



## Certificate of Incorporation

No. ..... C-122654 /15 .....

I hereby certify that..... **MetroSoft Bangladesh**  
**Limited**

is this day incorporated under the Companies Act (Act XVIII) of 1994  
and that the Company is Limited.

Given under my hand at ..... **Dhaka**  
this..... **Twenty-Seventh** day of..... **April**  
two thousand..... **Fifteen**



.....

**Assistant Registrar of Joint Stock Companies & Firms,  
Bangladesh.**

**Form XII**

Particulars of Directors, Manager and Managing Agents and of any change therein  
**The Companies Act, 1994** (See Section 115)

of the Company: **MetroSoft Bangladesh Limited**, Reg No. C-122654, Reg Date :27-APR-15

Address: 32 Shahjalal Avenue, Sector 4, Uttara, Dhaka1230, , Dhaka

dated for Filing By: **Ferdous Azam Khan**

**ইম্যুনিং কোম্পেন্সি**

the present Name <sup>(a)</sup> or Names and Surnames <sup>(d)</sup>	Nationality	Nationality of Origin (other than the present nationality)	Usual Residential Address	Other Business, Occupation and Directorship, if any, if none, state <sup>(b)</sup>	Date of Appointment or Change	Changes <sup>(c)</sup>
Ferdous Azam Khan	Bangladeshi	Bangladeshi	32 Shahjalal Avenue, Sector 4, Uttara, Dhaka1230, N/A, Phone :88 0171 301 5318, email: ferdous.azam.khan@gmail.com, National ID: 2699501944132, TIN: 336306518727	Business	Date of Incorporation	
Isha Perveen Moonmoon	Bangladeshi	Bangladeshi	32 Shahjalal Avenue, Sector 4, Uttara, Dhaka1230, Dhaka, Phone :88 0171 306 2924, email: atikamoonmoon@gmail.com, National ID: 2699501944130, TIN: 623533870675	Business		

(Signature)  
 (State whether Director, Manager or Managing Agents)

:20-April - 2015

In the case of a Corporation its corporate name and registered or principal office shall be shown;  
 In the case of an individual who has no business occupation but any other directorship or directorships, particular of the directorship or some of these directorships must be entered. A complete list of directors, managing agents shown as existing in the last particulars delivered shall always be given;  
 In the case of other changes of the last list shall be made in this columns by placing against new directors name the words in place of ..... by writing against a new directors, name the words "deed" resigned to case may be;

In the case of a firm the full name, address and nationality of each partner, and the date on which each became a partner.

In the case of multiple representatives, use comma(,) to separate names.



অবিকল নথিল বিলিয়া  
 অত্যায়ন করা হচ্ছে।  
 (যোঁ রাবিবুল ইসলাম)  
 সহকারী মেজিস্ট্রার (চলতি মার্গিত)  
 প্রেজিস্টারেন প্রক্রিয়া  
 স্বীকৃত ও প্রক্রিয়া

ইস্যু নং 66682

চ্যাম্প কোর্টফি ও  
প্রক্ষ এগিসারিজ

**THE COMPANIES ACT, 1994**  
**(ACT XVIII OF 1994)**

**A PRIVATE COMPANY LIMITED BY SHARES**

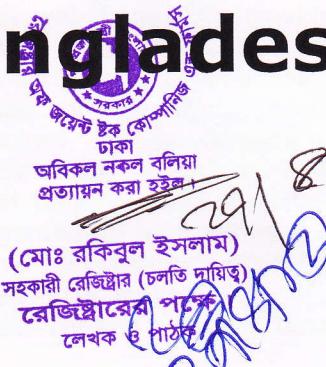
**MEMORANDUM**

**&**

**ARTICLES OF ASSOCIATION**

**OF**

**MetroSoft Bangladesh Limited**



**THE COMPANIES ACT, 1994  
(ACT XVIII OF 1994)**

**A PRIVATE COMPANY LIMITED BY SHARES  
MEMORANDUM OF ASSOCIATION  
OF  
MetroSoft Bangladesh Limited**

**I.** The name of the company is **MetroSoft Bangladesh Limited**

**II.** The registered office of the company shall be situated in Bangladesh

**III.** The objects for which the company is established are all or any of the following (all objects will be implemented after obtaining necessary permission from the Government/concerned authority/competent authority before commencement of the business):

<b>1</b>	To carry on all the legal businesses including manufacturing, distribution serving business of or business relating to agriculture, horticulture, animal husbandry, fisheries, poultry, food, organic inorganic chemicals, dies, reagents, active ingredients, enzymes, biological items, botanical, herbs, cosmetics, fertilizers, pesticides, perfumes, additives, solar panels, energy storage batteries, footwear, furniture, real estate building, power, energy, renewable energy production distribution, machines, equipment, trading, buying, selling, design, build, manufacturing, assembling, construction, develop, export, import, equip, test, improve, adapt, services, importing, marketing, supplier, agent, clearing, forwarding, stevedore, dealer, hardware, software any kind of ITC, IT products, services, telecommunication products, data platform, e-commerce, data processing, mobile commerce, computers, accessories, network, satellite, earth station, wire.
<b>2</b>	To assist in ICT matters to Banking, Financial sectors, any Institution or individual, run full range of commercial service with software & hardware, services, products, consultancies, marketing, management for mobile commerce system, automation of Financial services, Banking services, Computer software, Computer software or application hosting services, ERP software solutions for different industry or businesses, Medical Services, Intra-bank communication services, Inter-industry (Bank to Non-Bank sector) communication services, Automatic Teller Machine, Fund transfer management, Online Banking, Currency business, Mutual fund, Brokerage house, Share Traders, remittance flow, for Integration of the services to wire or wireless devices, Integration of services of banks, Money transfer world wide, Money exchange, other peripheral supports with necessary involvement of sectors like Telecommunication, Manufacturing, Trading, Government organizations, NGOs, regulators in Bangladesh.
<b>3</b>	To carry on the businesses all types of Communication & Information Technology services, Teleco network, data network, data entry, data processing, internet, courier, telephone, fax, software, import export, portal site, billing software, web development, Web measuring, web hosting, e-travels, e-education, e-commerce, intelligence building, Animation, Cyber cafe, DSL, Radio Link, ISP, E-business, store, lease, hire, supply, transmit, print, reproduce, voice communication, video surveillance equipment, video on demand, Programming,ather, footwear, glassware, metal, semiconductors, system designing, Computer Graphic design, Installation, Management, Services, Training, Consultancy, e-commerce, e-governance, Mobile & internet data processing, broadcasting media, call centre, sports materials, event management, advertising, public relation, music, image, signals, publicity & promotional campaigns and any or all other allied businesses with the existing and future technologies
<b>4</b>	To provide remotely lactated service and systems, data and voice processing

	<p>facilities, ,secretaries, telephone operator, contend provider , market researchers and to provide services with the reception, processing and forwarding of signals and information and other means of communications and processing, ordering and payment for all kind by any means whatsoever. To carry on business as partner, owner, agents of foreign or local companies, proprietors, advisors of all type of ICT services including cellular telephone services, fixed telephone services, loop services, CDMA. GS Mobile personal handy system, data bank, disaster recovery center, satellite communication, VSAT communication, telecom getaway, ICX, ITC, IIG, Wi-max, 2G, 3G, 4G, 5G, NTTN &amp; IGG operator, IP base data network, multimedia application, air traffic manage and other alike businesses.</p>
5	<p>To carry on the business of marketing, manufacturing , assembling, lease, rent , trading of Phone card, Phone set, ICT equipment, modem, routers, computer, television, telephone, mobile device, radio, walkie-talkie, signaling equipment, broadcast media, system design, UPS, IPS, generators, solar power, system administration, graphic media, training and teaching, hardware software maintain and installations, consultancy, composing and printing, switches, hubs, outside plant, radio link, local area network (LAN), metro area network (MAN), Wide areas network (WAN), Server, solar and renewable energy, gas items, bio gas, energy storage accumulators batteries device and relevant electrical, electronics products and chemicals and to carry out the business of hi-tech equipment and accessories including semi conducts, super conduct, silicon clips, automobiles, industrial and engineering equipment, and other related product, parts and accessories.</p>
6	<p>To own, establish or maintain shopping malls, showrooms, offices, storage, warehousing, branches and or agencies all over Bangladesh or elsewhere for sales, purchase, export and distributions of all kinds of product. To explore business opportunity related to Communication, Telecommunication, Computer, food processing, medicine, indenting, agent, distributor, broker, stockiest, buying house , wholesaler, retailer, buyer, contractor, manufacturer, education, transportation, electrical products, electronic products , fabric, garment, Information Technology and in the field of electronic and electrical engineering including Build Operate and Transfer (BOT) of Government or Non Government or international telecommunication networks, participate in or associate with Build Lease Transfer (BLT), Build Own and Operate (BOO) and maintenance of system and all other related business.</p>
7	<p>To carry on business of Multi-media advertising, digital and lenticular display board, VideoMovie, Audiocomputer Special effects, Graphic, ComputerVideoAudio Games, Virtual Reality and Artificial Intelligence and to carry on the business and to act as Traders, Exporter, Merchants, indenters, Marketing Agents, Commission Agents, Shipping Agents, Clearing and Forwarding Agents, Logistic Support, Distributor, Stockiest, General Service, Immigration Services and sales of any product, parts or services of Companies in Bangladesh or elsewhere. To draw, make, accept, discount, execute and issue bills of exchange and other promissory notes, bill of lading, warrants, debentures and other negotiable or transferable instruments or securities and on the same.</p>
8	<p>To attain the business objectives company may enter into Partnership, Joint-venture, take over or Amalgamate with any other company and also to take Loans from Bank/other Financial Institutions in such a manner as may company thinks fit.</p>
9	<p>To mortgage the property and assets of the company as securities for loans and/or any credit facilities to be given to any associate company or companies or third party and also to give guarantee securing liabilities of such associate company or companies and/or third party.</p>

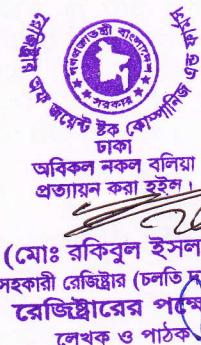
#### IV. The liability of the members of the company is limited by shares

- V. The Authorized Share Capital of the Company is Tk 2000000 ( Twenty Lac ) divided into 200000 ( Two Lac ) Ordinary Shares of Tk 10 ( Ten ) each with power to increase or reduce the capital and to divide the shares into different classes and to attach thereto any special right or privileges or conditions as regards dividends, repayment of capital, voting or otherwise or to consolidate or sub-divide the shares.

We, the several persons, whose names addresses are subscribed below are desirous of being formed into a company in accordance with this **Memorandum of Association** and we respectively agree to take the number of shares in the capital of the company set opposite to our respective names.

SL No.	Name	Position	No. of Shares Taken	Signature of subscribers
1	<b>Name : Ferdous Azam Khan</b> Father's Name : AK Azad Khan Mother's Name : Mrs. Rabeya Khatun Address : 32 Shahjalal Avenue, Sector 4, Uttara, Dhaka1230, N/A Date of Birth : 05-NOV-64 E-mail : ferdous.azam.khan@gmail.com Phone : 88 0171 301 5318 TIN : 336306518727 NID/Passport No. : 2699501944132 Nationality : Bangladeshi	Managing Director	90 ( Ninety shares)	sd/-
2	<b>Name : Atika Perveen Moonmoon</b> Father's Name : Golam Kibria Talukder Mother's Name : Monoja Kibria Talukder Address : 32 Shahjalal Avenue, Sector 4, Uttara, Dhaka1230, Dhaka Date of Birth : 08-AUG-68 E-mail : atikamoonmoon@gmail.com Phone : 88 0171 306 2924 TIN : 623593870675 NID/Passport No. : 2699501944130 Nationality : Bangladeshi	Chairman	10 ( Ten shares)	sd/-

<u>Witness 1</u>	<u>Witness 2</u>
Name : Md. Kamruzzaman Address: 24-25, Dilkusha (5th Floor), Dhaka Phone : 01712759181 NID : 2699501944132	Name : Md. Hiru Miah Faraji Address: HAK Tower 3/C, Kawran Bazar 9/F, (Ground Floor), Dhaka Phone : 01712-191 697 NID : 2699501944130



**THE COMPANIES ACT, 1994  
(ACT XVIII OF 1994)**

**A PRIVATE COMPANY LIMITED BY SHARES**

**ARTICLES OF ASSOCIATION  
OF**

**MetroSoft Bangladesh Limited**

**PRELIMINARY**

1. The Regulation contained in the Schedule- 1 to the Companies Act, 1994 shall apply to the Company except so far as the same are repeated, contained or expressly made applicable in these Articles or by the Act. The Regulation for the management of the Company and for the observance thereof by the members and their representative shall, subject to any exercise of the statutory power of the Company in reference to the repeal or alteration of or addition to its regulations by special resolution, as prescribed or permitted by the Act, be such as are contained in these Articles.

**INTERPRETATION**

2. Unless there is something repugnant in the subject or context inconsistent therewith- (i) 'Act' means the Companies Act, 1994; (ii) 'Company' means the 'Metrosoft Bangladesh Limited'; (iii) 'Special Resolution', "Extra-ordinary Resolution", have the meanings assigned thereto respectively by the Act; (iv) "The Chairman" means the Chairman of the Company for the time being elected; (v) 'The Director' means the Director of the company for the time being; (vi) "Managing Director" means the Managing Director of the Company for the time being; (vii) 'Board' or 'Board of Director' means the Board of Directors of the Company for the time being; (viii) "The Office" means the Registered Office of the company for the time being; (ix) "The Register" means the Register of Members to be kept pursuant to the Companies Act, 1994; (x) "Dividend" includes bonus; (xi) "Proxy" includes Attorney duly constituted under a Power of Attorney.

**PRIVATE COMPANY**

3. The Company is a Private Limited Company, within the meaning of clause 'TA' (Bengali Alphabet) of Section 2 (1) of the Act. 1994 and accordingly following shall apply: (i) No invitation shall be issued to the public to subscribe for any share, debenture or debenture stock of the Company; (ii) The number of members of the Company (exclusive of persons in the employment of the Company) shall be limited to fifty (50) only provided that for the purpose of this provision where two or more persons jointly hold one or more shares in the Company they shall be treated as single member; (iii) The rights to transfer shares in the Company is restricted in the manner and to the extent hereinafter appearing.



4. The Business of the company shall include the several objects expressed in the Memorandum of Association or within its scope and meaning and all matters incidental thereto or any one of them as the Directors in their discretion shall think fit. The Company shall be entitled to commence its business from the date of Incorporation or from such date as the Directors shall determine or as may be directed by the Securities and Exchange Commission or any other appropriate authority.

**SHARE CAPITAL**

সহকারী বেঙ্গল বাণিজ্যিক  
বেঙ্গল পক্ষ

5. divided into 200000 ( Two Lac ) Ordinary Shares of TK 10 ( Ten ) each with the rights and privileges and conditions attached thereto as are provided by the Articles of Association of the Company for the time being with powers to increase and reduce the share capital of the Company in accordance with Articles of Association of the Company and law for the time being in force. Subject to the provisions of the Act and these presents, the shares, in the capital of the Company for the time being, including any shares forming part of any increased capital of the Company, shall be under the control of Directors who may allot or otherwise dispose of the same or any of them to such persons, in such proportion, on such terms and conditions and either at a premium or at per or subject to compliance with the provisions of Section 153 of the Act, at a discount and at such time as they may from time to time think fit and proper.

#### **SHARE CERTIFICATE**

6. The Certificate of title to share and duplicate thereof whenever necessary shall be issued to the members under the common seal of the company and shall be signed jointly by the Managing Director and any other Director of the Company. If any share certificate is defaced, worn out, destroyed or lost, it may be re-issued on such evidence being produced and such indemnity (if any) being given as the Directors require and (in case of defacement or wearing out) on delivering of the old certificate and on payment of such sum not exceeding Tk. 5.00 as the Directors may from time to time determine.

#### **LIEN**

7. The Company shall have a lien on every share (not being a fully-paid share) for all moneys (whether presently payable or not) called or payable at a fixed time in respect of that share, and the company shall also have a lien on all shares (other than fully-paid shares) standing registered in the name of a single person, for all moneys presently payable by him or his estate to the company; but the directors may at any time declare any share to be wholly or in part exempt from the provisions of this clause. The company's lien, if any, on a share shall extend to all dividends payable thereon.

#### **CALL ON SHARES**

8. The directors may from time to time make calls upon the members in respect of any money unpaid on their shares, provided that no call shall exceed one fourth of the nominal amount of the shares, or be payable at less than one month from the last call; and each member shall (subject to receiving at least fourteen days notice specifying the time or times of payments) pay to the company at the time or times so specified the amount called on his shares. The joint-holders of a share are jointly and severally liable to pay calls in respect thereof. If a sum called in respect of a share is not paid before or on the day appointed for payment thereof, the person from whom the sum is due shall pay interest upon the sum at the rate of five per cent annum from the day appointed for payment thereof to the time of the actual payment, but the directors shall be at liberty to waive payment of that interest wholly or in part.

অবিকল নকল বলিয়া  
প্রত্যায়ন করা হচ্ছে।

#### **CALL ON AND FORETAKING**

9. If a member fails to pay any call or installment of a call on the day appointment for payment thereof, the directors may at any time thereafter during such time as any part of such call or installment remains unpaid, serve a notice on him requiring payment of so much of the call or installment as is unpaid, together with any interest which may have accrued. The notice shall name a further day (not earlier than the expiration of fourteen days, from the date of the notice) on or before

which the payment required by the notice is to be made, and shall state that, in the event of non-payment at or before the time appointed, the shares in respect of which the call was made will be liable to be forfeited. If the requirements of any such notice as aforesaid are not complied with, any share in respect of which the notice has been given may at any time thereafter, before the payment required by the notice has been made, be forfeited by a resolution of the directors to that effect.

#### **TRANSFER AND TRANSMISSION OF SHARES**

10. The instrument of transfer of any share in the company shall be executed both by the transferor and transferee and the transferor shall deem to remain holder of the share until the name of the transferee is entered in the register of members in respect thereof. With the approval of the Board any share may be transferred by a shareholder to his wife or her husband, son, daughter, brother, sister, father, mother or any one else and except as aforesaid on share be transferred to any person who is not a member of the company or so long as any member willing to purchase the same at the fair value determined by the Board of Directors at their discretion but in all cases ratio of shares shall be maintained as referred in clause of this articles.

#### **ALTERATION OF CAPITAL**

11. The Directors may with the sanction of the company in general meeting increase the share capital of such sum to be dividend into share of such amount, as the resolution shall prescribe. The Company may with the special resolution reduce its share capital in any manner and with subject to any incident authorized and consent required by law.

#### **BORROWING POWERS**

12. The Board of Directors may from time to time at absolute discretion raise of borrow any sum or sums of money for the purpose of the company and from any person or from Banks, loan giving agencies, insurance company, firms, Companies / Leasing Company and particularly from any Director and may secure the payment of such money in such manner and upon such terms and condition in all respects as they think fit and in particulars by the promissory notes or bills of exchange or giving hypothecation issuing any other security of the company or by mortgage or charge of all or any property of the company including its uncalled capital for the time being and or any of them may guarantee the whole or any part of the loan or debts raised by or on behalf of the company or any interest payable thereon.

#### **GENERAL MEETING**

13. The first Ordinary General Meeting of the company shall be held within 18 months from the date of incorporation and thereafter once in every calendar year at such time not being more than 15 months after the holding of the last preceding general meetings and in such time and place as may be determined by the directors. All other meeting of the company shall be called Extra-Ordinary General Meeting. The directory may at any time call an extra ordinary general meeting and extra ordinary general meeting may also be called by the shareholder on requisition in accordance with the provisions of section 84 of the companies Act. 1994.

#### **PROCEEDING AT GENERAL MEETING**

14. Subject to the provisions to the Section 87(2) of the Companies Act 1994 relating to special resolution at least 14 days notice shall be given of every General Meeting specifying the day, place and hour of the meeting and subjects and Business to be transected in the meeting. But in case of special business the general nature of

that business shall be given in the manner herein above. The accidental omission to give notice to or the non-receipt of the notice by any member shall not invalidate the proceeding of any General Meeting. If within half an hour from the time appointed for the meeting a quorum is not present, the meeting, if called upon the requisition of members, shall be dissolved; in any other case, it shall stand adjourned to the same day in the next week at the same time and place, and, it at the adjourned meeting a quorum is present within half an hour from the time appointed for the meeting, the members present shall be a quorum.

### **QUORUM (AGM)**

15. 2 (Two) members present in person and qualified to vote shall form a Quorum in any general meeting. Whenever the Board of Directors think it necessary, it may call a General Meeting, whether ordinary or extra-ordinary at such time (subject to the provisions of Section 84 of the Act ) and place as the Board thinks fit. No business shall be transacted at any general meeting unless the quorum of members is present at the time when the meeting proceeds. In any general meeting a resolution put to vote of the members shall be decided by a show of hand unless a poll is demanded in accordance with the provisions of section 85 (1) GA of the Companies Act, 1994.

### **QUORUM (Board Meeting)**

16. 2 (Two) members present in person and qualified to vote shall form a Quorum in any board meeting. Whenever the Board of Directors think it necessary, it may call a General Meeting, whether ordinary or extra-ordinary at such time ( subject to the provisions of Section 84 of the Act ) and place as the Board thinks fit.

### **VOTE OF MEMBERS**

17. A show of hands every member present in person shall have one vote on a poll, every member present in person or by proxy or attorney shall have one vote for each share held by him. The instrument appointing a proxy shall be in writing under the hand of the appointee or of his attorney duly authorized in writing or if such appointer is a corporation, under its common seal or under the hand of its attorney. No member shall be entitled to exercise any vote either personally or by proxy at any meeting of the company in respect of any share registered in his name on which any call or other sums presently payable by him have not been paid or in respect to which the company has exercised any right of lien.

### **CHAIRMAN**

18. Atika Perveen Moonmoon shall be the Chairman for 5 (five) years of the Company and shall continue until otherwise decided by the Board or he cease to be Directors of the Company. The Board of Directors shall elect Chairman and of the Company on such terms and conditions and for such period as the Board may deem fit.

### **POWER OF CHAIRMAN**

19. (i) The Chairman of the Board of Directors shall preside over all meetings of the Board and the Ordinary General, Extra Ordinary General and the special Shareholders' Meeting of the Company. In the event of the absence of the Chairman, the members present shall have the right to nominate any Director to preside in the Board Meeting and any Shareholders/Directors of the Company to preside the General, Extra Ordinary General and special Meeting.

### **DIRECTORS**

20. Unless Otherwise determined by the company in general meeting the number of directors shall not be less than 2( Two ) and not more than 20( Twenty ).The following persons shall be the first directors of the company unless anyone of them voluntarily resigns the said office or otherwise removed therefrom under the provisions of section 108(1) of the companies Act, 1994.

1. Ferdous Azam Khan
2. Atika Perveen Moonmoon

The Board shall have power at any time to appoint one or more person as Directors who shall retire from office at the next ordinary general meeting, provided that by such appointment the total number of Directors shall not exceed the maximum number fixed by the Articles. Each Director shall receive a sum, so fixed by the board from time to time, for every meeting of the Board of Directors attended by him/ her with such traveling halting charge incurred by him/ her.

#### **QUALIFICATION SHARES**

21. The qualification of a Director shall be holding in his/ her own name at least 10 (ten) shares of the nominal value of Tk. 10/- (Ten ) each unless otherwise determined in a general meeting.

#### **DISQUALIFICATION OF DIRECTORS**

22. In provision of Section 108 (1) and 94 (1) of the Companies Act, 1994, the office of the Directors shall be vacated if he/she. (i) Fails to obtain within the time specified in provision of Section 97 (1) of the Companies Act, 1994 or any time thereafter ceases to hold the share qualification necessary for his/her appointment, or (ii) He/ she is found to be a person of unsound mind by a court of competent jurisdiction, or (iii) He/ she is adjudged insolvent, or (iv) He/ she fails to pay calls made on him in respect or shares held by him within six months from the date of such calls being made, or (v) Absent himself /herself from three consecutive meetings of the directors or from all meetings of the Directors for a continuous period of three months whichever is longer without leave of absence from the Board of Directors. (vi) Removed from the Directorship by an extra-ordinary resolution.

#### **POWER OF DIRECTORS**

23. The business of the company shall be managed by the Directors, who may pay all such expenses incurred in getting up and registering the company and may exercise all such powers of the company as are not, by the companies Act, 1994 or any statutory modification thereof for the time being enforced or by these articles, required to be exercised by the company in general meeting subject nevertheless to any regulation of these provision of the said Act and to such regulation being not inconsistent with the aforesaid regulations or provisions, as may be exercised by the company in General Meeting but no regulations or provisions, as may be prescribed by the company in general meeting shall invalidate any prior act, of which would have been valid if that regulations had not been made. All business and policy should be framed by the Board of Directors. Subject to the approval of the Board they can individually sign tenders schedule execute agreement etc. on behalf of the Company.

#### **PROCEEDING OF DIRECTORS**

24. The Directors may meet together for the dispatch of business adjourn and otherwise regulate their meeting and proceeding as they think fit. Question arising at any meeting shall be decided by majority of votes. In case of an equality of

votes the Chairman of the meeting shall have a second or casting vote. A resolution in writing signed by all the Directors shall be as valid and effectual as if it had been passed at a meeting of the Directors duly called and constituted.

#### **MANAGING DIRECTOR**

25. Ferdous Azam Khan shall be the first Managing Director of the company and shall hold the office for 5 years term unless he voluntarily resigns or becomes disqualified under section 108(1) of the Companies Act, 1994. He shall be eligible for re-election. Subject to the control and supervision of the Board of the business and all the affairs of the company shall be managed by the Managing Director of the Company.

#### **POWER OF MANAGING DIRECTOR**

26. (i) To manage all concerns and affairs of the company, to appoint and employ, officers, organizer, agents, experts, scientists, engineers, technicians, day labourers, servant, drivers and others for the purpose of the company and to remove or dismiss them and appoint others in their place and to pay and allowances to be paid to employees, salaries, commission, wages or other remuneration as may be deemed fit and proper and in particulars to sanction and spend the preliminary expenses of the company, subject to approval of the Board of Directors. (ii) To sign, cheque, certificates, and other documents on behalf of the company. To execute and sign in the name of the company all such deeds and things as are necessary for the welfare of the company. (iii) To delegate all or any of the powers hereby conferred upon him to any of the directors, manager, secretary or the officers of the company as he may from time to time think fit and proper subject to the approval of the Board of Directors.

#### **BANK ACCOUNT**

27. The company shall open Bank account with any Schedule Bank, Private Bank, commercial Bank in Bangladesh. Bank account operation shall be conducted under the signature as per Board of Directors meetings resolution.

#### **ADVISOR**

28. The Board of Directors may from time to time appoint any suitable and acceptable person(s) as Advisor of the Company and fix up his remuneration.

#### **NOTICE**

29. When a notice is sent by registered post, service of the notice shall deemed to be effectual by properly addressing, prepaying and posting a letter containing the notice and unless contrary is proved to have effect at the time which the letter would deliver by post and Regulation No 113 to 117 of schedule shall apply.

#### **COMMON SEAL**

30. The common seal of the company shall not be affixed to any instrument except by the authority of a resolution of the Board either in or out side Bangladesh and in presence of one of the Directors who shall sign every instruction to which the common seal of the company is so affixed. The company in General Meeting may declare dividends but no dividends shall exceed the amount recommended by the Directors. The Directors may from time to time pay the members such interim dividends as appear to the Directors to be justified by the profits of the Company.

#### **DIVIDEND AND RESERVE**

The Company in General Meeting may declare dividends but no dividend shall be

31. credited as Paid Up on their respective shares or the members in the capital of the Company at the date to declaration of the dividend after creation of reserve as they think it. No dividend shall be payable except out of the profits of the Company of the year or any other undistributed profits and no dividend shall carry interest as against the company. The Board of Directors shall have absolute discretion as to the employment of the reserves created out of the net profit of the company and in declaring fully paid Bonus Share out of profits. The Board of Directors may from time to time pay to the members such interim dividends as appear to the directors justified by the profits of the Company.

#### **ACCOUNTS AND AUDIT**

32. The Directors shall cause true accounts to be kept. (i) All sales and purchase of goods by the Company. (ii) All assets and liabilities of the Company and (iii) All sums of money received and spent by the company and the matters in respect of which such receipt and expenditure take place. The books of Accounts shall be kept in the Registered office of the company or at such other place as the Directors may think fit and shall always be kept open to the inspection of the Directors. Once at least in every year the accounts of the Company shall be examined the correctness of the profit and loss Account and Balance Sheet will be ascertained by one or more Auditors appointed for the purpose under the provision of section 210 to 213 of the Companies Act, 1994.

#### **INDEMNITY**

33. Every Director, officer and servant of the Company shall be indemnified by the company for all losses and expenditure by him/her or them respectively in or about the discharge of his/her duties except when such happen from respective willful act, neglect or default and it will be duty of the Directors to pay cash, out of the funds of the Company, all losses and expenses which any Director, officer or servant may have incurred in any way in the discharge of their respective duties. The amount for which indemnity so provided shall immediately attach lien over the property of the Company and shall have priority over all other claims.

#### **SECRECY**

34. The Chairman, Managing Director and Director, Manager, Secretaries, Auditor, Accountants officer, agent or other person employed in the business of the company shall have to observe strict secrecy respective all matters which may come to his or her knowledge in the discharge of the duties when required to do so by resolution of the company or by a court of law or where the person connected is required to do so in order to comply with any provision of the law or in the presents.

#### **ARBITRATION**

35. In provision of section 227 of the companies Act 1994 any dispute arising among the directors themselves or between a member and board of Directors as to the true interpretation of this articles or the implication thereof shall be refereed to the arbitrators constituted with a nominee for each of the agreed parties and award of the Arbitrators as the case may be or shall be binding upon the parties to the arbitration. Arbitration affairs will be dealt and settled under the arbitration Act 2001.

#### **ANNUAL RETURNS**

36. The company shall comply with the provision of Section 36 of the Companies Act, 1994 as the making of annual returns.

## WINDING UP

37. Subject to the provisions of these presents, if the Company shall be wound up, and the assets available for distribution among the members as such shall be insufficient to repay the whole of the paid up capital such assets shall be distributed so that as nearly as may be losses shall be borne by the members in proportion to the capital paid up, or which ought to have been paid up at the commencement of the winding up, on the shares held by them respectively. And if in a winding up the assets available for distribution among the members shall be more than sufficient to repay the whole of the capital paid up at the commencement of the winding up the excess shall be distributed amongst the members in proportion to the capital at the commencement of the winding up paid up or which ought to have been paid up on the shares held by them respectively. But this clause is to without prejudice to the rights to the holders of shares issued upon special terms and condition.



অবিকল নকল বলিয়া  
প্রত্যায়ন করা হইল।

(মোঃ রফিউল ইসলাম)  
সহকারী রেজিস্ট্রার (চৰকিৎ দাবিড়ি)  
রেজিস্ট্রারের পক্ষে  
স্লিপক ও পাঠক

We, the several persons, whose names addresses are subscribed below are desirous of being formed into a company in accordance with this **Articles of Association** and we respectively agree to take the number of shares in the capital of the company set opposite to our respective names.

SL No.	Name	Position	No. of Shares Taken	Signature of subscribers
1	<b>Name : Ferdous Azam Khan</b> Father's Name : AK Azad Khan Mother's Name : Mrs. Rabeya Khatun Address : 32 Shahjalal Avenue, Sector 4, Uttara, Dhaka1230, N/A Date of Birth : 05-NOV-64 E-mail : ferdous.azam.khan@gmail.com Phone : 88 0171 301 5318 TIN : 336306518727 NID/Passport No. : 2699501944132 Nationality : Bangladeshi	Managing Director	90 ( Ninety shares)	sd/-
2	<b>Name : Atika Perveen Moonmoon</b> Father's Name : Golam Kibria Talukder Mother's Name : Monoja Kibria Talukder Address : 32 Shahjalal Avenue, Sector 4, Uttara, Dhaka1230, Dhaka Date of Birth : 08-AUG-68 E-mail : atikamoonmoon@gmail.com Phone : 88 0171 306 2924 TIN : 623593870675 NID/Passport No. : 2699501944130 Nationality : Bangladeshi	Chairman	10 ( Ten shares)	sd/-

#### Witness 1

Name : Md. Kamruzzaman

Address: 24-25, Dilkusha (5th Floor), Dhaka

Phone : 01712759181

NID : 2699501944132

#### Witness 2

Name : Md. Hiru Miah Faraji

Address: HAK Tower 3/C, Kawran Bazar 9/F,  
(Ground Floor), Dhaka

Phone : 01712-191 697

NID : 2699501944130

