



APPROVED

Incorporation of Company

CERTIFICATE OF INCORPORATION

No.....

.....19.....

I hereby certify thatCompany/Private Limited is this day incorporated under the Companies Act, 1956 and *that the company is limited.

Given under my hand at(place) this(date).....day of(Month)one thousand nine hundred and

Fees and Deed Stamp.....Rs.....

Stamp duty of Capital.....Rs.....



Signature

Registrar of Companies

.....State

Step 1: Name Clearance

The proposed name of the company must be approved before incorporation of the company in Bangladesh. An application for the name clearance has to be filed to the RJSC along with the filled in application form and the proposed name.

S-11 of Companies Act 1994 : A company shall not be registered by a name identical with that by which a company in existence is already registered, or so nearly resembling the name that there is likelihood of using the name to deceive, except where the company in existence is in the course of being dissolved and signifies its written consent in such manner as the Registrar requires.

- Terms and conditions for name approval (RJSC website)
- Similar or Closely Similar .
- Will be valid for 30 days.

Step -2 :Submission of necessary Documents

The following documents must be prepared and compiled for the purpose of the incorporation of the company:

- a) Memorandum of Association (MoA) and the Articles of Association (AoA)
- b) Foreign promoters resolution to open a company in Bangladesh
- c) Obtaining and executing the following forms:
 - Filled in Form I: Declaration on registration of Company;
 - Filled in Form VI: Notice of Situation of registered office;
 - Filled in Form IX: Consent of director to act;
 - Filled in Form X: List of persons consenting to be directors
 - Filled in Form XII: Particulars of the Directors, managers and managing agents.

For foreign company

STEP 3: Formalities Related with Bank Account

The promoters are required to open a temporary bank account in the name of the proposed company with any scheduled bank with condition that the account shall be regularised once the company is duly registered with the company house. After the account is created, the capital contribution has to be remitted to the temporary account and an Encashment certificate has to be obtained from the bank which states that the amount required for the capital contribution has been duly remitted and received.

Step-4 :Submission of the Documents to the Registrar

Finally, an application has to be made to the RJSC along with all the documents executed as listed above along with the Government fees. The RJSC after perusing all documents registers the company and provides a certificate of incorporation.

Issue No. 12188-94



Certificate of Incorporation

No.G-87151/10.....

I hereby certify that Company Name Here..
.....&..DEVELOPMENT..LTD.....

.....
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-Sixth.....day of.....September.....
two thousand.....Ten.....



Deputy

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

STEP 5: Post Registration Compliance

After the registration process is completed, a Private Limited Company may have to obtain any or all of the following documents:

- a) Board of Investment Registration **(for foreign company)**
- b) Trade license from the relevant City Corporation.
- c) Tax Identification Number (TIN) from the National Board of Revenue (NBR)
- d) Vat Registration Certificate from NBR
- e) Fire Certificate from the Bangladesh Fire Service and Civil Defense Authority (for industrial ventures)
- f) Environment Clearance Certificate from the Department of Environment, if the company is involved in industrial projects (for industrial ventures)
- g) Investor visas, work permits and employee visas for foreign nationals.

Effects of incorporation

- The company becomes an incorporated body.
- The certificate of incorporation can be presented in a court of law as proof of the company's existence.
- The company becomes an lawful's artificial person and its entity is deemed to be separate from its members.
- The existence of company is become permanent.
- A private company can start its business immediately on getting the certificate of incorporation.
- The company get power to acquire , hold and dispose of property , to contract or to sue and be sued by the said name.

Trade License and Tax Identification. You may need to acquire more company permits, depending on the company operations of your company.

Certificate of Incorporation

Conclusive Evidence or not?

Jubilee cotton mills

VS



lewis

The
Commerce
COACH

Apply for registration-6th January

Share allotment-7th January

Certificate of Incorporation-8th January



HADJEE GOOLAM ARIFF



FORMED
GOOLAM ARIFF
ESTATE COMPANY
LIMITED

MOOSA GOOLAM ARIFF
V/S
EBRAHIM GOOLAM ARIFF

BOMBAY HIGH COURT

26, June 1912

In brief, the certificate of incorporation is **conclusive** with regard to the following matters:

- (a) That the association has been duly registered under the Act.
- (b) That it was properly authorized to be registered as a company under the Act.
- (c) That the date borne by the certificate of incorporation is the date of the birth of the company. The company shall be deemed to have come into existence on that very date.
- (d) That all the requirements of the Act in respect of the registration and of matters precedent and incidental thereto have been complied with.