

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

Company Matter No. 244 of 2022

In the matter of:

An application under section 241(iii) and (v) of the
Companies Act, 1994.

-And-

In the matter of :

Jumo World Limited

...Petitioner

-Versus-

Jumo Bangladesh Limited and another

...Respondents.

Mr. Junayed Ahmed Chowdhury, Senior Advocate
with

Mr. Asif Bin Anwar, Advocate

...For the Petitioner

Mr. Tanvir Quader, Advocate

...For the respondent No. 1

Heard on: 24.02.2025, 02.03.2025

and 16.03.2025

Judgment on: 19.03.2025.

Present:

Mr. Justice Sardar Md. Rashed Jahangir

This application under section 241(iii) and (v) of the Companies
Act, 1994 (briefly the Companies Act), at the instance of the
petitioner seeking for winding up Jumo Bangladesh Limited,
respondent No. 1, a private company limited by share incorporated

under the Companies Act, 1994 vide Certificate of Incorporation No. C-144341/2018 dated 18.04.2018.

It is stated that the petitioner is a private limited company incorporated in Mauritius under the Companies Act, 2001 (registration No. 095315), which offers mobile financial services platform for mobile network operators, banks, and other holders of behavioral data sets. The respondent No. 1 has been taken formation with the aim to deal with the business of making design, develop, plan, implement, and thereby providing a platform to facilitate its client for offering financial products to the customer of the client. It is further stated that the present petitioner is the parent company and majority shareholder of respondent-company, holding 3,960 (three thousand nine hundred sixty) shares out of 4000 (four thousand) shares. At the time of incorporation, the shareholding was as follows:

Serial	Name	Shares	Percentage of shares
1	Jumo World Limited	3960	99%
2	Philip Ashley	40	1%
	Total	4000	100%

It is pertinent to mention here that to establish business in Bangladesh the petitioner planned to incorporate the respondent-company and accordingly, it has been incorporated on 12.04.2018 with the aforesaid shareholding and with an aim to deal with the businesses as aforementioned.

It is further stated that in order to support the formation of the respondent-company the petitioner, as the parent company bore all pre-incorporation expenses of the respondent-company including registration charges for incorporation, counsel fees, office rent etc.

After incorporation, though the respondent-company incurred business expenses under different heads for the purpose of commencing the business and since it does not have any operational

bank account in Bangladesh from the time of its incorporation [save and except for the temporary Non-Resident Taka Account ('NRTA') opened in the name of the proposed company prior to its incorporation in order to enable its promoters to remit their portion of paid up capital to the company], and as such, the petitioner disbursed the respondent's business expenses directly to the recipients including audit fees, consulting fees, employees cost, foreign exchange loss, insurance, legal fees, rent, VAT and other operating expenses which is evident from the balance sheet of respondent-company for the year ended on 31st December, 2019.

There is an internal understanding between the petitioner and the respondent-company that the respondent will reimburse the expended amount to the petitioner, incurred by it for and on behalf of the respondent-company, which is evident from Note-6, Note-7, Note-11(a) and Note-35 of the balance sheet of the respondent

company for the year ended on 31st December, 2019. From the aforesaid balance sheet, it is transpired that whenever the petitioner made any payment on behalf of the respondent, such payment was debited to the sundry debtor account of the respondent. At the same time, such payment was credited to the sundry creditor account of the petitioner. This method of maintaining account clearly shows the picture of the sum of money owed by the respondent to the petitioner. As it stands on 31st December, 2020, the respondent-company owes the petitioner BDT.23,340,556/- which was expended by the petitioner as pre-incorporation expenses and post incorporation operating and business expenses, which is also evident from the balance sheet for the year ended on 31st December, 2020. It was the intention of the respondent-company to reimburse the petitioner's expended amount, but since its incorporation the respondent-company has not been able to commence its business or

to generate any profit, resultantly the respondent is unable to pay its debts, owes to the petitioner company.

It is further asserted that after incorporation, 4(four) years time has been elapsed. However, the respondent has not been able to commence its business of designing, developing, planning, implementing and providing a platform that will facilitate its clients for offering financial products to their customers. Although, the respondent-company hired employees and consultants for the purpose of its business, but with all such efforts, the respondent-company failed to create the virtual platform to provide effective service to its clients and as such, the criterion having been specified under clauses (iii) and (v) of section 241 of the Companies Act, 1994 is very much available in the present case and as such, the petitioner sought for an order of winding up the respondent-company.

Heard Mr. Junayed Ahmed Chowdhury, learned Senior Advocate for the petitioner and Mr. Tanvir Quadir, learned Advocate for respondent No. 1, who did not oppose the submission of Mr. Chowdhury. Moreover, in order to examine the clarity of the contention, the original record of respondent-company having been called upon from the office of respondent No. 2, the Registrar, Joint Stock Companies.

From the facts and circumstances stated in above it appears that although the company was incorporated on 12.04.2018, but it failed to commence its business over a span of 4(four) years and since it did no business, it has absolutely no income, which is evident from the financial report of 2020 (balance sheet for the year ended on 31st December, 2020).

The Company has a debt amounting to Tk.23,340,556/- and in the present circumstances, it is not possible even to say that the

company has any ability to pay its debt. In the facts and circumstances, it is not even possible to say that in near future the company is likely to be able to commence its business or shall have the ability to pay its debt. Meaning thereby, there is no hope of its functioning in the near future. Moreover, since the petitioner being the major share holder, holding about 99% share is not willing to run the business affairs of the respondent-company.

In such backdrop, it appears to this Court that the substratum of the company must be deemed to have disappeared. In the case of *In Re: The Cine Industries and Recording Company Limited*, reported in (1942) 12 Company Cases 215(Bom), it was held that *“the substratum of the company is deemed to be gone when (a) the subject-matter of the company is gone, or (b) the object for which it was incorporated has substantially failed, or (c) it is impossible to carry on the business of the company except at a loss which has been*

construed by the Privy Council to mean that there is no reasonable hope that the object of trading at a profit can be attained, or (d) the existing and probable assets are insufficient to meet the existing liabilities.”

In the facts and circumstances of the present case as has been canvassed, since the incorporation the respondent-company failed to commence the business and the object of its incorporation has substantially failed and there is no hope of its functioning in the future. Moreover, the share holders seem to be not interested to run the business of the company. Resultantly, the substratum of the company is deemed to have disappeared and the company at its present situation is unable to pay its debt.

In the premise above, the petitioner satisfactorily proved that the requirements of law as laid down in the Companies Act, 1994 under sections 241(iii) and (v) are very much available in the facts of

the present company and as such, the application deserves consideration.

Accordingly, I hold that it would be just fair and equitable, that the company be ordered to be wound up.

Accordingly, the application is allowed.

The respondent-company namely, Jumo Bangladesh Limited is hereby wound up from the date of presentation of this application subject to the following directions:

(1) The petitioner or his Advocate shall send to the Registrar of Joint Stock Companies a notice of this Order, in Form No. 18, as required by Section 251(1) of the Companies Act read with Rule 75 of the Companies Rules.

(2) Ms. Anita Ghazi Rahman, an Advocate of this Court, (Contact No. 01713-036917) is hereby appointed as "the Official Liquidator" of Jumo Bangladesh Limited (in liquidation), as per Section 255(1) of the Act read with Rule 76 of the Companies Rules, 2009. The petitioner/directors of the company shall pay a consolidate fees of Tk.3,00,000/-

(three lac) to the Official Liquidator. Out of which 1/3 shall be paid within four weeks from the date of receipt of this Order. The rest of payment shall be paid before he files the application for dissolution of this wound-up company under Section 271 of the Companies Act.

(3) The Official Liquidator is hereby directed-

(i) To advertise, as required by Rules 76 and 133, the order of liquidation to submit claims giving 14 days time, with adequate proof (vide Rules 133 to 147), from the claimants, if any, in two national daily news papers, namely in "the Daily Observer" and "the Daily Amader Somay".

(ii) To open a bank account with Sonali Bank, Supreme Court Branch, in the name of the "Official Liquidator of Jumo Bangladesh Limited, (in liquidation)," as required by Rule 103. The petitioner shall deposit an amount of TK.1,00,000/- (one lac) in the said account within 30 days, for meeting up all legitimate expenses by the liquidator in doing the needful.

(iii) To maintain all books, records and accounts as required under the provisions of the Companies Act

and the Rule 110 of the Companies Rules, 2009 showing all assets and liabilities of the company.

(iv) To submit quarterly reports of the accounts of the company to the Court, till its dissolution or otherwise ordered by this Court.

(v) To exercise her powers and discretion, vested in her under Section 262 of the Companies Act with due regard for the interest of the company, its creditors and contributors and subject to the control of the Court.

(vi) To prepare and to furnish before this Court a list of all contributories (subject to this Court's order to rectify the same, if so required according to law)

(vii) To submit his statement/report, further and/or supplementary statement/report to this Court, as required by Section 259 of the Act, read with Rules 119 and 120, as soon as practicable upon receiving the statement of affairs to be filed under Section 258 (since winding up order is made) of the Companies Act.

(4) The Official Liquidator is directed to take into custody all movable (by preparing an inventory) and immovable properties of the company, if any, including the title deeds and to dispose of the same, as permitted by Section

262 of the Companies Act, with prior sanction of this Court (vide Rules 168 to 170) and to use the sale proceeds, if any, towards settling the liabilities of the petitioner company, if any, in the manner prescribed by Rules 148 to 162 and regard being had to the provisions of Section 325 concerning preferential payment as well as to show separately the list of secured and unsecured creditors, if any, giving their names, particulars and the amount of their claim, in two columns, one showing the principal and the last column showing the total sum claimed. She shall, to that end, submit application accordingly for disbursement of the assets, liabilities cash, if any, at hand.

(5) The company is directed to submit to the Official Liquidator, a verified statements of affairs in duplicate, signed by the director or Chief Executive Officers (or MD) or the Chief Financial Officer/Head of Accounts (if any), as required under the provisions of Section 258 of the Act, within 21 (twenty-one) days from the date of drawing up of this winding up order or from the date of sending this record to company section, whichever is occurred later.

(6) The company or its Director/Managing Director or the CEO or the Chief Financial Officer shall furnish to the

Official Liquidator the name of the bankers of the company, giving account numbers, enclosing statement of accounts name of the signatories and also enclosing authenticated copies of the resolution regarding operation of the bank accounts, within the time limit prescribed in the preceding paragraph.

(7) The persons named at preceding paragraph No. (6) and/or the official-in-charge of the estate, if any, of the company shall give particulars of and handover all title deeds of immovable and movable properties of the company (if any) to the official liquidator within the same time limit prescribed in the preceding paragraph, and

(8) The wound-up company shall submit an affidavit of compliance as regards directions Nos. 5 to 7 within one week thereafter.

(9) The Company, the members of the board, all shareholders/contributors are hereby restrained to operate bank accounts, to remove or transfer or encumber any moveable or immovable properties of the company including, but not limited to, the vehicles, equipment, machineries etc of the company, if any, and not to remove any documents without leave of the Court.

(10) The Official Liquidator shall follow and comply with all such provisions laid down in the Companies Act and the Rules, as are applicable in the process of winding up and she shall be solely responsible for the default, if any, committed in the process of winding up. She shall not withdraw any amount more than that may be required to meet the lawful and reasonable costs and expenses and/or to settle the lawful claims and/or to distribute the surplus assets amongst the contributories, if any, as per law and with prior sanction of the Court. Besides, she shall bring, in writing, to the knowledge of the Court all facts that are material to ensure compliance of the provisions of law and to protect interest of the creditors, claimants, contributories and the company, as the case may be.

(11) The Liquidator is directed to file a report within 30 (thirty) days thereafter and also to inform the Court if any further enquiry in the matter of liability and assets of the company is required.

(12) If the Registrar of Joint Stock Companies receives the winding up Order form the petitioner/company within time, he should notify in the Official Gazette that an order has

been recorded in his register-book giving effect to winding up of the company.

Petitioner shall put in requisites.

Let a copy of this judgment and order be sent to the official liquidator.

However, the matter will appear in the list on 04.05.2025 for further necessary order.

Form No. 25

(Rule 95)

Order for appointing an Official Liquidator

Company Matter No. 244 of 2022**In the matter of:**

An application under section 241(iii) and (v) of the Companies Act, 1994.

-And-**In the matter of :**

Jumo World Limited, C/0. Intercontinental Trust Limited, Level 3, Alexander House, 35 Cybercity, Ebene, Mauritius.

...Petitioner

-Versus-

Jumo Bangladesh Limited, Millennium Castle (5th Floor), Plot- 47, Road- 27, Block-A, Banani and another.

...Respondents.

Upon the application of section 241 of the Companies Act, 1994 and upon hearing the Court doth hereby appoint of Ms. Anita Ghazi Rahman, learned Advocate of Supreme Court of Bangladesh to be Official Liquidator of the above named company. And it is ordered that the said Ms. Anita Ghazi Rahman on 04.05.2025 shall file her accounts of receipts. And it is ordered that she be at liberty to open, operate upon and maintain in her own name as such Official Liquidator as aforesaid a banking account with the (insert name of a scheduled bank) Bank at its Head Office (or Branch). And it is ordered that moneys to be received by the said 3,00,000/- (three lac) be paid by him (or them) into the (insert name of a scheduled bank) at its Head office (or Branch) to the credit of the account of the Official Liquidator(s) of the said company within 7 days after the receipt thereof and that out of the said account all payments shall be made by cheque signed by the said Ms. Anita Ghazi Rahman as such Official Liquidator as aforesaid and countersigned by the Registrar (as to dispensing with countersignature see Rule 104).