

IN THE SUPREME COURT OF BANGLADESH

HIGH COURT DIVISION

(STATUTORY ORIGINAL JURISDICTION)

Present:

Mr. Justice Khizir Ahmed Choudhury

COMPANY MATTER NO. 489 OF 2022.

IN THE MATTER OF:

An Application under Section 81 read with section 85(3) of the Companies Act, 1994 read with Section 396 of the Companies Act, 1994.

AND

IN THE MATTER OF:

GOTHIC DESIGN LTD. represented by its Managing Director, Mr. Md. Masudul Hoque,.....
Petitioner.

VERSUS

The Registrar, Joint Stock Companies and Firms,
..... Respondent.

Mr. Mohammad Shamasuzzaman, Advocate

..... For the Petitioner.

Heard and judgment on 11.07.2023.

This is an Application under Section 81 read with section 85(3) of the Companies Act, 1994 in respect of GOTHIC DESIGN LTD, a private limited company.

Petitioner is a private company, limited by shares incorporated vide Registration No. C-66005, dated 06.03.2007 under the provisions of the Companies Act,

That since incorporation , the Petitioner Company held all Annual General Meeting (AGM) in due time and the said company

duly held its last Annual General Meeting for the calendar year of 2020.

It is stated in the application that after the incorporation, Petitioner Company held annual general meeting regularly and last annual general meeting was held on 30.06.2020 but the annual general meeting for the year 2021 could not be held within time due to Corona Virus pandemic namely, COVID-19,

It is averred that there is no willful negligence on the part of the company for not holding the said annual general meeting for the calendar year 2021 in due time and meanwhile no proceeding has been initiated or pending for negligence, default, breach of duty or breach of trust against any directors and other officers of the company. It is further averred that due to delay of 1 year penalty comes for not holding annual general meeting within time and as such this court may be kind enough to relieve the company from payment.

Having heard the learned Counsel and on perusal of the application it appears that the reasons for not holding annual general meeting has been explained properly.

By filing affidavit in compliance the petitioner submitted copies of newspapers wherefrom it is apparent that notices have been published in the news papers but none appears to oppose this application.

In the above facts and circumstances, I find substance in the application for not holding annual general meeting of 2021 within

time. Consequently the application is allowed and the delay occurred for not holding AGM for the year 2021 is hereby condoned.

The petitioner company is permitted to call and hold annual general meeting for 2021 within 45 days from date. The respondent Registrar Joint Stock Companies and Firms is directed to accept all returns, records and documents to be filed by the company upon holding AGM pursuant to the order of this court.

The petitioner is directed to take all steps as per provision of the Companies Act, 1994. The Petitioner intends to donate BDT. 60,000/- which is to be given in the form of Pay Order in the name of ‘ঢাকা অরফানেজ সোসাইটি (হিন্দু), A/C No. 0200002637946, Agrani Bank Limited, Forashgonj Branch, Dhaka” 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.