

IN THE SUPREME COURT OF BANGLADESH
HIGH COURT DIVISION
(STATUTORY ORIGINAL JURISDICTION)

Present
Justice Khizir Ahmed Choudhury
COMPANY MATTER NO.244 OF 2023

IN THE MATTER OF:

An application under section 12 read with sections 13 of Companies Act, 1994 for confirmation of alteration of object clause of Memorandum of Association of the Company

AND

IN THE MATTER OF

IDLC Finance Limited, represented by
its CEO & Managing Director, Mr.
Mohammed Jamal Uddin
...Petitioner

-Versus-

The Registrar, Joint Stock Companies and
Firms

...Respondent

Mr. M. Imtiaz Farooq with
Mr. Faisal Islam and
Mr. Farabi S Tushib, Advocates

...For the Petitioner

Heard and Judgment on 20.08. 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 IDLC Finance Limited. The petitioner company is a Public Limited company

limited by shares incorporated duly under the Companies Act, 1913 with object to carry on business, *inter alia*, offers financial service in the form of small and medium enterprise (SME) financial products, Supplier and Distributor finance, corporate finance, structured finance, Retail finance. In order to enable the Company to further compliance with the recent amendment of the Companies Act 1994, promote the expansion of the business of the Company by way of investment, receiving money or providing loan jointly with other entities, conduct lending, financing, leasing, investment and deposit business by digital means, to carry on all types of financing business, Islamic financing and investment business, assurance business, credit cards, e-wallet, other special purpose card business, to purchase stocks, debentures, annuities, bonds securities and commodities etc., eleven clauses are required to be amended in the Memorandum of Association of the Company and as such convened an Annual general meeting (38th Annual General Meeting) of the shareholders of the company on 25.05.2023 at the corporate office of the company for bringing amendment of object clause of the memorandum of association and accordingly upon issuing notice 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:

“a) that the proposed amendments to the existing clauses 1, 5, 19, 20 and insertion of new clauses 20, 21, 22, 23, 24, 25, 26, 27 of the Memorandum of Association of the Company (as per Annexure A), are hereby approved as Special Resolutions to comply with the relevant regulations of Bangladesh, subject to confirmation of the amendments by any Court of competent jurisdiction of Bangladesh.”

Annexure-A

Amendments in Memorandum of Association				
Sl. No.	Existing Clause	Existing Clause in Memorandum of Association	Revised Clause	Proposed Amendments in Memorandum of Association
1.	1.	The name of the Company is “ IDLC Finance Limited ”.	1	The name of the Company is “ IDLC Finance PLC ”.
2	5.	To take part in the formation, management or supervision or control of the business or operation, of any company or undertaking.	5	To take part in the formation, management or supervision or control of the business or operation, of any company or undertaking by way of investment or by any other method as the company thinks fit.
3	19.	To receive money on deposit or loan upon such terms as the Company may approve, to make advances to customers and other, with or without	19	To receive money on deposit or loan upon such terms as the Company may approve, solely or jointly with other entities ; to make advances to customers and other, with or

Amendments in Memorandum of Association				
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		security and upon such terms as the Company may approve.		without security and upon such terms as the Company may approve.
4		Nil	20	To conduct digitally lending, financing, leasing, investment, and deposit business on any terms as the Company thinks fit with or without security to any person/firm/ proprietorship/ entity/ company.
5		Nil	21	To carry on the business of Finance Company including receivable financing, factoring, Supply chain financing and all types of financing solely or jointly with other

Amendments in Memorandum of Association				
Sl. No.	Existing Clause	Existing Clause in Memorandum of Association	Revised Clause	Proposed Amendments in Memorandum of Association
				entities.
6		Nil	22	To carry out Islamic finance and investment business on sole or partnership basis, the company can buy, sale, lease, rent, possess assets, conduct maintenance, construct, build or dispose assets, trade or store commodities, work as agent or investment agent, receive or place deposit of funds, operate insurance business, engage in securities business including issuance, arrangement and

Amendments in Memorandum of Association				
Sl. No.	Existing Clause	Existing Clause in Memorandum of Association	Revised Clause	Proposed Amendments in Memorandum of Association
				management of Sukuk, asset and portfolio management, in compliance with Islamic Shariah regulations solely or jointly with other entities.
7		Nil	23	To carry on the business and financial services supported by Islamic Shariah and to receive all kinds of deposits for conditional or unconditional reinvestment based on Mudarabah contract, Musharaka contract, Wakala contract and to make investment or financing activities based on

Amendments in Memorandum of Association				
Sl. No.	Existing Clause	Existing Clause in Memorandum of Association	Revised Clause	Proposed Amendments in Memorandum of Association
				Bai'Muajjal, Bai'Murabaha, Hire Purchase under ShirkatulMelk (HPSM), Mudaraba, Musharaka, Istisna, Salam or any other Islamic modes of financing which is permissible by Shariah and the laws of Bangladesh solely or jointly with other entities.
8		Nil	24	To carry on the business of Credit Cards, Mobile Financial Services, e-Wallet and other special purpose Card scheme facilities, to attend credit facilities and to undertake all activities related thereto solely or

Amendments in Memorandum of Association				
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				jointly with other entities, subject to prior approval from appropriate regulatory authority.
9		Nil	25	To purchase or otherwise acquire and hold, by investing or in any manner and upon any terms, and to underwrite and deal in or upon the security of, shares, stocks, debentures, debenture stock, annuities, bonds, notes, mortgages, obligations, securities and commodities, and from time to time to vary any of the same, and to exercise and enforce all rights and

Amendments in Memorandum of Association				
Sl. No.	Existing Clause	Existing Clause in Memorandum of Association	Revised Clause	Proposed Amendments in Memorandum of Association
				powers incidental to the Company's interest therein, and to invest or deal with the moneys of the Company not immediately required for its operations in such manner as the Company may think fit.
10		Nil	26	To undertake, carry on and transact in any manner whatsoever, subject to prior approval from appropriate regulatory authority, all or any kinds of assurance, including insurance business, indemnity or guarantee business of a kind, classes, nature and

Amendments in Memorandum of Association				
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				description whether of a kind now known or hereafter devised including (but without prejudice to the generality of the foregoing) Fire, Marine, Accident, Aviation, Transit, Motor Vehicles, Engineering and Miscellaneous insurances and insurances covering any liability under any law, convention or agreement.
11	20.	To advance or lend money with or without security, upon such terms as may be arranged,	27	To advance or lend money solely or jointly with other entities , with or without security, upon such terms as may

Amendments in Memorandum of Association				
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		and also to make advances upon any securities or investments or on the security of any property whether movable or immovable or any interest therein, in Bangladesh or in any foreign country or state, and to manage, supervise, or control the business or operations of any company or undertaking, and for that purpose to appoint and remunerate any director, secretaries, accountants or other		be arranged, and also to make advances upon any securities or investments or on the security of any property whether movable or immovable or any interest therein, in Bangladesh or in any foreign country or state, and to manage, supervise, or control the business or operations of any company or undertaking, and for that purpose to appoint and remunerate any director, secretaries, accountants or other experts or agents.

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Sl. No.	Existing Clause	Existing Clause in Memorandum of Association	Revised Clause	Proposed Amendments in Memorandum of Association
		experts or agents.		

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 daily newspapers as ordered by the court and submitted and filed affidavit in compliance accordingly.

Mr. Farabi S Tushib, learned Counsel appearing for the petitioner submits that the proposed amendment is necessary to carry on the business 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 Annual general meeting upon the shareholders vide annexure B&B-1 held the said Annual general meeting on 25.05.2023 resolving amendments to the existing clauses 1, 5, 19, 20 and insertion of new clauses 20, 21, 22, 23, 24, 25, 26, 27 of the Memorandum of Association of the Company vide annexure B&B-1 wherefrom it is evident that upon complying with 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 conflict with the objects of the memorandum of association of the company.

In light of the above, this application is allowed and the proposed addition to the object clause as detailed in Annual General Meeting dated 25.05.2023 (annexure B&B-1) is hereby confirmed.

Accordingly, the existing clauses as proposed be amended and new clauses 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 “ নিলফা পূর্বপাড়া জামে মসজিদ, A/C No. 0922-0311092042, Krishi Bank, Nilofa Bajar Branch” 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.