

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

WRIT PETITION NO. 563 OF 2025

IN THE MATTER OF:

An application under Article 102 (2)(a)(i) and (ii) of
Constitution of the People's Republic of Bangladesh.

AND

IN THE MATTER OF:

Bengal Aitken Spence Travels Limited

.....Petitioner

-VERSUS-

Government of the People's Republic of Bangladesh,
represented by the Secretary, Ministry of Civil
Aviation and Tourism

..... Respondents

Mr. Md. Yousuf Ali, Advocate with

Mr. Md. Faizullah, Advocate,

Mr. Md. Shyful Islam, Advocate

..... For the Petitioner

Mr. Md. Rashadul Hassan, D.A.G with

Ms. Nilufar Yesmin, A.A.G with

Mr. Md. Moshir Rahman (Rahat), A.A.G with

Mr. Md. Motasin Billah Parvez, A.A.G with

Mr. Bishwanath Karmaker, A.A.G

.....For the Respondents

Present:

Mr. Justice Sashanka Shekhar Sarkar

And

Justice Urmee Rahman

Heard on 19.05.2026, 17.06.2026 and 21.07.2026

Judgment on 22.07.2026

Urmee Rahman, J:

In the instant matter a Rule Nisi was issued on an application under
Article 102 (2)(a)(i) and (ii) of the Constitution of the People's Republic of
Bangladesh in the following terms:

“Let a rule Nisi be issued calling upon the respondents to show cause as to why the impugned order dated 05.01.2025 (Annexure-F) passed by the respondent no. 2, the Additional Secretary, Ministry of Tourism and Civil aviation (Appellate Authority) in Appeal No. 110 dated 31.10.2024 upholding the order dated 15.05.2024 (Annexure-E) passed by the respondent No. 04 refusing to issue license in favour of the petitioner for new travel Agency in the name of “Bengal Aitken Spence Travels Limited” by changing the name from “Mars Universal Limited” should not be declared to have been done without any lawful authority and is of no legal effect and why a direction shall not be given upon the respondents to issue license in favour of the petitioner for new Travel Agency named “Bengal Aitken Spence Travels Limited” by changing the name from "Mars Universal Limited" and/or pass such other or further, orders or order as to this Court may seem fit and proper.”

Pending hearing of the Rule operation of impugned memo dated 05.01.2025 (Annexure-F) was stayed for a period of three months, which has been extended from time to time.

Relevant facts necessary for disposal of the instant Rule, in short, are that, the petitioner company was incorporated as ‘Mars Universal Limited’ under the Registrar of Joint Stock Companies and Firms (RJSC) and it obtained Travel Agency License, which was valid till 31st December, 2025. Subsequently, the company changed its name from ‘Mars Universal Limited’ to ‘Bengal Aitken Spence Travels Limited’ and accordingly a certificate of incorporation pursuant to change of name was

issued by the RJSC in its favour on 23.11.2023. After receiving the relevant documents in the changed name, the petitioner applied to the respondent No. 3 and 4 for issuance of a license as a new Travel Agency with all necessary papers and documents and deposited the required fee through treasury challan as the earlier license is not transferable as per the Travel Agency laws and rules.

The Respondent No. 4 by the order dated 15.05.2024 rejected the petitioner's application for issuance of license; however, without showing any specific reason. Being aggrieved thereby the petitioner filed an appeal before the respondent No. 2, the appellate authority, who by the impugned order dated 06.01.2025 rejected the Appeal.

Finding no other alternative and equally efficacious remedy available, the petitioner has filed the instant writ petition and obtained the present Rule.

Learned Advocate Mr. Md. Yousuf Ali, with Mr. Md. Faizullah, appearing on behalf of the petitioner submitted that, the petitioner in compliance with the provisions of law applied for new travel license but the respondents rejected the same in an arbitrary and whimsical manner, which is liable to be declared to have been issued without lawful authority.

Learned Advocate next submitted that, the respondent authority misunderstood the term 'non-funded liabilities', which is not actually a loan but is a bank guarantee and is issued as a security for the license

against the deposit made by the Company. Therefore, there is no concealment of fact in the application by the petitioner. As such the impugned orders of refusal may be declared to be without lawful authority and is of no legal effect.

He further submitted that no statutory reasons have been mentioned in the investigation report but the authority rejected the application in issuing a fresh license in favour of the petitioner only on the ground of defective papers, despite submitting all required documents in accordance with law. As such the impugned order is liable to be set aside.

He finally submitted that the 'Mars Universal Limited' changed its name to 'Bengal Aitken Spence Travels Limited' following the provisions of Section 11(7) of the Companies Act, 1994 and obtained certificate from the RJSC in due process. As such the impugned orders refusing to issue license in the new name of the company has no lawful basis and the respondent authority may be directed to grant license in the name of the petitioner company.

None appeared on behalf of the respondents; however, the learned Deputy Attorney General contested the Rule without filing any affidavit in opposition though he found it difficult to put forward any argument. His only submission is that, if the change of name of the Company is done in accordance with law, the impugned order rejecting the Appeal merely on the ground of name change cannot be said to have been done in accordance with law.

Heard the learned Advocate for the respective parties, perused the writ petition, supplementary affidavit thereto and all the documents annexed therewith.

It appears from the impugned order that, while rejecting the appeal the appellate authority considered a report from Bangladesh Bank regarding information as to any default loan in the name of the petitioner Company and the appellate authority also considered the reply of the petitioner which was sought from them. Bangladesh Bank submitted a report on 11. 12. 2024 stating that there is a 'non-funded loan' pending in the name of the petitioner, however, it is non-defaulted (খেলাপী মুক্ত). Regarding the reply made by the petitioner as to name change of the Company it has been stated in the impugned order that, since the petitioner has provided untrue and deceitful information, there is no scope for changing the name of the company. Accordingly, the appeal was rejected.

This finding of the appellate authority is beyond its jurisdiction inasmuch as the appropriate authority to allow the change of name of a registered Private Limited Company is the Registrar of Joint Stock Companies and Firms (RJSC) as per the Companies Act.

Annexure-B to the writ petition is the 'Certificate of Incorporation pursuant to change of name' issued by the RJSC on 23.11.2023 by which the name of the company was changed from 'Mars Universal Limited' to 'Bengal Aitken Spence Travels Limited' as per Section 11(7) of the

Companies Act. This document is the formal proof in this regard. Therefore, the respondent no. 2 has no lawful authority to give a decision on this issue. The appellate authority ought to have accepted the certificate as it is.

Furthermore, the petitioner filed the application online for issuance of a fresh license, as evident from Annexure-C, with all supporting documents in accordance with the provision of Section 5 of Bangladesh Travels Agency (Registration and Control) Act, 2013. Section 5 of this Act provides that:

“ধারা-৫। নিবন্ধন সনদ ইস্যু, ইত্যাদি। (১) “কোন ব্যক্তি ট্রাভেল এজেন্সি প্রতিষ্ঠা বা পরিচালনা করিতে চাহিলে, নিম্নবর্ণিত কাগজপত্রসহ নিবন্ধনের জন্য নিবন্ধন কর্তৃপক্ষের নিকট নির্ধারিত পদ্ধতি ও ফরমে এবং ফি-সহ আবেদন করিতে হইবে, যথা:

(ক) ট্রেড লাইসেন্সের সত্যায়িত অনুলিপি; (খ) ট্যাক্স আইডেনটিফিকেশন নম্বর (টিআইএন) সার্টিফিকেটের সত্যায়িত অনুলিপি; (গ) ব্যবসায়িক ঠিকানা; (ঘ) কোম্পানি হইলে, মেমোরেভাম অব এসোসিয়েশন, আর্টিকেলস অব এসোসিয়েশন, এবং সার্টিফিকেট অব ইনকর্পোরেশনের সত্যায়িত অনুলিপি; এবং (ঙ) ভ্রমণের সহিত সংশ্লিষ্ট পরিবহন, আবাসন ও অনুরূপ অন্যান্য সুবিধা প্রদানের ক্ষেত্রে কোন ব্যক্তির নিকট হইতে অতিরিক্ত অর্থ গ্রহণ করিবে না বা তাহাকে মিথ্যা প্রলোভন দেখাইবে না বা তাহার সহিত কোন প্রতারণার আশ্রয় গ্রহণ করা হইবে না মর্মে হলফনামা।”

If all the documents filed by an applicant, as required under Section 5 (1)(ka) of the Act, are found to be satisfactory, the authority is under a lawful obligation to render a decision on the basis thereof. If the authority is not satisfied with the documents, it may reject the application recording reason for such rejection as per Section 5 (2)(kha) of the Act of 2013. Without recording

any specific reason the application shall not be rejected. In the present case the petitioner did not make the application to change the name in the existing license, rather, made an application for new license. In such a case rejection by the appellate authority on an issue, which was beyond its concern, has rendered the impugned order a defective one.

Therefore, we find substance in the submission made by the learned Advocate for the petitioner and we also find merit in the first part of the Rule. The impugned order is hereby declared to have been passed beyond jurisdiction.

However, this shall not automatically entitle the petitioner to obtain a direction upon the Respondents to issue a license in its favour, as has been prayed in the second part of the Rule. The authority shall have to consider the documents to their satisfaction as per Section 5 (2) of the Act of 2013. Hence, the authority is directed to consider the documents provided by the petitioner as per section 5 of the বাংলাদেশ ট্রাভেল এজেন্সি (নিবন্ধন ও নিয়ন্ত্রণ) আইন, ২০১৩ for granting a fresh license and, if all the documents are found to be satisfactory, issue the license accordingly within 60 (sixty) days of receipt of this order.

In the result, the Rule is made absolute in part with direction.

However, without any order as to costs.

Communicate the judgment and order at once.

Justice Sashanka Shekhar Sarkar, J:

I agree.