

THE COMPANIES ACT, 1994
(ACT XVIII OF 1994)

A PRIVATE COMPANY LIMITED BY SHARES

MEMORANDUM

&

ARTICLES OF ASSOCIATION

OF

MAHADI TRADE LIMITED



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MAHADI TRADE LIMITED

I. The name of the company is MAHADI TRADE 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):

1	To carry on the business of Trading, Import, Export & Supply, Manufacturer, Buying House, Commission Agent, Stock Load, Transport Agency, Fashion & Super Shop, Hotel & Restaurants, Agro Products & Processing, Developer, Land Business, Construction, Online Business, e-Commerce, Electric, IT Business, IT Institute and Firm this related job etc. and generally to carry on business of any Other type of business in Bangladesh or any other part of the world and appoint any agent, partner, joint partner, joint venture or joint contract.
2	To carry on the business of agents, commission agents, handing and distribution Construction, supply work, Contractor work, general merchants, imports, depot holder, indenting, Local agents, agency of foreign companies, contraction, sub-contracts, agents, Sub-agents, clearing and forwarding agency, stevedore and lighter-age.
3	To hold shares in other companies, partnerships or corporate bodies engaged in business activity of any nature including, but not limited to, manufacturing, trading, health services, pharmacy, medicine retail, wholesale & supply, insurance, merchant banks, stock brokerage, underwriting, exporting, distributing, reselling, importing, trading, wholesaling, warehousing, storage, refining, etc.
4	To do all such things as are incidental or conducive to the attainment of the above mentioned objects or any of them by itself, or through a subsidiary company, partnership, joint venture, franchisee/franchisor, Public Private Partnership with Government (PPP) and or any other special purpose vehicle.
5	5.To acquire, sell, purchase, mortgage, lease, develop, construct, hire, hypothecate and or to generally deal with in any manner permitted by law, all kinds of movable and immovable properties, including stocks, shares, bonds, debentures, securities and other investments, in such manner and form as deemed fit and proper.
6	6.To open and operate banks accounts and to draw, make, accept, endorse, discount, execute and issue cheques, promissory notes, bills of exchange and other negotiable and transferable instruments and to avail loan credit facilities, letter of credits, from any banks, financial institutions or any other third parties and to raise funds for the Company through issuance of all kinds of preference shares, bonds, commercial paper and or any other securities or financial instruments.
7	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.
8	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.
	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.



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.



This document is digitally signed. Please find the soft copy to verify the signature.

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	Name : Mohsina Akter Father's Name : Moksedur Rahman Mother's Name : Mery Khandoker Address : Khan Monjil(2nd floor),Haji Akbor Ali lane,Dendabor,Pollibiddut,Nabinagar,Savar,Dhaka , Dhaka Date of Birth : 30-DEC-91 E-mail : mohosinaakhter09@gmail.com Phone : 01727-851029 TIN : 528460221333 NID/Passport No. : 7321125622 Nationality : Bangladeshi	Chairman	500 (Five Hundred shares)	sd/-
2	Name : Md. Khayrul Basher Father's Name : Md.Azadur Rahman Mother's Name : Most. Sayodaton Necha Address : Khan Monjil(2nd floor),Haji Akbor Ali lane,Dendabor,Pollibiddut,Nabinagar,Savar,Dhaka ., Dhaka Date of Birth : 01-JUN-83 E-mail : mahadicomputers01@gmail.com Phone : 01718-072921 TIN : 390963280119 NID/Passport No. : 7756484841 Nationality : Bangladeshi	Managing Director	4000 (Four Thousand shares)	sd/-
3	Name : Md. Masuk Khandakar Father's Name : Md.Azadur Rahman khandoker Mother's Name : Most. Sayodaton Necha Address : Chandpur,Noongola,Bogura-5800, Bogra Date of Birth : 31-DEC-95 E-mail : mashukbd09@gmail.com Phone : 01730-726046 TIN : 287479888527 NID/Passport No. : 3292482704 Nationality : Bangladeshi	Director	500 (Five Hundred shares)	sd/-

<u>Witness 1</u>	<u>Witness 2</u>
Name : Md.Sumon Hossen Address: Moddhopara,Vitabolla,Baghar Para,Jessore. Phone : 01961-648393 NID : 5987041315	Name : Md.Jahangir Alam Address: JIGATOLA,TSO,DHANMONDI,DHAKA. Phone : 01404-068846 NID : 19942691614000414



THE COMPANIES ACT, 1994
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A PRIVATE COMPANY LIMITED BY SHARES
ARTICLES OF ASSOCIATION
OF
MAHADI TRADE LIMITED

PRELIMINARY

1. shall apply to this Company with respect to such provisions as they are applicable to a Private Limited Company, so far only as they are not negative or modified by or as are not contained in the following Articles or any other Articles that may, from time to time be framed by the Company in a General Meeting or by any statute

INTERPRETATION

2. shall have the same meaning assigned to them respectively when used in relation to this Articles and as and when used in relation to the said Companies Act and in particular and without prejudice to the generality of the said provisions, the word importing the singular number shall include plural number and vice versa and the word importing masculine gender shall include feminine gender and the word importing person shall include body corporate.

PRIVATE COMPANY

3. a. No invitation shall be issued to the public to subscribe for any share or debenture of the Company;
b. The number of Members of the Company (exclusive of the persons who are in the employment of the Company) shall be limited to fifty only: Provided However that when two or more persons hold one or more shares jointly in the Company, they will be treated as a single member; and;
c. The right to transfer of shares of the Company is restricted in the manner and to the extent hereinafter provided.
The Company shall be entitled to commence business from the date of its incorporation

SHARE CAPITAL

4. The Authorized Share Capital of the Company is TK. 2000000 (Twenty Lac) divided into 200000 (Two Lac) Ordinary Shares of TK 10 (Ten) each The shares of the Company shall be under the control of the Directors, who may allot and issue the shares to such persons in accordance with the decision arrived at a meeting of the Board of Directors. Every person applying for shares of the Company shall specify his name, address and occupation to be entered in the register of members, such address shall be deemed to be his place of residence to which all notices from the Company shall be sent and the Company will not be responsible to any member for the non-receipt of any notice for the non-payment of dividends or for any other matter due to the change of address of any member unless such change of address is notified to the company.

CALL ON AND FORFEITURE

5. The joint holders of shares shall be individually as well as jointly liable for the payment of any call or installment due in respect of the share held by them. The Directors may from time to time, make call upon the members in respect of any money remaining unpaid on the shares held by them and no call shall be less than twenty five percent of the nominal value of the share and each member shall subject to receive fourteen days notice specifying the time and place of payment, pay to the Company the amount called on his share at the time and place so



specified in the notice, if the requirement of the notice as aforesaid is not complied with any share in respect of which the notice has been given may at any time thereafter be forfeited by a resolution of the Board of Directors to that effect. The forfeited share may be sold or otherwise disposed of in such manner as the Directors may think fit and at any time before sale or disposal, the forfeiture may be cancelled in such manner.

SHARE CERTIFICATE

6. Every person whose name is entered in the Register of Members shall be entitled to one or more share certificates to be issued under the common seal of the Company, specifying the number of share or shares and denoting number of shares held by him and the amount paid up thereon, provided that in respect of share or shares held by several persons jointly the Company shall not be bound to issue more than one certificate and the delivery of such certificate to one of the several joint holders, preferably to the one whose name stands first in the Register of Members shall be sufficient delivery to all. If a share certificate is defaced, lost or destroyed it may be reissued on such terms and conditions as the Directors may think fit.

TRANSFER AND TRANSMISSION OF SHARES

7. The share of the Company shall be transferred in the usual common Form or in any other Form as may be approved by the Directors. The instrument of transfer of any share of the Company shall be executed both by the transferor and the transferee and lodged at the registered office of the Company along with the share certificate. The transferor shall be deemed to remain as the holder of this Share until the name of the transferee is entered in the Register of Members. The legal heirs, successors, executors, administrators or assigns of a deceased sole holder of a share shall be the only person recognized by the Company having any title of the share. Any person entitled to a share in consequence of death or insolvency of a member shall upon such evidence being produced as may be required by the Directors, have the right to be registered as a member in respect of that share. Any share may at any time subject to the approval of the Directors, be transferred by a member to his Legal Heirs.

INCREASE OF SHARE CAPITAL

8. The Directors may, with the sanction of any ordinary resolution of the Company previously passed in a general meeting increase its share capital by the issue of the new shares. Such increase is to be of such amounts and to be divided into shares of such respective value as the Company in general meeting may direct and if no direction be given then as the Directors shall think fit.

BORROWING POWERS

9. The Directors may from time to time borrow from any source any sums of money required for the purpose of the Company and raise and secure the payment of such money in such manner and upon such terms and conditions in all respects as they may think fit and in particular by the issue of shares or by making, drawing, accepting or endorsing on behalf of the Company any promissory notes, bill of exchange or by giving or issuing any of the securities of the Company or by the creation of mortgage, charge of hypothecation all or any of the properties of the Company both present and future, including the uncalled capital of the Company for the time being and the Directors may on behalf of the Company guarantee the whole or any part of such loan or debts incurred by the Company with powers to secure guarantor against liability in respect of such loan or debts.



GENERAL MEETING

10. The first Ordinary Annual 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

11. Subject to provision of section 87 (2) of the Act. 1994 at least 14 days, notice specifying the place, date and hour of the General Meeting shall be given and in the case of special business, the general nature of such business shall be notified to the member

VOTE OF MEMBERS

12. On 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.

DIRECTORS

13. Unless Otherwise determined by the company in general meeting the number of directors shall not be less than 3(Three) and not more than 50(Fifty).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. Mohsina Akter
2. Md. Khayrul Basher
3. Md. Masuk Khandakar

The qualification of a Director shall be holding of 500 (Five Hundred) shares of Tk. 10.00 each in his/ her own name and not jointly with other or others. The remuneration of a Director shall be Tk. 500.00 (Five hundred) only for each meeting of the Board attended by him/ her. The Director shall be entitled to be paid reasonable traveling expenses incurred by him/her whilst employed in the business of the Company. If any Director when willing be called upon to perform any extra service or make any special exertion for the purpose of the Company, the Company may remunerate the Directors so doing either by a fixed sum or by a percentage on the profits of the Company as may be decided by the Company in a general meeting held subsequent to such appointment. The Board of Directors shall have power at any time and from time to time to appoint any other person to be a Director of the Company either to fill up a casual vacancy.

POWER OF DIRECTORS

The business of the Company shall be managed by the Directors who may pay all expenses incurred for the formation and registration of the Company and may



exercise all such powers of the Company as are not forbidden by the Companies Act, 1994 or any statutory modification or reenactment thereof for the time being in force or by the Articles required to be exercised by the Company in general meeting, subject nevertheless to any regulation being not inconsistent with the aforesaid regulations or provisions as may be prescribed by the Company in general meeting But no regulations made by the Company in general meeting shall invalidate any prior act or acts of the Directors which would have been valid if that regulation had not been made.

DISQUALIFICATION OF DIRECTORS

15. The office of a Director shall be vacated if the Director:
- a. Fails to obtain the time as specified under Section 97 (i) of the Companies Act, 1994 or at any time thereafter ceases to hold the share qualification necessary for his/her appointment; or;
 - b. If found to be a person of unsound mind by a court of competent Jurisdiction; or;
 - c. If an adjudged insolvent; or;
 - d. 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 Director; or;
 - e. Voluntarily resign from the office. The Directors shall meet together for the dispatch of business of the Company adjourn or otherwise regulate their meeting as they may think fit. A meeting of the Directors at which a quorum is present shall be competent to exercise all or any of the powers and authorities of the Directors.

CHAIRMAN

16. Mohsina Akter shall be the First Chairman of the Company for 10 (Ten) years from the date of incorporation of the Company and shall hold his position until he resigns voluntarily or otherwise becomes disqualified under provision of Section 108 (1) of the Companies Act, 1994.

MANAGING DIRECTOR

17. Md. Khayrul Basher shall be the first Managing Director of the Company for 10 (Ten) years from the date of incorporation of the Company and shall hold his position until he resigns voluntarily or otherwise becomes disqualified under provision of Section 108 (1) of the Companies Act, 1994.

POWER OF CHAIRMAN

18. a. The Chairman shall preside over all the meeting of the Board of Directors and General Meeting of the Company,
b. Any other activities determined by the Board of Directors or by the Members in general meeting.
c. The chairman shall help and guide to the managing director for any legal issues, appointment and remove of the employees of the company.

POWER OF MANAGING DIRECTOR

19. To manage the business and all other affairs of the Company, to appoint and employ officers, clerks, servants and day laborers for the Company and to remove or discharge them and appoint others and to pay the salary, remuneration and wages to the persons so employed and also to pay the preliminary expenses and other expenses for the formation and registration of the Company; b. To borrow or raise money by way of loans or overdrafts or by the creation of mortgage and to sign, execute seal and delivery necessary documents for securing the loan; c. To demand, sue for, realize and recover all dues, claims, demand, damages and compensations due and payable to the Company and to take proceedings, civil,



criminal, revenue or otherwise and whether original or appellate.

BANK ACCOUNT

20. The company shall open Bank Account(s) with any Scheduled Bank(s) and shall operate the same under the Single signature of the Managing Director of the company or authorized person as decided by the Board of Directors.

NOTICE

21. When a notice is sent by post the service of the notice shall be deemed to have been affected by properly addressing, prepaying and posting the letter containing the notice, unless contrary is proved to have been effected at the time at which the notice would be delivered in the ordinary course of post. A notice may be given by the Company to any member either personally or by sending the same by post to him of his registered address by advertisement in the local newspaper, circulating in the neighborhood of the registered office of the Company. Any notice to be given by the Company to any member, may be signed, written or printed.

DIVIDEND AND RESERVE

22. The Company in Annual general meeting may declare a dividend but no dividend shall exceed the amount recommended by the Directors and no dividend shall be paid otherwise than out of the profits of the Company for the year or from any other undistributed profit and no dividend shall carry any interest as against the Company. The Directors may from time to time pay the members such interim dividends as they think fit and reasonable. The Directors may create reserve fund out of profits of the Company and they shall have the absolute authority as to the employment of the reserve fund by way of capitalization or otherwise.

CAPITALIZATION OF THE RESERVE

23. The Company in general meeting may resolve that any money, investments or other assets forming part of the undistributed profit of the Company and standing to the credit of the reserve fund or in the hands of the Company and available for dividend be capitalized and distributed among such of the shareholders as would be entitled to receive the same if distributed by way of dividend and in the same proportion on the footing that they become entitled there to as capital and that all or any part of such capitalized fund be applied on behalf of the shareholders in paying up in full any unissued shares, debenture or debenture stock of the Company which shall be distributed accordingly or in or towards the payment of the uncalled liability on any issued share and that such distribution or payment shall be accepted by the shareholders in full satisfaction of their interests in the said capitalized sum.

ACCOUNTS AND AUDIT

24. An auditor or auditors shall be appointed by the Company and their duties shall be regulated in accordance with the provisions of Sections 210 to 213 of the Companies Act, 1994. Every account when audited and signed by the Auditors and Directors and approved at a general meeting shall be conclusive unless so far as any error is discovered therein before the audit of the next successive year's accounts. Whenever such an error is discovered the same shall forth with be rectified.



INDEMNITY

25. The Directors, Managing Director, Manager and any other officers of the Company shall be indemnified for all losses and expenditure incurred by them in the faithful discharge of their respective duty, except his willful acts, neglects or defaults and it shall be the duty of the Company to pay out of the funds of the Company in cash all losses and expenditure incurred by the Directors, Managing director, Manager or other officers of the Company. The amount for which the indemnity has been provided shall immediately attach a lien on the property of the Company and shall have priority over all other claims. Neither any Director, Managing Director, Manager and any other officers of the Company shall be held liable for any loss or damage happening to the Company and arising from any torturous act of any other person or for any other loss or damages or misfortune due to act of Government.

SECRECY

26. The Directors, Manager, Secretary, Officer, Auditors, Agents or other person employed in the business of the company shall have to observe (by signing a declaration form) strict secrecy respecting all matters which may come to his/ 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 these presents.



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	Name : Mohsina Akter Father's Name : Moksedur Rahman Mother's Name : Mery Khandoker Address : Khan Monjil(2nd floor),Haji Akbor Ali lane,Dendabor,Pollibiddut,Nabinagar,Savar,Dhaka , Dhaka Date of Birth : 30-DEC-91 E-mail : mohosinaakhter09@gmail.com Phone : 01727-851029 TIN : 528460221333 NID/Passport No. : 7321125622 Nationality : Bangladeshi	Chairman	500 (Five Hundred shares)	sd/-
2	Name : Md. Khayrul Basher Father's Name : Md.Azadur Rahman Mother's Name : Most. Sayodaton Necha Address : Khan Monjil(2nd floor),Haji Akbor Ali lane,Dendabor,Pollibiddut,Nabinagar,Savar,Dhaka ., Dhaka Date of Birth : 01-JUN-83 E-mail : mahadicomputers01@gmail.com Phone : 01718-072921 TIN : 390963280119 NID/Passport No. : 7756484841 Nationality : Bangladeshi	Managing Director	4000 (Four Thousand shares)	sd/-
3	Name : Md. Masuk Khandakar Father's Name : Md.Azadur Rahman khandoker Mother's Name : Most. Sayodaton Necha Address : Chandpur,Noongola,Bogura-5800, Bogra Date of Birth : 31-DEC-95 E-mail : mashukbd09@gmail.com Phone : 01730-726046 TIN : 287479888527 NID/Passport No. : 3292482704 Nationality : Bangladeshi	Director	500 (Five Hundred shares)	sd/-

<u>Witness 1</u>	<u>Witness 2</u>
Name : Md.Sumon Hossen Address: Moddhopara,Vitabolla,Baghar Para,Jessore. Phone : 01961-648393 NID : 5987041315	Name : Md.Jahangir Alam Address: JIGATOLA,TSO,DHANMONDI,DHAKA. 01404-068846 Phone : 19942691614000414

