

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

**Present:**  
**Mr. Justice Sikder Mahmudur Razi**

**Review Petition No. 10 of 2025**  
(Arising out of *Company Matter No. 38 of 2011*)

**With**  
**Review Petition No. 11 of 2025**  
(Arising out of *Company Matter No. 339 of 2011*)

**In the matter of:**  
Nirman Koushali Pre-Engineered Steel  
Structures Limited  
...Petitioner.

**-Versus-**  
Ranabir Kumar Roy and others.  
...Respondents.  
Mr. Aminul Islam, Adv. with  
Mr. Md. Akmal Hossain, Adv  
....For the review-petitioner.  
Dr. Syeda Nasrin, Adv.  
....For the review-opposite parties.

**The 21<sup>st</sup> October, 2025.**

Review Petition No. 10 of 2025 and Review Petition No. 11 of 2025 have been filed by 'Nirman Koushali Pre-engineered Steel Structures Limited' for reviewing the single judgment passed by this court on 29.07.2025 in Company Matter No. 38 of 2011 and Company Matter No. 339 of 2011.

From the record, it appears that two Company Matters being Nos. 38 of 2011 and 339 of 2011 was filed before this court under section 233 of the Companies Act, 1994 and under section 241 of the Companies Act, 1994 respectively. Since the petitioner 'Nirman Koushali Pre-engineered Steel Structures Limited' was the company in question in both the company matters, therefore, the said two company matters were consolidated as well as heard analogously and disposed of by a single judgment.

More specifically, Company Matter No. 38 of 2011 was disposed of and Company Matter No. 339 of 2011 was allowed by passing an order of winding up of the company in question. The said two Company Matters were heard at length and the respective parties were represented through their learned Advocates.

Dr. Syeda Nasrin, learned Advocate along with Mr. Md. Monir Hossain, learned Advocate appeared in both the Company Matters on behalf of Ranabir Kumar Roy whereas Mr. Md. Aminul Islam learned Advocate along with Mr. Golam Samdani, learned Advocate appeared in both the Company Matters on behalf of 'Nirman Koushali Pre-engineered Steel Structures Limited' and others namely, Mr. M.M. A Kader and Ms. Yeasmin Ara Begum.

Now, filing these two Review Petitions 'Nirman Koushali Pre-engineered Steel Structures Limited' is praying for review of the said judgment on the following grounds;

1. That the Petitioner being Managing Director of the company invested Tk. 1,84,64,536.00 for the Company after availing personal C.C. Loan at the rate of 12% interest which accrued to Tk. 3,54,51,908.00 with the interest for the last 16(sixteen) years but yet the said personal loan was shown at Tk. 2,79,90,994.00 instead of Tk. 3,54,51,908.00 and therefore, judgment and order dated 29.07.2025 needs to be reviewed on pragmatic perspective by giving appointment of an auditor to submit a audit report afresh by conducting the audit of the

Company for proper and effective disposal of the company matter.[Paragraph-4 of the Review Petition]

2. That the Petitioner is the Managing Director of the company and during the course of the company's affairs he made a *bonafide* financial contribution/investment to the company availing Bank (C.C). loan amounting to Tk. 1,84,64,536.00 @ 12% interest (Through resolution of the company). The Hon'ble Court while passing the judgment and order dated 29.07.2025 inadvertently failed to consider to award the said interest @ 12% on the petitioner's investment, despite the company having enjoyed the use of such funds. In equity and law, the Petitioner is entitled to appropriate interest on the invested amount from the date of investment until full realization. In view of the above, Petitioner submits that the impugned judgment and order dated 29.07.2025 suffers from non-consideration of material evidence, resulting in failure to grant complete relief and financial entitlement to the Petitioner, constituting a manifest error apparent on the face of record, justifying a review under section 285 of the Companies Act, 1994 read with Order XLVII, Rule 1 of the Code of Civil Procedure, 1908. [Paragraph-5 of the Review Petition]
3. That the Audit report dated 14.06.2021 was submitted by H.M. Enam & Co. and it appears from Paragraph No. 10 (ii) of the said audit report that monthly rent of the office of the company

having a space of 2,500 square feet situated at City Heart Building of 67, Nayapaltan, Dhaka was whimsically fixed at Tk. 6,000/- whereas the monthly rent should have been Tk. 50,000/- accordingly to the then actual prevailing rate of monthly rent and as such the judgment and order dated 29.07.2025 requires to be reviewed on pragmatic perspective by giving appointment of an auditor to submit of audit report afresh for proper and effective disposal of the instant company matter. [Paragraph-6 of the Review Petition]

4. That the valuation of land and building (Steel Shed) situated at Mouza- Telihati, J.L. No. 10, Police Station-Sreepur, District-Gazipur as on the day was not properly ascertained because rate of Mouza was perversely fixed at the extremely higher rate and the salary of the Account Officer, Mr. Sunil Kumar Archarja (B.com. C. A. course completed) was whimsically fixed at Tk. 6,000/- instead of actual salary Tk. 30,000/- by the auditor and thus it is clear that the said audit report was submitted on perfunctory manner and as such the judgment and order dated 29.07.2025 needs to be reviewed on realistic perspective by giving appointment of an auditor to submit of audit report afresh for proper and effective disposal of the instant matter. [Paragraph-7 of the Review Petition]
5. That in the above facts and circumstances of the case, for proper and effective of the matter a "transaction verification

and financial forensic audit should be conducted by a competent Chartered and Forensic Accountant for determining assets and liabilities, income and expenses to the date of the said company and considering the above context, this Hon'ble Court may kindly be pleased to appoint an auditor to submit audit report afresh by conducting audit through reviewing the said judgment and order dated 29.07.2025 for the ends of justice. [Paragraph-8 of the Review Petition]

6. That audit report dated 14.06.2021 was submitted in perfunctory manner and on the other hand, the said audit report was submitted without any signatures of the parties which carries no significance in the eye of law. [Paragraph-9 of the Review Petition]

Both the Review Petitions have been filed by learned Advocate Mr. Md. Akmal Hossain and at the time of hearing Mr. Aminul Islam and Mr. Md. Akmal Hossain, learned Advocates jointly made their submissions before this court. The submissions of the learned Advocates in favour of the review petitions have driven this court to examine the judgment so have been passed on 29<sup>th</sup> July, 2025.

On examination of the said judgment, it appears that the grounds of review as taken by the petitioner in his statement in Paragraph Nos. 4 and 5 of the Review Petition has been dealt with and answered in Paragraph No. 10(III) and (IX) of the judgment. The ground taken in Paragraph No. 6 of the review petition has been dealt with and answered in Paragraph Nos. 10(I) of the

judgment. The ground taken in Paragraph No. 7 of the review petition has also been dealt with and answered in Paragraph No. 10(I) of the judgment as well as in Paragraph No. 10(XI) of the judgment.

So far, the audit report is concerned and the grounds taken in Paragraph Nos. 8 and 9 in the Review Petition, it appears that this court by its order directed the Auditor to conduct an inquiry of the affairs of the company from its inception till date. Accordingly, the company submitted the audit report examining the documents so furnished by the Chairman, Managing Director and Director of the company up to 31.12.2020. However, from the audit report it appears that the auditor in his report very robustly and candidly mentioned that since the client *i.e.* the Members of the Board of Director provided financial information of the company as maintained by them from 01.01.2008 and onward, therefore, the period of audit was considered from 01.01.2008 to 31.12.2020.

Now, the learned Advocates for the petitioner tried to impress this court that the said audit was conducted in a very perfunctory manner and without considering the documents supplied by them and the auditor did not consider the business transaction of the company from its inception till 31.12.2007. However, this court has already observed from the statements made by the Auditor that the auditor had no scope to conduct any audit in respect of the period *i.e.* from the inception of the company till 31.12.2007 as his client *i.e.* the Members of the Board of Director did not furnish any sort of documents to the Auditor for doing the needful. Therefore, the said submissions of the learned Advocate at this stage does not deserve any consideration.

Now, turning to another aspect of the matter, it appears that the petitioner filed these two petitions for reviewing the judgment under section 285 of the Companies Act, 1994 read with Order XLVII Rule-1 of the Code of Civil Procedure, 1908. Section 285 of the Companies Act, 1994 provides for re-hearing of, and appeal from order or decision made or given in the matter of the winding up of the company by the court. But nothing has been mentioned in the said section as to the circumstances justifying the rehearing or review of any of its earlier judgment. However, the provisions of Order XLVII Rule-1 of the Code of Civil Procedure, 1908 set out the grounds of review which are (i) discovery of new and important matter or evidence which, after the exercise of due diligence, was not within the knowledge of the petitioners or could not be produced by him at the time when the decree or order was passed (ii) error apparent on the face of the record and (iii) any other sufficient reason.

Apart from the said grounds of review as mentioned in Order XLVII Rule-1 of the Code of Civil Procedure, 1908 there are some other factors which may be taken by the court into consideration if it desires or thinks it fit to review its own judgment which are as follows;

- (a) Whether the case was fully argued by both the parties or not,
- (b) Whether the parties were duly represented by their counsel,
- (c) Whether the judgment was reached without full consideration of all the aspects of the problem or whether there were any compelling considerations which were overlooked or whether the decision so delivered is in conflict with any well-established legal principle or is inconsistent with the settled scheme of authority.

On perusal of the review petitions as well as the submissions so advanced by the learned Advocates for the review petitioner, I do not find any seminal significance in the said two petitions for considering the prayer for review or rehearing as well as the petitioner failed to show the existence of any of the grounds or factors as mentioned above calling for interference by this court. Moreover, it further appears that the judgment sought to be reviewed was passed on 29.07.2025 in presence of the learned Advocates of both the parties. The certified copies so have been annexed with the review petitions have been obtained on 13.08.2025 and the affidavit of the instant review petitions have been sworn on 19.10.2025. Chapter-X of the Supreme Court of Bangladesh (High Court Division) Rules, 1973 as (amended up to 12<sup>th</sup> November, 2012) deals with application for review of judgment. In the said Chapter in Rule-4 it has been provided that every application for review of judgment shall be presented to the Stamp Reporter, who will certify thereon whether the application is in accordance with these Rules, within time and properly stamped, or whether it is irregular, and shall return the application with such certificate.

Article 162 of First Schedule of the Limitation Act, 1908 provides the limitation for review of a judgment passed by the High Court Division in the exercise of its original jurisdiction which is 20 days from the date of the decree or order. Here, in the instant matters it has been found that the judgment sought to be reviewed was passed on 29.07.2025 in presence of learned Advocates of both the parties as well as the certified copy of the said judgment has been obtained by the present petitioners on 13.08.2025, but the review petitions have

not been filed within 20 days even from the date of procuring the said certified copy of the judgment. So, there is a total failure on the part of the Affidavit Commissioner to take notice of the matter.

In view of the above facts and circumstances, the instant two review petitions do not deserve any consideration on merit and those have been filed beyond the statutory period of limitation and, therefore, the instant two review petitions deserve to be rejected in *limine*.

Accordingly, both the Review Petitions being Nos. 10 of 2025 and 11 of 2025 are hereby rejected summarily.

It further appears to this court that after pronouncement of the judgment the petitioner proceeded very negligently and in cavalier fashion and both the petitions are also vexatious in nature which tantamount nothing but wastage of valuable court's time as well as abuse of the process of the court. Accordingly, this court also thinks it fit and proper to impose some cost upon the petitioner. As such, the petitioner is directed to pay cost of Tk. 30,000/- which is to be paid to the Account being No. 4435401017179 (savings account) maintained in the name of the Registrar General & Marshal of Supreme Court of Bangladesh within 7 (seven) days from the date of receipt of the instant order without fail.

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(Sikder Mahmudur Razi, J:)