

**In the Supreme Court of Bangladesh**  
**High Court Division**  
**(Statutory Original Jurisdiction)**

**Present:**

Mr. Justice Khizir Ahmed Choudhury

**Company Matter No. 149 of 2023**

Tiger IT Bangladesh Limited

*..... Petitioner*

-Versus-

The Registrar, Joint Stock Companies &  
Firms, (RJSC).

*..... Respondent*

Mr. Muhammad Saifullah Mamun with  
Mr. Abdullah Al Hady, Advocates

*.....For the Petitioner*

**Heard and Judgment on 22.05.2023.**

**Khizir Ahmed Choudhury, J:**

This is an application under section 12 read with section 13 of the Companies Act, 1994 ('the Act') is for confirmation of the addition in the Memorandum of Association hereinafter referred as MOA of Tiger IT Bangladesh Limited, herein after referred as "the Company".

Material facts are that the petitioner-company, a private limited company, was duly incorporated on 21.09.2000 under the Act with primary objective of engaging in the business of Computers, Computer Software, Computer Training, data processing, data entry, software development, system designing, software and hardware maintenance,

software and hardware installation, to design, develop, export software for local and overseas Companies etc. as otherwise more specifically elaborated in the MOA (Annexure-‘A-1’). It is stated that as the company is engaged in wide-ranging and diverse businesses, it now needs to obtain finance by creating mortgage or hypothecation, or pledge or lien or other charges over the property of the company. But such power is not incorporated in the object clause of the Memorandum of Association of the Company. To that end, members of the company have decided to add one new sub-clause being No. 38 to the object clauses-III of the MOA. Accordingly, an Extra Ordinary General Meeting (EGM) was held on 10.04.2023 (Annexure-D). The EGM was so called upon notice having served on 06.03.2023 (Annexure-C) and resolution was passed accordingly.

The Petitioner-Company has filed an Affidavit-in-Compliance on 10.05.2023.

No one appears to oppose this application.

Mr. Muhammad Saifullah Mamun, the learned Counsel appearing for the Petitioner-Company has placed all relevant annexures in general and in particular the Objects Clause III of the MOA and the minutes of the EGM held on 10.04.2023 (Annexure-D) in emphasizing the advantages of the Company operating with the proposed enhanced capacity. In this regard, the learned Advocate explained, in particular,

the contents of the proposed additions as set out in Annexure-‘D’ of this application which is as follows:

RESOLVED that, the Memorandum of Tiger IT Bangladesh Limited will be amend to add a clause in objective matter as follows:

*“38. To mortgage the immovable property and/or hypothecate/pledge/lien on any other movable assets of the company including shares, FDR, bonds etc. to any schedule bank or financial institution as security of loan(s) and/or credit facility(s) sanctioned/to be sanctioned by them to any associate company or companies and/or any third party with whom the company has any direct or indirect business relation and also to give guarantee to any schedule bank or financial institution or any third party as standing surety of repayment of any loan payable by any sister concern or subsidiary company or any third party with whom the company has any business relation”.*

Mr. Muhammad Saifullah Mamun upon a query made in that regard disclosed that the EGM of 10.04.2023 (Annexure-D) was held with attendance of all shareholders and they unanimously adopted the Special Resolutions for amendment of the Object Clauses of the MOA.

In view of the above submission and on perusal of the application, annexures and other materials I find substance.

Accordingly, the application is allowed and the proposed additions to the Objects Clauses as specified in the special resolution of 10.04.2023 (Annexure-D) as referred to hereinbefore is, hereby, confirmed.

Let the new sub clause No. 38 be inserted, as proposed, in the Memorandum of Association of the Company.

The Registrar, Joint Stock Company and Firms, Dhaka is also, hereby, directed to register the amendment of the Memorandum of Association of the Company within 90 (ninety) days of the drawing up of this Order.

The petitioner is directed to take all steps as per provision of the companies Act, 1994. The petitioner intends to donate Taka 50,000.00 which is to be given in the form of pay order in the name of গোবিন্দপুর পাটয়ারী বাড়ী কবরস্থান, A/C No.0200017038606, Agrani Bank Limited, Narayounpur Bazar, Chandpur and furnishing receipt of the payment, the order may be drawn up if so advised.

The cost of this Application shall be borne out of the funds of the Company.