

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

**Present:**

Mr. Justice Khizir Ahmed Choudhury

**Company Matter No. 214 of 2023**

SIM Fabrics Ltd.

..... *Petitioner*

-Versus-

The Registrar, Joint Stock Companies &  
Firms.

..... *Respondent*

Mr. Sikder Mahmudur Razi, with Mr. Md.  
Zahirul Islam, Advocates

.....*For the Petitioner*

**Heard and judgment on 14.08.2023**

**Khizir Ahmed Choudhury, J:**

This is an application under Section 12 read with Section 13 of the Companies Act, 1994 hereinafter referred as ‘the act’ for confirmation of the alteration of memorandum of association of SIM Fabrics Ltd.

The petitioner company is a private company limited by shares incorporated On 07.02.2001 under the Companies Act, 1994 being registration No. C-42412/2001 with object to carry on business.

The petitioner company has other sister concerns under the same management and as such decided to amend the object of

memorandum of association to introduce flexibility in the management and as such convened an extra ordinary general meeting of the shareholders of the company on 13.05.2023 at the registered office of the company for bringing amendment of object clause of the memorandum of association and accordingly upon issuing notice on all shareholders held the said meeting on the designated day and by taking unanimous resolutions amended the object clause of memorandum of association in the following terms:

“ 21(A) To mortgage the property and assets of the company as security for the loan(s) and/or credit facilities to be availed by any associate company or companies and/or third party associate(s) and/or any sister concern or unit or subsidiary company or person or any third party in an appropriate situation as the company may deem fit and/or to provide or execute any corporate guarantee and to stand as surety for securing the liabilities of such associate company or companies and/or third party associate(s) and/or sister concern or unit or subsidiary company or person or third party..”

To give effect the instant resolution the petitioner initiated the instant matter for confirmation of the said amendment from this court.

After admittance of the application, the petitioner published notice in the vernacular dailies as ordered and submitted and filed affidavit in compliance accordingly.

Mr. Sikder Mahmudur Razi learned Counsel assisted by Mr. Md. Zahirul Islam, Advocate appearing for the petitioner submit that the proposed amendment is necessary to carry on the avowed object

of the company smoothly and efficiently and as such necessary confirmation may kindly be affixed to the amendment of the object clause of the memorandum of association of the petitioner company.

No one appears to oppose the application.

Upon perusal of the application, annexures and other materials it appears that the petitioner company upon serving due notice of extraordinary general meeting upon the shareholders vide annexure D held the said extraordinary general meeting on 13.05.2023 resolving new sub- clause 21(A) of memorandum of association vide annexure D-1 wherefrom it is evident that upon complying all formalities resolution has been adopted. It also appears that the proposed amendment will help the petitioner company to do its business smoothly and efficiently which will be beneficial for the company and it is also apparent that such addition to the object clause will not be in conflict with the objects of the memorandum of association of the company.

In the light of the above, this application is allowed and the proposed addition to the object clause as detailed in special resolution dated 13.05.2023 annexure D-1 is hereby confirmed.

Accordingly the new sub-clause as proposed be inserted in the Memorandum of Association.

The Registrar, Joint Stock Companies & Firms is hereby directed to register the amendment of the memorandum of

association of the company within 60 days of the drawing up of the 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/- which is to be given in the form of pay order in the name of রাজাপুর হিজবুল্লাহ হাট জামে মসজিদ, A/C No.20507770213452393, ইসলামী ব্যাংক, কনকদিয়া বন্দর, বাউফল” 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.