

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

**A PRIVATE COMPANY LIMITED BY SHARES**

**MEMORANDUM**

**&**

**ARTICLES OF ASSOCIATION**

**OF**

**NAJMAT AL**  
**ENGINEERING LTD.**



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**A PRIVATE COMPANY                      LIMITED BY SHARES  
MEMORANDUM OF ASSOCIATION  
OF  
NAJMAT AL ENGINEERING LTD.**

**I.** The name of the company is **NAJMAT AL ENGINEERING LTD.**

**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 establish or otherwise acquire ingot, iron, steel, foundry, re-rolling mills, machine tools factory, automobile factory, aluminum works metal industries, wooden industries, aluminum conductor plant and to manufacture, export, import, or otherwise deal in all types of iron and steel materials, pig iron, M.S rod, billet, aluminum conductor, fixture, furniture, machine tools, light and heavy machinery, GI pipe, PVC pipe, tube well, sanitary materials, construction materials, automobiles, vehicles, carriages, engines and wooden steel and metallic items of all kinds. To set up run manage & carry on a quality steel mills in Bangladesh. To carry on the business of shipyard, dockyard, shipbuilding, iron-founders, mechanical engineers, manufacturers of machinery & implements of all kinds of drill, lathers, pumps, generators, concrete mixtures machines, machine tools, mill stores, workshop equipments agricultural equipments including, hose, shovels and allied tools.
<b>2</b>	To carry on the business of multi-purpose Agro-based Complex, Agro based industries, Poultry Farming, Poultry Hatchery, Poultry Feed, Dairy, Fisheries, Duckery, Agriculture farming, Cultivation of all kinds of Agro-food, Plantation of seeds, Nursery, Hatchery, Import, Export Marketing local or abroad and distribution to the farmers at reasonable rate, to undertake and carry on all kinds of expansion of construction in respect of Poultry /Dairy/Fish and Agriculture Projects, Forest, Nursery Garden, tree plantation, to set up salt industries, refining & processing, Packaging, Marketing, local and abroad, to market & sell eggs, live animals & meat process, meat export & import of animals, to establish marketing and sales centers to promote the products of the Company. Dairy farming, processing of milk and producing of milk products such as butter, cheese, ghee, ice- cream, chocolate & candy, milk freezing, milk powder, all kinds of milk based sweet.
<b>3</b>	To carry on the business as construction & developer the same in any manner, provide lands buildings, apartments, houses, flats, rooms, huts, or other accommodation constructed or to be constructed by the Company for associations, societies or members thereof and others on their behalf to secure loans from government, House Building Finance Corporation, Bank and other institutions, and sources and to do all things, deeds and acts that may be necessary and incidental to build and construct such buildings apartments, houses, flats, rooms, huts and other accommodation on terms and conditions that may be agreed upon by and between the parties. To carry on the business of build, take on lease, purchase acquire in any manner whatsoever any houses, buildings, apartments, flats, rooms, huts or other accommodation for residential, dwelling, business and all other purposes connected therewith and to let or dispose of the same on installment basis, rent, purchase basis.
<b>4</b>	To carry on the business of all types of solar powers & solar irrigation, dredging, digging, developing etc of rivers, cannels, ponds, road, bridges, flyover, elevator, subways, tunnels, railways, tramways, waterways, dockyards, seaports, river ports, Airports, gas works, reservoirs, to control manage & deal with any builders,



	erectors, constructors, civil, mechanical, electrical, chemical, metallurgical, electronic, bio-medical, telecommunication, computer engineers. Act as contractors, consultants, advisers for undertaking to execute, contracts, design, plan, build, fabricate, maintain, develop, digging, dredging, excavating, boring, mining, gopher, improve work, power generations, power stations, power sub-stations, power transmission & distribution, heating, ventilations, air-conditioning (HVAC), telecommunication works, light supply works, stores & other allied works to contribute or otherwise assist or take part in the construction, maintenance, development, working.
<b>5</b>	To carry on the business of 1st class contractor, Export, Import, Supply, Distributors, Trading, Traders, Indenting, Indenters, Consultancy, Constructors Builders, Erects, Engineers, Structural & Architecture designers, contractors, civil, Mechanical, Electrical, Chemical & Metallurgical, All Types of Electric & Electronics, LNG & CNG, Telecommunication, Bio-medical, Computer Engineers & consultants. To carry the business of custom clearing and forwarding agent, managing agents, freight forwarding, shipping agent, clearing forwarding agent, C & F agent, container leasing and handling agency, air cargo agent, GSA of airlines, transport operators, travel agent, commission agent, indenters, manufacturers representative in handling of international and domestic traffics and for that purpose conclude and deal agreement with any person, body corporate in public or private sector within and outside the company.
<b>6</b>	To carry on the business of all kinds of IT Solution with software development and allied businesses and to set-up, establish and run a software development, Customization, Maintenance & Training and data processing house unit with an aim to export software products services and data entry processing conversion service to international markets, software products, data entry services for and develop and provide computer networking & business automation solutions for domestic as well as international market, communications product & services and market them in domestic as well as foreign markets. To established Hospital & Medical College Hospital. To carry on the business of all kinds of online health services, online health care related works, online pharmacy, remote patient monitoring system development and service providing, m-health, e-health, tele health, mobile health, telemedicine services, online patient booking system in home and abroad.
<b>7</b>	To carry business of all kinds of jewelleries, ornaments, silver or other valuables, metals or stones & to set up, run & manage the establishment of jewellery shops of all kinds for diamond & gold which are used in various jewellery ornament such as Necklace, Chain, ring, Wedding Ring, Bracelet, Locket Earring, Bangle, Nose Pin, Armlet, Anklet i.e all jewelleries goods & repairing all kinds of jewellery. To carry on business in manufacturing, casting, repairing stone, coil, Oil, LPG & LNG. The Company will recycle, reprocess, salvage & convert litter, scrap and waste tires of all sort to produce make Green Oil which will further be recycled into Light- Oil. This Light-Oil will be manufactured, produced, maintained, distributed & sold in wholesale and retail basis in national & international markets to various companies, entreaties & individuals. Light-Oil will be used as fuel alternative to gasoline, patrol, diesel & so forth. The company can do any lawful business for making profit.
<b>8</b>	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.
<b>9</b>	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. 150000000 ( Fifteen Crore ) divided into 1500000 ( Fifteen Lac ) Ordinary Shares of TK 100 ( One Hundred ) 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 : SHAHIN SULTANA</b> Father's Name : Md. Sirajul Islam Mother's Name : Shamsunnahar Address : 31/1, (3rd Floor) Middle Bashaboo, Sabujbag, Dhaka Date of Birth : 18-FEB-81 E-mail : najmatalengib@gmail.com Phone : 01783732408 TIN : 414644458473 NID/Passport No. : 2846920888 Nationality : Bangladeshi	Chairman	4000 ( Four Thousand shares)	sd/-
2	<b>Name : S M AKHTER UZZAMAN</b> Father's Name : Late Md. Shahor Ali Sarder Mother's Name : Hazra Bibi Address : 3/1-3/2- Saraqa Mac, Apt. No- 6a-6b, Bijoy Nagar, Paltan, Dhaka Date of Birth : 02-JUL-82 E-mail : najmatalengib@gmail.com Phone : 01794194948 TIN : 810654324098 NID/Passport No. : BT0362430 Nationality : Bangladeshi	Managing Director	5000 ( Five Thousand shares)	sd/-
3	<b>Name : MOHAMAAD ALAM</b> Father's Name : Late Suruz Miah Mother's Name : Abeda Khatun Address : Bagbari, Bangla Bazar, Sonargaon, Narayanganj Date of Birth : 01-JAN-73 E-mail : najmatalengib@gmail.com Phone : 01938099485 TIN : 365192967629 NID/Passport No. : 5954846563 Nationality : Bangladeshi	Deputy Managing Director	5000 ( Five Thousand shares)	sd/-
4	<b>Name : MD. SAIFUL ALAM MAZUMDER</b> Father's Name : Mofiz Uddin Mazumder Mother's Name : Shahin Sultana Address : 31/1, (3rd Floor) Middle Bashaboo, Sabujbag, Dhaka Date of Birth : 14-DEC-99 E-mail : najmatalengib@gmail.com Phone : 01315552876 TIN : 190796358624 NID/Passport No. : 3305898029 Nationality : Bangladeshi	Director	1000 ( One Thousand shares)	sd/-

<b>Witness 1</b>	<b>Witness 2</b>
Name : Muhammed Solaiman (Adviser) Address: Plot: 3D, Kabbakas Super Market (Level-6), Room No- 6/4, Kawran Bazar, Tejgaon, Dhaka Phone : 01725389430 NID : 1592039715254	Name : Md. Jamal Hossain (Advocate) Address: 67/9, Eastern Mansion, (12th Floor) 12/1, Seghunbagicha, Kakrail, Dhaka Phone : 01711619149 NID : 2696827820586



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(ACT XVIII OF 1994)**

**A PRIVATE COMPANY      LIMITED BY SHARES**

**ARTICLES OF ASSOCIATION  
OF**

**NAJMAT AL ENGINEERING LTD.**

**PRELIMINARY**

1. The Regulations contained in the Schedule-1 of the Companies Act of 1994 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. Unless there be something repugnant in the subject or context inconsistent therewith- "Act" means the Companies Act, 1994. "Company" means the "NAJMAT AL ENGINEERING LTD." "Special Resolution", "Extra Ordinary Resolution", have the meanings assigned thereto respectively by the Act. "The Chairman" means the Chairman of the Company for the time being elected. "The Director" means the Director of company for the time being. "Managing Director" means the Managing Director of the Company for the time being. "Board" or "Board of Director" means the Board of Directors of the Company for the time being. "The Office" means the Registered Office of the company for the time being. "The Register" means the Register of members to be kept pursuant to companies Act. "Dividend" includes bonus. "Proxy" includes Attorney duly constituted under a power of Attorney.
3. "In Writing" means written or printed, partly written and partly printed and includes lithography, type printed and other means representing word in a visible form. "Year" means the English Calendar year as followed by the company. "Month" means the calendar month according to the English Calendar year, Word importing the singular number includes the plural number and vice versa. Word importing the masculine gender only includes the feminine gender.

**PRIVATE COMPANY**

4. The Company is a Private Limited Company within the meaning of Section 2 (1) under Clause (Q) of the Companies Act, 1994 and accordingly the following shall apply: a) No invitation shall be issued to the public to subscribe for any shares and debenture of the Company. b) The number of the members of the Company (exclusive of persons in employment of the Company) shall be limited to fifty provided that for the purpose of this provision where two or more persons hold one or more shares jointly in the Company they shall be treated as single member. c) The right to transfer shares in the Company is restricted in the manner and to the extent hereinafter appearing.

**SHARE CAPITAL**

5. The Authorized Share Capital of the Company is TK. 150000000 ( Fifteen Crore ) divided into 1500000 ( Fifteen Lac ) Ordinary Shares of TK 100 ( One Hundred ) each With powers to increase and reduce the capital of the Company for the time being in accordance with the provisions of the Companies Act, 1994. 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.



## **CALL ON AND FORFEITURE**

6. 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
7. 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 and on such terms and conditions as the Directors may think fit.

## **SHARE CERTIFICATE**

8. 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 of the Company, specifying the number of share or shares and distinctive 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 re-issued on such terms and conditions as the Directors may think fit.

## **TRANSFER AND TRANSMISSION OF SHARES**

9. 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 assignees 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.
10. Any share may at any time subject to the approval of the Directors, be transferred by a member to his wife or her husband or to his or her sons, daughters, father, mother or brother. Subject to the provisions mentioned above shares of the Company shall not be transferred by a member to any person so long as the existing members are willing to purchase the same or so long as a member or any other person selected by the Directors is willing to purchase the same at a reasonable price fixed by the transferor & transferee mutually. The Directors may decline to register any transfer of share to a person whom they do not approve for any reason which may appear to them just and proper in the interest of the company. The Directors are not bound to disclose or assign any reason for their refusal to register any transfer of share.

## **INCREASE OF SHARE CAPITAL**

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**

12. 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**

13. The First General Meeting of the Company shall be held within 18 (Eighteen) months from the date of incorporation of the Company and thereafter once at least in every calendar year at such time (not being more than fifteen months after the holding of the last preceding general meeting) and places as may be decided by the Board of Directors of the Company. The above mentioned general meeting shall be called Annual General Meeting and other general meetings of the Company shall be called extra-Ordinary General Meetings. The Directors may whenever they think fit call an extra ordinary general meeting and an extra ordinary general meeting also be called on the requisition of the members in accordance with the provisions of Section 84 of the Companies Act, 1994.

### **PROCEEDING AT GENERAL MEETING**

14. Clause 49 of Schedule-1 shall apply with the condition that with the consent of all the members entitled to receive notices of a particular meeting that a meeting may be convened by such shorter notice and in such manner as those members may think fit. The accidental omission to give any such notice to any member shall not invalidate the meeting and the resolutions passed at such meeting.

### **QUORUM (AGM)**

15. 3 (Three) Members present in person and entitled to vote, shall form a quorum for any general meeting of the Company, if within half an hour from the time appointed for the holding of a meeting of the Company a quorum is not present the meeting shall stand adjourned to the same day in the next week at the same time and place as the Directors may determine. No quorum shall be necessary at the adjourned meeting.

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

16. 3 (Three) Directors present in person and entitled to vote, shall form a quorum for any general meeting of the Company, if within half an hour from the time appointed for the holding of a meeting of the Company a quorum is not present the meeting shall stand adjourned to the same day in the next week at the same time and place as the Directors may determine. No quorum shall be necessary at the adjourned meeting. No business shall be transacted in any general meeting unless a quorum of members is present at the time when the meeting proceeds to business.

### **VOTE OF MEMBERS**



17. On a show of hands every member present in person and entitled to vote shall have one vote and upon a poll every member present in person or by proxy or power of attorney shall have one vote in respect of every share held by him. On a poll, vote may be given either personally or by a proxy or under a power of attorney or by a person appointed under Section 86 of the Companies Act, 1994. A proxy must be a member of the Company. No member shall be entitled to vote at any general meeting unless all calls or other sums presently payable by him to the Company in respect of the share held by him has been paid.
18. Any person entitled under the transmission clause to the transfer of any share, may vote at any general meeting in the same manner as if he were the registered holder of such share provided that 72 hours at least before the time of holding the meeting or adjourned meeting as the case may be at which he proposes to vote he shall satisfy the Directors of his rights as transferee to such shares unless the Board of Directors or the Managing Director shall have previously admitted his right to vote as such meeting in respect thereof.

### **DIRECTORS**

19. Unless Otherwise determined by the company in general meeting the number of directors shall not be less than 2( Two ) 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. SHAHIN SULTANA
2. S M AKHTER UZZAMAN
3. MOHAMAAD ALAM
4. MD. SAIFUL ALAM MAZUMDER

### **QUALIFICATION SHARES**

20. The qualification of a Director shall be holding of 500 (Five Hundred) shares of 100/-each in his/ her own name and not jointly with other or others.

### **REMUNERATION OF DIRECTORS**

21. The remuneration of a Director shall be Tk. 1000.00 (Tk. One thousand) 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 or as an addition to the Board so that the total number of Directors shall not at any time exceed the maximum number of Directors fixed by the Company.

### **POWER OF DIRECTORS**

22. 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**

23. 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. a) 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 b) He/ she is found to be a person of unsound mind by a court of competent jurisdiction, or c) He/ she is adjudged insolvent, or d) 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 e) 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. f) Removed from the Directorship by an extra-ordinary resolution.

### **CHAIRMAN**

24. SHAHIN SULTANA shall be the first Chairman of the Company for 5 (Five) years from the date of incorporation of the Company and shall hold her position until she resigns voluntarily or otherwise becomes disqualified under provision of Section 108 (1) of the Companies Act, 1994.

### **MANAGING DIRECTOR**

25. S M AKHTER UZZAMAN shall be the first Managing Director of the Company for 5 (Five) 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.

### **DEPUTY MANAGING DIRECTOR**

26. MOHAMAAD ALAM shall be the first Deputy Managing Director of the Company for 5 (Five) 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 MANAGING DIRECTOR**

27. For the services to be rendered by the Managing Director he will receive such remuneration whether as salary or commission or participation in the profits of the Company or partly in another as decided by the Company in the general meeting held subsequent to his assumption of office. Subject to the control and supervision of the Board of Directors the Managing Director shall exercise the following powers:
28. a. 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, charge of hypothecation or otherwise and on such terms and conditions as he may think fit and to sign, execute, seal and deliver necessary documents for securing the loan.



29. 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. d. To purchase or otherwise acquire for the Company any land, building, office, goodness, licenses, rights, privileges, concessions, plant, machineries, goods, equipment and utensils as may be required by the Company and at such consideration and on such terms and conditions as he may think fit. e. To open branch office of the Company in Bangladesh or in any other foreign country as he may think necessary and also to close the same. f. To sign bills, vouchers, certificates, deeds, agreements, promissory notes, and any other negotiable or transferable instruments.
30. g. To settle compound, submit to arbitration, compromise and withdraw any suits, accounts, claims and demands whatever whether arising from any legal proceedings or not. h. To invest the reserve fund of the Company and to dispose of same in such manner. i. To delegate all or any of his powers to any Director, Manager, Secretary, Agent, Accountant, Assistant or other officer of the Company as he may from time to time deem fit. j. To present for registration before the District Registrar, Sub-Registrar or any other registering authority and deed of document executed by the Managing Director or any other Director if so authorized by the Board of Directors in that behalf and to admit execution thereof and also to present for registration before any registering authority and deed or document executed in favour of the Company and generally to do all other acts and things in that behalf.
31. k. To give donations and subscriptions to any charitable, benevolent, religious, social and cultural objects. l. To sign and verify plaints, written statements, petitions, applications and vakalatnamas, authorizing legal practitioners to act for and on behalf of the Company before all courts, civil, criminal, revenue or otherwise and generally to do all other acts and things may be necessary from time to time in connection with the business of the Company in different department under the Government and any other public or private offices.

#### **BANK ACCOUNT**

32. The company shall open Bank Account(s) with any Scheduled Bank(s) and shall operate the Joint Signature of Managing Director with any one Director (Managing Director Must) of the Company or as per decision of the Board of Directors of the Company.

#### **ADVISOR**

33. 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**

34. When a notice is sent by post the service of the notice shall be deemed to have been effected 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.

#### **ACCOUNTS AND AUDIT**

35. The Directors shall in all respects comply with the provisions of Section 181 to 191 of



the Companies Act, 1994 so far as applicable to private Companies or any statutory modifications thereof for the time being in force. 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.

#### **ANNUAL RETURNS**

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

#### **DIVIDEND AND RESERVE**

37. 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**

38. 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 un-issued 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.

#### **INDEMNITY**

39. 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**

40. 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.



## **ARBITRATION**

41. If and whenever any difference shall arise between the Company and any of the members of their representative touching the construction of any of the Article herein contained or any Act, matter or thing made, done or omitted in regard to the rights and liabilities arising hereunder or arising out of the regulation existing between the parties by reason of these presents or of the statutes or any of them, such difference shall forthwith be referred to two Arbitrators, one to be appointed by each party and a third arbitrator may be chosen by the two Arbitrators, if deemed necessary, before entering on the consideration in accordance with the provisions of the Arbitration Act, 2001.

## **WINDING UP**

42. 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 capital paid up such deficit shall be born 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. 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 among the members pro rata.



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 : SHAHIN SULTANA</b> Father's Name : Md. Sirajul Islam Mother's Name : Shamsunnahar Address : 31/1, (3rd Floor) Middle Bashaboo, Sabujbag, Dhaka Date of Birth : 18-FEB-81 E-mail : najmatalengibd@gmail.com Phone : 01783732408 TIN : 414644458473 NID/Passport No. : 2846920888 Nationality : Bangladeshi	Chairman	4000 ( Four Thousand shares)	sd/-
2	<b>Name : S M AKHTER UZZAMAN</b> Father's Name : Late Md. Shahor Ali Sarder Mother's Name : Hazra Bibi Address : 3/1-3/2- Saraqa Mac, Apt. No- 6a-6b, Bijoy nagar, Paltan, Dhaka Date of Birth : 02-JUL-82 E-mail : najmatalengibd@gmail.com Phone : 01794194948 TIN : 810654324098 NID/Passport No. : BT0362430 Nationality : Bangladeshi	Managing Director	5000 ( Five Thousand shares)	sd/-
3	<b>Name : MOHAMAAD ALAM</b> Father's Name : Late Suruz Miah Mother's Name : Abeda Khatun Address : Bagbari, Bangla Bazar, Sonargaon, Narayanganj Date of Birth : 01-JAN-73 E-mail : najmatalengibd@gmail.com Phone : 01938099485 TIN : 365192967629 NID/Passport No. : 5954846563 Nationality : Bangladeshi	Deputy Managing Director	5000 ( Five Thousand shares)	sd/-
4	<b>Name : MD. SAIFUL ALAM MAZUMDER</b> Father's Name : Mofiz Uddin Mazumder Mother's Name : Shahin Sultana Address : 31/1, (3rd Floor) Middle Bashaboo, Sabujbag, Dhaka Date of Birth : 14-DEC-99 E-mail : najmatalengibd@gmail.com Phone : 01315552876 TIN : 190796358624 NID/Passport No. : 3305898029 Nationality : Bangladeshi	Director	1000 ( One Thousand shares)	sd/-

#### Witness 1

Name : Muhammed Solaiman (Adviser)  
 Address: Plot: 3D, Kabbakas Super Market (Level-6), Room No- 6/4, Kawran Bazar, Tejgaon, Dhaka  
 Phone : 01725389430  
 NID : 1592039715254

#### Witness 2

Name : Md. Jamal Hossain (Advocate)  
 Address: 67/9, Eastern Mansion, (12th Floor) 12/1, Seghunbagicha, Kakrail, Dhaka  
 Phone : 01711619149  
 NID : 2696827820586

