in compliance of this direction taken following steps;

A. FIRST PART OF 1ST PHASE

1. That for the compliance of first phase of part I debt of equity swap, the petitioner bank through letter dated 29 June, alongwith necessary documents communicated equity swap application of Rs.224 million to Additional Joint Director Mr. Rizwan Ul Haq /respondent No.5.
2. That regarding this matter in furtherance of email dated September, 10, 2018 Pak Oman Assets Management has provided the required issuance of ordinary shares, other than the right shares and fee for approval of the issuance of shares was also communicated on October, 15, 2018. AND as it was completed in all respect on our part and it remains pending and still pending with the respondent No.1 without any communication of any deficiency, this fault, and criminal negligence is on the part of respondents side and could not be attributed to the TIBL, and due to this act of malafide intention and criminal negligence on the part of respondent

RECEIVED
W
COP
Section

22/35

No.4 could not be made ground to penalize the TIBL, by cancellation of license unilaterally without affording an opportunity of hearing, reliance in this regard is placed on section 282J that is reproduced as follows;

13

282J. Penalty for failure, refusal to comply with, or contravention of any provision of this Part.- (1) -----

(2) Without prejudice to the provisions of sub-section (1), in case of contravention of any provision of this Ordinance or rules made or non-compliance of any direction given or order passed thereunder by the Commission, the Commission may cancel any one or more of the licences in respect of the various forms of business of the NBFC, after issuing a show cause notice and giving such NBFC an opportunity of being heard or pass any other order which may be deemed appropriate by the Commission.

(3) Upon cancellation of all the licences, the functions and carrying on the business of NBFC shall cease and the Commission may move the Court for winding up of the NBFC.

(4) -----

(5) -----

(3) The Commission shall, in adjudicating upon the rights of any person whose application on any matter it is required to consider in the exercise of any power or function under this Act, give the reasons for its decision after giving the person concerned a personal hearing, in addition to any written applications or submission which may be required to be made.

Hence the cancellation order is without lawful authority, Coram Non Judice, illegal and has been passed by violating the provisions of Companies Act, 2017 and by violating the provisions of Constitution Of Islamic Republic Of Pakistan.

7. That impugned order has been passed without hearing the petitioner bank, which is violative of the principal of natural justice the impugned notice dated 01-11-2018 is not sustainable which is based on illegalities as right to hearing has been snatched away on the basis of technicalities which offends the principle of natural justice justifying interference by this Hon'ble Court and the impugned notice being patently illegal and issued in an arbitrary manner, hence is not sustainable at law. Thus the petitioner has been denied his vested right guaranteed by the Constitution Of Islamic Republic of Pakistan. Now it is settled law of the land that no one should be condemn unheard, reliance is this regard is placed on following judgments

That it is unlawful to take any action against DEPARTMENT without providing opportunity of personal hearing. As it was decided in the case of Dr. Muhammad Rashid Ch. Vs. Chairman, Sheikh Zayed Hospital and 3 Others (200 PLC (CS)1093 (L.H.C) "Public functionaries after addition of Art. 2A in the Constitution of Pakistan, could not pass any

23/35

14
order without providing personal hearing to the concerned person as same was in violation of injunctions of Islam which governed administration of justice". That Apex Courts held in the cases of Mumtaz Ali Bhutto Vs DPMLA (PLD 1979 KAR.307) Ghulam Muhammad and 24 others Vs Superintendent Engineer, Rice Canal, Larkana and Others (1998 PLC(C.S).87 " Article 4 of the Constitution has to be read in a manner that a person is entitled to such treatment as is consistent not only with enacted law but also with principle of natural justice Equality should not be in terms of mathematical calculation and exactness and must be amongst the equals. Equality has to be between persons who are placed in same set of circumstances. Conception of equality before law, does not involve the idea of absolute equality among human beings, that being a physical impossibility.

Dr. Tariq Nawaz and another Vs. Govt. of Pakistan through secretary Ministry.

That Apex Courts held in the cases of "Mumtaz Ali Bhutto Vs DPMLA" (PLD 1979 KAR.307) "Ghulam Muhammad and 24 others Vs Superintendent Engineer, Rice Canal, Larkana and Others" (1998 PLC(C.S).87

" Article 4 of the Constitution has to be read in a manner that a person is entitled to such treatment as is consistent not only with enacted law but also with principle of natural justice".

That it is never appreciated by the Superior Courts to violate the rights of the individuals by any administrative order which has disadvantages for the citizens of the State. (1997 SCMR 503)

B. SECOND PART OF 1ST PHASE

That second part of order dated related to payments of deposits by sponsor director, Mr.Asif Kamal, who is in custody of NAB, and has already paid amount of deposits of ----- by entering into plea of bargain and TIBL also mentioned in Para 4 of letter dated May 31,2018, Para 4 is reproduced as under;

4. Simultaneously we are expecting an injunction of about Rs.400 million from the sponsor director Mr. Asif Kamal which shall be utilized for the settlement of public sector companies. This is the direct outcome of the intervention by NAB authorities probing in the matter of default against public sector companies, the personal assets of sponsor worth Rs.500 Million have already been earmarked and blocked, and supportive documents are attached for your kind perusal. The negotiations in this regard with the concerned authorities are underway summary of assets is as under.

ATTESTED
Full Officer
Copy Supply Section
Where High Copy

Assets	Amount(Mil)	Status
50 residential plots at grand city kharrinwala	Rs.300.00	Blocked
Personal bank account	Rs.130.00	Blocked
Others	Rs.70.00	blocked
Total	Rs.500.00	

15

Mr. Asif Kamal – the sponsor and majority shareholder / director was arrested on 4th April 2018 and Mr. Ahsan Rafique – the CEO / President was arrested on Saturday 14th July 2018. As for the responsibility of Mr. Asif Kamal being Sponsor of TIBL, as per order, he was expected to inject new funds and raise its equity by 500 Million, and it is in the knowledge of SECP, that Asif Kamal/Sponsor is in custody of NAB since April, 04,2018 and NAB has already attached the assets of Asif Kamal more than the actual claim in all NAB references, upon realization of which, the payment/settlement of deposit was to be carried, in such situation the assets can only be liquidated by NAB, Authorities over which TIBL don't have any control.

That the above mentioned facts shows that petitioner TIBL was successful in completing the first phase of MER to an extent and yet somehow the facts were mutilated and manipulated either deliberately or negligently in order to force the company into winding up.

8. That respondent under Section 304 of the Companies 2017 are under statutory duty to issue show cause notice and give personal hearing before initiation of proceeding for the winding up of the company, but in violation of provisions of section 304 of the companies Act,2017, no previous sanction of the commission has been sought, no show cause notice has been served/given nor afforded opportunity of representation/personal hearing and the Additional Registrar of companies filed the winding up petition in derogation of law with malafide intention section 304 is reproduce as under;

304. Provisions as to applications for winding up.— An application to the Court for the winding up of a company shall be by petition presented, subject to the provisions of this section, either by the company, or by any creditor or creditors (including any contingent or prospective creditor or creditors), or by any contributory or contributories, or by all or any of the aforesaid parties, together or separately or by the

ATTESTED
 Examiner
 Copy Supply Section
 Board of Investment

25/35

behalf: Commission or by a person authorized by the Commission in that

Provided that-

(a) -----
(b) the registrar shall not be entitled to present a petition for the winding up of a company unless the previous sanction of the Commission has been obtained to the presentation of the petition:

Provided that no such sanction shall be given unless the company has first been afforded an opportunity of making a representation and of being heard;

(c) the Commission or a person authorised by the Commission in that behalf shall not be entitled to present a petition for the winding up of a company unless an investigation into the affairs of the company has revealed that it was formed for any fraudulent or unlawful purpose or that it is carrying on a business not authorised by its memorandum or that its business is being conducted in a manner oppressive to any of its members or persons concerned in the formation of the company or that its management has been guilty of fraud, misfeasance or other misconduct towards the company or towards any of its members; and such petition shall not be presented or authorised to be presented by the Commission unless the company has been afforded an opportunity of making a representation and of being heard:

(d) -----
(e) -----

9. That the respondents being the regulator failed to exercise the power vested in it by law to guide the petitioner bank as in the extra ordinary situation faced by the bank beyond the control and power of the petitioner bank, as On 16th July 2018 SECP was officially intimated about the arrest of Ahsan Rafique /CEO as that was the first working day. Same day another email was sent by the Board of Directors - BOD requesting a meeting with the SECP. It was even mentioned in that email that one of the directors Mr. Mamoon Ur Rashid Qureishi has spoken to the Investigation Officer - I/O and even the I/O had suggested to seek guidance from the SECP especially keeping in view that both Mr. Asif Kamal - the majority and sponsor shareholder and Mr. Ahsan Rafique - the CEO / President were arrested and in the custody of NAB.

RECEIVED
Secretary
Copy Supply Section
Board High Court Lahore

That On 18th July 2018 a meeting of the BOD was held but the directors that turned were as follows:

1. Mr. Syed Sajjad Hussain Rizvi - Executive Director

2. Mr. Syed Asad Kazmie – Non Executive / Independent Director

3. Mr. Mamoon Ur Rashid Qureishi – Non Executive / Independent Director

17

Since the quorum wasn't complete hence it was decided that matters cannot be taken further as the minimum requirement to fulfill the quorum was the presence of at least 4 directors. Since Mr. Syed Sajjad Hussain Rizvi was the only Executive Director present hence it was decided that Mr. Rizvi would take the lead and the day to day affairs would be looked after by the board as a "stop gap arrangement" till a viable solution was found. A meeting with the SECP was hence sought in order to discuss the scenario.

That On 23rd July 2018 a letter was received from SECP in response to the BOD's email refusing the desired meeting by the BOD and instead it was emphasized to follow the orders of 9th July 2018.

COPY OF LETTER DATED 23 July, 2018 & EMAILS ARE ATTACHED AS ANNEXURE "P"

10. That these were the unavoidable circumstances that were beyond the control and power of the BOD/company, TIBL requesting or ear marking his assets as the order specified but as per our letter dated 5th November 2018, suggested that since Mr. Asif Kamal is in the custody of NAB and his substantial assets have been attached by them and with powers with them to liquidate these and it is with these that NAB intends to settle the deposits that have been reported to NAB as being in default and unpaid.

11. That in its 162nd meeting held on 21-12-2018 following new directors has been opted to fill the casual vacancy Under Section 171 & 162 Of Companies Act, 2017,

a. Mr. Mujtaba Abbasi.

B. Mr. Mian Javaid.

And in its 163rd meeting held on 18th January, 2019 Mr. Dr Jung Sung Lee is proposed to be board member and chairman

12. That petitioner bank is trying to save the hard earned money of over 3800 shareholders, 200 plus depositors – both individual and institutional and

27/35

around 30 staff hence putting the life of almost 4000 families at stake financially and leaving them and their bread and butter at stake. The board has been working tirelessly and with especially the non-executive / independent directors working solely without any financial considerations in order to revive the institution.

18

13. That Hon'ble Sindh High Court granted stay in favor of TIBL vide order dated 12-02-2018 and in order to save their skin and to hide their wrongful acts, the PSX unilaterally with draw the notice/order dated 29-01-2018, that was issued in pursuance of show cause notice (SCN) dated 15-01-2018 issued by Commissioner and shift the name of the TIBL from defaulter segment to normal counter, in this way the restraint order become final and the TIBL was entitled to grant of relief as prayed for in the main suit, but despite compliance and pendency of restraint order the, respondent No.2. Without considering the restraint order, and compliance of first phase of first part, take adverse action, which is not sustainable in the eyes of law and liable to be set aside in the exercise of appellate jurisdiction.

14. That the order dated 1-11-2018 & 18-01-2018 has been passed in violation of section 22 (3) of the SECP Ordinance, 1997 resulting in violation of principle of "Audi Altrum Partum" no one should be condemn unheard, and due to this arbitrary exercise of one sided power the petitioner bank has suffered a huge financial, good will loss that is not sustainable in the eyes of law section 22(3) is reproduce as ready reference;

ATTESTED

(3) The Commission shall, in adjudicating upon the rights of any person whose application on any matter it is required to consider in the exercise of any power or function under this Act, give the reasons for its decision after giving the person concerned a personal hearing, in addition to any written applications or submission which may be required to be made.

28/35

19

15. That the Cancellation order dated 01-11-2018 and placement in defaulted segment and suspension of share trading by PSX/ respondent No dated 18-12-2018 on the ground of non-holding of annual general meeting is ultra-virus, against the fundamental rights of the petitioner bank, without lawful justification as being initiated without adopting due process of law and that too against the section 233 of Companies ordinance 1984 (repealed) and against schedule (16) of SECP, Act, 1997. It is pertinent to mention here that board of director o SECP vide letter dated January 16, 2018 directed the respondent No, 4/PSX to amend its regulations, relevant Para is reproduce as under;

3. However, the commission has taken cognizance that immediate suspension of trading in shares of a company upon filling of winding-up petition by creditors/shareholders constituting required thresholds as laid down in the PSX Regulations or upon passing of order of order for winding up of a company by the commission, does not appear to be in the interest of the public and customers.

4. it has been considered that the regulatory framework already entails freezing of shares of sponsors, director and senior management of the company in the Central Depository system upon placement of the company on the Defaulter's Segment.

5. in view of the forgoing, the commission in the interest of the public and customers and in the exercise of its powers under section 7 (4) (b) and read with section 12 and section 159 of the Securities Act, 2015 hereby directed the Pakistan Stock Exchange Limited to amend its regulations as per attached Annexure A within 7 days of the date of this direction.

COPY OF LETTER DATED 16-01-2018 IS ATTACHED AS ANNEXURE "D"

16. That it is within the power and jurisdiction of SECP under section 20 read with Schedule (16) of the SECP, Act, 1997 to ensure the compliance of section 233 regarding the holding of Annual general meeting (AGM) and Statutory Audited Accounts and PSX has no jurisdiction to cancel the license of trading without any direction by the SECP, Hence the notice dated 18-12-2018 is ultra-virus, without lawful authority, Corum non Judice void and is not sustainable in the eyes of law.

17. That above mentioned facts clearly shows that the petitioner bank could not fulfill the requirement of AGM and statutory audited accounts due to

unavoidable circumstances and these are beyond the control of the part of 20
the board and petitioner bank is always ready and willing to comply with
requirement of regulator.

18. That without prejudice to other submission, it is humbly submitted that
the allegation contained in impugned cancellation notice Dated 9-07-
2018 & 18-12-2018 cannot be made basis for any alleged winding up (in
particular when the show cause notice dated 15-01-2018 is sub judice
before Hon'ble Sindh High court and the petitioner has already complied
with 1st part of order dated 09-07-2018) thus there can be no justification
for cancellation of license of petitioner, and suspension of trading vide
order dated 18-12-2018, hence the order dated 01-11-2018 & 18-12-2018
are ultra-virus, without lawful authority, Corum non Judice void and are
not sustainable in the eyes of law.

19. That with the cancellation of License of investment finance services (IFS)
of the Petitioner bank has thus practically caused stoppage of bank's
business activity against the interest of members, shareholder and
depositors on mere allegation without proving the same is against the
fundamental right of the petitioner bank as provided under Article 18 of
the Constitution of Islamic Republic of Pakistan.

20. That TIBL is one of the largest institution among its category of
investment banks in terms of;

- A. Public issue in forms of shares 138.38 million.
- B. Deposit base as on 31-12-2017 is Rs.889.28 million.
- C. Total assets standing at Rs.4, 386 Million.
- D. the authorized capital of TIBL is Rs.2,200,000,000/- while the paid
up capital of the company is 1,383,982,139/-
- E. Having 3800 shareholders, 200 plus depositors – both individual
and institutional and around 30 staff hence putting the life of
almost 4000 families.

F. During the past five years(june,2012 till December 2017) bank has repaid Rs.1,508 million to its 70 depositors and creditors as principle and Rs.260,93 million as mark up out of which 55accounts are fully closed, the main focus as per direction of SECP was individual depositors who have almost been paid.

That petitioner bank is trying to save the hard earned money of over 3800 shareholders, 200 plus depositors – both individual and institutional and around 30 staff hence putting the life of almost 4000 families at stake financially and leaving them and their bread and butter at stake. The board has been working tirelessly and with especially the non-executive / independent directors working solely without any financial considerations in order to revive the institution and in the circumstances the cancellation of license is unwarranted bank who despite hurdles is earning profit and contributing his share in national economy in the form of paying tax taxes and providing employment and contributing its share in national economy in the form of providing financial services. It is pertinent to mention here that TIBL, Bank earned losses of Rs. 472.56 million in 2009 and of Rs. 1,184.34 million again in 2010 but by improving operational performance bank is showing continuous profit since 2014, it is also important to point out that the respondent No.3/commissioner in his order dated 09-07-2018 has not mentioned any reverse remarks regarding weak operation position, deteriorating financial performance, absence of concrete, viable time bound plan for its revival and reverse remarks by statutory auditor and profitability is perpetually and gradually increasing despite continuous hurdles, detail is as under;

Year	2014	2015	2016	2017
Net profit	4,819,825	13,963,128	20,279,723	56,911,284

During the past five years(june,2012 till December 2017) bank has repaid Rs.1,508 million to its 70 depositors and creditors as principle and

Stamp: 2/1
Stamp: Examiner
Stamp: Copy Supply Section
Stamp: Home Dept. Govt. of N.H.

Rs.260,93 million as mark up out of which 55 accounts are fully closed, the main focus as per direction of SECP was individual depositors who have almost been paid. A brief summery of the payment in terms of percentage during the period (30-06-2012 to 30-12-2017 is as under.

Liabilities	Payments(Rs.)	Percentage%
COI's	1,23,785,435	55.82%
Bank Borrowing	18,989,246	2.00%
Preference Shares	306,500,000	100%
TFC's	59,134,462	25.65%
Markup	260,338,561	
Total	1,769.338,561	

The large part of the revenue during the period was generated from the resources available within the bank either from, a, recoveries of defaulted accounts, b, bank assets, c. cash/assets injected, during this period number of complaints were received by the SECP, but at present no complaint is pending with SECP, from any depositor or creditor; this indicates that clients have build their confidence and market image has improve , It clearly reflect the potential of the appellat bank

21. That it is trait law that all regulations have to be compliant in their parent statute. The SECP regulation have been created under section 34 of SECP Ordinance 1969, subsequently the Securities Act,2015 and Companies Act 2017 have also been enacted and the same category lay down the mechanism under which detailed hearing is to be provided before any decision can be taken, hence the action of the respondents to cancelled the license in pursuance of show cause notice dated 15-01-2018(subject matter of lis in Sindh High Court) dated 01-11-2018 passed by respondent No.5 and in pursuance of this cancellation suspension of trading by order dated 18-12-2018 is arbitrary, illegal, beyond the scope of Act/Ordinance.

22. That without prejudice to the above, it is humbly stated that under Article 8 of the Constitution, any law, in consistent with or in derogation of

fundamental rights of the citizens are void. A bare perusal of cancellation order dated 01-11-2018 is clearly against the fundamental rights of the citizen which infringed the fundamental rights of the petitioner bank providing freedom of trade and business under Article 13 of the constitution as well as right of fair trial as provided under Article 10-A of the Constitution, Hence the impugned Notice dated 1-11-2018 & 18-12-2018 are illegal, void, without lawful justification and are liable to be set aside.

23. That above mentioned facts clearly shows that the petitioner bank has fulfill first part of order dated 09-07-2018 and the cancellation of undertaking finance services by letter dated 01-11-2018 is illegal, void and petitioner bank is always ready and willing to comply with requirement of regulator.

24. That the petitioner bank undertakes, if this Hon'ble court grant time, AND after approval of Board from SECP, the petitioner bank within the stipulated time fulfill the requirement of MER and will arrange/conduct AGM after getting the statutory audited accounts in accordance with provisions of section 158 of company Act, 2017.

25. That access to justice is fundamental right, anything to the contrary is not permissible and anyone is required to follow the due process of law which means that individuals are not only required to be dealt with in accordance with law but it qualified further that the process adopted in this context is open, fair and transparent, therefore the impugned Notice— issued by respondents No.4 & 5 are contrary to fundamental rights of the petitioner and is offence to the legal parameters of settled law

26. That the illegal action of respondents No. 4 & 5 under impugned notices dated 01-11-2018 & 18-12-2018 are ultra vires the constitution being

Section 158 of company Act, 2017

discriminatory, oppressive, unjust, providing parallel system of justice and violative of fundamental rights especially denying the access to justice to the citizen and violative of rule of law and due process of law. 24

27. That the respondents have acted in an illegal and mala fide manner, in violation of their parent statute and against the rules of natural justice, if the respondents No.4 & 5 are not restrained to act adversely against the petitioner bank, the petitioner is bound to suffer irreparable loss and injury.

28. That by issuing the impugned notices and thereby cancellation of license and suspending of trading of shares share of the petitioner without hearing grave miscarriage of justice has been caused to the petitioner justifying interference by this Hon'ble court in the exercise of its constitutional jurisdiction.

29. That the petitioner has no efficacious and speedy remedy available against the mala fide and illegal issuance of impugned notices as and is ultra-vires to the Constitution being arbitrary and discriminatory in essence, hence this Petition.

30. That there being no other alternate, adequate, efficacious and expeditious remedy available to the petitioners he is invoking the constitutional jurisdiction of this Hon'ble court

ATTESTED
By
Copy Section
18/5

PRAYER

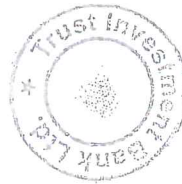
Under the above circumstances, it is therefore most respectfully prayed that instant petition may kindly be accepted and the cancellation Notice dated 01-11-2018 (ANNEXURE L) passed by additional joint director/respondent No.5 and order dated 18-02-2018^{18/5} and subsequent orders passed by Respondent No.4/PSX (ANNEXURE N) may kindly be declared 15/1/2019 Sachin

as illegal, unlawful, void ultra vires of the constitution of Islamic Republic of Pakistan, 1973 and repugnant to the provisions of constitution & companies laws and in conflict with the fundamental rights of the petitioner, hence same may kindly be suspended/set aside and the keeping in view the purposed revival plan petitioner bank may kindly be allowed to continue its business activity in the best interest of the shareholder, member and depositor,

25

It is further prayed that pending disposal of present petition, operation of impugned notices dated 01-11-2018 & 18-01-2019 issued by respondents No, 4 & 5 may kindly be suspended for the sake of justice and equity.

Any other relief, which this Hon'ble forum consider appropriate under the facts and circumstances of the case may kindly be granted in the interest of justice and equity.



Ramiz Qureshi

PETITIONER/ TRUST INVESTMENT BANK

True Copy
In Case No. 2857/08
19/4/19
Manager, JIS (Writ Branch)
Lahore High Court, Lahore

THROUGH;

Zahid Hussain

MALIK ZAHID HUSSAIN
(Advocate High Court)
(CELL NO.0321-4363401)
(CNIC NO.35302-1216562-3)
EMAIL; cla.zahid.hussain@gmail.com

CORPORATE LAW ADVISORS

10-A Turner Road, Lahore.

NOTE

As per instructions of the appellants, this is first writ petition on their behalf before this Hon'ble Court against the impugned orders dated 01.11.2018 & 18/12/2018.

Examiner Copy Supply Section
Authorized Under Article 175
Lahore High Court, Lahore

Zahid Hussain
ADVOCATE.

35/35