

IV

RULES AND FORMS UNDER THE COMPANIES ACT

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(APPROVED DRAFT IN ENGLISH)*

Notification

In exercise of the powers conferred under section 345 of the Companies Act, 1994 the Supreme Court of Bangladesh makes the following Rules :-

1. **Short Title** - These Rules may be called the Companies Rules, 2000.
2. **Commencement** : These Rules shall come into force from the date of publication in the official Gazette.
3. **Definition** - In these Rules, unless there is anything repugnant in the subject or context,
 - (a) "Act" means the Companies Act, 1994;
 - (b) "Advocate" means a person entitled to appear and plead in the Court having jurisdiction under the Act;
 - (c) "Application" means application under the Act;
 - (d) "Certified" means, in relation to a copy, certified as provided in section 76 of the Evidence Act;
 - (e) "Code" Means the Code of Civil Procedure;
 - (f) "Filed" means filed in the office of the Registrar;
 - (g) "Judge" means, a Judge of the Court having Jurisdiction under the Act;
 - (h) "Person" shall include anybody or person incorporated or unincorporated;
 - (i) "Petition" means a petition filed under the Act.
 - (j) "Registrar" in the High Court Division, means the Registrar of the Supreme Court of Bangladesh or any other officer authorised to perform function of Registrar as are assigned to the Registrar under there Rules, and in the District Court, the Registrar means the District Judge or such judicial officer as may be authorised by the District Judge to perform the functions as are assigned to the Registrar under these Rules;
 - (k) "Sealed" means sealed with the seal of the court.
 - (l) "Writing" shall include printing, typing, lithography, photography, electronic and other method of representing words in visible form;
4.
 - (a) The following shall be used as general headings in all matters to which these rules apply;
 - (i) General heading in the High Court Division shall be as follows:

In The Supreme Court of Bangladesh
High Court Division
(Statutory Original Jurisdiction)

* These Rules and Forms in English have been approved in a Full Court meeting of the Supreme Court.

Company matter No. _____ of _____.

In the Matter of :

An application under section of the Companies Act, 1994.

- (ii) General heading in the District Court shall be as follows:

In the Court of the District Judge,

(Statutory Original Jurisdiction)

Company Case No. _____ of _____.

In the Matter of :

An application under section of the Companies Act, 1994.

- (b) The form of an application under the Act shall be as the practice and procedure of the Court allows.
- (c) The application may contain the documents or copies thereof as permitted by the Judge, as Annexures. Every application shall state in numbered paragraphs the background of the case constituting the cause of action, description of the parties and their address, and the relief or relief's sought. An affidavit shall state in numbered paragraphs the facts and submissions if any and the source of any such facts.
- (d) The forms annexed to the Rules under the Companies Act of 1913 may be used with necessary modification allowed by the Court.
5. In the High Court Division all application shall be presented and petition made to and proceedings taken before the Judge presiding over Company matters. In the District Court all applications shall be presented, petitions made to and proceedings taken under the direction of the Judge of such Court.
6. Save as provided by the Act or by these Rules the provisions of the Court and the practice and procedure of the Court, shall apply mutatis mutandis to all proceedings under the Act and these Rules.
7. The Court may in any case, in which it shall deem fit, extend the time appointed by these Rules and may extend or abridge the time fixed by an order of the Court for doing any act upon such term as it seem fit and proper. Any enlargement of time may be ordered although the application for the same is not made within the time appointed or allowed.
8. The Court shall have inherent jurisdiction while deciding a matter under the Act to pass any order or to follow any procedure including any of the provisions of the Code or the Original Side Rules framed under the erstwhile Letters Patent for ends of justice and to prevent abuse of the process of the Court.
9. In all courts having jurisdiction under this Act shall be kept and maintained a book called "the Register of Company Matters" in which shall be entered and numbered serially all applications made under sections 13, 15, 41, 43, 59, 71, 81, 82, 85, 89, 115, 151, 153, 171, 175, 176, 193, 203, 228, 229, 230, 231, 233, 245, 248, 251, 253, 255, 258, 259, 261, 262, 263, 264, 265, 293, 294, 296, 299, 300, 301, 302, 303, 305, 309, 311, 312, 314, 316, 326, 328, 331, 333, 338, 339, 340, 342, 346, 349, 395, 396 and any other original proceeding under the Act in relation to a company. The Register of Company matters shall have the following columns, namely :

Column 1 - Serial Number.

Column 2 - Name of Company

Column 3 - Name of Applicants.

Column 4 - Section of the Act, and Number of Rule, if any, under which application is made.

Column 5 - Date of order.

10. All applications or orders made and all processes issued or documents filed thereafter in such proceedings shall bear the serial number thereof.
11. In the Courts having jurisdiction under the Act, there shall be kept and maintained a book called the "Ledger of Company Matters" in which shall be entered under separate headings for separate companies chronologically in order of date all documents filed in connection with applications made to the Court under the Act. Every document so recorded shall be serially numbered and shall bear the same number which shall be endorsed thereon in red ink at the time when such document is recorded.
12. A judge may require advertisement of a matter if the Company is a Limited Company or if the judge considers it essential to do so in the interest of creditors or shareholders. Provided that all matters relating to winding up shall be advertised.
13. Where an advertisement is required for any purpose, it shall, unless otherwise prescribed by these Rules or directed by the Judge, be published once in two daily newspapers, one in the English language and one in Bengali having circulation in the locality where the Company has its registered office or a principal place of business or assets and liabilities as the case may be. The forms of the advertisement shall be as the practice of the Court permits and shall contain a description of the matter to be heard, the names of parties in brief, and the place and time of the next hearing of the matter.
14. The Judge may, except in the case of an application to wind up a company, in a special case dispense with any advertisement required by these Rules.
15. No proceedings under the Act or the Rules shall be invalidated by any formal defect or by any irregularity, unless the Judge before whom an objection is made to the proceeding is of opinion that substantial injustice has been caused by the defect or irregularity, and that the injustice cannot be remedied by an order.
16. Where the minute book or other records of the Company are required to be produced, a copy of the relevant document, certified by the Company to be a true copy, may be filed; provided that the Court may order the original to be produced for comparison.
17. On the hearing of an application made under these Rules, the Judge may at the first hearing or at any subsequent stage make such order or orders, and give such direction as he may think fit as to the proceedings and more particularly with respect to the following matters, namely, giving of notice to parties who are likely to be affected by the application and the mode and manner in which such notice is to be given.
18. Where an application is made on behalf of a company the verification of the application or the affidavit as the case may be shall be affirmed by a director or some other principal officer of the company. The Judge before whom the application is made may for special reasons, grant leave for the verification to be made by any person other than a director or other principal officer of the Company.
19. A copy of application along with a notice of the next date of hearing of the application shall be served on such respondents or such other person as the Court may direct. The petitioner is to effect service and to file an Affidavit-of-Compliance stating how he complied with the directive to serve notice within the time allowed by the Court. In default of such compliance the judge may dismiss the application or give such further direction as deems fit.

Provided that no proceeding shall be rendered invalid by reason of any defect in the service of notice.

20. At the hearing of the application, the Judge may either dispose of the application finally or give such directions as may be deemed necessary for the filing of Affidavit-in-Opposition and Affidavit-in-Reply or Supplementary Affidavit and may adjourn the hearing of the application. The Judge may take evidence under the Evidence Act as he deems fit.
21. (a) Every order shall be drawn up by the Registrar unless the Judge otherwise directs; where a direction is given that no order need be drawn up, the note or memorandum of the order signed or initialed by the Judge making the order or by the Registrar shall be sufficient evidence of the order having been made. The date of every order shall be the date on which the order was made although it may be drawn up later.

(b) Where costs are awarded to a party in any proceeding and such costs have to be taxed, the order shall direct that the party liable to pay the costs shall pay the same when taxed, and where the costs have been fixed by the Court or ascertained by taxation prior to the drawing up of the order, the order shall direct the payment of the amount of such costs by the party liable to pay the same.

Rectification of Share Register

22. All applications for leave to rectify the share register must be made on notice to the company and in case of transfers of shares to the transferor or the transferee as the case may be.

Reduction of Capital

23. An application for an order confirming the reduction of the share capital of a company shall be verified by affidavit. Such application shall be in Form No.1.
24. An application for an order dispensing with the addition of the words "and Reduced" may be made ex-parte at or after the presentation of such application, provided the Judge may direct notice to be given of such application or adjourn the consideration thereof as he may think fit.
25. In a case where the creditors of a company are not entitled to object to the proposed reduction it shall not be necessary to obtain the certificate required by Rule 36 and on the presentation of the petition the Judge shall fix a day for the hearing thereof and shall give directions as to the advertisements to be published of the presentation of the petition, so that the publication of such notice shall be made not less than fourteen days before the date fixed for the hearing. Such notice shall be in Form No.2.
26. In a case where the creditors are entitled to object to the proposed reduction application may be made ex-parte by summons for directions as to the proceedings to be taken for settling: the list of creditors entitled to object and for fixing the date with reference to which the list of such creditors is to be made out and the Judge may either then or thereafter, give directions in respect of the matters mentioned in the Rules as hereinafter. The order shall be in Form No.3.
27. Proceedings under the order shall be continued by adjournment or if the Judge shall so direct, by further summons.
28. In a case where the creditors are entitled to object to the proposed reduction the company shall, within such time as the Judge shall direct, file a list containing the names and addresses of the creditors of the company at the date fixed and stating the nature and amounts of the debts due to each of them respectively or in case of any debt payable on a contingency or not ascertained or of any claim admissible to proof in a

winding up of the company, the value so far as can be justly estimated of such debt or claim. Such list shall be verified by the affidavit of an officer of the company competent to make the same. Such affidavit shall be in Form No.4.

29. Copies of such list, containing the names and addresses of the creditors and the total amount due to them, but omitting the amounts due to them, respectively, or if the Judge shall think fit complete copies of such list shall be kept at the registered office of the company and at the office of its attorney, and any person desirous of inspecting the same may, at any time during the usual hours of business inspect and take extracts from the same on payment of the sum of one hundred taka.
30. The company shall, within seven days after the filing of such affidavit, or such further time as the Judge may allow, send to each creditor whose name is entered in the said list, a notice stating the amount of the proposed reduction of the capital, and the amount or estimated value of the debt or claim for which such creditor is entered in the said list. Such notice shall be sent by prepaid letter post to each creditor at his last known address. Provided that where such address is not in Bangladesh, or is not known to the company, the Judge may direct notice to be given to such creditor in such manner as he may think fit. Such notice shall be in Form No.5.
31. Notice of the filing of the list of creditors shall be advertised by the Company in such manner as the Judge shall direct. Such notice shall be in Form No.6.
32. A creditor entered in the said list who claims to be a creditor for a larger amount than that stated therein shall send his name and address and particulars of his debt or claim, and the name and address of his advocate if any to the advocate of the company, within the time stated in such notice being not more than fourteen days from the date of the notice or such further time as the Judge may allow.
33. The company shall, within such time as the Judge shall direct, file an affidavit made by its advocate verifying a list containing the names and addresses of persons (if any) who shall have sent in particulars of their debts or claims in pursuance of the notices prescribed by Rule 31 and the amounts of such debts or claims. A competent officer of the company shall join in such affidavit proving the dispatch and publications of such notices and distinguishing in such list which if any of such debts and claims are wholly, or as to any and what part thereof, admitted by the company, and which, if any of such debts and claims are wholly, or as to any and what part thereof, disputed by the company. Such affidavit shall be in Form No.7.
34. Where any debt or claim, the particulars of which have been so sent, is not admitted by the company in full, then and in every such case, unless the company is willing to set apart and appropriate in such manner as the Judge shall direct the full amount of such debt or claim the company shall, where the Judge thinks fit so to direct, send to the creditor a notice that he is required to prove such debt or claim or such part thereof as is not admitted by the company by affidavit by a day to be therein named being not less than fourteen days after such notice and being the time appointed by the Judge for adjudicating upon such debts and claims. Such notice shall be sent in the manner provided by Rule 30 and shall be in Form No.8 and such affidavit in proof shall be in Form 9.
35. The costs of proof of a debt or claim in pursuance of the notice prescribed by the preceding Rule shall be in the discretion of the Judge.
36. The result of the settlement of the list of creditors shall be stated in a certificate which shall be prepared by the advocate of the company and signed by the Judge. Such certificate shall (1) specify debts or claims (if any) which have been disallowed; (2)

distinguish (a) debts or claims the full amount of which the company is willing to set apart and appropriate (b) debts or claims (if any) the amount of which has been fixed by inquiry and adjudication in manner provided by section 63 of the Act, (c) debts or claims, if any, the full amount of which is not admitted by the company and of which the company is not willing to set apart and appropriate the full amount or the amount of which has not been fixed by inquiry and adjudication as aforesaid; (3) show (a) which of the creditors have consented to the proposed reduction, and the total amount of the debts due to them, (b) the total amount of the debts or claims the payment of which has been secured in manner provided by section 63 of the Act and the person to or by whom the same are due or claimed. It shall not be necessary to show in such certificate the several amounts of the debts or claims of any person who has consented to the proposed reduction or the payment of whose debts or claims has been secured as aforesaid.

37. After the expiration of eight days from the filing of such last mentioned certificate the application shall be set down for hearing, by requisition addressed to the Registrar by the advocate of the company.
38. Notice of the day appointed for the application to be heard shall, unless the Judge otherwise directs, be advertised as the Judge directs so that the first or only advertisement shall be published not less than fourteen days before such day. Such notice shall be in Form No.10.
39. Any creditor included in the said certificate whose debts or claims have not, before the hearing of the application been discharged or determined or been secured in manner provided by section 63 of the Act and who has not before the hearing consented to the proposed reduction of capital, may appear at the hearing of the application and oppose the application. A creditor intending so to appear shall give two days' notice in writing of such intention to the advocate of the company and in default of such notice shall not without the leave of the Judge be entitled to appear. The costs of the appearance of a creditor shall be in the discretion of the Judge.
40. At the hearing of the application the Judge may, if he thinks fit, give such directions as may seem proper with reference to the security, in manner mentioned in section 63 of the Act, the payment of the debts or claims of any creditors who do not consent to the proposed reduction and the further hearing of the application may, if the Judge think fit, be adjourned for the purpose of allowing any steps to be taken with reference to the securing in manner aforesaid the payment of such debts or claims.
41. Where the Judge makes an order confirming a reduction such order shall give directions as to the manner in which, in what newspapers and at what times notice of the registration of the order and of such minute as is mentioned in section 61 of the Act, shall be published and (unless the addition of the words "and Reduced" shall have been dispensed with altogether or shall be dispensed with thenceforth) shall fix the date until which the words "and Reduced" are to be deemed part of the name of the company as provided in section 61 of the Act.
42. Where the Judge shall think fit to require the company to publish the reasons for the reduction of its capital, or any other information with regard thereto, or the causes which led to such reduction (as provided by section 69 of the Act) the same shall be advertised in such newspapers, in English and in Bengali, as the Judge shall think fit.

Meetings Held under Directions of the Court

43. Application by a shareholder for direction to call a general meeting of a company under the provisions of section 81 or section 85 of the Act shall be made supported by affidavit.

44. An order made by the Court under section 81 or section 85 of the Act directing the calling of a general meeting of a company shall contain directions as to the time and place of the meeting and the name and description of Chairman of the meeting where the Court feels it necessary that the meeting should be presided by a particular person and a copy of the said order shall be filed by the applicant with the Registrar of Joint Stock Companies before the meeting is held.
45. The Chairman of such a meeting who has been specially appointed to preside over the meeting shall submit his report of the proceedings of the meeting for acceptance and the Court will pass necessary orders thereon either rejecting, modifying or accepting the report.

Issue of Shares at a Discount

46. Unless in any particular case the court shall otherwise direct every order sanctioning the issue of shares at a discount shall contain a direction that a certified copy of such order shall be delivered to the Registrar of Joint Stock Companies for registration within fifteen days of the making thereof or seven days from the date of the filing thereof whichever is later or within such further time as the Judge may allow and that no issue of shares at a discount shall be made till such copy has been so delivered.

Scheme of Compromise or Arrangement

47. All applications for the sanction of the Court of schemes of compromise or arrangement under section 228 of the Act shall be verified by the petitioner or by one of the petitioners if more than one or if the application is presented by a corporation by a director or other principal officer of the company.
48. Upon the admission of the application the Judge shall give directions as to the following matters, viz. :
- (a) the date or dates when the scheme shall be placed before the creditors and/or the members as the case may be;
 - (b) the person who is to act as chairman ;
 - (c) the time and place where the meeting of the creditors and members is to be held and the procedure to be followed at such meeting ;
 - (d) the notice to be given to the creditors or the members ;
 - (e) the time within which the chairman is to submit his report to the court;
 - (f) the date when the further hearing of the application is to take place,
49. The notice to be given to the creditors or the members under the preceding Rule shall be sent by registered post and shall be advertised once in a newspaper having circulation in the place where the registered office of the company is situate.
50. Where the company is not the petitioner, a copy of the application along with a copy of the order made under the preceding Rule shall be served on the company at its registered office at least 14 days before the date fixed for the meeting.
51. The petitioner or his advocate shall on or before the date fixed for the further hearing of the application cause the report to be filed. The petitioner or his advocate shall also not less than 7 days before the date fixed for the further hearing of the application make and file an affidavit showing that the directions given as above in Rule 48 have been duly complied with.
52. A creditor or member shall on payment of the usual fees be entitled within 24 hours after such payment to be furnished by the petitioner or his advocate with a copy of the

application and the report of the chairman and the order made thereon and shall also be entitled upon payment of the prescribed fees to obtain such copies from the Court.

53. Any creditor or member (or the company where the application is presented by a person other than the company) who intends to appear on the hearing of the application shall leave with or send by registered post to the petitioner or his advocate notice of such intention signed by him or his advocate together with a copy of the affidavit or affidavits, if any, which he intends to use. Such notice shall be served or if sent by registered post shall be posted in time to reach the petitioner not later than seven clear days before the date fixed for the further hearing of the application. No person who has failed to comply with this Rule shall be allowed to appear on the hearing of the application without the leave of the Judge.
54. Any affidavit intended to be used by the petitioner in answer to the affidavit or affidavits served in accordance with Rule 53 shall be filed not less than 2 days before the hearing of the petition.
55. Where orders are made under section 228 of the Act, Forms Nos. 35A and 35B set out in Appendix shall be used with such variations as the circumstances of the case may require.

Attendance and Appearance of Parties

56. Every person for the time being on the list of contributors of the company, and every creditor who has lodged his proof shall be at liberty, at his own expense, to attend proceedings, and shall be entitled, upon payment of the costs occasioned thereby, to have notice of all such proceedings as he shall by written request desire to have notice of; but if the Court shall be of opinion that the attendance of such person has occasioned any additional costs which ought not to be borne by the funds of the company, it may direct that such costs or a gross sum in lieu thereof, shall be paid by such person; and such person shall not be entitled to attend any further proceedings until he has paid such sum or costs.
57. The Court may from time to time appoint any one or more of the creditors or contributories to represent before the Court, at the expense of the company, all or any class of the creditors or contributories upon any question or in relation to any proceedings before the Court, and may remove the person or persons so appointed. If more than one person is appointed under this Rule to represent one class, the persons appointed shall employ the same advocate to represent them.
58. No contributory or creditor shall be entitled to attend any proceedings before the Judge unless and until he or any advocate on his behalf has filed an appearance with the Registrar. A book to be called the "Appearance Book" shall be kept by the Registrar in which all such appearances shall be entered. Such book shall be opened to the inspection of the Official Liquidator and his advocate.

Application under Section 233 of the Companies Act.

59. Every application under section 233 of the Companies Act shall be supported by an affidavit by one or all of the petitioners; the application shall state how the petitioners constitute the number required to file an application under that section; a letter of consent signed by the petitioners who are not affirming the affidavit authorising one of the petitioners who is affirming the affidavit to file the application will have to be annexed to the application and the names and address of all the members on whose behalf the application is presented shall be set out in a schedule to the application and where the company has a share capital the application shall state whether the petitioner(s) have paid all calls and other sums due on their respective shares. The

application shall state in numbered paragraphs the acts complained of and how they constitute the cause of action and the relief or reliefs sought.

60. The Judge may dismiss the petition if he finds it to be frivolous or without any cause, but if satisfied that there is a prima facie case, cause to issue a notice to the Respondents, the Registrar of Joint Stock Companies and the Board of Directors of the Company regarding which the complaint is made to show cause within a fixed time of receipt of the notice why the reliefs sought in the petition shall not be granted; the Judge may also cause the petition to be advertised in the manner laid down in the rules if the Company is a publicly listed company; an Affidavit of Compliance shall be filed two days before the hearing showing compliance with the directives of the Court. Any objection to the application should be supported by an affidavit; on cause shown and after hearing the parties if any the Judge shall pass the necessary orders under section 233. A copy of the order shall be sent to the Registrar of Joint Stock Companies forthwith.

Application for Winding up

61. The application shall be in the Form No.11 or Form No.12.
62. The application shall be verified by an affidavit to be made by the petitioner or by one of the petitioners, if more than one, or if the application is presented by a corporation, by a Director, Secretary, or other principal officer thereof, and presented with and filed upon the admission of the application: Provided that where the Judge is satisfied that the petitioner is unable to make such affidavit by reason of absence, illness or other sufficient cause of a like nature it may, with the sanction of the Judge to be given at the time of the presentation of the application, be made by any person duly authorised by the petitioner and competent to make the same. Such affidavit shall be in Form No.13.
63. Upon the admission of the application the Judge shall fix a date for the hearing thereof and give directions as to the advertisements to be published and as to the persons on whom copies are to be served. At any time before the application has been advertised as directed the Judge may alter the date so fixed for the hearing and instead of admitting the application for winding up the Judge may, in his discretion, direct that notice be given to the respondent company or its Board or to any relevant person to show cause why the application shall not be admitted; in such a case on cause shown if any the judge may pass such order as he deems fit.
64. The application shall be advertised fourteen clear days before the date fixed for the hearing thereof as follows: Once at least in an English daily newspaper and a Bengali daily newspaper published "in the locality where the company has its registered office or a principal place of business or assets and liabilities as the case may be," and in the case of an application to a District Court once at least in one local newspaper, if any, and by proclamation affixed to the walls of the Court House. The Advertisement shall be in Form No.14.
65. The petitioner or his advocate or his clerk shall, not less than three days before the date fixed for the hearing, make and file an affidavit that the directions as to advertisements have been observed and produce for inspection copies of such advertisements. In default of compliance with the directions as to advertisements the appointment for the hearing of the application shall be cancelled and the application removed from the file. The Judge, if satisfied, as to the reasons for such default shall fix a fresh date for the hearing of the application and it shall thereupon be advertised in accordance with rule 64.
66. Except where the application is presented by the company, every such application shall be served at the registered office of the company and if there is no registered office, then

at the principal or last known principal office of the company by leaving a copy thereof and a copy of the order made under Rule 56 with any officer or servant of the company, or in case no officer or servant can be found at such office then the service shall be effected either by registered post or in such other manner as the judge may direct or where there is no registered office then at the principal or last known principal office of the company. If the company is at the date of the admission of the application being wound up voluntarily, the application shall also be served upon the liquidation, if any, appointed for the purpose of winding up the affairs of the company by leaving a copy of the application and a copy of the order made under Rule 63 with him or where he does not reside within the local limits of the Court by sending copies to him by registered post or in such other manner as the Judge may direct. The affidavit of service shall be in Forms No.15 and No.16.

67. Every contributory or creditor of the company on payment of the usual fees shall be entitled within twenty four hours after such payment to be furnished by the petitioner, or his advocate if any, with a copy of the application, and of the affidavit in verification thereof and shall also be entitled upon payment of the prescribed fees to obtain such copies from the Court.

Hearing of Application

68. A person who intends to appear on the hearing of the application shall leave with, or send by registered post to, the petitioner, or his advocate notice of such intention signed by him or by his advocate. Such notice shall be served, or, if sent by registered post, shall be posted in time to reach the addresses not later than two clear days before the day appointed for the hearing of the application. No person who has failed to comply with this Rule shall be allowed to appear on the hearing of the application without the leave of the Judge. Such notice shall be in Form No.17.
69. An affidavit intended to be used in opposition to or in support of the petition shall be filed not less than five days before the date fixed for the hearing thereof and notice of the filing thereof shall be given to the petitioner, or his Advocate, on the day on which the affidavit is filed. If any person fails to comply with this Rule the affidavit, unless the Judge otherwise directs, shall not be used on the hearing of the petition.
70. An affidavit intended to be used in reply to an affidavit filed in opposition to the application or in support of the application shall be filed not less than two days before the date fixed for the hearing of the petition. Notice of such filing shall be given forthwith to the person by whom the affidavit in opposition was filed or to his advocate.
71. When a petitioner applies for leave to withdraw his application or asks that it be dismissed or that the hearing thereof be adjourned or fails to appear in support thereof or if appearing does not apply for an order in terms thereof, or if for any other sufficient reason the Judge shall think fit so to do, the Judge may, upon such terms as he thinks just, substitute as petitioner any creditor or contributory who in his opinion would have a right to present an application, and is desirous of prosecuting the application already admitted.
72. An application for leave to withdraw an application for winding-up which has been advertised in accordance with the provisions of Rule 64 hereof shall not be heard at any time before the date fixed in the advertisement for the hearing of the application.
73. Where the Judge allows a creditor or a contributory to be substituted as petitioner in an application for the winding-up of the company, he shall adjourn the hearing of the application to a date to be fixed by him. Such creditor or contributory shall within seven days from the making of the order file a copy of the application with such amendment

as he desires to incorporate therein and shall also file an affidavit setting out the grounds upon which he supports the application. The amended application shall be treated as the application for the winding-up of the company.

74. The petitioner or his advocate shall prepare a list of the names and addresses of the persons who have given notice of their intention to appear on the hearing of the application, and of their respective advocates. On the day appointed for the hearing of the application a copy of the list or if no notice of intention to appear has been given, a statement in writing to that effect shall be submitted by the petitioner or his advocate to the Court, prior to the hearing of the application.

Winding-up Order and Summons for Directions

75. When an order for the winding-up of a company by or under the supervision of the Court has been made the petitioner or his advocate shall forthwith send to the Registrar of Companies a notice in Form No.18. The Registrar shall by letter forthwith send notice of the order to the Official Receiver except where a person other than the Official Receiver has been appointed to act as Liquidator.
76. At the time of making the winding-up order, or at any time thereafter, the Judge may (1) appoint an Official Liquidator either temporarily or permanently and fix his remuneration (2) sanction the appointment by the Official Liquidator of an advocate to assist the Official Liquidator in the performance of his duties, (3) give directions as to (a) the advertisements to be published and the persons, if any, on whom the order shall be served as also the mode of such service, (b) the persons to whom notice shall be given of the further proceedings, (c) the persons on whom the summons for directions hereinafter prescribed shall be served and the mode of such service. The order shall be in Form No.19 or Form No. 20.
77. If the company is not the petitioner or does not appear at the hearing the order shall be served upon the company.
78. In default of any directions as to advertisements the order shall within fourteen days after the order shall have been sealed be advertised by the petitioner, or the substituted petitioner as the case may be, once in two local newspapers one Bengali and one English and shall be served upon such person and in such manner as the Judge may direct. The form of advertisement shall be in Form No.21.
79. Within fourteen days, or such less time as the Judge may direct, after the order shall have been sealed, a summons for directions shall be taken out by the Official Liquidator, if appointed otherwise by the petitioner, or by any other person directed as aforesaid. Upon the hearing of such summons directions shall be given by the Judge in respect of such matters as he shall deem necessary or expedient including any of the matters following :- (a) for the appointment of an Official Liquidator (if not already appointed or if appointed temporarily), (b) delegation under section 345 of the Act of the powers of the Court, (c) for the proof of debts, (d) settlement of the list of contributories, (e) powers of the official Liquidator in respect of matters specified in section 262 of the Act. The further proceedings under the order shall be continued by adjournment of such summons, and save as otherwise provided by the Rules all applications by an Official Liquidator, creditor or contributory, shall be made by restoration of such summons supported by affidavit: Provided that the Judge may direct the service or re-service of such summons or of a further summons on any person.
80. All applications by an Official Liquidator shall be made on notice to such persons as may be affected by the order sought for and to such persons as the Court may direct.

81. Any person intending to use any affidavit in any proceeding taken in the winding-up after the making of the order shall file the same and unless the Judge otherwise directs or unless otherwise required by these Rules, shall serve a copy thereof on the Official Liquidator, or if there shall be no Official Liquidator, on the petitioner or his Advocate, not less than two clear days before the hearing of any application or proceeding upon which it is intended to be used.

Provisional Appointment of an Official Liquidator

82. The Judge may, upon the application of the petitioner or of a creditor or contributory made on petition and upon proof by affidavit or otherwise of sufficient grounds for making the appointment, provisionally appoint an Official Liquidator (in these Rules called a Provisional Liquidator) upon such terms, as to security, if any, and otherwise as he may think fit. An application for the appointment of a Provisional Liquidator shall, except where the application is made by the company, be made on notice to the company. The Judge may, in special cases, for reasons to be recorded in writing, dispense with the notice.
83. The order appointing a Provisional Liquidator shall state the nature and description of any property of which possession is ordered to be taken and the duties of the Provisional Liquidator. Such order shall be in Form No.22.
84. Upon the appointment of a Provisional Liquidator or at any time thereafter, the Judge may give such directions and make such order as he thinks fit as to the remuneration of the Provisional Liquidator and the payment thereof and the payment of all costs, charges and expenses properly to be incurred by him.
85. The Rules contained in this chapter relating to Official Liquidator shall, so far as the same are applicable and subject to any directions of the Judge or Court in each case, apply to provisional Liquidator.

Appointment and Duties of Official Liquidator

86. An application to appoint an Official Liquidator shall be made on notice to the company except where the application is made by the company and to such other persons on behalf of the creditors and contributories as the Judge may direct. Notice of the said application shall also be advertised if the Judge so directs once in a newspaper having circulation in the place where the registered office is situate.
87. Where the Judge directs notice of an application to be advertised under Rule 86, the advertisement shall be in Form No.23 and shall be published so that the first advertisement shall appear not less than seven days before the time so fixed.
88. Creditors or contributories may, on the date fixed for each appointment, nominate any person or persons for appointment as Official Liquidator, and every nomination shall be in writing signed by the nominator and nominee and contain an undertaking by the nominee that he will furnish such security as the Judge may order. Nomination shall be in Form No.24.
89. Where an Official Liquidator is appointed subject to his furnishing security to the satisfaction of the Registrar or the District Judge, as the case may be, no copy of the order shall issue (except for purposes of appeal and except where the Court otherwise directs) until such security has been furnished and certified as hereinafter provided. A certified copy of the order appointing an Official Liquidator, whether with or without security, shall be filed by him with the Registrar of Joint Stock Companies within a fortnight of the order being made or within ten days of the security being furnished, where security has been directed.

90. Every Official Liquidator, directed to furnish security, shall do so by depositing Government securities or by entering into a bond with one or more sufficient sureties within such time as the Judge may direct. Such bond shall be in Form No.27 or Form No.28 and the affidavit by such sureties shall be in Form No.29.
91. Where security is furnished by an Official Liquidator in accordance with Rule 90, a certificate shall be issued by the Registrar or the District Judge, as the case may be, certifying that the security has been duly furnished. Such certificate shall be in Form No.30.
92. If a Provisional Liquidator or Official Liquidator fails to furnish the required security within the time ordered or within any extension thereof, the Judge may rescind the order of appointment, and make such other appointment and order as to costs as he considers fit and proper.
93. If a Provisional Liquidator or Official Liquidator fails to maintain the security ordered to be furnished the Judge may remove him and make such other appointment and such order as to costs as he may think fit.
94. If it shall appear at any time that the security furnished by the Provisional Liquidator or Official Liquidator is inadequate or excessive the Judge may upon the application of the Provisional Liquidator or Official Liquidator or of a creditor or contributory order that the security be increased or reduced in amount.
95. An order made for the appointment of an Official Liquidator shall be in Form No.25.
96. The appointment of an Official Liquidator shall be advertised by such Liquidator in such manner as the Judge may direct immediately after the order has been filed. Such advertisement shall be in Form No.26.
97. Every Official Liquidator shall at such time as may be directed by the Court but not less than twice in each year during his tenure of office file in Court an account of his receipts and payments as such Liquidator. The account shall be in duplicate and shall be verified by affidavit. The accounts and affidavit shall be in Forms Nos. 33 and 34.
98. Upon the accounts being filed in a court the Registrar or the District Judge, as the case may be, shall cause the accounts to be audited. For the purposes of such audit, the Liquidator shall produce before the auditor all vouchers, books and accounts which may be required by the auditor in support of the said account and shall furnish such information as the auditor may require. After the accounts have been audited, one copy thereof shall be filed in the Court and the duplicate shall be sent by the Registrar or the District Judge, as the case may be, to the Registrar of Joint Stock Companies to be kept with his records. Notice of such audit shall be given to such persons as the Court may direct.
99. Whenever an Official Liquidator shall submit his account to be passed, and also at other times whenever the Judge may direct, the Official Liquidator shall satisfy the Judge by affidavit or otherwise as the Judge may direct, that his sureties are living, and resident in Bangladesh and have not been adjudged insolvent, or in the case of a corporation, that such surety is carrying on business in Bangladesh, and in default thereof he may be directed to furnish fresh security.
100. An Official Liquidator, except by leave of the Judge, shall not directly or indirectly, by himself or by any partner, clerk, agent, servant or otherwise enter into any transaction of any nature whatsoever with the company or himself as such Liquidator.

101. Any transaction entered into or made in breach of the provisions of Rule 100 may be set aside by the Judge on the application of any creditor or contributory or of his own motion. The Judge may forthwith remove an Official Liquidator acting in breach of Rule 100 and may make such order as to costs as he shall think fit.
102. In any case in which the leave of the Judge is given under Rule 100, all costs of obtaining such leave shall be borne by the person in whose interest such leave is obtained, and shall not be payable out of the company's assets.

Banking Account and Investment by Official Liquidator

103. Upon a winding up order being made, the Official Liquidator shall as soon as may be after his appointment open an account in the name of "the Official Liquidator of the Company in liquidation" with a scheduled Bank as defined in the Bangladesh Bank Order 1972 (P.O. 127 of 1972) or with such other bank as the Court may select on an application made by him for the purpose under the proviso to section 342. All moneys received in the course of the winding up shall be paid into such account immediately after the receipt thereof.
104. No money shall be paid out of the aforesaid bank except upon cheques or orders signed by the Official Liquidator and countersigned by the Registrar or, where the winding up is by a District Court, by the District Judge or such other person as he may nominate for the purpose, provided that the Court may in special cases dispense with such counter-signature.
105. All bills, hundis, notes and other securities of a like nature payable to the company or to the Official Liquidator thereof shall, as soon as they shall come to the hands of such Liquidator, be deposited by him with such bank for the purpose of being presented for acceptance and payment or for payment only as the case may be.
106. No bills, hundis notes or other securities deposited as aforesaid shall be delivered out, save upon a request signed by the Official Liquidator and countersigned by the Registrar or the District Judge or the officer nominated by the District Judge as the case may be.
107. All or any part of the money for the time being standing to the credit of the account of the Official Liquidator at the bank and not immediately required for the purposes of winding up, may be invested in the purchase of securities issued by the Government of Bangladesh in the name of the Official Liquidator. All such investments shall be made by the bank, upon a request signed by the Official Liquidator; such request shall be in Form No.32. Such securities shall be retained by the bank in the name and on behalf of the Official Liquidator, and shall not afterwards be sold or transferred or otherwise dealt with, except upon a direction for that purpose signed by the Official Liquidator and countersigned by the Registrar or where the winding up is by a District Court, by the District Judge or such other person as he may nominate for the purpose.
108. All dividends and interest to accrue due from any such securities shall from time to time be received by the bank (for which purpose the Official Liquidator may execute such power or powers of advocate as may be necessary) and place to the credit of the account of such Official Liquidator.
109. The sanction of the Judge under section 262(f) of the Act shall be endorsed on any bill of exchange, hundi or promissory note and signed by the Registrar.

Books of Account and Records of Official Liquidator

110. The Official Liquidator shall forthwith upon his appointment provide and keep proper books of account for the purpose of showing the receipts and payments of the company

in its liquidation and of all such transactions and matters as may be necessary to furnish a correct record of his administration of the affairs of the company. In particular, he shall keep, (a) a cash book, in which shall be entered from day to day all receipts and payments, (b) a ledger, which shall include individual accounts of the contributories, in which every contributory shall be debited with the amount payable by him in respect of any call, and (c) a book to be called the "Record Book" in which shall be recorded all minutes, all proceedings, and resolutions passed at any meeting of creditors or contributories and all such matters other than matters of account as may be necessary to furnish a correct record of his administration of the affairs of the company.

111. Where the Liquidator is authorised to carry on business of the company, he shall keep separate books of accounts in respect of such business.
112. A creditor or a contributory shall be entitled to obtain from the Court or from the Registrar of Joint Stock Companies a copy of any account filed by the Liquidator upon payment of the prescribed fees.

Statement of Affairs

113. Any person who under section 258 of the Act has been required by the Official Liquidator to submit and verify a statement as to the affairs of the company shall be furnished by him with such forms and instructions as he may in his discretion consider necessary. The statement shall be made out in duplicate and shall be submitted to the Official Liquidator within the time prescribed by the section or within such extended time as the Official Liquidator or the Judge may, for special reasons, appoint, one copy shall be verified by an affidavit. The Official Liquidator shall cause the verified statement of affairs to be filed in the Court and shall retain the duplicate thereof for his records.
114. The Official Liquidator may from time to time whether before or after the submission of the statement, hold personal interviews with persons required to submit the statement for the purpose of investigating the company's affairs and it shall be the duty of every such person to attend on the Official Liquidator at such time and place as the Official Liquidator may appoint and give the Official Liquidator all information that he may require and answer all such questions as may be put to him by the Official Liquidator.
115. Any person making or concurring in the making of a statement in the affidavit as required by section 258 shall be allowed and shall be paid by the Official Liquidator out of the assets of the company such costs and expenses incurred in or about the preparation and making of the statement and affidavit as the Official Liquidator may consider reasonable or as the Judge may on application by such person direct.
116. Where any person required to submit a statement under section 258 requires any extension of time, he shall apply, in the first instance, to the Official Liquidator who may, if he thinks fit, give a written certificate extending the time and this certificate shall be filed with the proceedings in the winding up.
117. Where the Official Liquidator refuses to grant an extension of time for submitting the statement of affairs, the person required to submit the statement may on notice to the Official Liquidator apply to the Judge.
118. Any application to dispense with the requirements of section 258 shall be supported by a report of the Official Liquidator showing the special circumstances which in his opinion render such a course desirable. Where the Judge makes an order dispensing with the requirements of the section, he may give such consequential directions as he thinks fit.

Report of Official Liquidator

119. The Official Liquidator shall, as soon as practicable after receipt of the statement, to be submitted under section 258, and not later than four months or with the leave of the Court six months from the date of the order and in a case where the Court orders that no statement shall be submitted as soon as practicable, prepare and file in the Court a report in accordance with the provisions of section 259.
120. The Official Liquidator may if he thinks fit make from time to time further reports to the Court stating the manner in which the company was formed and whether in his opinion any fraud has been committed by any person in its promotion or in its formation or by any director or other officer of the company in relation to the company since the formation thereof and any other matters which in his opinion it is desirable to bring to the notice of the Court.
121. Where a further report is made by the Official Liquidator in accordance with Rule 120 the Judge shall fix a date when the said report shall be considered, and shall on the date so fixed give such directions to the Official Liquidator, as he shall think fit in relation thereto. The Official Liquidator shall personally or by advocate attend the consideration of the report and give the Court any further information or explanation with reference to the matters stated in the report which the Court may require.

Committee of Inspection

122. As soon as possible after the meeting of the creditors and contributories held in accordance with section 261, the Official Liquidator shall report the result of such meeting to the Court.
123. Where there is a difference between the determinations of the meeting of the creditors and contributories, the Judge shall on the application of the Official Liquidator fix a time and place for consideration of the resolutions and determinations and make such order as may be necessary. In any other case, the Judge may on the application of the Liquidator forthwith make any appointment necessary for giving effect to such resolutions or determinations.
124. When the time and place has been fixed for the consideration of the resolutions and determinations of the meetings, such time and place shall be advertised by the Liquidator in such manner as the Judge may direct.
125. On the date fixed in accordance with Rule 123, the Judge shall hear the Liquidator and any creditor or contributory who may appear on the application.
126. If an Official Liquidator appointed by the Court shall die or resign or be removed, another Official Liquidator may be appointed in his place in the same manner as in the first appointment.
127. An Official Liquidator who desires to resign his office shall apply to the Judge for permission, and thereupon the Judge shall determine whether or not the resignation shall be accepted, or may give such directions and make such order as he shall deem expedient.
128. If an Official Liquidator be adjudged insolvent the Judge shall, upon the application of any creditor or contributory remove such Liquidator.
129. Upon an Official Liquidator being permitted to resign or being removed from his office, he shall deliver to his successor or to such person as the Judge may direct, the property

and assets of the company in his hands and all books kept by him and all other books, documents, papers and accounts in his possession relating to the company.

130. The Judge may, at any time during the progress of the liquidation, on the application of the Official Liquidator, give directions as to the disposal of such of the books, papers and documents of the company or of the Official Liquidator as are no longer required for the purpose of the liquidation.

Remuneration of Official Liquidator

131. The Official Liquidator shall be allowed, in his accounts or otherwise paid, such remuneration as the Judge may direct, and such remuneration may be fixed either at the time of his appointment, or thereafter and may be altered, to cover or exclude the employment of assistants or clerks, office rent and incidental expenses. No money shall be appropriated to such remuneration save upon the passing of an account, or upon an application by the Official Liquidator for that purpose on notice to such person (if any) and supported by such evidence as the Judge may direct; provided that the Judge may from time to time allow an Official Liquidator to appropriate such sum as he may think fit on account of remuneration to be thereafter fixed.
132. An Official Liquidator shall not accept or agree to accept from any person any gift, remuneration or benefit nor shall he, without the sanction of the Judge, give up or agree to give up any part of such remuneration to any person.

Debts, Claims and Proofs

133. For the purpose of ascertaining the debts due by and claims against the company and of requiring debts and claims to be proved an advertisement shall be published by the Official Liquidator in such manner as the Judge shall direct. Such advertisement shall be in Form No.36. Unless otherwise ordered by the Judge the date fixed in the advertisement shall not be less than 14 days from the date of the publication thereof.
134. In a winding up by the Court, every creditor shall subject as hereinafter provided prove his debt unless the Judge in any particular case shall give directions that any creditor or class of creditors shall be admitted without proof.
135. A debt may be proved in any winding up by delivering or sending through the post an affidavit. The Affidavit may be made by the creditor himself or by some person authorised by or on his behalf. If made by a person so authorised, it shall state his authority and means of knowledge.
136. The affidavit proving a debt shall contain or refer to a statement of account showing the particulars of the debt and shall specify the vouchers, if any, by which the same can be substantiated. The Liquidator to whom the proof is sent may at any time call for the production of the vouchers.
137. An affidavit proving a debt shall state whether a creditor is or is not a secured creditor. Where a creditor seeks to prove in respect of a bill of exchange, promissory note or any other negotiable instrument or security of a like nature on which the company is liable, such bill of exchange, note, instrument or security must be produced to the Liquidator and be marked by him before the proof is admitted. Such affidavit shall be in Form No.38.
138. No creditor need to attend upon the investigation, nor prove his debt or claim unless required to do so by notice from the Official Liquidator, to be given by pre-paid letter post at the last known address of the creditor. Such notice shall be in Form No.37.

139. A creditor so required to prove his debt or claim shall do so by affidavit to be sent by him to the Official Liquidator by registered letter post and if not made by the creditor himself such affidavit shall state the authority and means of knowledge of the deponent, Such affidavit shall contain particulars of any security held sufficient to identify the same and shall be in Form No.38.
140. The Official Liquidator may at any time call for the production of the securities or vouchers specified in the affidavit referred to in Rule 139 and in default of such production may reject the proof.
141. The Official Liquidator shall within twenty eight days after receiving a proof either admit or reject it wholly or in part and shall thereupon inform those creditors whose claim he wholly admits of his decision in respect of such claims. If he rejects the proof, he shall state in writing to the creditor the grounds of the rejection.
142. When the Official Liquidator has completed his investigation of all debts and claims he shall file a list thereof in Court supported by affidavit and obtain an appointment from the Judge to settle the same, and shall give not less than four days' notice of such appointment to every person included in such list except those whose claims he wholly admits stating that his debt or claim has been rejected in whole or in part as the case may be and requiring him to prove as much of it as has been rejected before the Judge. Such affidavit and notice shall be in Form No.39 and Form No.40, respectively.
143. Upon the date appointed for settlement of the list of creditors or any adjourned date the Judge shall adjudicate thereon.
144. Such creditors as to prove their debts or claims shall unless the Judge shall otherwise direct, bear the costs of such Proof.
145. The settlement of the list of debts and claims shall be recorded in a certificate signed by the Judge in Form No.41.
146. If the Official Liquidator is of opinion that a proof has been improperly admitted he may apply on notice to the creditor who made the proof, to expunge the proof or reduce its amounts.
147. If the Official Liquidator declines to interfere in the matter a creditor or contributor may apply to the Judge to expunge or reduce a proof.

Collection and Distribution of Assets

148. The duties imposed on the Court by section 267 (1) of the Act in a winding up by the Court, with regard to the collection of the assets of the company, and the application of the assets in discharge of the company's liabilities, shall be discharged by the Official Liquidator as an officer of the Court subject to the control of the Judge.
149. For the purpose of the discharge by the Official Liquidator of such duties the Official Liquidator shall, for the purpose of acquiring or retaining possession of the property of the company, be in the same position as if he were a Receiver of property appointed by the Court, and the Judge may, on his application, enforce such acquisition or retention accordingly.

List of Contributories

150. The Official Liquidator shall with all convenient speed after his appointment, prepare a list of the contributories of the company and shall, subject to any order made upon the

hearing of the summons for directions, appoint a time and place for the preliminary settlement of such list. The Official Liquidator shall, so far as is practicable, state therein the respective addresses of and the number of shares or extent of interest to be attributed to each contributory, and shall distinguish the several classes of contributories. As regards representative contributories the Official Liquidator shall observe the requirements of section 267 (2) of the Act.

151. The Official Liquidator shall give notice in writing of the time and place appointed for the preliminary settlement of the list of contributories to every person included in the list, and shall state in the notice to each person in what character and for what number of shares or interest such person is included in the list. Such notice shall be in Form No.42.
152. On the day appointed for the preliminary settlement of the list of contributories the Official Liquidator shall hear any person who has any objection to prefer with reference to his inclusion or to the extent thereof in the said list, and after such hearing the Official Liquidator shall complete the preliminary settlement of the List and file the same. Such list shall be in Form No. 43.
153. Upon the list of contributories being filed the Official Liquidator shall obtain an appointment from the Judge to settle the same, and shall give notice in writing of such appointment to every person included in such list, stating in what character and for what number of shares or interest such person is included in such list and by such notice shall inform such person that any application for the removal of his name from the list, or for any other variation of the list, should be made on such appointed day. Unless the Judge otherwise directs no application to vary the list as filed shall be entertained unless made on the day so appointed. Any application for such purpose made on any day other than the day so appointed shall be made by summons to be served on the Official Liquidator at least four clear days before the returnable date of such summons and unless good cause be shown that such application could not have been made on the appointed day, all costs of and incidental to such application shall be payable by the applicant. The notice prescribed by this Rule shall be in Form No. 44.
154. Upon the settlement of the list by the Judge the same shall be endorsed and signed by the Judge. Such endorsement shall be in Form No. 45.
155. The Official Liquidator may at any time apply to the Judge to vary the list of contributories. Upon such application the Judge shall give such directions as to notice and otherwise make such orders as may be necessary.
156. The address of a contributory as stated in such list shall, unless otherwise directed by the Judge, be his address for service under these Rules.

Calls

157. Where the Official Liquidator desires to make any call on a contributory or contributories for any purpose authorised by the Act, he shall in the first instance summon a meeting of the Committee of Inspection, if any, for the purpose of obtaining their sanction to the intended call. The notice of such meeting shall be sent to each member of the Committee of Inspection and shall contain a statement of the proposed amount of the call and the purpose for which it is needed. The sanction of the Committee of Inspection shall be given by a resolution and shall be passed by a majority of the members. Where there is no Committee of Inspection, the Liquidator shall not make a call without obtaining the leave of the Court.
158. Where there is no Committee of Inspection, or where the Official Liquidator does not agree with the decision of the Committee of Inspection, he may apply to the court for

leave to make a call and the Court shall on such application make such orders as it thinks fit. If on the hearing of such an application, the Court directs that the Official Liquidator may have leave to make a call, the subsequent proceedings shall be in accordance with the provision of Rule 157 hereof.

159. An application by the Official Liquidator for leave to make a call on contributories of the company or any of them shall be made by petition in Form No 46.
160. Upon such application, the Judge, if he admits the application, shall fix a date for the hearing thereof, and notice of such appointed date shall be given by advertisement or otherwise as the Judge may direct. No contributory shall be served with individual notice unless the Judge shall so direct and every notice and advertisement to be served, given or published under this Rule shall be served or published at least 14 days before the date so appointed. Such notice shall be in Form No. 47.
161. When any order authorising a call has been made a copy thereof shall forthwith be served by registered post, or as the Judge may direct, upon each of the contributories liable to pay such call together with a notice by the Official Liquidator making such call and specifying the amount due from such contributory in respect of such call. Such order and notice shall be in Form No. 48 and Form No. 49, respectively. At the time of making an order authorising the call, the Judge shall give directions as to the time within which such calls shall be paid and shall indicate whether the payment shall be made to the Official Liquidator or to the bank where the Liquidator has his account.
162. The payment of the amount due from each contributory may be enforced by order of the Judge to be made on summons by the Liquidator, supported by an affidavit. Such summons, affidavit, and order shall be in Forms Nos. 50, 51 and 52 respectively. The affidavit of service of the order shall be in Form No. 53.

Compromise of Claims by Company

163. No claim by the company against any person shall be compromised or abandoned by the Official Liquidator without the sanction of the Judge upon notice to such person or persons if any, as the Judge shall direct.
164. Every application for sanction to a compromise or arrangement with any person indebted to the company shall be supported by the affidavit of the Official Liquidator stating that he is satisfied for reasons stated in such affidavit that the proposed compromise or arrangement will be beneficial to the company.

Appeals Against the Decision of the Liquidator

165. If a creditor or contributory is dissatisfied with the decision of the Liquidator on any matter the Judge may on the application of the creditor or contributory reverse or vary the decision.

Application under Section 266 (5)

166. An application under section 266 (5) of the Act shall be supported by the affidavit of the applicant on notice to the Official Liquidator and shall be made within twenty one days from the date of the act or decision complained of.

Proceedings under Sections 311 and 312

167. (a) An appeal under section 311 shall be by petition verified by affidavit and shall be on notice to the Liquidator.
(b) An application under section 312 of the Act shall be verified by affidavit. Notice of the application shall be given to such person or persons as the Court shall direct.

Sales of Property

168. No property belonging to a company which is being wound up by the Court shall be sold by the Liquidator without the sanction of the Court. Where a sale is sanctioned by the Court, the sale shall be held by the Liquidator or if the Judge shall so direct by an agent or auctioneer appointed by him for such purpose. All sales shall, unless the Judge otherwise directs, be made by public auction.
169. In sales of moveable property, unless the Judge otherwise directs, the conditions or contract of sale shall be the same as those in force in sales under decrees or orders of the Court. Where for special reasons the Liquidator is of opinion that a special contract is necessary, he shall apply to the Registrar or the District Judge, as the case may be, to settle the terms.
170. The purchase money in sales held in accordance with Rules 168 shall be paid in such manner as the Judge may direct and in the absence of any directions shall be paid by the respective purchasers to the Official Liquidator or to his credit at the bank where he has his account.

Dividends

171. No dividend shall be declared by the Official Liquidator without the sanction of the Judge.
172. Not less than two months before applying to Court for leave to declare a dividend, the Official Liquidator shall give notice of the intention to do so to such of the creditors mentioned in the statement of affairs as have not proved their debt. Such notice shall specify the Latest date up to which proofs must be lodged which shall not be less than 14 days from the date of such notice.
173. Where any proof is lodged pursuant to such notice, the official Liquidator shall in relation to the admission or rejection thereof act in accordance with Rule 141. The Official Liquidator shall apply, if necessary, to vary the list of creditors settled by the Court.
174. Not less than one month's notice shall be given by the Official Liquidator of his intention to declare and pay a dividend. Such notice shall be given by advertisement (unless the Judge otherwise directs) and by sending by prepaid letter post a notice to every person whose name appears in the list of creditors as certified. Such notice shall be in Form No. 59 and Form No. 60.
175. Dividends may at the request and risk of the person to whom they are payable, be transmitted to him by post.
176. A person to whom dividends are payable may Lodge with the Official Liquidator an authority in writing to pay such dividends to another person named therein. Such authority shall be in Form No. 61.
177. Every order by which the Official Liquidator in a winding up by the Court is authorised to make a return to contributories of the company shall, unless the Judge shall otherwise direct, contain or have appended thereto a schedule or list (which the Official Liquidator shall prepare) setting out in tabular form the names and addresses of the persons to whom the return is to be made and the amount of money payable to each person and particulars of the transfers of shares (if any) which have been made or the variations in the list of contributories which have arisen since the date of settlement of the list of contributories. The schedule or list shall be in Form No. 62, and notice of the return shall be given to each contributory in Form No. 63.

General Meeting of Creditors and Contributories

178. All general meetings of creditors or contributories shall, unless the Judge otherwise directs, be convened and held in the manner hereinafter provided.
179. The Official Liquidator shall summon a meeting by giving not less than seven days notice of the time and place thereof in two local daily newspapers and shall, not less than seven days before the day fixed for the meeting, send notice thereof by prepaid letter post to every person appearing to him entitled to be present thereat. Such notice shall be in Form No. 54.
180. In the case of a meeting convened by direction of the Judge the Official Liquidator shall certify by affidavit that such notices of the meeting have been duly posted. Such affidavit shall be in Form No. 55.
181. All meetings shall be held at such time and place as in the opinion of the Official Liquidator is most convenient for the majority of those entitled to be present thereat.
182. The Official Liquidator may require a creditor or contributory who is desirous that he should convene a meeting to deposit as a condition precedent thereto a sum sufficient for the costs thereof, to be computed in manner hereinafter stated, and on any application to the Judge by a creditor or contributory to direct the Official Liquidator to convene a meeting whether the Official Liquidator shall or shall not have required such deposit to be made, the Judge may fix a sum to be deposited by the applicant for such costs, and such sum shall include all disbursements for printing, stationery, postage and hire of room, to be calculated at the following rate for each creditor or contributory to whom notice is required to be sent, namely, Taka 200 per creditor or contributory for the first 25 creditors or contributories, Taka 100 per creditor or contributory for the next 75 creditors or contributories, Taka 50 per creditor or contributories after the first hundred. The said sum so deposited shall be repaid out of the assets of the company if the Judge shall so direct.
183. At every meeting of the creditors or contributories the Official Liquidator, or some person nominated by him, shall be Chairman of the meeting. In the event of more than one person being appointed by the Official Liquidator the person named first in the order of appointment shall be entitled to take the chair. Such nominations shall be in Form No. 56.
184. At a meeting of creditors a resolution shall be deemed to be passed when a majority in number and value of the creditors present personally or by proxy, and voting on the resolution, have voted in favour of the resolution. At a meeting of contributories a resolution shall be deemed to be passed when a majority in number and value of the contributories present personally or by proxy, and voting on the resolution have voted in favour of the resolution, the value of the contributories being determined according to the number of votes conferred on each contributory by the regulation of the company.
185. The Official Liquidator shall file with the Registrar a copy certified by him of every resolution passed at a meeting of creditors or contributories.
186. No proceedings or resolutions passed at a meeting of creditors or contributories shall, unless the Judge otherwise orders, be invalidated by reason of any creditor or contributory not having received notice thereof.
187. The Chairman may, with the consent of the meeting, adjourn it from time to time and from place to place, but the adjourned meeting shall be held at the same place as the

original place of meeting unless in the resolution for adjournment another place is specified or unless the Judge otherwise orders.

188. (a) A meeting may not act for any purpose except for the adjournment of the meeting unless there are present in person at least three creditors entitled to vote, or three contributories so entitled, or all the creditors entitled to vote, or all the contributories, if the number of creditors entitled to vote, or the contributories as the case may be, shall be less than three.
- (b) If within half an hour from the time appointed for the meeting a quorum of creditors or contributories is not present the meeting shall be adjourned to the same day in the following week at the same time and place, or to such other day as the Chairman may appoint not being less than seven or more than fourteen days. If at such adjourned meeting a quorum be not present two creditors or contributories present in person shall form a quorum and may transact the business for which the meeting was convened.
189. Unless the Judge otherwise directs no person shall be entitled to vote at a meeting of creditors unless he has lodged with the Official Liquidator a proof of the debt which he claims to be due to him from the company, and such proof has been admitted, wholly or in part, before the date on which the meeting is held.
190. A creditor shall not vote in respect of any unliquidated or contingent debt, or any debt the value of which is not ascertained.
191. For the purpose of voting, a secured creditor shall, unless he surrenders his security, state in his proof the particulars of the security, the date when it was given, and the value at which he assesses it and shall be entitled to vote only in respect of the balance (if any) due to him after deducting the value of his security.
192. If a secured creditor votes in respect of his whole debt he shall be deemed to have surrendered his security, unless the Judge on application is satisfied that the omission to value the security has arisen from inadvertence.
193. The Chairman shall cause minutes of the proceedings at the meeting to be drawn up and fairly entered in a book kept for the purpose and he shall sign the same and affix by his own hand the date of such signature.
194. The Chairman of a meeting summoned by the direction of the Judge shall report the result thereof to the Judge. Such report shall be in Form No. 57.

Proxies

195. A creditor or contributory may vote either in person or by proxy.
196. Every instrument of proxy shall be in Form No. 58, unless the Judge shall otherwise direct.
197. A form of proxy shall be sent to the creditors and contributories with the notice summoning the meeting, and neither the name nor description of the Official Liquidator nor of any other person shall be printed or inserted in the body of any instrument of proxy before it is so sent.
198. No creditor shall appoint a proxy who is not a creditor of the company whose debt or claim has been admitted or allowed and no contributory shall appoint a proxy who is not a contributory of the company but a creditor or contributory may appoint the Official Liquidator to act as his proxy.

199. A proxy shall be lodged with the Official Liquidator not later than twenty four hours before the time fixed for the meeting or adjourned meeting at which it is to be used and no proxy shall be admitted thereafter.
200. No minor shall be appointed a proxy.
201. Where a corporation is a creditor, any person who is duly authorised in writing by the corporation to act generally on behalf of the corporation at meetings of creditors and contributories and to appoint himself or any other person to be the corporation's proxy, may fill in and sign the form of proxy on the corporation's behalf and appoint himself to be the corporation's proxy and a proxy so filled in and signed by such a person shall be received and dealt with as the proxy of the corporation.
202. Where an Official Liquidator holds any proxies and cannot attend the meeting for which they are given, he may, in writing depute some person to use the proxies on his behalf in such manner as he may direct.
203. The proxy of a creditor, blind or incapable of writing, may be accepted, if such creditor has attached his signature or mark thereto in the presence of a witness, who shall add to his signature his description and residence; provided that all insertions in the proxy are in the handwriting of the witness, and that such witness shall have certified at the foot of the proxy that all such insertions were made by him at the request of the creditor and in his presence before the creditor attached his signature or mark.
204. A proxy signed in the vernacular shall also bear adjacent to the signature, the name of the signatory in Roman characters, and where such name is that of the creditor or contributory the Official Liquidator shall not be bound to make further inquiry as to the genuineness of the vernacular signature.

Examinations under Section 278 and Section 279

205. An application for the examination of a person or persons under section 278 of the Act shall be made ex parte to the Judge and be verified by the Official Liquidator stating the facts upon which the application is based. At the hearing of the application the Judge may, if satisfied that a prima facie case for examination has been made out, direct the issue of summons against the person or persons named in the order for examination or for production of documents. The summons shall be in Form No. 68.
206. At the examination of a person so summoned, the Official Liquidator may attend in person, or by advocate and assist the Court in examining the person summoned.
207. At such examination, save and except he or his advocate and the person to be examined, no other person shall be entitled to attend.
208. Unless the Judge shall otherwise direct no such examination shall be made in open Court. The notes of the depositions of a person so examined shall be signed by the person examined, and notwithstanding that such notes shall have been filed, shall not be open to the inspection of any creditor, contributory or person other than the Official Liquidator. The person examined, the person having the conduct of the proceedings and the Official Liquidator shall be entitled to a copy on payment of the usual charges. Save and except as aforesaid no person shall be entitled to a copy unless the Judge shall so direct.
209. In the High Court Division the Judge may, at the time of making the order for such examination, direct that it shall be held by an officer of the Court, and that the powers of the Court as to the conduct of the examination, but not as to costs, shall be exercised by such officer.

210. An application under section 279 of the Act shall be made ex parte and be verified by the Official Liquidator and shall be based on the report made under section 259 (2) of the Act. The application shall state the names of the persons intended to be examined and that in the opinion of the Liquidator fraud has been committed by such persons in relation to a company or in relation to the promotion or formation thereof and the facts on which such opinion is based.
211. On the hearing of such application, the Judge may make the order or may require the Official Liquidator to furnish a further report on any facts or matters which are in his opinion relevant to the application.
212. Where the order directs an examination under section 279 of the Act to be held before the Judge, the order shall fix a date for such examination. Where the order directs the examination to be held before an officer of the Court or other person nominated for the purpose, the Official Liquidator shall forthwith obtain an appointment for such examination.
213. Notice of the day and the place appointed for such an examination shall be given by the Official Liquidator to the person who is to be examined by serving upon him a copy of the order, by registered post addressed to his usual or last known address.
214. The deposition of the person so examined shall after being read over and signed by him be filed and kept with the records. The Liquidator, the person examined and any creditor or contributory of the company shall be entitled to obtain a copy from the Court on payment of the usual fees.
215. When making an order under section 278 or section 279 of the Act, the Judge may, if he thinks fit, either in the order for examination, or by any subsequent order, give directions as to specific matters on which any person is to be examined.
216. The Court in respect of any examination under section 278 or section 279 of the Act may order that the evidence be taken down in shorthand. Where such order is made, the officer or the Judge before whom such evidence is taken shall nominate a person to take down such evidence and the costs of such person shall be paid by the party at whose instance the order was made or out of the assets of the company as may be directed by the Court.
217. Where during the course of such examination, the person under examination refuses to answer to the satisfaction of the officer or other person appointed, the officer or other person shall report such refusal to the Judge and the person in default shall be in the same position and be dealt with in the same manner as if he had made default in answering before the Judge. The report shall be in writing and shall set forth the question or questions put and the answer or answers, if any, given by the person examined.
218. Upon receiving the report, the Judge may take such action as he shall think fit. Where the Judge is sitting at the time when the default in answering is made, such report may be made immediately.

Application under Section 331

219. An application under section 331 of the Act shall be made to the Judge, to be served, with a copy of any affidavit intended to be used in support, on every person against whom an order is sought eight days before the hearing of the application.

220. The Judge may give such directions for the hearing of the summons as he may deem fit and may direct that evidence shall be taken wholly or in part by affidavit or orally.
221. At the hearing the Official Liquidator and the applicant (if other than the Official Liquidator) and any other person whom the Judge may allow and any person against whom an order is sought may appear and may do so by advocate and may put such questions to any person orally examined as the Judge may allow.

Applications under Section 326

222. An application for leave to disclaim any part of the company's assets pursuant to section 326 of the Act shall be made ex-parte and be verified by an affidavit of the Official Liquidator in the first instance. The petition shall indicate the parties who are interested in the matter and what their interests are and shall state whether any notice has been served on the Liquidator by any such party requiring him to decide whether he will or will not disclaim.
223. On the hearing of the application, the Judge may make an order or may give such directions as he thinks fit as to notice to be given to any of the parties interested and may adjourn the hearing to enable such party or parties to attend.
224. Where such an order is made ex-parte a copy of the order shall be served on every person interested in the property disclaimed.
225. Where a Liquidator disclaims a leasehold interest he shall forthwith file the disclaimer at the office of the Registrar of Joint Stock Companies.
226. An application under sub-section (6) of section 326 of the Act for an order to vest any disclaimed property in or to deliver any such property to any person or persons shall be verified by affidavit.
227. Where such an application relates to property of a leasehold nature and it appears that there is a mortgage or an under-lease of such property, the Court may direct that notice shall be given to the mortgagee or under-lessee that if he does not elect, within a time to be fixed by the notice, to accept and apply for a vesting order upon the terms named in the proviso to the abovementioned sub-section and stated in the notice and such other terms as the Court may think just he will be excluded from all interest in any such security. The Court may adjourn the application for such notice to be given to such mortgagee or under-lessee. If at the expiration of the time so fixed by the Court, such mortgagee or under-lessee fails to apply for such vesting order, the Court may make an order vesting the property in the applicant and excluding such mortgagee or under-lessee from all interest in or security upon the property.

Meetings of Creditors and Contributories in Relation to a Creditors' Voluntary Winding up

228. Subject to any directions which the Judge may give, all meetings in a voluntary winding up shall be governed by Rules Nos. 229 to 240.
229. Except and in so far as the subject matter or the context may otherwise require, Rules 180, 181, 182, 183, 185, 186, 187, 188, 195 and 196 shall apply to meetings of creditors or contributories convened in a voluntary winding up of a company.
230. In any creditors' voluntary winding up, the Liquidator may from time to time summon, hold and conduct meetings of creditors for the purpose of ascertaining their wishes in all matters relating to the winding up.

231. The Liquidator shall summon all meetings of creditors and contributories by giving not less than seven days' notice of the time and place thereof in a local newspaper; and shall, not less than seven days before the day appointed for the meeting, send by post under certificate of posting to every person appearing in the company's books to be a creditor notice of the meeting of creditors and to every person appearing in the company's books or otherwise to be a contributory notice of the meeting of contributories. Notice to a creditor shall be sent to the address given in his proof, or if he has not proved to the address given in the Statement of Affairs of the company or such other address as may be known to the Liquidator. Notice to a contributory shall be sent to the address mentioned in the company's books as the address of such contributory or to such other address as may be known to the Liquidator.
232. An affidavit by the Liquidator that notice of a meeting has been duly posted in accordance with Rule 223 shall be sufficient evidence of such notice having been sent to the person to whom it was addressed.
233. Different times or places may, if thought expedient by the Liquidator, be appointed for the meetings of creditors and contributories respectively.
234. Every meeting shall be held at such place and at such time as in the opinion of the Liquidator shall be most convenient. The cost of summoning a meeting of creditors or contributories convened by a Liquidator shall be paid by him out of the assets of the company.
235. The Chairman of any meeting shall be the Liquidator appointed by the company or some person nominated by him for that purpose and in the event of more than one person having been appointed Liquidators each of them shall, if present at the meeting be entitled to be Chairman or to nominate some other person to be Chairman in priority to the other or others of them according to the order in which they are named in the resolution by which they were appointed; Provided that if a Liquidator shall have been appointed by the Judge in the place of a sole Liquidator appointed by the company, the Liquidator so appointed or his nominee shall be Chairman.
236. The Chairman of the meeting shall have power to adjudicate upon the right of a creditor to vote and the amount for which he should be allowed to vote.
237. For the purpose of voting, a secured creditor shall, unless he surrenders his security, lodge with the Liquidator, before the meeting, a statement giving the particulars of his security, the date when it was given, and the value at which he assesses it, and shall be entitled to vote in respect of the balance, if any, due to him after deducting the value of his security. The vote of a secured creditor who has not complied with this Rule shall not be counted at the meeting.
238. No Liquidator appointed by the company nor any person who shall be proposed for appointment by the Judge as Liquidator under the provisions of section 297 of the Act shall directly or indirectly solicit or canvas any person for the purpose of obtaining votes or proxies in his favour. No person contravening this Rule shall be appointed Liquidator and any Liquidator who shall be proved to have contravened this Rule may be removed if the Judge thinks fit.
239. Proxies in favour of the Liquidator appointed by the company may be used by him in voting against any resolution for an application for the appointment of a Liquidator under the provisions of section 297 of the Act.

240. Where a meeting of creditors or contributories is summoned by notice, the proceedings and resolutions at the meeting shall unless the Court otherwise orders be valid notwithstanding that one or more creditors or contributories may not have received the notice sent to them.

Unclaimed Funds and Undistributed Assets in the Hands of a Liquidator in a Voluntary Winding Up

241. The Liquidator shall, when making any payment under section 343 of the Act, file in Court a copy of the statement furnished to such officer as the Government may appoint in this behalf in accordance with the provisions of section 343 (2) of the Act.
242. An application by a person claiming to be entitled to any part of the money paid into the Bangladesh Bank by a Liquidator in accordance with section 343 of the Act shall be made to the Court.

Termination of Winding Up Proceedings

243. Upon the termination of the proceedings for the winding up of a Company the Official Liquidator shall file a final account to which in the event there being a balance in his hands there shall be attached a statement signed by the Official Liquidator setting out the names and last known addresses of the persons entitled to participate therein, the amount to which each is entitled and the nature of his claim thereto. Upon the passing of such account the balance in his hands (if any) shall be certified by the Judge: and upon payment by the Official Liquidator of such balance in accordance with the provisions of section 343 of the Act the recognizance entered into by the Official Liquidator and his sureties shall be vacated. Such certificate shall be in Form No.-64.
244. When the Official Liquidator has passed his final account and such balance has been duly paid the Official Liquidator shall apply to the Judge for an order that the Company be dissolved. Such order shall be in Form No. 65.
245. Upon such order being made all documents and books of account or records of the Official Liquidator shall be deposited in Court unless the Judge otherwise directs. Unless otherwise directed, the books and papers of a company which has been wound up shall be destroyed after a period of 3 years from the date of deposit in Court.

Transfer of Winding Up Proceedings

246. Applications for the transfer of winding up proceedings either from the High Court to a District Court, or from one District Court to another, as the case may be, shall be made to the Judge verified by affidavit. An order for transfer shall be in Form No. 66.

Suits and Proceedings "in which a Company in Liquidation by or under the Supervision of the Court, is a Party"

247. Upon the making of an order "by the High Court Division" for the winding up of a company by or under the supervision of the Court all suits and proceedings to which the company is or shall be a party then pending, or thereafter instituted in, or transferred to the High Court Division, shall be assigned to and placed in the list of the Judge for the time being exercising jurisdiction under the Act in respect of such company.

Application under Section 396(2)

248. An application under section 396 shall be verified by affidavit and shall be made on notice to the company or where the company is being wound up to the Liquidator.

Application for Prosecution

249. An application under section 333 of the Act shall be verified by affidavit, upon notice to the Official Liquidator or Liquidators, as the case may be.
250. Statements, with respect to the proceedings in and the position of a liquidation of a company, under section 341 shall, until the winding up is completed, be filed in Court or with the Registrar of Joint Stock Companies as the case may be once in each year at intervals of twelve months as follows :
- (a) The first statement commencing at the date when a Liquidator was first appointed and brought down to the end of twelve months from the commencement of the winding up, shall be filed within thirty days from the expiration of such twelve months, or within such extended period as the Judge may sanction, and the subsequent statements shall be filed at intervals of twelve months, each statement being brought down to the end of the twelve months for which it is filed.
 - (b) If a Liquidator resigns, he must file a statement up to the date of his resignation.
 - (c) Every statement shall be in Form No. 33 and shall be verified by an affidavit in Form No. 34.
251. Any creditor or contributory of a company, which is being wound up, shall be entitled to inspect the statement filed under section 258 or the statement filed under section 341 on payment of a fee of Taka 100 and to receive a copy thereof or extract therefrom on payment of the usual charges for supplying copy .
252. Where a Liquidator has not, during any period for which a statement has to be filed, received or paid any money on account of the company, he shall at the period when he is required to file his statement, file a statement in duplicate and with such statement shall also file an affidavit. Such statement and affidavit shall be in the Forms Nos. 33 and 34, respectively.
253. The statement to be laid before the meeting summoned under sections 295 and 304 of the Act shall, in the case of the first statement, be a statement similar in all respects to the first statement filed in Court or with the Registrar of Joint Stock Companies as the case may be under Rule 247 and subsequent statements shall be similar in form to the first statement, but shall commence at the date when the last previous statement terminated and be brought down to the end of twelve months from such date.
254. The returns to be made under sub-section (3) of section 296 and sub-section (3) of section 305 of the Act shall be in Forms Nos. 70A and 70B, respectively.
255. The declaration of solvency under section 290 of the Act shall be in Form No. 69.
256. The notice of appointment of a Liquidator in a voluntary winding-up to be filed with the Registrar of Companies under section 310 of the Act shall be in Forms Nos. 67A and 67B.

Miscellaneous Rules

257. Service upon contributories and creditors shall be effected, except where personal service is required, by sending the notice, or a copy of the petition, summons or order or other documents to be served, through the post in a registered letter addressed to the advocate (if any) of the party to be served, or otherwise to the party himself, and if a creditor, to the address stated in the list of debts and such notice or copy, summons, or other proceedings shall be considered as served at the time the same ought to have been delivered in due course of delivery by the Post Office, and notwithstanding the same may be or have been returned by the Post Office.

258. No service under these Rules shall be deemed invalid by reasons of any error or omission in the name, style or designation of the person on whom service is sought to be made, provided the Judge is satisfied that such person has not been prejudiced thereby.
259. An advocate shall be entitled to such fee as the Judge may decide.
260. Where an order is made in the High Court Division for the payment of any costs, they shall, where they relate to any proceedings in Court, be taxed by the Taxing Officer. In the District Court such costs shall be taxed or assessed by the Judge or by such officer as may be authorised to perform such duties.
261. An application for an order for costs, for which provision might have been but has not been made by a previous order shall only be made upon notice to the Official Liquidator who may appear on such application and object thereto. No costs of or incidental to such application shall be allowed to the applicant, unless the Judge is satisfied that the omission to make such provision was not due to any default on the part of the applicant.
262. Where an application is made in the voluntary winding up of a company, whether or not an order shall have been made that the voluntary winding up shall continue but subject to the supervision of the Court, these Rules so far as may be, shall be applied to the subject matter and mode of such application.

Saving of Inherent Power of Court

263. Nothing in these Rules shall be deemed to Limit or otherwise affect the inherent powers of the Court to make such orders or to give such directions as may be necessary to be cure the ends of justice or to present the abuse of the process of Law.

Repeal

264. The Rules framed under the Companies Act, 1913 are hereby repealed save to the extent those are made applicable under these Rules.

FORMS

FORM NO. 1

(Rule 23).

Petition for reduction of capital.

(Title)

(a) Insert full name of Company

The humble petition of (a)
Limited and Reduced.**Sheweth-**

1. Your petitioner the abovenamed company (hereinafter called "the company") was incorporated on the day of 20 under the provisions of the Companies Act.
2. The registered office of the company is situated at (b)
3. The objects of the company are as follows (c) :- and other the objects set forth in the Memorandum of Association thereof.
4. The nominal capital of the company is Tk. divided into of which have been issued and are fully paid up or credited as fully paid up.
5. Shortly after its incorporation the company commenced to carry on and it has since been and still is carrying on business.
6. By article(s) of the Articles of Association of the company it is provided that the company may (set out Article or Articles of Association authorising a reduction of capital).
7. (Set out the reasons for reduction stating all material facts and circumstances).
8. Under the provisions of section 58 of the Bangladesh Companies Act, and in pursuance of the powers in that behalf contained in the said Articles of Association the company by a Special Resolution of its shareholders duly passed and confirmed at extraordinary General Meetings duly convened and held on the day of 20, and the day of 20, respectively resolved:-
(Set out the special resolution for reduction of capital).
9. (d) the reduction of capital of capital does not involve either the diminution of liability in respect of unpaid capital or the payment to any shareholder of any paid up capital and in consequence no creditor is entitled to object to the reduction under the provisions of section 58 of the said Act.
10. (If the petition asks that the use of the words "and reduced" be dispensed with, here state reasons.)
11. The form of minute proposed to be registered under the provisions of section 64 of the said Act is as follows:-
(Set out proposed Minute of Reduction.)
Your petitioners therefore humbly pray (e) -
- (1). That the reduction of capital to be effected by the Special Resolution set out in paragraph 8 hereof be confirmed and that the minute set forth in paragraph 11 hereof be approved by the Court.

(b) State full address of the registered office.

(c) State principal objects to Memorandum of Association.

(d) Omit if creditors are entitled to

(e) Omit or alter paragraphs (2) and (3) according to circumstances.

- (2) That the addition of the word "and reduced" to the company's name be dispensed with.
- (3) That the obtaining of the certificate provided for by Rule 36 of the Rules of this Honourable Court may be dispensed with and that in accordance with Rule 25 of the said Rules a day may be fixed for the hearing of this petition and directions given as to the advertisements to be published.
- (4) That such other order may be made in the premises as to the Court shall seem fit.

Petitioners' Advocate.

I, _____, of _____, make oath (or solemnly affirm) and say as follows:

1. That I am a (director) of the petitioner company and as such I am fully acquainted with the affairs of the said company.
2. That the facts stated in the foregoing petition are true to my knowledge.

Sworn (or solemnly affirmed), etc.

FORM NO. 2

(Rule 25).

Advertisement of presentation of Petition.

(Title)

Notice is hereby given that a petition has been presented to the abovenamed Court for an order confirming the reduction of the share capital of the abovenamed company from Taka to Tk. _____ resolved on by the special resolution passed and confirmed at extraordinary general meetings of the said company, held respectively on the day of _____ 20, and the day of _____ 20

The said petition is directed to be heard by the said Court at the Court house, Dhaka, on day, the _____ day of 20.

Advocate for the Company.

FORM NO. 3

(Rule 26)

Order where creditors are entitled to object.

(Title)

Upon application by summons, dated 20 of Limited, and reduced, and upon hearing for the company and upon reading the petition presented to this Court on the day of 20, and the affidavit in verification thereof, it is ordered that an enquiry be made as to what are the debts, claims, and liabilities of or affecting the said company as on the day of 20, and it is further ordered that a list of 20, and that such list shall (not) disclose the amounts due to the creditors' respectively and that such list be filed by the said company in this Court on or before the day of 20; and that a copy of such list shall be kept at the registered office of the said company and at the office of its attorney: and that notice of the said application shall be sent to each creditor on or before the day of 20 and that such notice in the cases of those creditors whose addresses are not within Bangladesh shall be given by (registered post or advertisement) and that such notices in the case of those creditors whose addresses are not known to the said company shall be given by advertisements to be published in (a); and that any creditor whose name does not appear in such list or who claims to be a creditor for a larger amount than that stated in the said list shall give notice thereof in manner prescribed (b) and send his name and address and particulars of his debt or claim and the name and address of his advocate if any to the attorney of the said company within (14) (c) days from the date of the said notice; and that notice of the filing of the said list shall be advertised by the said company (d): and that the said company shall on or before the day of 20 file an affidavit verifying such list of creditors if any as may have given such notice (or, made such claim as aforesaid) distinguishing which if any of such claims are wholly or as to any and what part thereof admitted by the said company and which if any of such claims are wholly or as to any and what part thereof disputed by the said company.

(a) Specify publications.

(b) See Form 5 and Rule 30.

(c) Or as the judge may allow. See Rule 31.

(d) Specify publications and any special directors given in regard thereto.

FORM NO. 4

(Rule 28).

Affidavit in verification of list of creditors.

(Title)

I, _____, of _____, make oath (or solemnly affirm) and say as follows:

1. I am a (director) of the company abovenamed, and duly authorised to make this affidavit.
2. The schedule hereto annexed is a list containing the names of the creditors of and persons having claims upon the said company on the (a) _____ day of _____ 19____, together with their respective addresses, and stating the nature and amount of the debts or claims due to or had by them respectively and such list is, to the best of my knowledge, information and belief, a complete, true and accurate list of such creditors and persons, and in the cases of debts payable on a contingency or not ascertained, and of claims admissible to proof in a winding up of the said company, the values thereof as stated in such list, are, in my belief, just estimates of the values of such debts and claims respectively.
3. To the best of my knowledge, information and belief there was not, at the date aforesaid, any debt, claim or liability which, if such date were the commencement of the winding up of the said company, would be admissible in proof against the said company other than and except the debts and claims set forth in the said list. I make this statement upon facts within my knowledge as such (director) of the said company, and upon information derived by me from my investigation of the affairs and the books, documents and papers of the said company.

(a) Insert date fixed under Rule 26 with reference to which the list is to be made out.

Sworn (or solemnly affirmed).

SCHEDULE

(1) *Ascertained Debts and Liquidated claims.*

| Names, addresses and descriptions of the creditors or claimants. 1 | Nature of debt or claim 2 | Amount of debt or claim 3 |
|--|---------------------------------|---------------------------------|
| | | |

(2) (a) *Debts Payable on a Contingency, or not ascertained.*(b) *Claims not Liquidated by admissible to Proof in a Winding-up of the Company.*

| Names, addresses and descriptions of the creditors or claimants. 1 | Nature of debt or claim 2 | Amount of debt or claim 3 |
|--|---------------------------------|---------------------------------|
| | | |

(Signature of the Deponent)

FORM NO. 5

(Rule 30).

Notice to creditors

(Title)

Notice is hereby given that a petition has been presented to the abovenamed Court praying for an order confirming the reduction of the share capital of the abovenamed company from Tk. to Taka resolved on by the special resolution passed and confirmed at extraordinary general meetings of the said company, held respectively on the day of 20, and the day of 20 .

Take notice that your name has been entered in the list of creditors of the said company as a creditor (or, as claiming to be a creditor) of the said Company for the sum (or, for the estimated sum) of Tk. in respect of (here state nature of debt or claim as in list of creditors.)

If you claim to be a creditor for a larger amount than the said sum, you must within (a) (14) days from the date of this notice send to the undersigned particulars of your debt or claim, together with your name and address, as also the name and address of your attorney, if any.

(a) Or as the Judge may allow. See Rule 24.

Advocate(s) for the Company.

Dated

20 .

FORM NO. 6

(Rule 31).

Advertisement of list of creditors.

(Title)

Notice is hereby given that a list of the creditors of the abovenamed company has been filed in Court. any person may, upon payment of the sum of Tk. , inspect a copy of such list during the usual hours of business, either at the registered office of the above named company, at No. or at the office of the undersigned.

Advocate(s) for the Company.

Dated 20 .

FORM NO. 7

(Rule 33).

Affidavit in verification of creditors.

(Title)

We, , of and
of make oath (or solemnly affirm) and say as follows:-

1. I, the said , make oath (or solemnly affirm) and say as follows:

I am the advocate of the company abovenamed. The annexure, hereto marked "A" is a list containing the names and address of all persons who have sent in particulars of the their debts or claims in pursuance of notice given in accordance with Rule 28, and the amounts of such debts or claims (or, no creditor has sent in particulars of any such debts or claims (or, no creditor has sent in particulars of any debt or claim in pursuance of notice given in accordance with Rule 28).

2. And I, the said , make oath (or solemnly affirm) and say as follows:

I am a (director) of the company abovenamed. Notice complying in all respects with the requirements of rule 28 has been duly given to all the creditors whose names are entered in the list of creditors of the company abovenamed filed in Court.

In the cases of notices sent by prepaid letter post, such notices were despatched by posting the same at the post-office at on the day of 20 , before the hour of .

In the cases of notices directed by the Court to be given otherwise than by sending the same by post, such notices were given in the manner directed, namely, -

(a) If by advertisement state names of publications and dates of publication.

[Here state particulars (a).]

In the said annexure "A", I have truly stated the particulars required by Rule 33 in respect of each of the debts or claims therein mentioned.

Sworn (or solemnly affirmed) etc.

FORM NO. 8

(Rule 34).

Notice to creditors to prove debt.

(Title)

Dear Sir,

Your are hereby required to prove (such part of) the debt claimed by you against the abovenamed company) by filing you affidavit and giving notice thereof to _____ of _____ the attorney of the company on or before the _____ day of _____ 20____ (a) and you are to attend in person or by your advocate at the Court-house, Dhaka, on the said date being the date appointed for hearing and adjudicating upon the claim and to produce any documents or securities relating thereto.

(a) Insert the day appointed for adjudication.

In default of compliance with the above directions you will be produced from objecting to the proposed reduction of the capital of the company (or, in all proceedings relative to the proposed reduction of the capital of the company be treated as a creditor for such amount only as is set against your name in the list of creditors).

Advocate(s) for the said Company.

FORM NO. 9

(Rule 34).

Affidavit of creditor in proof of debt.

(Title)

I, _____, of _____, make oath (or solemnly affirm) and say as follows:

(a) This paragraph to be adapted in the case of a person other than the creditor being the deponent.

1. (If not made by the creditor personally the deponent must state his authority for making the affidavit and his means of knowledge).
2. The above named company is justly and truly indebted to me (or, the said _____) in the sum of Tk. _____ for, etc. (describe shortly the nature of the debt and exhibit any security for it and in the case of a trade debt exhibit vouchers).
3. I have not nor has nor have any person or persons by my order or to my knowledge or belief for my use received the said sum of Tk. _____ or any part thereof or any security or satisfaction for the same or any part thereof (except the said security hereinbefore referred to)
(a)

Sworn (or solemnly affirmed), etc.

FORM NO. 10

(Rule 38).

Notice of the day appointed to hear the petition for reduction of the capital.

(Title)

Notice is hereby given that a petition presented to the said Court on the _____ day of _____ 20____ for an order confirming the reduction of the capital of the company from Tk. _____ to Tk. _____ is directed to be heard by the said Court on the _____ day of _____ 20____.

*Advocate(s) for the Company.***FORM NO. 11**

(Rule 61).

Petition

(Title)

(a) Insert full name, address, description, etc. of petitioner.

The humble petition of (a)

Sheweth-

(b) State the full address of the registered office.

(c) State principal objects according to Memorandum of Association.

(d) Or under the supervision of the Court.

(e) This note will be un-necessary if the company is petitioner.

1. The _____, Limited (hereinafter called the company), is a company duly incorporated under the Companies Act.

2. The registered office of the company is at (b)

3. The nominal capital of the company is Tk. _____ divided into shares Tk. _____ each. The amount of the capital paid up or credited as paid up is Tk. _____

4. The objects of the company are as follows (c) :
and other objects set forth in the Memorandum of Association thereof.

5. (Here set out in numbered paragraphs the facts on which the petitioner reliefs and in the case of an application for a supervision order the date of the winding-up resolution and the appointment of Liquidator and conclude as follows):-

Your petitioner therefore humbly prays as follows:-

(1) That _____, Limited, may be wound up by the Court (d) under the provision of the Companies Act, 1994.

(2) Or that such other order may be made in the premises as shall be just.

NOTE. - (e) It is intended to serve this petition on

FORM NO. 12

(Rule 61).

Petition by unpaid creditor

(Title)

Paragraphs 1,2,3 and 4 as in Form No.11.

(f) State consideration for the debt, with particulars so as to establish that the debt is due.

5. The company is indebted to your petitioner in the sum of Tk. for (f)
6. On the day of 20 your petitioner served (or, caused to be served by A.B. of) on the company by leaving the same at its registered office a demand under this hand in the words and figures following:-
(Set out demand in full)
7. The company has neglected to pay the said sum of Tk. or to secure or compound for it to the reasonable satisfaction of your petitioner.
8. The company is (insolvent and) unable to pay its debts.
9. In the circumstances it is just and equitable that the company should be wound up.

Your petitioner therefore, etc. (as in Form No.11).

FORM NO. 13

(Rule 62).

Affidavit verifying Petition.

(Title)

I, A. B., of etc. make oath (or, solemnly affirm and say that the statements in paragraphs Nos. in the petition now produced and shown to me, and marked with the letter A, are true to my knowledge, and statements in paragraphs Nos. in the said petition are based on information received (state source of information) which I verily believe to be true. The statements contained in paragraphs 1, 2, 3 and 4 of the said petition are matter of record.

Sworn (or solemnly affirmed), etc.

(c) In the case of the company having its registered or principal or last known principal office outside the Original Civil Jurisdiction of the Court by sending through registered post.

1. (c) That I did on _____ day, the _____ day of _____ 20____, the abovenamed company having its registered (or principal) office outside the jurisdiction of the Court, send by registered post a copy of the abovementioned petition and a copy of the order made under Rule 63 addressed to the above named company at its registered (or principal or last known principal) office of the aforesaid (as the case may be).

or

(d) In the case of directions having been given by the Court as to other persons to be served.

2. (d) That I did on _____ day, the _____ day of _____ 20____, serve (name or names and description) with a copy of the abovementioned petition, by delivering the same personally to the said _____ at (place).

FORM NO. 16

(Rule 66).

Affidavit of service of petition on liquidator.

(Title)

In the matter of a petition, dated _____ 20____, for winding up the above company (by) or (under the supervision of) the Court (as the case may be).

I, _____, of _____, made oath and say:-

That I did on _____ day, the _____ day of _____ 20____, serve (name and description) the liquidator of the above named company, with a copy of the abovementioned petition and copy of the order made under Rule 61 by delivering the same personally to the said _____ at (place).

Sworn (or solemnly affirmed), etc.

FORM NO. 17

(Rule 68).

Notice of intention to appear on petition.

(Title)

(a) State full name, or if a firm, the name of the firm and address. Take notice that A.B., of (a) a creditor for Tk. of [or contributory holding (b) shares in] the above company intends to appear on the hearing of the petition advertised to be heard on the day of 20 , and to support (or oppose) such petition.

(b) State number and class of shares held.

(c) To be signed by the person or his attorney.

Signed (c) (Name of person or firm).
(Address)
(Date)

(Advocate for petitioner).

FORM NO. 18

(Rule 75).

Notice of winding up order to Registrar of Companies.

(Title)

The Registrar of Companies, Dhaka/Chittagong

Take notice that by an order of the High Court Division made on day of 20 , Limited, was ordered to be wound up by the Court (or under the supervision of the Court).

Signed (Petitioner or his Advocate)
(Address)
(Date)

FORM NO. 19

(Rule 76).

Order for winding up by the Court.

(Title)

(a) Omit if no Provisional Liquidator is appointed at the time of making the winding up order. Upon the petition of the abovenamed company, or A.B. of etc. a creditor or contributory of the abovenamed company) filed on the day of 20 of and presented to the said Court, upon reading the said petition (an affidavit of the said petitioner filed, etc. verifying the said petition, an affidavit of S.M. filed on the day of 20 as to the advertisement of the said petition) this court doth order that the said company be wound up by this Court under the provisions of the Companies Act, 1994 (a) and that be appointed Provisional Liquidator of the affairs of the company.

FORM NO. 20

(Rule 76)

Order for winding up, subject to supervision.

(Title)

Upon the petition, etc. (as in form No.19), this Court doth order that the voluntary winding up of the said _____ Limited, be continued, but subject to the supervision of this Court, and any of the proceedings under the said voluntary winding up, may be adopted as the court shall think fit; and it is ordered that the Liquidator appointed in the voluntary winding up of the said company do on the _____ day of _____ next, and thenceforth every months file with the Registrar a report in writing as to the position of and the progress made with, the winding up of the said company and with realization of the assets thereof, and as to any other matter connected with the winding up as the Court may from time to time direct. And the creditors, contributories, and Liquidator of the said company and all other persons interested, are to be at liberty to apply generally as there may be occasion.

FORM NO. 21

(Rule 78).

Advertisement of order to wind up.

(Title)

By an order..... by the High Court Division in the above matter, date the _____ day of 20.. , on the petition of the abovenamed company (or A.B. of _____) it was ordered that (etc., as in Form 19 or 20).

C and D

Dated the _____ day of _____ 20. _____ (Advocate for the petitioner)

FORM NO. 22

(Rule 83).

Order for appointment of a Provisional Liquidator.

(Title)

Upon the application of _____ and upon reading _____ the Court doth hereby appoint _____ of _____ to be the Provisional Liquidator of the abovenamed company. And the Court doth hereby limit and restrict the powers of the said _____ as such Liquidator the following acts (describe the acts which the Liquidator is authorised to do and the property of which he is to take possession). And the Court doth hereby fix the remuneration of the said _____ as such Liquidator at (set out particulars of remuneration) (a). And it is ordered that the said do on or before the _____ day of _____ next furnish security in the sum of Tk. _____ to the satisfaction of the Registrar of the said Court.

(a) If security ordered to be furnished add.

FORM NO. 23

(Rule 87).

Advertisement of order to wind up.

(Title)

Notice is hereby given that _____ day of _____ 20.. , at 10:30 O'clock in the noon at the Court House at High Court Division has been fixed as the time and place for the appointment of an Official Liquidator of the abovenamed company.

(Advocate for the petitioner)

Dated the _____ day of _____ 20.

FORM NO. 24

(Rule 88).

Form of Nomination of Official Liquidator.

(Title)

We, the undersigned (creditors or contributories) of the above named company for the (debt or number of shares) placed opposite to our respective names hereby nominate _____ of etc., to be the Official Liquidator of the said company who is prepared and b his signature hereto undertakes to furnish security in the sum of Tk. _____ or such less sum as may be ordered by the Court.

| Name | Address | Creditors or contributory | Account of debt | Number of shares held. |
|------|---------|---------------------------|-----------------|------------------------|
| 1 | 2 | 3 | 4 | 5 |
| | | | | |
| | | | | |
| | | | | |
| | | | | |
| | | | | |
| | | | | |
| | | | | |
| | | | | |
| | | | | |

Signed (Nominator).....

Signed (Nominee)

Dated the _____ day of _____ 20 .

FORM NO. 25

(Rule 95).

Order for appointing an Official Liquidator.

(Title)

(a) If more than one person be appointed and the Court so directs.

Upon the application of _____ and upon reading _____ and upon hearing _____ the Court doth hereby appoint _____ of (a) (and _____ of _____ with joint and several powers) to be Official Liquidator(s) of the abovenamed company. And it is ordered that the said _____ do on or before the _____ day of _____ next furnish security in the sum of Tk. _____ to the satisfaction of the Registrar of the said Court (without security). And it is ordered that the said _____ on the _____ day of _____ and the _____ day of 20 _____ and on the same days in each succeeding year file his (or their) accounts of receipts. And it is ordered that the said _____ be at liberty to open, operate upon and maintain in his own name as such Official Liquidator as aforesaid a banking account with the (b) Bank at its Head Office (or Branch). And it is ordered that moneys to be received by the said _____ be paid by him (or them) into the (b) at its Head office (or _____ Branch) to the credit of the account of the Official Liquidator(s) of the said company within 7 days after the receipt thereof and that out of the said account all payments shall be made by cheque signed by the said _____ as such Official Liquidator as aforesaid and countersigned by the Registrar(c).

(b) Insert name of a scheduled bank.

(c) As to dispensing with countersignature. See Rule 103.

FORM NO. 26

(Rule 96).

Advertisement of appointment of Official Liquidator.

(Title)

(a) If more than one person appointed add.

Notice is hereby given that _____ of _____ by an order dated the _____ day of _____ 20... , has been appointed Official Liquidator of the abovementioned Company (a) with joint and several powers.

(Signed) (Advocate for the petitioner)

Dated this _____ day of _____ 20 _____

FORM NO. 27

(Rule 90)

Security Bond by Official Liquidator and a Guarantor Society.

(Title)

Know all men by these presents I/We (Name of the Official Liquidator or Liquidators his or their description and address) and we (Name of the carrying on business in at (place of business) through (name of the Guarantors Agent) hereinafter called Guarantor are jointly and severally held and firmly bound unto (name of the Registrar, Original Side) Esquire, Registrar of the High Court Division in the sum of Tk. of lawful money to be paid to the said (name of the Registrar, Original Side) Esquire or his successor or successors in office or assigns as the case may be, for which payment well and truly to be made I/We the said (name of the Official Liquidator or Liquidators) for myself (ourselves) my (our) heirs, executors, administrators and representatives and every of them and we, the Guarantor for ourselves and our successors do hereby bind and oblige ourselves for the whole firmly by these presents, and we the Guarantor do hereby submit ourselves to the Jurisdiction of the said Court and appoint (place of business of the Agents) aforesaid as the address for service of all writs, proceedings or notice that may be issued taken or given with reference to the conditions of this Bond or with respect to the liability of the said (name of the Official Liquidator or Liquidators) thereunder. Signed, Sealed and Delivered by the said (name of the Official Liquidator or Liquidators) and sealed with the seal of the said Guarantor.

Dated this day of two thousand.

Whereas by an order, dated the day of two thousand made by the said High Court Division in the matter of the Companies Act, 1994 and in the matter of (name of the Company) the said (name of the Official Liquidator or Liquidators) was (were) appointed the Official Liquidator(s) of the said Company and he (they) was (were) thereby directed to give security for Tk. to be approved of by the said Registrar. And whereas the said (name of the Official Liquidator or Liquidators) has (have) proposed and the said Registrar has under the Rules of the said High Court accepted the said Guarantor as surety for the said (name of the Official Liquidator or Liquidators).

Now the condition of the above written Bond or Obligation is such that if the said (name of the Official Liquidator or Liquidators) or his (their) executors or administrators or some or one of them do and shall duly account for all and every the sum or sums of money or other property which the said (name of the Official Liquidator or Liquidators) has (have) received and shall receive or has (have) or shall become or be held liable to pay or account for as such Official Liquidator(s) as aforesaid and do and shall pay or deliver the same as the Court or a Judge hath directed or shall hereafter direct and shall give immediate notice to the Court if the said Guarantor shall become insolvent, or go into liquidation and do and shall from time to time and at all times hereafter so long as he (they) shall continue as such Official Liquidator(s) duly and faithfully in all respects discharge the duties and obligation which shall devolve upon him (them) a Official Liquidator(s) as aforesaid and file and pass his (their) account(s) before a Judge at the said Court at the times and in the manner required by the Rules of the said Court or as the Court or a Judge may direct and obey and carry out all other directions contained in the said order and all other orders which may hereafter be made by the said High Court in the premises : then the above written bond or Obligation shall be void, otherwise the same shall remain in full force and virtue.

Signed, Sealed and Delivered by the said (name of the Official Liquidator or Liquidators) at in the presence of

The Seal of the Guarantor hereunto affixed in the presence of

Signed for and on behalf of the Guarantor.

FORM NO. 28

(Rule 90).

Security Bond by Official Liquidator and surety other than Guarantor Society.

(Title)

Know all men by these presents I/We (Name of the Official Liquidator or Liquidators his or their description and address) and/we (Name of the Surety or sureties his or their description and address(es) are jointly and severally held and firmly bound unto (name of the Registrar, Original Side) Esquire, Registrar of the High Court Division, his successor or successors in office and assigns in the sum of Tk. to be paid to the said (name of the Registrar, Original Side), for which payment well and truly to be made, I/We the said (name of the Official Liquidator or Liquidators) for myself (ourselves) my (our) heirs, executors, administrators and representatives and every of them do hereby bind and oblige myself/ourselves for the whole firmly by these presents. Signed, Sealed and Delivered by the said (name of the Official Liquidator or Liquidators) and Surety or Sureties. and sealed with the seal of the said Guarantor.

Dated this day of two thousand.

Whereas by an order, dated the day of two thousand and made by the said High Court Division in the matter of the Companies Act, 1994 and in the matter of (name of the Company) the said (name of the Official Liquidator or Liquidators) was (were) appointed the Official Liquidator(s) of the said Company and he (they) was (were) thereby directed to give security for Tk. to be approved of by the said Registrar. And whereas the said (name of the Official Liquidator or Liquidators) has (have) proposed and the said Registrar has under the Rules of the said High Court accepted the said Guarantor as surety for the said (name of the Official Liquidator or Liquidators).

Now the condition of the above written Bond or Obligation is such that if the said (name of the Official Liquidator or Liquidators or his (their) executors or administrators or some or one of them do and shall duly account for all and every the sum or sums of money or other property which the said (name of the Official Liquidator or Liquidators) has (have) received and shall receive or has (have) or shall become or be held liable to pay or account for as such Official Liquidator(s) as aforesaid and do and shall pay or deliver the same as the Court or a Judge hath directed or shall hereafter direct and shall give immediate notice to the Court if the said Guarantor shall become insolvent, or go into liquidation and do and shall from time to time and at all times hereafter so long as he (they) shall continue as such Official Liquidator(s) duly and faithfully in all respects discharge the duties and obligation which shall devolve upon him (them) a Official Liquidator(s) as aforesaid and file and pass his (their) account(s) before a Judge at the said Court at the times and in the manner required by the Rules of the said Court or as the Court or a Judge may direct and obey and carry out all other directions contained in the said order and all other orders which may hereafter be made by the said High Court in the premises : then the above written bond or Obligation shall be void, otherwise the same shall remain in full force and virtue.

Signed, Sealed and Delivered at the presence of

FORM NO. 29

(Rule 90).

Affidavit by Sureties.

(Title)

We, _____ of _____, etc., and
 of _____, etc., severally make oath (or solemnly affirm) and say
 as follows:-

(a) Particulars of
 property to be
 specified if required
 by the registrar.

1. I, the said _____ for myself say that I am worth (a)
 the sum of Tk. _____ over and above what is
 sufficient for the payment of all my just debts and liabilities.
2. And I am the said _____, for myself say that I am worth
 the sum of Tk. _____ of etc. (as above).

Sworn, etc.

FORM NO. 30

(Rule 91).

Certificate that Official Liquidator has given Security.

(Title)

This is to certify that _____ of
 who was on the day of _____ 20 _____, appointed Official Liquidator
 of the abovenamed company, has duly given security as ordered by the
 Court..

J.S.

(Signed) Registrar

Dated the _____ day of _____ 20_____.

FORM NO. 31*

FORM NO. 32

(Rule 107)

Request to invest cash in Government Securities.

(Title)

To
(Name of Bank)

SIR,

It appearing that the sum of Tk. _____ is standing to the credit of the account of the Official Liquidator of the abovenamed company, you are hereby requested to invest the sum of Tk. _____ being part thereof, in the purchase of (here insert the description of the Government security intended to be purchased) in the name of _____ of _____, the Official Liquidator of the said company and to retain such Government securities on behalf of the or otherwise dealt with, except upon a direction for that purpose signed the Registrar of _____ under an order to be made by the said Judge).

I am

Sir,

Dated the _____ day of _____ 20. _____

Your most obedient servant
Official Liquidator

FORM NO. 33

(Rule 97, 250, 252).

Liquidator's statement of Account (a)

(Title)

- (a) When filed under Rule 248 this statement must be filed in duplicate.
- (Name of Company).
 - (Nature of proceedings whether wound up by the Court, or under the supervision of the Court, or voluntary).
 - (Date of commencement of winding up).
 - (Name and address of Liquidator).

(b) If Trading Account authorised total to be inserted and detailed receipts and payments account to be attached.

| Realizations. | | | | Disbursements. | | | |
|---------------|------------------|------------------------------|--------|----------------|--------------|-------------------------|------------------------------|
| Date | Of whom received | Nature of assets realised | Amount | Date | To whom paid | Nature of Disbursements | Amount |
| 1 | 2 | 3 | 4 | 5 | 6 | 7 | 8 |
| | | (b) From Trading Account. | | | | | (b) From Trading Account. |

Analysis of Balance

| | | | | | | |
|---------------------|-----|-----|-----|---------|-----|-----|
| | | | | | | Tk. |
| Total realization | ... | ... | ... | ... | ... | |
| Total disbursements | ... | ... | ... | ... | ... | |
| | | | | Balance | | |
| | | | | | | |

The balance is made up as follows:

| | | | | | | |
|---|-----|-----|-----|---------|-----|-----|
| | | | | | | Tk. |
| 1. Cash in the hands of liquidator | ... | ... | ... | ... | ... | |
| 2. Total payments into bank, including balance at date of commencement of winding up (as per Bank Book) | ... | ... | ... | ... | ... | |
| Total withdrawal from bank | ... | ... | ... | ... | ... | |
| Balance at bank | ... | ... | ... | ... | ... | |
| 3. Amounts invested by Liquidator | ... | ... | ... | ... | ... | |
| Less Amount realised from same | ... | ... | ... | ... | ... | |
| | | | | Balance | | |
| Total balance as shown above | ... | ... | ... | ... | ... | |

Note. – Full details of stock purchased for investment and of realisations thereof would be given in a separate statement.

Note. – The liquidator should also state –

| | | |
|--|--|-----|
| | | Tk. |
| (1) The amount of the assets and liabilities at the date of the commencement of the winding-up according to the Liquidator's estimate. | Assets (after deducting amounts charged to secured creditors). | |
| (2) The total amount of the capital paid up at the date of commencement of the winding-up. | Debenture holders | |
| (3) The general description and estimated value of outstanding assets (if any). | Liabilities – | |
| (4) The cause which delayed the termination of the winding-up. | Secured creditor | |
| (5) The period within which the winding-up may probably be completed. | Debenture holders | |
| | Unsecured creditors | |
| | Paid up in cash | |
| | Issued as paid up otherwise than for cash. | |

FORM NO. 34

(Rule 97, 250, 252).

Affidavit in verifying Liquidator's Account.

(Title)

I, _____, of _____, the (Official) Liquidator of the abovenamed company, make oath and say :

That (the account hereto annexed and marked "A" contains a full and true account of my receipts and payments in the winding-up of the abovenamed company) from the _____ day of _____ 20____, to the _____ day of _____ 20____, inclusive (and that) I have not nor has other person by my order, or, for my use during such period, received or paid any moneys on account of the said company (other than and except the items mentioned and specified in the said account).

I further say that the particular in the annexed account marked "A" with respect to the proceedings in and position of the liquidation are true to the best of my knowledge and belief.

Sworn (or solemnly affirmed) etc.

If no receipts or payments the words in the brackets should be omitted.

FORM NO. 35A

(Rule 55).

*In the matter of the Companies Act 1994.**And**In the matter of the _____, Ltd.*

Upon reading on the part of the abovenamed company petitioner and the exhibits thereunto annexed verified by an affidavit of _____ affirmed on the _____ and filed this day and upon hearing _____ for the applicants. It is ordered that the applicants do convene a meeting of the creditors and/or members of the abovenamed company such meeting to be held at the registered office of the company at _____ on _____ at _____

_____ o'clock in the afternoon for the purpose of considering and if thought fit approving with or without modifications a Scheme of Arrangement proposed to be made between the company and its said creditors and/or members. And it is further ordered that at least one week before the date appointed for such meeting advertisements convening the same stating that a copy of the Scheme of Arrangement may be seen at the office of the Solicitors of the applicants be inserted as follows: Once in the _____ and once in the _____. And it is further ordered that at least 10 days before the date appointed for such meeting circular letters to the same effect together with proper form of proxy and a copy of the proposed Scheme be sent under certificates of posting to each of the said creditors and/or members at their addresses as recorded in the books of the company and this Court doth hereby appoint _____

and failing him as Chairman of the said meeting. And it is further ordered that the said Chairman do report the result of the said meeting to this Court. And it is further ordered that the applicants do bear and pay their own costs of this application to be taxed, if necessary, by the Taxing Officer of this Court as between attorney and client.

Witness, etc.

FORM NO. 35B

(Rule 55).

*In the matter of the Companies Act 1994.**And**In the matter of the _____, Limited.*

Upon reading on the part of the abovenamed company its petitioner verified by an affidavit of _____ affirmed on the _____ and the exhibits annexed thereto marked respectively A, B, and C and an affidavit of _____ as to due advertisement and service of the notice affirmed on the _____ and the exhibits annexed thereto marked respectively A, B and C all filed on the _____ and the report of the Chairman appointed to preside over the meeting and upon reading on the part of _____ creditors of the abovenamed company their joint affidavit affirmed on the _____ and filed on the _____ and upon reading to the order made herein and dated _____ whereby the company was directed to convene a meeting of its creditors and/or members for the purpose of considering and if thought fit approving with or without modification a Scheme of Arrangement proposed to be made between the company and its said creditors and/or members. and upon hearing advocate for the said company and Mr. _____ advocate for the said creditors _____ supporting the said application.

It is ordered that this Court doth hereby sanction the Scheme of Arrangement as modified by the creditors and/or members at their meeting held on the _____ and as set for the in Annexure "B" to the said petition (a copy whereof is hereunder written) and doth hereby declare the same to be binding on the creditors and/or members of the company and on the said company. And it is further ordered that the company do file and office copy of this order with the Registrar of the Joint Stock Companies, within fifteen days from the same being filed. And it is further ordered that the costs of the parties appearing of and incidental to this application (including fees to Counsel) to be taxed by the Taxing Officer of this Court be paid by the said company out of its assets.

Witness, etc.

FORM NO. 36

(Rule 133).

Advertisement for creditors.

(Title)

The creditors of the abovenamed company are required on or before the _____ day of 20 _____, to send their names and addresses and the particulars of their debts or claims and the names and addresses of their advocates (if any) to

_____ the official Liquidator of the said company, and, if so required by notice in writing from the official Liquidator, shall, either a person or by their advocates, proxy their said debts or claims at such time as shall be specified in such notice, or in default thereof they will be excluded from the benefit of any distribution made before such debts are proved. The _____ day of _____ 20 _____, at _____ o'clock in the _____ noon at the said _____ is appointed for the investigation of debts and claims.

Official Liquidator

Dated this _____ day of 20 _____.

FORM NO. 37

(Rule 138).

Notice to creditors to prove their debts before the Official Liquidators.

(Title)

Sir,
 You are hereby required to prove the debt claimed by you against the abovenamed company, filing your affidavit, and giving notice thereof to me on or before the _____ day of _____ next, and you are to attend at my office in person or by your advocate on the _____ day of _____ 20____, at _____ o'clock in the _____ noon, being the time appointed for the investigation of the claim.

Official Liquidator

Dated this _____ day of 20____.

To
 (Name of creditor)
 (Address)

FORM NO. 38

(Rule 137).

Affidavit of creditor in proof of debt.

(Title)

(a) Date of the winding up order. I, _____ of _____, make oath (or solemnly affirm) and say as follows:

1. (If not made by the creditor personally, the deponent must state his authority for making the affidavit and his means of knowledge.)
2. The abovenamed company was on the (a) _____ day of 20____, and still is justly and truly indebted to me (or the said _____) in sum of Tk. _____ for _____ etc. (Describe shortly the nature of the debt and exhibit any security held and in case of a trade debt exhibit vouchers).
3. (b) I have not nor has nor have any person or persons by my order or to my knowledge or belief for my use, received the sum of Tk. _____ or any part thereof, or any security or satisfaction for the same or any part thereof, [except the said (security) hereinbefore referred to].

(b) This paragraph to be adapted in the case of a person other than the creditor being the deponent.

Sworn (or solemnly affirmed), etc.

FORM NO. 39

(Rule 142).

Affidavit of Official Liquidator's as to Debts and Claims.

(Title)

I, _____, of _____, the Official Liquidator of the abovenamed company, make oath (or solemnly affirm) and say as follows:

- I have, by the paper hereto annexed and marked with the letter A, set forth a list of all the debts and claims, the particulars of which have been sent to me by persons making claim upon or claiming to be creditors of the said company, pursuant to the advertisement issued in that behalf, dated the _____ day of _____ 20____, and the names and addresses of the persons by whom such claims are made.
- I have investigated the said debts and claims and examined the same with the books and documents of the said company in order to ascertain to the best of my ability, which of such debts and claims are justly due from the said company; and I have, in the first part of the said list, set forth such of the said debts and claims or parts thereof, as in my opinion are justly due from the said company, and proper to be allowed without further evidence and I have, in the sixth column of the said first part of the said list, set forth the amount proper to be allowed in respect of such debts, and claims; and I believe that such amounts, respectively, are justly due and proper to be allowed; and I have, in the seventh column of the said first part of the said list, stated my reasons for such belief.
- I have, in the second part of the said list, set forth such of the said debts and claims as in my opinion ought to be proved by the respective creditors.

Sworn (or solemnly affirmed), etc.

Exhibit a referred to in the affidavit of _____ sworn (or solemnly affirmed) before me this day of _____ 20____.

(Signed)

List of Debts and Claims of which the Particulars have been sent to the Official Liquidator.

(FIRST PART)

Debts and Claims of which ought to be allowed without further evidence.

| Serial Number | Name of Creditors | Address and description | Particulars of Debts or claim | Amount claimed | Amount proper to be allowed | Reasons for belief that amounts are proper to be allowed. |
|---------------|-------------------|-------------------------|-------------------------------|----------------|-----------------------------|---|
| 1 | 2 | 3 | 4 | 5 | 6 | 7 |
| | | | | | | |
| | | | | | | |
| | | | | | | |
| | | | | | | |

(SECOND PART)*Debts and Claims of which ought to be proved by the creditors.*

| Serial Number | Number of Creditors | Address and description | Particulars of Debts or claim | Amount claimed |
|---------------|---------------------|-------------------------|-------------------------------|----------------|
| 1 | 2 | 3 | 4 | 5 |
| | | | | |

FORM NO. 40

(Rule 142).

Notice to creditors to prove as much of their debts as is not admitted before the Judge.

(Title)

You are hereby required to prove before the Judge the debt/Tk. out of the debt claimed by you against the abovenamed company. You are accordingly required to attend in person or by your advocate at the Court House on the day of 20 , at o'clock in the noon, being the time appointed for hearing and adjudicating upon the claim.

(Where the claim is admitted in part)

Particulars identifying the part of the claim rejected.

Dated this day of 20 .

Official Liquidator

To

.....

(Name of creditor)

.....

(Address)

FORM NO. 41

(Rule 145).

Certificate as to settlement of list of debts and claims.

(Title)

The debts and claims which have been allowed are set for the in the first schedule hereto, and (with the interest thereon and cost mentioned in the schedule) are due to the persons therein named.

In the first part of the said schedule are set forth such of the said debts and claims as carry interest, and the interest thereon has been computed after the rate they respectively carry, down to date of the winding up.

In the second part of the said schedule are set forth such of the debts and claims as do not carry interest.

The claims set forth in the second schedule hereto have been disallowed.

FORM NO. 42

(Rule 151).

Notice of preliminary settlement of list of contributors.

(Title)

Take notice that I have appointed the _____ day of _____ 20____, o'clock in the forenoon at (the above address) for the preliminary settlement of the list of contributories of the abovenamed company.

According to the books of the company you will be included in such list for the number of shares stated below. If you object to such inclusion you should attend in person or by your advocate at the time and place stated above when your objections will be heard and considered.

Official Liquidator.

| Number on list | Name | Address | Description | In what character included. | Number of shares or extend of interest. |
|----------------|------|---------|-------------|-----------------------------|---|
| | | | | | |

FORM NO. 43

(Rule 152)

Preliminary list of contributories made out by the Office Liquidator.

(Title)

The following is a list of members of the company liable to be placed on the list of contributories of the said company, made out by me from the books and papers of the said company, together with their respective addresses and the number of shares (or extent of interest) to be attributed to each, so far as I have been able to ascertain the same.

In the first part of the list, the persons who are contributories in their own right are distinguished.

In the second part of the said list who are contributories as being representatives of, or being liable for the debts of others, are distinguished.

(FIRST PART)

Contributories in their own right.

| Serial number 1 | Name 2 | Address 3 | Description 4 | Number of share (or extent or interest) 5 | Remarks 6 |
|--------------------|-----------|--------------|------------------|---|--------------|
| | | | | | |

(SECOND PART)

Contributories as being representative of or liable for the debts of others.

| Serial number | Name | Address | Description | In what character included. | Number of share (or extent or interest) | Remarks |
|---------------|------|---------|-------------|-----------------------------|---|---------|
| 1 | 2 | 3 | 4 | 5 | 6 | 7 |

Dated the _____ day of _____, 20____, _____ Official Liquidator

FORM NO. 44

(Rule 153).

Notice to contributories of settlement of list of contributories by the Judge.

(Title)

(Address)

(Date)

Notice is hereby given that _____ the _____ day of _____ at _____ o'clock in the forenoon at the Court-house, High Court Division (or at District Court _____ at _____), has been fixed for the settlement of the list of contributories of the abovenamed company made out and filed in the Court by the Official Liquidator and you are included in such list in the character and for the number of shares or extent of interest stated below : and if no sufficient cause is shown by you to the contrary at the time and place aforesaid, the list will be settled by the Judge, including you therein.

Unless the Judge shall otherwise direct no supplication for any variation of the list will be entertained after the day so appointed.

Official Liquidator

| Number on list | Name | Address | Description | In what character included. | Number of shares or extend of interest. |
|----------------|------|---------|-------------|-----------------------------|---|
| 1 | 2 | 3 | 4 | 5 | 6 |
| | | | | | |

FORM NO. 45

(Rule 154).

Endorsement by Judge on settlement of List of Contributories.

(Title)

List settled as filed (except that Nos. _____ was are expunged from the list and
Nos. _____ stand over for determination and subsequent endorsement hereon).

Judge

Dated the _____ day of 20 .

FORM NO. 46

(Rule 159).

Petition for leave to make a call.

(Title)

The humble petition of _____, Official Liquidator of the abovenamed company sheweth as follows:-

1. The abovenamed company was by an order of this court dated the _____ day of 20 , ordered to be wound up by the Court (or under the supervision of this Court).
2. By an order of this Court, dated the _____ day of 20 , was appointed Official Liquidator.
3. On the _____ day of 20 , the list of contributories of the said Company was settled by the Honourable Mr. Justice _____
4. The amount of the debts proved and admitted against the said company and the estimated amount of the costs charge and expenses of the winding up aggregate the sum of Tk. _____ or thereabouts.
5. Of the assets set forth in the statement of assets I have realised the sum of Tk. _____ of which I still have in hand the sum of Tk. _____. I estimate that the assets still remaining to be collected will realise approximately Tk. _____.
There are no other assets belonging to the said company except the amounts due from contributories.
6. In the settled list of contributories of the said company appear the names of _____ persons in respect of _____ shares.
7. For the purpose of satisfying the debts and liabilities of the company and of paying the costs, charges and expenses of the winding up I believe the sum of Tk. _____ will be required in addition to the amount I now have in hand and the amount still to be collected by realisation of the outstanding assets.
8. In order to provide the said sum of Tk. _____ it is necessary to make a call upon the several persons who have been settled on the list of contributories and to provide for the contingency of some of such contributories partly or wholly failing to pay the amount of such call I believe that for the purpose of realising the said amount required it is necessary that call of Tk. _____ per share be made.

Your petitioner therefore humbly prays as follows:

Or as the case may
be.

- (1) That leave be given to your Petitioner to make a call of Tk. per share on all the contributories of the said company (a) and to fix the date for the payment of such call.
- (2) That the costs of and incidental to this petition and the order to be made thereunder and the costs of and incidental to making and enforcing such call be paid out of the call money to be collected (or out of the assets coming to the hands of your petitioner).
- (3) Or that such other order may be made in the premises as may be fit and proper.

Verification

I, _____ the Official Liquidator of the abovenamed company, make oath (or solemnly affirm) that the statements contained in the foregoing petition are true to the best of my knowledge, information and belief.

Sworn (or solemnly affirmed), etc.

FORM NO. 47

(Rule 160).

Advertisement of intended call.

(Title)

Notice is hereby given that _____ the _____ day of _____ at _____ o'clock in the forenoon at the Court-house, High Court Division has been appointed for the hearing of an application to sanction a call on (all) the contributories of the said company (or as the case may be) and that the said call shall be for Tk. _____ per share. All persons interested are entitled to attend as such day, hour and place and to object to such call being sanctioned.

Official Liquidator

Dated _____ day of _____ 20 .

FORM NO. 48

(Rule 161).

Order giving leave to make a call.

(Title)

(a) Affidavit as to
advertisement

Upon the application of the Official Liquidator of the abovenamed company, and upon reading the petition of the said Official Liquidator filed the _____ day of _____ 20 , and an affidavit of (a) filed the _____ day of _____ 20 , and upon hearing

(b) Or as the case
may be.

It is ordered that leave be given to the Official Liquidator to make a call of Tk. _____ per share on (all) the contributories of the said company (b)

And it is ordered that each such contributory do on or before the day of _____ 20 , pay to the Official Liquidator of the said company (into the..... bank..... at its head office or _____ branch to the account of the Official Liquidator the amount which is due from each such contributory in respect of the such call.

FORM NO. 49

(Rule 161).

Notice to be served with the order sanctioning a call.

(Title)

(Address)

(Date)

(a) For use according as the call is to be paid to the Official Liquidator or into the.... bank.

The amount due from you (name) in respect of the call made pursuant to the order whereof, a copy is attached hereto is the sum of Tk. (a) which sum is to be paid by you on or before the _____ day of 20 _____, to me as the Official Liquidator of the said company at my office No. _____ (a) (or into the bank at its head office or branch or _____ to the account mentioned in the said order. You may pay the same in person, or through a banker or other agent, but this notice and copy of the order attached must be produced at the Ö.. bank (or to the Court) upon such payment and the Secretary and Transfer (or the Agent) of the ÖÖÖ.. bank will, upon receiving the same, deliver to you a certificate of the payment signed by the said Secretary and transfer (or Agent) (or Judge). In order to prevent proceedings being taken against you for non-payment, you must immediately upon such payment, cause written notice of the payment, and of the date thereof, to be given to me, as the Official Liquidator of the said company, at my office No.

Official Liquidator

To

(Name of contributory)

(Address).

FORM NO. 50

(Rule 162).

Summons to enforce call

(Title)

Let all parties concerned attend at _____ on the _____ day of 20 _____, at _____ o'clock in the _____ noon on the hearing of an application on the part of the Official Liquidator of the above named company, that a call to the amount of Tk. _____ per share may be enforced on the contributories of the said company set out in the schedule annexed hereto.

This summons was taken out by _____ of _____ advocate for the said Official Liquidator.

To _____, a contributory of the said company against whom the call is to be enforced.

THE SCHEDULE ABOVE REFERRED TO

| Number of list 1 | Name 2 | Address 3 | Description 4 | In what character included. 5 | Amount due 6 |
|---------------------|-----------|--------------|------------------|----------------------------------|-----------------|
| | | | | | |

FORM NO. 51

(Rule 162).

Affidavit in support of application for order for payment of call.

(Title)

I, _____, of _____, the Official Liquidator of the abovenamed company, make oath (or solemnly affirm) and say as follows:

1. None of the contributories of the said company whose names are set forth in the schedule to the summons herein have paid the sums set opposite their names respectively in the said schedule, which sums are the amounts now due from them respectively in respect of the call of Tk. per share, in pursuance of the order of this Court in that behalf dated the day of 20 .
2. The sums set opposite the names of such contributories respectively in the said schedule are the amounts due and owing by such contributories respectively in respect of the said call.

Sworn (or solemnly affirmed), etc.

Debts and Claims of which ought to be allowed without further evidence.

THE SCHEDULE ABOVE REFERRED TO.

| Number of list 1 | Name 2 | Address 3 | Description 4 | In what character included. 5 | Amount due 6 |
|---------------------|-----------|--------------|------------------|----------------------------------|-----------------|
| | | | | | |

Note.- In addition to the above affidavit, an affidavit of the service of the application for the call will be required.

FORM NO. 52

(Rule 162).

Order for payment of call due from a contributory.

(Title)

(a) Affidavit of non-payment. Upon the application of _____, the Official Liquidator of the abovenamed company, and upon reading an affidavit of filed the _____ day of _____ 20 _____, (a) an affidavit of (b) Affidavit of service of the the Official Liquidator filed the _____ day of _____ 20 _____, (b), and upon application for hearing, _____, it is ordered that _____ of payment of the call. for _____ of _____ the legal personal representative of late of _____ deceased) one of the contributories of the said company (or, if against several contributories, the several persons named in the second column of the schedule to this order, being contributories of the said company), do, on or before the _____ day of 20 _____, or within four days after service of this order, pay to the Official Liquidator of the said company at his office No. _____ the sum of Tk _____ (or into the bank at its head office or branch to the account of the Official Liquidator (or into the District Court at _____) (if against a legal personal representative add, out of the assets of the said _____ deceased, in the hands as such legal personal representative as aforesaid, if the said has in his hands so much to be administered, or, if against several contributories, the several sums of money set opposite to their names respectively in the sixth column of the said schedule hereto), such sum(s) being the amount(s) due from the said _____ (or _____) (or the said several persons respectively) in respect of the call of Tk. _____ per share duly made, dated the _____ day of 20 _____,

THE SCHEDULE REFERRED TO IN THE FOREGOING ORDER.

| Number of list 1 | Name 2 | Address 3 | Description 4 | In what character included. 5 | Amount due 6 |
|---------------------|-----------|--------------|------------------|----------------------------------|-----------------|
| | | | | | |

Note.- The copy for service of the above order must bear the following notice.

“If you, the undermentioned _____ neglect to obey this order by the time mentioned therein you will be liable to process of execution, for the purpose of compelling you to obey the same.”

FORM NO. 53

(Rule 162).

Affidavit of service of order for payment of call.

(Title)

I, _____, of _____ make oath (or solemnly affirm) and say as follows:

(1) I did on the _____ day of _____ 20____, personally serve _____ of _____ with the order made on the _____ day of _____ 20____, which is hereto annexed and marked A by delivering to and leaving with the said _____ at _____ in the _____ a true copy of the said order.

(2) There were on the said copy when so served the following words:-

“If you, the undermentioned _____ neglect to obey this order by the time mentioned therein you will be liable to process of execution, for the purpose of compelling you to obey the same.”

Sworn (or solemnly affirmed), etc.

FORM NO. 54

(Rule 179).

Notice of Meeting (General Form).

(Title)

(Address)

(Date)

(a) (Here insert the purpose of the meeting). Take notice that a meeting of creditors (or contributories) in the above matter will be held at _____ on the _____ day of _____ 20____, at _____ o'clock in the _____ noon.

Agenda

(a)

Official Liquidator

FORM NO. 55

(Rule 180).

Affidavit of postage of notices of meeting.

(Title)

- (a) Description I, _____, (a) _____ make oath (or solemnly affirm) and say as follows:
- (1) I did on the _____ day of _____ 20____, post to each creditor mentioned in the company's list debts (or to each contributory mentioned in the register of members of the company) a notice of the time and place of the meeting in the form hereto annexed and marked "A".
 - (2) The notices for creditors were addressed to the said creditor respectively according to their names and addresses appearing in the list of debts of the company.
 - (3) The notices for contributories were addressed to the contributories respectively according to their names and addresses appearing in the register of members of the company.
 - (4) I despatched the said notices by posting the same prepaid at the post office at _____ before the hour of _____ o'clock in the noon on the said day.
- Sworn (or solemnly affirmed), etc.

FORM NO. 56

(Rule 183).

Nomination of Chairman of a meeting.

(Title)

I, _____, of the Official Liquidator of _____ do hereby nominate Mr. _____ of _____ to be Chairman of the meeting of the creditors (or contributories) in the above named matter appointed to be held at _____ on the _____ day of _____ 20____, and I depute him to use at such meeting, on my behalf, all proxies held by me for use thereat.

Official Liquidator

Dated this _____ day of _____ 20____.

FORM NO. 57

(Rule 194).

Report of result of meeting of creditor or contributories.

(Title)

I, _____, of the Official Liquidator of the abovenamed company or Chairman of a meeting of the creditors (or contributories) of the abovenamed company summoned in accordance with directions given on the _____ day of _____ 20, by advertisement (or notice) dated the _____ day of _____ 20, and held on the _____ day of _____ 20, do hereby report the result of the meeting as follows:-

The said meeting was attended, either personally or by proxy, by creditors whose proofs of debts against the said company were admitted for voting purpose, amounting in the whole to the value of Tk. _____ (or by _____ contributories, holding in the whole regulations of the company to the number of votes hereinafter mentioned).

The proposal (or resolution) submitted to the said meeting was (here state proposal or resolution as submitted to the meeting).

The said proposal was unanimously of opinion that the said proposal (or resolution) should (not) be adopted; [or the result of the voting upon such proposal (or resolution) was as follows] (a):-

(a) Here set out the majorities by which the respective resolutions were carried or lost.

| Resolution put to the meeting | Voting on resolution | | | | | |
|---|----------------------|--------|-------|---------|--------|-------|
| | For | | | Against | | |
| | Number | Amount | | Number | Amount | |
| (State the substances of any resolutions put and total amount of their proofs if creditors or shares if contributories. | | | | | | |
| Creditors | No. | Shares | Votes | No. | Shares | Votes |
| Contributories | | | | | | |

Dated this _____ day of _____ 20.

Chairman

FORM NO. 58

(Rule 196).

Form of Proxy

(Title)

(a) If a firm write "we" instead of "I" and set out the full name of the firm.

(b) Here insert either Mr.

"of or "the Official Liquidator in the above matter"

(c) If a firm, sign the firm's trading title, and add "by partner in the said firm."

I, (a) _____, of _____ a creditor (or contributory) of the abovenamed company hereby appoint (b) _____ as my (our) proxy to vote for me (us) at the meeting of creditors (or contributories) of the said company to be held on the _____ day of _____ 20 _____, and at any adjournment thereof.

Signed(c)

Dated this _____ day of _____ 20 _____.

Signature of witness

Address

Description.

N.B. - No creditor shall appoint a proxy who is n not a creditor of the company whose debt or claim has been admitted or allowed and no contributory shall appoint a proxy who is not a contributory of the company, but a creditor or contributory may appoint the Official Liquidator to act as his proxy.

FORM NO. 59

(Rule 174).

Advertisement as to declaration of a dividend.

(Title)

Notice is hereby given that a first (or, as the case may be) dividend of _____ taka has been declared and that the same will be payable on the _____ day of _____ 20 _____, at the office of the Official Liquidator No. _____

Every person entitled to participate in this dividend will receive a notice to that effect and no payment will be made except upon production of such notice.

Official Liquidator

FORM NO. 60

(Rules 174).

Notice of dividend.

(Title)

Dividend of _____ in the Taka.

Notice is hereby given that a first (or, as the case may be) dividend of _____ in the taka has been declared and that the same will be payable at my office, as above, on the day of _____ 20 , or on any subsequent day between the hours of _____ and _____

Upon applying for payment this notice must be produced together with any bills of exchange, promissory notes or other negotiable securities held by you. If you desire the dividend to be paid to some other person you may sign and lodge with the Liquidator an authority in the prescribed Form No.61. If you do not attend person you must fill up and sign the subjoined Forms of Receipt and Authority.

Official Liquidator

To

Note.- The receipt and authority should, in the case of firm, be signed in the firm's name.

Receipt

(Title)

(Address)

(Date)

Received from the Official Liquidator the sum of taka being the amount payable to me (us) in respect of the _____ dividend of _____ in the _____

Payee's signature

Authority for delivery

(Title)

(Address)

(Date)

Sir,

Please deliver to bearer [for me (us) by post, at my (our) risk] the _____ payable to me (us).

dividend of Tk.

Payee's signature

To the Official Liquidator.

FORM NO. 61

(Rule 176).

Authority to Liquidator to pay dividends

(Title)

(Address)

(Date)

To the Official Liquidator.

Sir,

(a) Form No.60 must be enclosed with this authority.

I (we) hereby authorise you to pay the dividend referred to in the enclosed notice (a) to _____ of _____ (a specimen of whose signature is given below) whose receipt shall be sufficient discharge.

(b) If signed by a firm sign the firm's name and add "by H.B. a partner in the said firm."

Signature (b)

Witness.

Address.

Occupation.

Specimen of Signature of person appointed as above.

Witness.

Address.

Occupation.

FORM NO. 62

(Rule 177).

Schedule or list of contributories to whom a return is to be made.
(Title)

| Number in settled list | Name of contributory as in settled list | Address | Number of Shares held as per settled list | Total called value | Total Paid up value | Arrears of calls at date of return | Previous return of capital appropriated by liquidator for arrears of calls. | Amount of return payable at per share. | Net return payable | Date and particulars of transfer of interest or other variation in list | Remarks |
|------------------------|---|---------|---|--------------------|---------------------|------------------------------------|---|--|--------------------|---|---------|
| 1 | 2 | 3 | 4 | 5 | 6 | 7 | 8 | 9 | 10 | 11 | 12 |

FORM NO. 63

(Rule 177).

Notice of return to contributories.

(Title)

Notice is hereby given that a first (or, as the case may be) return of Tk. _____ per share has been declared, and that the same will be payable at my office, as above, on _____ the day of _____ 20____, or on any subsequent day between the hours of _____ m. and _____ m.

Upon applying for payment this notice must be produced together with the share certificates(s). If you do not attend personally you must forward the share certificate and fill up and sign the subjoined Forms of Receipt and Authority.

(Signed)

Official Liquidator

Note. – The receipt should be signed by the contributory personally, or in the case of joint contributories by each.

Receipt

(Title)

(Address)

(Date)

Received from the Official Liquidator the sum of Taka _____ being the amount payable to me (us) _____ in respect of _____ return of _____ per share held by me (us).

Signature (s).

Tk.

Authority for Delivery

(Address)

(Date)

Sir,

Please deliver to bearer _____ [for me (us) by post, at my (our) risk] the return of Tk. _____ payable to me (us).

Signature (s).

To the Official Liquidator.

FORM NO. 64

(Rule 243).

Certificate of passing final account.

(Title)

I hereby certify that _____ the Official Liquidator of the abovenamed company, has passed his final account as such Official Liquidator and that a balance of Tk. _____ is shown by such account to be in his hands.

Judge

Dated this _____ day of _____ 20 ,

FORM NO. 65

(Rule 244)

Order for dissolution of the company.

(Title)

(a) Certificate of passing final account.

Upon the application of the Official Liquidator of the abovenamed company, and upon reading the certificate dated the _____ day of _____ (a) and it appearing that the balance Tk. _____ found in the hands of the Official Liquidator has been paid to _____, this ordered that the said _____ Limited, be dissolved as from this _____ day of _____ 20 , and that the recognizance dated _____ the _____ day of _____ 20 , entered into by the said Official Liquidator, together with _____ and his sureties be vacated.

FORM NO. 66

(Rule 246)

Form of Order transferring winding-up proceedings from the High Court Division to a District Court or from the one District Court to another.

(Title)

It is hereby ordered that the winding up proceedings in the above letter, together with all documents and papers thereto relating, and all moneys and securities standing therein to the credit of the Official Liquidator, be transferred to the _____ District Court at _____ (or the District Court at _____

at the District Court at _____) and the said District Court at _____ shall hereafter the cognizance of all such proceedings and take into its custody all such moneys and securities.

Judge

Dated this _____ day of _____ 20 .

FORM NO. 67-A

(Rule 256).

The Companies Act 1994.

Members' Voluntary Winding Up.

Notice of appointment of Liquidators.

(Pursuant to section 310)

(Title)

Name of Company

Presented by

Members' voluntary winding up.

To the Registrar of Joint Stock Companies,

(a) State how appointed whether by creditors of the Company or how otherwise

I (or we) of hereby give you notice that I (or we) have been appointed Liquidator (s) of Limited by (a) Resolution of the company, dated the day of 20 .

(b) To be signed by each Liquidator, if more than one.

Dated the day of 20 .

Signature (b)

FORM NO. 67-B

(Rule 256).

The Companies Act 1994.

Members' Voluntary Winding Up.

Notice of appointment of Liquidators.

(Pursuant to section 310)

(Title)

Name of Company

Presented by

Creditors' voluntary winding up.

To the Registrar of Joint Stock Companies,

(a) State how appointed whether by creditors of the Company or how otherwise

I (or we) of hereby give notice that I (or we) have been appointed Liquidator (s) of Limited by (a)

(b) To be signed by each Liquidator, if more than one.

Dated the day of 20 .

Signature (b)

FORM NO. 68

(Rule 205).

*Summons under section 203 of The Companies Act 1994.**(Name of Court)**In the matter of* _____ *Ltd. (in liquidation).**And**In the matter of section 203 of the Companies Act, 1994*

To

You are hereby required to attend this Court on the _____ day of

_____ at twelve o'clock noon to give evidence before

in the above matter and thereafter on such other dates as you may be required, and to bring with you and produce at the time and place aforesaid _____ hereof it you fail having no lawful impediment to be then made known to the said _____ and allowed by him the Court may be Warrant cause you to be apprehended and brought up for examination.

Witness _____ at _____ aforesaid _____ the
day of _____ in the year _____ 20 . _____

Advocate

The serving officer will tender _____ a reasonable sum to
the conduct money and expenses.

Note.— This summons is issued on the application of _____

FORM NO. 69

(Rule 255)

*The Companies Act 1994.**Members' Voluntary Winding Up.**Declaration of solvency.**(Pursuant to section 290)**(Title)*

Name of the Company

Presented by

Declaration of Solvency

We, _____ of
_____ of
_____ of
_____ of

being all the/the majority of the Directors of

Company, Limited, do swear (or solemnly affirm) and declare that we have made a full enquiry into the affairs of this Company, and that, having so done, we have formed the opinion that this Company will be able to pay its debts in full within a period not exceeding three years from the commencement of the winding up.

Signatures of Debtors.

Sworn/Solemnly affirmed by the abovenamed
..... at this _____ day of _____ 20 before me.

Commissioner for Oaths.

FORM NO. 70A

(Rule 254).

The Companies Act 1994.

Members' Voluntary Winding Up.

Return of Final Winding – up Meeting

(Pursuant to section 296)

(Title)

(a) Strike out that which does not apply

(a) The Copy Account accompanying this Return must be authenticated by the signature(s)

(b) Strike out that which does not apply.

(c) To be signed by each Liquidator if more than one.

Name of Company

Presented by

Members' voluntary winding up.

To the Registrar of Joint Stock Companies.....

I (or we) of being Liquidator (s) of Limited, have to inform you that a General Meeting of the Company was duly (a) held on/summoned for the day of 20 , pursuant to Section 296 of the Companies Act, for the purpose of having as account (of which a copy is attached hereto) (a) laid before it showing how the Winding up of the Company has been conducted, and the property of the Company has been disposed of, and that (b) the same was done accordingly/no quorum was present at the Meeting.

Signature (c)

Dated the day of 20 .

FORM NO.70B

(Rule 254).

The Companies Act 1994.

Creditors' Voluntary Winding Up.

Return of Final Winding – up Meeting of Members and Creditors.

(Pursuant to section 305)

(Title)

(a) Strike out that which does not apply

(b) The Copy Account accompanying this Return must be authenticated by the signature(s)

(b) Strike out that which does not apply.

(c) To be signed by each Liquidator if more than one.

Name of Company

Presented b.....

Creditors' voluntary winding up.

To the Registrar of Joint Stock Companies.....

I (or we) of being Liquidator (s) of Limited, have to inform you

(1) that a General Meeting of the Company was duly (a) held on/summoned for the day of 20 , pursuant to Section 305 of the Companies Act, for the purpose of having an Account (of which a copy is attached hereto) (b) laid before it showing how the Winding up of the Company has been conducted and the Property of the Company has been disposed of, and that (a) the same was done accordingly/no quorum was present at the Meeting.

(a) that a Meeting of the Creditors of this company was duly (a) held on/summoned for the day of 20 , pursuant to Section 305 of the Companies Act, for the purpose of having an Account (of

which a copy is attached hereto) (b) laid before it showing how the Winding up of the Company has been conducted and the Property of the Company has been disposed of, and that (a) the same was done accordingly/no quorum was present at the Meeting.

Dated the day of 20 .

Signature (c)

FORM XIV

*Declaration before commencing business in case of the Company
filing a Statement in lieu of prospectus
The Companies Act, 1994
(See Section 150)*

Filing Fee Tk. 20/-

Name of Company _____

Declaration that the conditions of section 150 of the Act have been complied with.

Presented for filing by _____

I _____ of _____

being the secretary/ a Director of _____

do solemnly and sincerely declare:-

That the amount of the share capital of the company subject to the payment of the whole amount thereof in case is Tk. _____

That the company being one which does not issue a prospectus inviting the public to subscribe for its shares, there has been filed with the Registrar a statement in lieu of prospectus.

That the amount fixed by the Memorandum or Articles and named in the statement as the minimum subscription upon which the Directors may proceed to allotment is Tk. _____

That shares held subject to the payment of the whole amount thereof in cash have been allotted to the amount of Tk. _____

That every Director of the company has paid to the company on each of the shares taken or contracted to be taken by him and for which he is liable to pay in cash, a proportion equal to the proportion payable on application and allotment on the shares payable in cash.

I declare that the foregoing statements are true to my knowledge and belief.

Signature:-

Dated this

day of

20

Designation

FORM 117

INSTRUMENT OF TRANSFER OF SHARES

STAMPS

Name of Company _____

Transfer No. _____

I/we _____ of _____

in consideration of the sum of Tk. _____ paid to me/us by _____

of _____

(hereinafter called 'the said Transferee') _____ do thereby

bargain/assign and transfer the said Transferee _____

Shares of Tk. _____ each Tk. _____ paid up numbered from _____

to _____ inclusive in the _____ Limited

to hold upto the said transferee his/her executors administrators and assign subject to the several conditions on which I hold the same at the time/execution hereof and I the said transferee, do hereby agree to accept and take the said shares subject to the conditions aforesaid.

As Witness we put our hands this _____ day of _____ 20

Signed by the above named
in the presence of :

Signature of the Transferor

(i) Witness to :
Sign, here :
Occupation :
Address :

Signed by the above named
in the presence of :

Signature of the Transferee

(ii) Witness to :
Sign here :
Occupation :
Address :

Approved-vide Resolution of the Board of Directors in the meeting held on _____

Chairman/Mg. Director/Director

(Seal)

FORM XLII

Notice of situation of the principal place of business in Bangladesh or of any change therein.

*The Companies Act, 1994
(See Section 379(I)(e).*

Filing Fee Tk.20/-

**To
THE REGISTRAR OF JOINT STOCK COMPANIES,
BANGLADESH**

The _____, Limited,
incorporated in _____ and
having places of business in Bangladesh, hereby give you notice, in accordance with
clause (e) of subsection (1) of Section 379 that the office situated at _____
_____ in Bangladesh shall be deemed to be the principal place
of business of the Company in Bangladesh.

Signature or signatures of any one or
more persons authorised under Section
379(1)(d) of the Companies Act, 1994
or of some other person in Bangladesh
duly authorised by the Company

Dated this _____ day of _____ 20....

FORM XXXIX

*Return of persons authorised to accept service under
Section 379.*

*The Companies Act, 1994
(See Section 379)*

Filling Fee Tk.20/-

Name of Company _____

Return pursuant to Section 379(1) by –

The _____ incorporated in
_____ which has a place of business in Bangladesh
at _____ of the names and
address of some one or more persons resident in Bangladesh authorised to accept on behalf of
the company service of process and any notices required to be served on the company.

Presented for filing by _____

List of persons authorised to accept service on behalf of the company.

| Name of persons | Residential addresses. | Nationality | Description of occupation. |
|-----------------|------------------------|-------------|----------------------------|
| | | | |
| | | | |

Signature or signatures of any one or
more persons authorised under Section
379(1)(d) of the Companies Act, 1994
or of some other person in Bangladesh
duly authorised by the Company

Dated this

day of

20....

FORM XXXVI

Documents (Charter, Statutes, or Memorandum and Articles of the Company, or Other Instrument) constitution or defining the constitution of the Company.

THE COMPANIES ACT, 1994
(See Section 379)

Filing Fee Tk.20/-

Name of the Company _____

Presented for filing by _____

The _____ (Name of company) incorporated in
_____ (country of origin), having a place of business
in at _____ in the _____
presents for filing, pursuant to section 379 (1) (a) of the Companies Act, 1994, the
following :-

1. Charter/Statutes/Memorandum and Articles of association _____
_____ (other instrument to be specified), constituting
or defining the constitutions of the Company and duly certified as required by the
Companies Rules.
2. (If the aforesaid document is not written in the English Language), a translation thereof,
duly certified as required by the Companies Rules.

Signature or signatures of any one
or more persons authorised under
Section 379(1)(d) of the Companies
Act, 1994, or some other person in
Bangladesh duly authorised by the
Company

| |
|--|
| |
| |
| |
| |

Dated

day of

20

FORM XXXVIII*List of Directors and Managers by Section 379.**The Companies Act, 1994**(See Section 379)*

Filing Fee Tk.20/-

Name of the Company _____

Return pursuant to Section 379 (I) by -

The _____ (Name of company)

incorporated in _____ counting (country) of

origin has a place of business in at _____

of a list of its Directors and Managers.

Presented for filing by _____

List of Directors and Managers of the _____

| Name of Directors and Managers | Addresses of Directors and Managers. | Description or occupation of Directors and Managers. |
|--------------------------------|--------------------------------------|--|
| | | |
| | | |
| | | |

Signature or signatures of any one
or more persons authorised under
Section 379(1)(d) of the Companies
Act, 1994, or some other person in
Bangladesh duly authorised by the
Company

| |
|--|
| |
| |
| |
| |

Dated this

day of

20

FORM XI

**AGREEMENT TO TAKE QUALIFICATION SHARES IN PROPOSED COMPANY
THE COMPANIES ACT, 1994
(See Section 92)**

Filing Fee Tk.20/-

Contract by directors to take and pay for qualification shares in _____
_____ Limited to be signed and filed pursuant to section 92
(i)(ii) of the Companies Act, 1994.

Presented for filing by _____

We, the undersigned having consented to act as directors by the _____
_____ Limited, do each hereby agree to take
from the said Company and pay for the _____ shares
of _____ each, being the number of shares prescribed as the
qualification for the office of Director of the said Company.

| Signatures | Address | Description |
|------------|---------|-------------|
| | | |

Witness to the above signature _____
Address _____

Dated _____

FORM XXXVII

*Notice of the address of the Registered or principal
Office of the Company*

The Companies Act, 1994

Filing Fee Tk.20/-

Name of the Company _____

Presented for filing by : _____

Notice is hereby given section 379(1)(b) of the Companies Act,
1994 by the _____

(Name of the Company), incorporated in _____

(country of origin) having a place of business in Bangladesh _____

that the situation of the registered or principal office of the Company (in the country of
origin) in :

Signature or signatures of any one or
more persons authorised under
Section 379(1)(d) of the Companies
Act, 1994 or of some other person in
Bangladesh duly authorised by the
Company.

Dated this _____ day of _____ 20

N.B. This notice must be filed within one month from the establishment of the place of
business in Bangladesh.

FORM 23B

Name of Company

Registration No. of Company

THE COMPANIES ACT, 1994

Notice by Auditor

Pursuant to Section 210(2)

I/we hereby give notice to the Registrar of Joint Stock Companies,, pursuant to section 210(2) of Companies Act, 1994 that I/We have received intimation dated the day of 20 .. from Limited/Private Limited of my/our having been appointed as auditors(s) for the year ... and that I/we have accepted/refused to accept the appointment as auditor(s) of the company.

Seal

Signature

Dated the day of 20 ..

-
1. Ins. by GSR 195 dated 9th February 1961.
 2. Where the signatory is a partner of a firm of Chartered Accountants the name of the firm also is to be indicated.

FORM XIX*Particulars of Modification of Mortgage or Charge**The Companies Act, 1994*

(See Section 167(3) and 319)

Filing Fee Tk.

Name of the Company _____

Presented for filing by _____

Regd. Office –

Reg. No. –

| Particular 1 | According to Original Instrument 2 | According to Modifying Instrument* 3 |
|---|--|--|
| 1. Date and description of the instrument | | |
| 2. Amount secured by the mortgage or charge. | | |
| 3. Brief particulars of property mortgaged. | | |
| 4. Gist of terms of conditions, or extent or operation of the mortgage or charge, | | |

Signature _____

Designation _____

[State whether Director, Manager or Secretary or person authorised to accept service of process under Section 391]

Date _____

* In this column, particulars have to be given only when there is a variation from column 2

NOTE:- Section 167 (3) of the Companies Act, 1994 provides that :-

Whenever the terms of conditions or extent or operation of any mortgage or charge registered under this section are modified, it shall be the duty of the company to send to the Registrar the particulars of such modification, and the provision of this section as to registration of the mortgage or charge shall apply to such modification of the mortgage or charge as aforesaid.

FORM No. XXVIII

Filing Fee Tk.20/-

Memorandum of Satisfaction of Mortgage Charge

THE COMPANIES ACT, 1994

(See Section 12 and 391)

Name of Company _____

Regd. Office –

Regd. No. –

Presented for filing by _____

The _____ (name of Company) hereby give Notice that the registered charge, being mortgage/charge/hypothecation/debenture/series of debenture authorised by resolution dated the _____ for Taka _____ of which Particulars were registered with the Registrar of Companies on the _____ day of _____ 20 _____ was satisfied on the _____ day of _____ 20 _____

2. The name (s) address (es) of the mortgagee (s)/trustee(s) or the debenture holders are.

(In the case of a company
Incorporated in Bangladesh)

Signature _____

Designation _____
(State whether Director, Manager or Secretary)

(Dated this _____ day of _____ 20 _____

in the case of company established
outside Bangladesh)

Signature of any one or more of the
person authorised under section 391(1)(d)
of the Companies Act, 1994, or of some
other persons authorised by the Company

Dated this _____ day of _____ 20 _____

FORM No. VIII

Filing Fee Tk.20/-

Special Resolution/Extraordinary Resolution
of the

_____ Company Limited

Regd. Office -

Regd. No. -

THE COMPANIES ACT, 1994

See Section 88(1)

Date of despatch of notice specifying the
intention to propose the resolution as a special
Resolution/Extraordinary Resolution.

Passed _____ 20

Name of Company _____

Presented for filing by _____

To the Registrar of Joint Stock Companies _____

At a general meeting or the members of the said Company duly convened held at
_____ in the town to _____ on the _____
day of _____ 20 _____ the following special resolution/extraordinary resolution

_____ was duly passed

Resolved _____ that

Signature

Designation

(State whether Director, Manager, Secretary or other Officer of the Company)

Dated this _____ day of _____ 20

FORM IV*Notice of Increase of Share Capital**The Companies Act, 1994*

(See Section 56)

Filing Fee Tk.

Difference between Fee payable on Capital as increased
and Fee already paid.

Name of the Company _____

presented for filing by _____

To the Registrar Joint Stock Companies.

_____ Limited
hereby gives you notice pursuant to section 56 of the Companies Act, 1994 that by (a)
_____ -resolution of the company dated _____ day of
_____ the share capital of the company has been increased by the addition
thereto of the sum of Tk. _____ beyond the registered capital
of Tk. _____ total in all is Tk. _____

The additional capital is divided as follows:

| Number of shares | Class of shares | Nominal Amount of each share. |
|------------------|-----------------|-------------------------------|
| | | |

The condition (e.g. voting rights, dividends, etc.) subject to which the new shares have been
or are to be issued are as follows:

(if any of the new shares are preference shares state whether they are redeemable or not

Signature

Designation

(State whether Director or Manager or Secretary)

Dated this _____ day of _____ 20

(a) 'ordinary' 'extra-ordinary' or 'special'

FORM 1*Declaration on Registration of Company**The Companies Act, 1994*

(See Section 25)

Filing Fee Tk.20/-

Name of the Company _____

Declaration of the compliance with the requirements of the Companies Act, 1994 made pursuant to section 25(2) on behalf of a company proposed to be Registered as the

Presented for filing by _____

I _____ of _____

do solemnly and sincerely declare the I am an Advocate entitled to appear before a High Court who is engaged in the formation of the Company/a person named in the Articles as a Director/ Manager / Secretary of the _____ and that all the requirements of the Companies Act, 1994 in respect of matters precedent to the registration of the said company and incidental there to have been complied with, save only the Payment to the fees and sums payable on registration and I make this solemn declaration consciously believing the same to be true.

Signature

Note:- The declaration need not to be –

- (a) Signed before a Magistrate or an Officer competent to administer affidavit.
- (b) Stamps as a Affidavit

* Strike out the portion which does not apply.

Regd. no. of Company

Filing Fee Tk.20/-

FORM VI*Notice of situation of Registered Office or any**Change therein**The Companies Act, 1994**(See Section 77)*

Name of the Company _____

Presented for filing by _____

To

The Registrar Joint Stock Companies _____

_____ Limited, hereby gives you notice in accordance
with section 77 of the of the Companies Act, 1994 that the Registered Office of the Company
(a) is situated _____

_____ was removed from _____

to _____

on the _____ 20 _____

Signature

Designation

(State whether Director or Manager of Secretary)

Dated _____ day of _____ 20 _____

N.B. – The notice must be filed with Registrar within 28 days of Incorporation or of the
change, as the case may be.

(a) Strike out the portion which does not apply.

FORM X*List of Persons Consenting to be Directors**The Companies Act, 1994*

(See Section 92)

Filing Fee Tk.20/-

Name of Company _____

List of persons who have consented to be Directors of the _____

to be filed with the Registrar pursuant to section 92 (2)

Presented for filing by _____

To the Registrar Joint Stock Companies _____

I/We, the undersigned, hereby give you notice, pursuant to section 92 (2) of the Companies Act, 1994 that the following persons have consented to be Directors of the _____

| Name | Address | Description |
|------|---------|-------------|
| | | |

Signature, Address and description of
applicant for registration

Dated this _____

day of _____ 20

FORM IX

Consent of Director to Act

The Companies Act, 1994

(See Section 92)

Filing Fee Tk.20/-

Name of the Company _____

Consent to act as Director/Directors of the _____

to be signed and filed pursuant to section 92 (1)(Ka)

Presented for filing by _____

To the Registrar, Joint Stock Companies & firms _____

I/We undersigned hereby testify my/our consent to act as Director/Directors of the _____
pursuant to section 92 (1) (Ka) of the Companies Act, 1994.

| Name | Address | Description |
|------|---------|-------------|
| | | |

Dated this _____ day of _____ 20 _____

Notes – If a Director signs by “his agent authorised writing” the authority must be produced and a copy attached.

FORM XII

Particulars of the Directors, Manager and Managing Agents and of any change therein.

The Companies Act, 1994 (See Section 115)

Filing Fee Tk.20/-

| Name of Company ... Presented for filing by ... | ... | ... | ... | ... | ... | ... | ... | ... |
|--|--------------------------------------|-------------|--|---------------------------|---|-------------------------------|-------------|-----|
| The present Name or Names and Surnames (a) | Any former Name or Names or Surnames | Nationality | Nationality of Origin (other than the present Nationality) | Usual Residential Address | Other business occupation and Directorship, if any, if none, State so (b) | Date of appointment of change | Changes (c) | |
| | | | | | | | | |

Dated of the _____ Day of _____

(Signature)
Designation

(State whether Director, Manager or Managing Agent)

(a) In the case of a Corporation its corporate name and registered or principal office should be shown (b) In the case of an individual who has business occupation but any other Directorship or Directorships particular of the Directorship or some of these Directorship must be entered. A complete list of the Directors, Manger, Managing Agents shown as existing in the last particulars delivered should always be given

(c) A Note of the change the last list should be made in this columns by placings against a new Directors name the words in place of by writing against a new Directors, name the words "need" resigned to as the case may be, (d) In case of a firm the full name, address and nationality of each partner, and the date on which each become a partner.

SCHEDULE X

(See Section 36)

**ANNUAL SUMMARY OF SHARE CAPITAL AND LIST OF SHAREHOLDERS DIRECTORS
AS REQUIRED BY PART I OF THE ACT.**

Summary of share capital and share of
 Company Limited, made up to the
 day of 20 ... (being the day of the first general meeting in 20 ...
)

| | | |
|--|--------------------|---------------------------|
| Nominal share capital Taka | divided into | shares of Taka..... each. |
| 1. Total number of shares taken up to the day of 20 which (number must agree with the total shown in the list as held by existing members). | | |
| 2. Number of shares issued subject to payment wholly in cash | | |
| 3. Number of shares issued as fully paid-up otherwise than in cash..... | | |
| 4(a). Number of shares issued as partly paid-up to the extent of per share otherwise than in cash | | |
| (b) Extent payment to be made per shares otherwise than in cash | | |
| 5. There has been called up on each of shares. | | Tk. _____ |
| of class | | |
| 6. There has been called up on each shares | | Tk. _____ |
| of class | | |
| 7. There has been called up on each of shares | | Tk. _____ |
| of class | | |
| 8. Total amount received on calls | | Tk. _____ |
| 9. (a) Total amount received along with applications for shares ... | | Tk. _____ |
| (b) Numbers of shares allotted on application | | |
| 10. Total amount, if any, agreed to be considered as paid on shares which have been issued as fully paid up otherwise than in cash | | Tk. _____ |
| 11. Total amount, if any, agreed to be considered as paid on shares which have been issued as partly paid up to the extent of per share..... | | Tk. _____ |
| 12. Total amount of calls unpaid | | Tk. _____ |
| 13. Total amount if any, of sums paid or allowed in respect of shares or debentures since date of last summary | | Tk. _____ |
| as commission | | |
| as discount | | |
| 14. (a) Total Number of shares forfeited if any | | |
| (b) Total money paid thereon | | Tk. _____ |
| 15. Total amount of shares and stock for which share warrants are outstanding | | Tk. _____ |
| 16. Total amount of share-warrants issued and surrendered respectively since date of last summary. | | Tk. _____ |
| 17. Number of shares or amount of stock comprised in each share-warrant | | Tk. _____ |
| 18. Total amount of debt due from the company in respect of all mortgages and shares which are required to be registered with the Registrar under the Companies Act, 1994..... | | Tk. _____ |

Notes :- (a) When there are shares of different kinds or amounts (e.g. Preference and ordinary of Taka 200 or Taka 100) state the numbers and nominal values separately. (b) Where various amounts have been called or there are shares of different kinds, state them separately. c) Include separately what has been received, or forfeited, as well as on existing shares. State the aggregate number of share forfeited.

____ Company Limited

____ 20

therein at any time since the date of the last return,
an account of the shares so held.

ACCOUNTS OF SHARES

| Occupation or caste | Number of shares held by existing members at the date of return. | Particulars of shares transferred since the date of the last return by persons who are still members. | | Particulars of shares transferred since the date of the last return by persons who have ceased to be members. | | REMARKS |
|---------------------|--|---|----------------------------------|---|----------------------------------|---------|
| | | Number | Date of registration of Transfer | Number | Date of registration of Transfer | |
| | | | | | | |

20. Names and addresses of the persons who are the directors of the _____
_____ Limited
on the _____ day of _____ 20

| Names | Addresses |
|-------|-----------|
| | |

21. Names and addresses of the persons who are the Managing Directors, Managing Agents or Managers and Auditors of the _____ Limited

on the _____ day of _____ 20

| Names | Addresses |
|-------|-----------|
| | |

I, ... do hereby certify that –

- (a) The above list and summary truly and correctly states the facts as they stood on the ... day of ... 20
- (b) the company has not since the date of its incorporation last return issued any invitation to the public to subscribe for any shares or debentures of the company (in case of private Company); and
- (c) the excess of the number of its members beyond fifty shown in the list are the persons who are in the employment of the company (in case of private Company).

Signature
 (State whether Managing Director, Manger or Secretary)

(Strike out the portions which do not apply)

FORM VII

Filing Fee Tk.20/-

STATUTORY REPORTTHE COMPANIES ACT, 1994
See Section 83

Name of the Company _____

Statutory Report of the _____

Certified and filed pursuant to section 83 (6)

Date and place of the statutory meeting _____

Presented for filing by _____

Notes – 1. Receipts and payment account given in para (2) of the Statutory Report with reference to section 83(3)(Ga) of the Companies Act, should be prepared up to a date within 7 days of the report and the figures and particulars required under all the other items of the Statutory Report should also be given as on the same date i.e., the date upto which the receipts and payments account is prepared.

2. This form should contain the actual signatures of the persons who have signed the report, viz, the Directors or the Chairman and the auditors.

1. Shares allotted up to day of last (i.e. date within 7 days of the report) and each received up to the aforesaid date were:-

| Particulars | Number of Shares | Nominal value of each shares | Cash Received |
|---|------------------|------------------------------|---------------|
| (a) Allotted subject to payment therefore in cash. Preference*- Ordinary - Deferred - | | | |
| (b) Allotted as fully paid up otherwise then in cash the consideration for which they have been so allotted being :- Preference*- Ordinary - Deferred - | | | |
| (c) Allotted as partly paid up the extent of Tk. per share, the consideration for which they have been so allotted being:- Preference*- Ordinary - Deferred - | | | |
| (d) Allotted at a discount of Tk..... per share Preference*- Ordinary - Deferred - | | | |
| Total | | | |

Redeemable Preference share are to be specified in all case.

3. Preliminary Expenses as estimated in the Prospectus or Statement in lieu of Prospectus
 Tk.....

| Preliminary Expenses incurred up to the aforesaid date | Tk. |
|--|-----|
| Law Charges | |
| Printing | |
| Registration | |
| Advertisement | |
| Commission on the Sale of Shares | |
| Discount on Shares | |
| Other initial Expenses | |

Strike out the portion which does not apply

4. Name, address and description of the Directors, Auditors (if any), Managing agents and Managers (if any), and Secretary of Company and the changes, if any which have occurred since the date of the incorporation :

DIRECTORS

| Name | Address | Description | Particulars of change if any ** |
|------|---------|-------------|---------------------------------|
| | | | |

AUDITORS

** These particulars must include dates of changes.

MANAGING AGENTS & MANAGER

| Name | Address | Description | Particulars of change if any ** |
|------|---------|-------------|---------------------------------|
| | | | |

S E C R E T A R Y

| | | | |
|--|--|--|--|
| | | | |
|--|--|--|--|

** These particulars must include dates of changes.

| | |
|---|--|
| 5. Particulars of any contract the modification of which is to submit to the meeting for its approval together with the particulars of the modification or proposed modification. | |
| 6. The extent to which under writing contract if any, have been carried out. | |
| 7. The arrears, if any due on calls from Directors, Managing Agents and Managers. | |
| 8. The particulars of any commission or brokerage paid or to be paid in connection with the issue or sale of shares to any Director, Managing Agent or Manager or if the Managing Director is a firm to any partner thereof or if the Managing Agent is a private company, to any Director thereof. | |

Dated this day of 20

We hereby certify this report.*

(Alternatively)

I hereby certify this report.

Two or more Directors.

Chairman of the Directors.
(If authorised by the Board of Directors)

We hereby certify that so much of the report as relates to the shares allotted by the Company and to the cash received in respect of such shares and to the receipts and payments of the Company is correct.

Dated day of 20

*To be certified by not less than two Directors or if the Company has less than two Directors, by the sole Director and forwarded at least twenty one days before the statutory meeting to every members and debenture-holder of the Company and to be filed with the Registrar forth with after it is forwarded, vide Section 83 Sub-sections (2), (3).

FORM XV
RETURN OF ALLOTMENT
THE COMPANIES ACT, 1994.
 (See Section 151)

Filing Fee Tk.20/-

Name of the Company _____

Return of allotments of the _____

Made on the following date/dates*

Registrar pursuant to section 151 – KA _____

Presented for filing by _____

1, ** Shares allotted payable in Cash:-

| Numbers | Nominal amount | Due and Payable..... called up per share (including Application) and Allotment | Paid Up (excluding Premiums on Shares and calls in Advance) | |
|---------|----------------|---|---|-------|
| | | | Per Share | Total |
| (1) | (2) | (3) | (4) | (5) |
| | | | | |

2. Shares allotted for a consideration other than cash:-

Number _____

Nominal Amount _____ Tk. _____

Amount to be treated as paid up on each share _____ Tk. _____

The consideration for which such shares have been
allotted is as follows:-

Property and Assets acquired _____ Tk. _____

(Description)

Good will of _____ Tk. _____

services (give nature of services)

Other items (to be specified)

NAME, ADDRESSES AND

| DATE OF ALLOTMENT | NAME IN FULL | ADDRESS |
|-------------------------|--------------|---------|
| | | |

Dated day of 20

DESCRIPTION OF THE ALLOTEES

| DESCRIPTION | Number of shares allotted | | |
|-------------|---------------------------|----------|-------------|
| | Preference | Ordinary | Other kinds |
| | | | |

(State Whether Director, Manager,
Managing Agent or Secretary)

FOR OFFICE USE ONLY

FORM XV

(See Section 151)

Name of the Company _____

Regd.

Date

Regd. Office _____

Filed on _____

Registrar of Joint Stock Companies
Bangladesh

FORM NO. XVIII

Filing Fee Tk.
.....

PARTICULARS OF MORTGAGES OR CHARGES
THE COMPANIES ACT, 1994.
(See Section 159 and 391)

Name of the Company _____

Regd. Office

Regn No.

Particulars to be filed with the registrar pursuant to Sections 159 & 391 of a mortgage or charge created by the _____

_____ and being:

- (a) A mortgage charge for the purpose of securing any issue of debenture; or
- (b) A mortgage or charge on uncalled share capital of the company; or
- (c) A mortgage or charge on any immovable property whenever situated; or any interest therein; or
- (d) A mortgage or charge on any book debts of the Company; or
- (e) A mortgage or a charge not being a pledge on any movable property of the company except stock-in-trade; or
- (f) A floating charge on the undertaking or property of the Company.

(Strike out the Sub-Heads (a), (b), (c), (d), (e) or (f) which do not apply.

Presented for filing by _____

PARTICULARS OF MORTGAGE OR CHARGE CREATED BY THE

| Date of the instrument creating or evidencing the mortgage or charge and description thereof (a) 1 | Amount secured by the mortgage or charge (b) 2 | Short particulars of the property mortgage or charge 3 |
|---|---|---|
| | | |

(a) A description of the instrument e.g. "Trust" Deed "Mortgage" Debenture etc, as the case may be given.

(b) A definite figure should be given.

(c) Dated day of 20

