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বাংলাদেশ  
কোর্ট ফি

SL-617

20.03.2022

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

Company Matter No. 83 of 2022

IN THE MATTER OF :

An Application under Section 228 read with  
Section 229 of the Companies Act, 1994

AND

FAR Chemical Industries Limited

..... Transferee-Petitioner

S.F. Textile Industries Limited (SFTIL)

..... Transferor -Petitioner

-Versus-

The Registrar, Joint Stock Companies and  
Firms and others

.... Respondents

Mr. Mohammad Imran Miah, Advocate

.....For the Petitioners

The 16<sup>th</sup> March, 2022

Present:

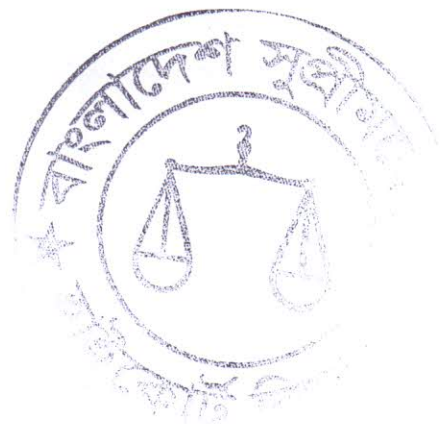
Justice Muhammad Khurshid Alam Sarkar

This is an application under Section 228 read with Section 229 of the Companies Act, 1994 ('the Act') for amalgamation of the companies.

The learned Advocate, having placed the petition, submits that the scheme has been approved in the board meeting of both the transferor-company and the transferee-company.

Heard the learned Advocate for the petitioners and perused the application as well as annexures.

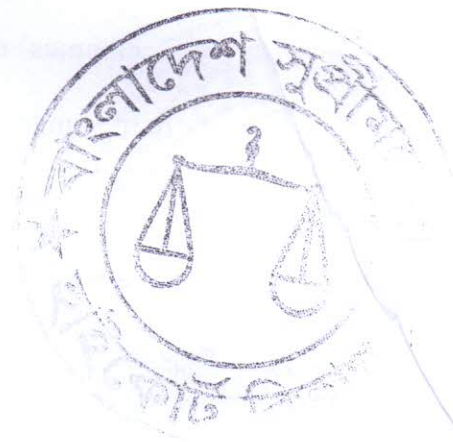
It appears that the petitioners have made a prima-facie case for admission.





Accordingly, let this petition be admitted and be registered, subject to the condition that the petitioners shall comply with the following formalities and directions.

1. The transferee-company is directed to notify the Bangladesh Security Exchange Commissioner to circulate "Price Sensitive Information" with reference to this application. (if it is listed company)
2. The petitioners are directed to convene a meeting of the members and a separate meeting with the creditors and to place the scheme of amalgamation before them separately, for the purpose of their consideration and approval, with or without modification, as per sub-Section (2) of Section 228.
3. The schemes shall be kept open in the registered office of both the companies and be availed for inspection by all concerned (during office hours).
4. Notice of the meetings shall be sent (enclosing copy of the proposed scheme) to all the members and creditors of both the transferor and transferee companies, under registered post, as per provisions of the Companies Act, 1994.
5. The Chairman of the petitioners (transferee and transferor companies) or their constituted attorney shall preside over the meetings of the respective company.
6. The meeting shall be held in the city in which the registered office of the petitioners are situated and at as such time, date



and place as may be fixed by the board of directors or the petitioners, within the soonest practicable time.

7. Issue notices upon the respondents through special messenger at the costs of the petitioners.
8. The notice of presentation of this application before this Court and also informing the date of the meeting with the members and a separate meeting with the creditors, convened for approval of the scheme, be published in two daily news papers, one being the "The Daily Shamokal" and another being the "The Daily Tribunal" at least 2 (two) weeks before the date of holding of the aforesaid two meetings.
9. The chairman of the meeting shall submit the reports, within 2(two) weeks of holding the aforesaid two meetings, to this Court and the office is directed to fix this matter in the cause list within 2(two) working days after receiving the report.
10. The latest Financial reports of the both the companies (transferor & transferee) shall be submitted to satisfy this Court that there is no other creditor/s, be it secured or unsecured, except the names mentioned in the cause-title of this case.


The petitioner is directed to file an affidavit-in-compliance within 1(one) week thereafter i.e on or before 20<sup>th</sup> April, 2022

The petitioners are directed to put in required number of requisites forthwith.

Muhammad Khurshid Alam Sarkar

Composed by: Mahfujur Rahman

Read by: 

Exam by: 

20.3.2022

20.03.2022


১.সই মহরী নকলের দরখাস্তের তারিখ	20.03.2022
২. অনুলিপিগির হিসাব নিবন্ধনের তারিখ	20.03.2022
৩.কোর্ট ফি স্ট্যাম্প জমাদানের তারিখ	20.3.2022
৪. নকল প্রস্তুত হওয়ার তারিখ	20.03.2022
৫.নকল সরবরাহের তারিখ	21.03.2022

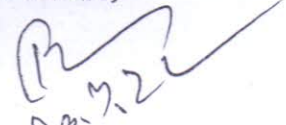
প্রত্যায়িত অবিকল প্রতিলিপি

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20.03.2022

সহকারী রেজিস্ট্রার  
বাংলাদেশ সুপ্রীম কোর্ট, হাইকোর্ট বিভাগ  
(১৮৭২ইং সনের ১নং আইনের  
৭৬ ধারামতে ক্ষমতা প্রাপ্ত)

  
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