

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

Present:

Mr. Justice Sikder Mahmudur Razi

Company Matter No. 860 of 2024

ICE (BD) Limited

...Petitioner.

-Versus-

Chandra Spinning Mills Limited and another.

..... Respondent.

Mr. Abdullah Al Hady, Advocate

.....For the applicant.

Mr. Zahangir Alam, Advocate.

....For the petitioner.

The 23rd August, 2026.

This is an application for addition of party as respondent No.3 in the instant Company matter.

The applicant before this court today is Md. Abdul Kahir Chowdhury represented by his duly constituted attorney, namely Md. Huraira Iftar Hossain.

Mr. Abdullah Al Hady, learned Advocate appearing for the applicant, submits that the applicant is a shareholder and director of respondent No. 2-company and is presently holding 42,090 shares therein, thereby having a substantial interest in the affairs and management of the company. He next submits that, although this Court, by its judgment and order dated 08.05.2025, allowed the Company Matter filed under Sections 81(2) and 85(3) of the Companies Act, 1994, the Court, by the same judgment and order, also appointed an Independent Director of the said company for the purpose of holding the AGMs in question. Since the said AGMs have not yet been held, according to him, the matter still remains pending and, as such, there is

ample scope and opportunity for this Court to implead the applicant as respondent No. 3 in the instant Company Matter, which would ultimately assist the Court in the proper and effective adjudication and disposal of the issues involved therein. With these submissions, the learned Advocate prays for allowing the instant application for addition of party.

On the other hand, Mr. Zahangir Alam, learned Advocate appearing for the petitioner, submits that the matter has already been finally disposed of by the judgment and order dated 08.05.2025 and, therefore, there remains no scope to reopen the same. He next submits that the contention of the learned Advocate for the applicant that the impleadment of the applicant as a respondent would assist the Court in the proper and effective adjudication and disposal of the matter is fundamentally misconceived and wholly untenable.

Heard the learned Advocates of the respective parties and perused the application as well as materials on record.

It appears that the instant Company Matter was filed under Sections 81(2) and 85(3), read with Section 396 of the Companies Act, 1994, seeking condonation of the delay in holding the Annual General Meetings (AGMs) for the calendar years 2022 and 2023. The matter was ultimately allowed on contest by this Court by its judgment and order dated 08.05.2025. At the time of allowing the said Company Matter, this Court also appointed Mr. M. Belayet Hossain, learned Senior Advocate of the Supreme Court of Bangladesh, as an Independent Director of the respondent-company.

The question that now arises for consideration is whether, after final disposal of the instant Company Matter, the proceeding can be reopened by impleading the applicant as a respondent, which, according to the learned Advocate, is necessary for the effective disposal of the matter, notwithstanding the fact that the matter has already been finally disposed of.

In this regard I am of the view that upon final disposal of a Company Matter under Sections 81(2) and 85(3) of the Companies Act, 1994, seeking condonation of delay in holding AGMs and upon issuance of consequential directions by the Court, the original proceeding comes to an end. Therefore, in the absence of any pending review petition or any statutory provision to the contrary, there remains no proceeding pending before the Court in which a person can seek to be impleaded as a respondent. In such circumstances, the Court becomes *functus officio*, save and except to the limited extent of enforcing, clarifying or implementing its own order. An application seeking extension of time for compliance with the directions contained in the judgment is merely ancillary to the implementation of the said judgment and does not revive the substantive proceeding. The cause involved in the instant Company Matter has thus been fully and finally exhausted and adjudicated upon by the final judgment and order dated 08.05.2025.

It is true that, subsequently, upon the prayer of the petitioner, the time prescribed for holding the AGMs was extended from time to time. Such extension of time, however, merely enlarges the period fixed by the Court for compliance with its earlier order. It neither reopens the merits

of the petition nor alters the relief already granted, nor does it revive the *lis* between the parties. An order granting extension of time is purely ancillary to the execution, enforcement and implementation of the earlier judgment and order. It cannot, by itself, be construed as reviving a proceeding which has already attained finality.

In view of the above, after final disposal of the petition, there remains no pending proceeding in the eye of law in which a person can be impleaded as a party. The dispute which formed the subject matter of the instant Company Matter has already been finally adjudicated upon by this Court by an elaborate and reasoned judgment and order dated 08.05.2025. Accordingly, the subsequent orders extending the time for compliance with the said judgment cannot have the effect of reopening the finally disposed of proceeding or creating a fresh scope for impleadment of any person therein.

Therefore, I find no scope to reopen the matter in the guise of allowing the instant application. Accordingly, the instant application is rejected with costs of Tk. 10,000/- (Taka ten thousand), which shall be deposited to the account of the Registrar of this Court, bearing A/C No. 4435401017179, maintained with Sonali Bank, Supreme Court Branch.

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(Sikder Mahmudur Razi,J.)