

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

**Present:**

Mr. Justice Mamnoon Rahman

**COMPANY MATTER NO. 424 OF 2024**

**IN THE MATTER OF:**

An application under Section 81(2) read with Section 85(3) and 396 of the Companies Act, 1994.

- **A N D** -

**IN THE MATTER OF:**

Arif Rahman

----- Petitioner.

- Versus -

Bengal NFK Textiles Limited  
and another.

..... Respondents.

Mr. Shaleh Akram Somral, Advocate.

----- For the Petitioner.

**Heard and Judgment on 20.08.2024**

**Mamnoon Rahman, J:**

This is an application under Section 81(2) read with Section 85(3) of the Companies Act, 1994 for condonation of delay in holding the Annual General Meetings (AGM) for the calendar years 2023 of Bengal NFK Textiles Limited along with Section 396 of the Act for exoneration of the Directors and officers of the company from the liability of fine.

Petitioner is the Managing Director of the Respondent No.1, Company which is a Private Company Limited by shares incorporated

under the Companies Act, 1994 bearing Registration No.C-53808(473)/2004 dated 07.08.2004.

It is stated in the application that the Respondent No.1 company could not hold its Annual General Meeting of the year 2023 due to delay in obtaining audit report as well as for other unavoidable circumstances beyond the control of the Board of Directors of the Respondent No.1 Company, Annual General Meeting for the year of 2023 could not be held within the stipulated time.

It has been stated that there is no willful latches or negligence on the part of the Respondent No.1 Company for not holding the said annual general meeting for the calendar year 2023 in due time. It is further stated that due to delay penalties come for not holding annual general meetings within time and as such this court may be kind enough to relieve the directors and officers of the Company from payment of aforesaid fine.

I have heard the learned Counsel for the petitioner and perused the application as well as necessary papers and documents annexed herewith. It also 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 where from it is apparent that notices have been published in the newspapers as well as usual notices but none appears to oppose this application.

Considering the facts and circumstances, the application under Section 81(2) read with Section 85(3) of the Companies Act, 1994 is allowed. The company is permitted to call and hold annual general meetings for the year 2023 within 90(ninety) days from the date of receipt of the instant order. The respondent Registrar Joint Stock Companies and Firms is directed to accept all returns, record and documents to be filed by the company upon holding Annual General Meeting 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 Tk. 50,000/- which is to be given in cash to “Anujani Israilpur Dakhil Madrasha” Post-Aligonj Bazar, P.S. Chhatak, District-Sunamganj 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.

(Mamnoon Rahman,J:)