

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

**Present:**

Mr. Justice Khizir Ahmed Choudhury

**Company Matter No. 213 of 2023**

Fashion Eye Hospital Limited

.....**Petitioner**

-Versus-

The Registrar, Joint Stock Companies & Firms

.....**Respondent**

Mr. Md. Bokhari Rashid Panna, Advocate

..... **For the Petitioner**

**Heard and judgment on 26.07.2023.**

**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 Fashion Eye Hospital Limited.

The petitioner company is a private company limited by shares incorporated on 14.12.1995 under the Companies Act, 1994 being registration no.C-29895(1183)/95 with object to carry on business.

The petitioner company has other sister concerns under the same management and as such decided to amend the object of memorandum of association to introduce flexibility in the management and as such convened an extra ordinary general meeting of the shareholders of the company on 04.06.2023 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:

“36. To mortgage the immovable property or hypothecate any other movable assets of the Company to any scheduled bank or financial institution as security of loan(s) and/or any credit facility(s) sanctioned/to be sanctioned by them to any associate company or companies and/or any third party with whom the Company has any direct or indirect business relation and also to give guarantee to any scheduled bank or financial institution or any 3rd party as standing surety of repayment of any loan payable by any sister concern or subsidiary company or any third party with whom the Company has any direct or indirect business relation.”

“37. To borrow or raise money from any schedule bank or financial institution or from any other source and to secure the payment of loans or debts in such manner as the directors may think fit and proper and in particular by the creation of mortgage or charge on the issue of debenture, stock or bond perpetual, undertaking of the company or any part of its assets and property both present and future including the uncalled capital of the company for the time being or by the issue of any security charged upon the property or rights of the company and generally to borrow money in such manner as may be agreed upon between the

lender and the directors of the company and to apply the same for all any of the purposes of the company.”

To give effect the instant resolution the petitioner initiated the instant matter for confirmation of the said amendment from this court.

After admission of the application, the petitioner published notice in the vernacular dailies as ordered and submitted and filed affidavit in compliance accordingly.

Mr. Md. Bokhari Rashid Panna, 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.

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 04.06.2023 resolving new sub-clause 36 and 37 of memorandum of association vide annexure E 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 04.06.2023 annexure E is hereby confirmed.

Accordingly the new sub-clause 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 40,000.00 which is to be given in the form of pay order in the name of “পিংনা নূরানী মাদরাসা ও মসজিদ A/C No. 0200009145171, Agrani Bank Limited, Pingna Branch, Jamalpur” 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.