

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

**Present:**

Mr. Justice Khizir Ahmed Choudhury

**Company Matter No. 399 of 2022**

Rabah-Associates Limited.

*..... Petitioner*

-Versus-

The Registrar, Joint Stock Companies &  
Firms, TCB Bhaban(6<sup>th</sup> Floor) 1  
Kawranbazar, Dhaka-1215.

*..... Respondent*

Mr. Utpal Kumar Saha, Advocate

*.....For the Petitioner*

**Heard on 19.01.2023 and**

**Judgment dated 30.01.2023**

**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 Rabah Associates Limited.

The petitioner company is a private company limited by shares incorporated on 09.08.2009 under the Companies Act, 1994 being registration no. C-79056/09 with object to carry on business.

The petitioner company has other sister concerns under the same management and as such it decided to amend the object of memorandum of association to introduce flexibility in the management and as such convened an Extraordinary General Meeting of the shareholders of the company on 16.05.2022 at the registered 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:

“ RESOLVED that to alteration and added of sub-clauses No.c in the object clause-3 to the Memorandum of Association of the company Manufacturing and trading of battery operated, 2 Wheeler, 3 Wheeler, 4 Wheeler and their parties. Manufacturing and Trading of all types of battery, Lead acid, Lithium, Dry Cell, Controller, Charter, Gear and differential, SS, MS, GI, Copper Tube mill and cast Iron, Aluminum Profile, WPC profile, PVC profile manufacturing industry, Auto Rickshaw, Bicycle, toy vehicles, Toy Industry, Manufacturing and Trading all Electronic item like TV, Fridge, Air Conditioner, Fan, Washing Machine, Oven, Stove.”

and as such file the instant petition 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. Utpal Kumar Saha, learned advocate appearing for the petitioner submits 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 16.05.2022 resolving new sub- clause No. c of memorandum of association vide annexure-D 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 16.05.2022 annexure D is hereby confirmed.

Let the new sub-clause be inserted as proposed.

The petitioner is directed to take all steps as per provision of the Companies Act, 1994. 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 intends to donate Taka 50,000.00 which is to be given in the form of pay order in the name of মাদ্রাসায়ে অশরাফিয়া দারুল উলুম, A/C No. 100005250, সোনালী ব্যাংক, পূর্বধলা ব্রাঞ্চ, নেত্রকোণা 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.