JUDGMENT SHEET

IN THE ISLAMABAD HIGH COURT, ISLAMABAD
(JUDICIAL DEPARTMENT)

W.P. No. 217 of 2025

Al Waleed International (Pvt.) Limited
Vs.
The Federation of Pakistan
through Secretary Ministry of Religious Affairs and 3 others

Petitioner by	:	M/s Tanveer Ahmed and Sh. Zafar ul Islam Advocates.
Respondents by	:	Mr. Imran Farooq, AAG. Syeda Muneeza Fatima Advocate for SECP. Mr. Muhammad Zubair, S.O. MORA.
Date of Hearing	:	**5-3-2025.**

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SAMAN RAFAT IMTIAZ, J.-

1. The Petitioner [Al Waleed International (Pvt.) Ltd.] seeks direction to the Respondent No. 2/3 [The Ministry of Religious Affairs and Interfaith Harmony through its Secretary and Section Officer (**"MORA")**] to allot Hajj quota to the Petitioner and restrain them from expelling the Petitioner from the Hajj quota, 2025.

2. The brief facts of the matter as per the Memorandum of Petition are that the Petitioner is a private limited company duly registered with the Respondent No. 4 [Security and Exchange Commission of Pakistan] since 2005 and providing services to pilgrims with full zeal and zest.

3. The initial management of the Petitioner consisted of two directors, who sold their entire shareholding to five persons and handed over the

control of the Petitioner's affairs to the new management after completing all requirements. Thereafter, the Petitioner continued to serve the pilgrims without any complaint and hindrance. One of the first directors namely, Muhammad Adam Khan filed Civil Original No. 14 of 2022 before this Court after lapse of more than 15 years of transfer of his entire shares which is pending for adjudication and no stay has been granted by this Court.

4. The new management of the Petitioner offered for sale the entire shares to the present management and availed NOC from the Respondent No. 4 dated 24-1-2023 for necessary change of management. The present management accepted the offer and purchased the entire shares of the Petitioner Company and after completion of Hajj 2023 filed necessary Form 29 dated 28-11-2023 and reported necessary changes. The Respondent No. 4 objected to the Form filed. The ex-management again approached the Respondent No. 4 for issuance/revalidation of existing NOC issued for change of management dated 24-1-2023. The Respondent No. 4 considered the request of the ex-management and issued NOC afresh dated 3-10-2024 and issued certified copy of Form 29.

5. The Respondent No. 2/3 required a Certificate from the Respondent No. 4 for considering the Petitioner for upcoming Hajj, 2025. The Petitioner obtained the requisite Certificate dated 2-1-2025 from the Respondent No. 4 and furnished the same plus all other documentation to the Respondent No. 2/3/MORA for necessary allotment of Hajj quota, 2025. Nevertheless, the Respondent No. 2/3/MORA declined to grant Hajj quota to the Petitioner by intimating orally that the reason for refusal is the petition filed by one of the former directors. The Petitioner filed an application against the fabricated excuse and again requested grant of quota but in vain. The Respondent No 2/3/MORA is not willing to consider the Petitioner for Haji quota, 2025.

6. Before proceeding further it is important to note that the template of the Certificate required to be issued by the Respondent No. 4 contains various particulars and information about the hajj operating companies including whether any dispute exists amongst the management (chief

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executive/director) as per the Respondent No. 4's record and if there is any court case amongst the management, etc. The Certificate issued to the Petitioner in the year 2023 as well as the year 2025 contains the following observations:

> *"Complaints regarding alleged malpractices in transfer of shares of the company and alleged deletion of name Muhammad Adam Khan from the position of directorship are found in record. Besides a separate petition under section 126 read with section 127,128,197 and other enabling provisions of the companies Act, 2017 is also filed before the Honorable Islamabad High Court vide C.O No 14/2022 which is pending adjudication.*
>
> *Verify that the above content as per record SECP are correct."*

7. The learned counsel for the Petitioner submits that the Petitioner was given quota for Hajj-2024 vide Recognition Letter dated 20-2-2024 on the basis of the Respondent No. 4 Certificate despite the same observations regarding dispute with former director. Yet the Certificate is not being entertained for the purpose of Hajj quota, 2025 on account of the alleged deletion of the name of Mr. Muhammad Adam Khan from directorship. The learned counsel further submits that such reason was not cited in the previous year and in this regard a letter has been written to the Respondent No. 2/3/MORA received on 2-1-2025 which has not been responded to till date. He submits that the Petitioner has no alternate adequate remedy.

8. The Law Officer of the Respondent No. 4 has confirmed that the Certificate as required by the Respondent No. 2/3/MORA is not issued under any provision of the Companies Act, 2017 or the Securities and Exchange Commission of Pakistan Act, 1977 or any rules or regulations framed thereunder and that it is in fact as per the template provided by the Respondent No. 2/3/MORA to the Respondent No. 4 for issuance to applicant Haj Companies.

9. Mr. Muhammad Zubair, Section Officer., Respondent No. 2/3/MORA relied upon Hajj Policy-2025 and specifically Section 13 (iii) wherein it has been provided that Hajj Group Organizers **("HGOs")** may be allowed to take part in Hajj operations subject to such terms and conditions as may be prescribed by the Ministry i.e. Respondent No. 2/3/MORA. He further submitted that as part of such terms and conditions,

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Letter dated 2-10-2024 was issued to the Petitioner requiring information/documentation including the latest No Management Dispute Certificate attested by the Respondent No. 4. The rationale given is that companies who are embroiled in internal disputes are not likely to render proper services to the Hujjaj. Mr. Muhammad Zubair further highlighted that the aforementioned sub-Section of the Hajj Policy-2025 also states that an HGO may be blacklisted or barred by the Ministry due to any other reason. He however concedes that the disputes between the management of the Petitioner existed since 2005 and a petition is pending before this Court currently yet the Petitioner has been allotted Hajj quota in previous years despite the Respondent No. 4's observations in their Certificate regarding the court case by a former director.

10. The leaned AAG referred to *Dossani Travels (Pvt.) Ltd. and others vs. Messrs Travels Shop (Pvt.) Ltd. and others,* PLD 2014 SC 1 of the apex Court regarding Hajj Policy and particularly relied upon Paragraph (d) of the recommendations contained in Paragraph 8 to submit that Notification dated 27-7-2017 was issued accordingly which includes the proforma for the Certificate to be issued by the Respondent No. 4.

11. I have heard the learned counsel for the parties and have also perused the record.

12. The Notification dated 27-7-2017 was issued by the Respondent No. 2/3/MORA for scrutiny of profile of enrolled Hajj companies for Hajj, 2018 to constitute a committee to start working on the assessment of profiles of registered companies. According to the terms of reference, the Committee would develop separate criterion for scrutiny/assessment of profits of existing HGOs and newly enrolled companies in light of the guidelines provided by the Supreme Court vide judgment rendered in *Dossani Travels (Pvt.) Ltd. (Supra)* and would obtain documents so decided from all the HGOs and would also select a chartered accountant firm to conduct scrutiny of the documents of all companies as per the criterion so settled.

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13. Accordingly, the Criteria for Assessment of Profiles of New Hajj Companies issued by the Respondent No. 2/3/MORA includes that the HGO shall not have any management disputes. A proforma Certificate is also amongst such documents. The Hajj Policy-2025 provides that HGOs may be allowed to take part in Hajj operations subject to such terms and conditions as may be prescribed by the Respondent No. 2/3/MORA and further that an HGO may be blacklisted or barred by the Respondent No. 2/3/MORA due to any other reason. It is settled law that this Court does not interfere in policy matters nor has the Petitioner challenged the Respondent No. 2/3/MORA requirement of obtaining such Certificate from the Respondent No. 4 in respect of HGOs.

14. Having said that it is to be seen if the Petitioner has any disputes amongst its management or not. The template of the Certificate required by Respondent No. 2/3/MORA to be issued by Respondent No. 4 which includes information regarding dispute amongst the management explains within brackets that management includes chief executive/director as per the Respondent No. 4's record. Admittedly the Petitioner HGO was incorporated by two individuals namely: Mr. Muhammad Adam Khan and Mr. Shahid Samim Baig. Mr. Muhammad Adam Khan has instituted a C.O. No. 14 of 2022 *inter alia* alleging that Mr. Shahid Samim Baig forged his resignation letter dated 30-5-2006 and thereafter sold his shareholding to Mr. Atif Rasheed who subsequently sold the shares to others impleaded as defendants in such suit. The comments filed by the Respondent No. 4 in respect of the Petitioner along with the Forms-A and Forms -29 reflect that multiple changes to the management of the Petitioner were made and ultimately the change in management to five persons was reported in 2014 who according to Form-3A transferred their shares to Mr. Saqib Abeer; Mr. Tauseef Ahmad; Ms. Shehzadi Sultana; and Ms. Rumesa Athar on 28-11-2023. According to the Form-A dated 28-10-2024 Mr. Tauseef Ahmad and Ms. Rumesa Athar were elected as directors of the Petitioner on 28-11-2023. Moreover, the Respondent No. 2/3/MORA has itself issued NOC dated 24-1-2023 for approval of the change in management to the said

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directors and revalidated the same on 3-10-2024. In my humble opinion, a suit against an HGO by a former director does not constitute dispute amongst management. There is no dispute between the present management of the Petitioner which has been brought to the notice of this Court.

15. It is also pertinent to note that the Certificate issued by the Respondent No. 4 to the Petitioner in the year 2023 contained the same observation regarding the suit filed by Mr. Muhammad Adam Khan and yet the Petitioner was admittedly allotted Hajj quota for the year 2024 by the Respondent No. 2/3/MORA. No plausible reason was given as to why quota was issued to the Petitioner in the year 2024 but not in the year 2025 despite such observation of the SECP. Thus refusal to grant the Petitioner Hajj quota is not justified by past practice as admittedly the Petitioner has been granted Hajj quota previously notwithstanding the civil suit filed against the Petitioner by a former director.

16. In view of the foregoing, the Respondent No. 2/3/MORA has failed to justify the Petitioner's expulsion from Hajj quota, 2025. As such the instant Petition is **allowed** and the Respondent No. 2/3/MORA is directed to grant Hajj quota to the Petitioner for the Year 2025 provided that the Petitioner meets all other applicable laws, relevant rules/policy, regulations and directions of the Supreme Court of Pakistan.

(SAMAN RAFAT IMTIAZ)
JUDGE

Tanveer Ahmed/*

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