

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

COMPANY MATTER NO. 8 OF 2023.

Millennium Integrated Solutions Ltd.
..... Petitioner.

VERSUS

The Registrar, Joint Stock Companies and
Firms.

..... Respondent.

Mr. Md. Zamil Anwar, Advocate
..... For the Petitioner.

Heard and judgment on: 04.04.2023

Present

Khizir Ahmed Choudhury, J:

This application under section 12 read with section 13 of the Companies Act, 1994(‘the Act’) for confirmation of the amendment in the Memorandum of Association hereinafter referred as MOA of Millennium Integrated Solutions Ltd. herein after referred as “the company”.

Material facts are that the petitioner-Company, a private limited company, was duly incorporated on 02.03.2021 which Registration No. C-169382 under the Act with primary objective of engaging in the business of Information and Communication Technology (ICT), Internet Service Provider(ISP) and Software.

To that end, members of the company have decided that the Memorandum of Association of the Company by replacing object clauses III(1) of the Memorandum of Association of Company.

Accordingly an Extra Ordinary General Meeting (EGM) was held on 04.12.2022 at 11.30 AM (Annexure-C). The EGM was so called upon notice having served on 08.11.2022(Annexure-B) and resolution was passed accordingly.

No one appears to oppose this application.

Mr. Md. Zamil Anwar, the learned Counsel appearing for the Petitioner-Company has placed all relevant annexure in general and in particular the object Clause III(1) of the MOA and the minutes of the EGM held on 04.12.2022 (annexure-C) in emphasizing the advantages of the Company operating with the proposed enhanced capacity. In this regard, the learned Advocate explained, in particular, the contents of the proposed amendment and replacing object clauses III(1)as set out in Annexure-C of this application which is as follows:

“Primarily to promote the development and advancement of computer systems, Information and Communication Technology (ICT), Internet Service Provider (ISP) and software and carry on, undertake and conduct related business and do all matters and things incidental there to. To encourage and assist in the balanced development of the software and information services industry in Bangladesh. To work closely with ICT area with a view to enabling the Bangladesh Software and Information Technology Industry reach global pre-eminence.”

Mr. Md. Zamil Anwar upon a query made in that regard disclosed that the EGM of 04.12.2022 (Annexure-C) was held with attendance of all shareholders and they unanimously amend the Special Resolution for amendment of the object Clause III(1) of the MOA.

In view of the above submission and on perusal of annexure and other materials I find substance.

In view of the matter, this Application is allowed and proposed amendment to the Objects Clause as specified in the special resolution of 04,12,2022 (Annexure-C) as referred to hereinbefore is, hereby, confirmed.

Let the amendment by replacing object clause No.III(1) be inserted, as proposed, in the Memorandum of Association of the Company.

The Registrar, Joint Stock Company and Firms, Dhaka is also, hereby, directed to register the amendment copy of the Memorandum of Association of the Company within 90 (ninety) days of the drawing up of this Order.

The petitioner is directed to take all steps as per provision of the companies Act, 1994. The petitioner intends to donate Taka 30,000.00 which is to be given in the form of pay order in the name of Madhab Chandra Sheel, A/C No.4435434097783, Sonali Bank Limited, Supreme Court Branch, Dhaka, for his wife's operation for removing uterus tumor 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.