

THE COMPANIES ACT, 1994
(ACT XVIII OF 1994)

A PRIVATE COMPANY LIMITED BY SHARES

MEMORANDUM

&

ARTICLES OF ASSOCIATION

OF

ABS INFRASTRUCTURE &
CONSTRUCTION LIMITED



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MEMORANDUM OF ASSOCIATION
OF

ABS INFRASTRUCTURE & CONSTRUCTION LIMITED

I. The name of the company is ABS INFRASTRUCTURE & CONSTRUCTION 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 acquire by purchase or otherwise the assets of the going concern known as ABS Construction Co. together with license good will thereof , its present owners 1) Md. Abdur Rahman, 2) Md. Abul Bashar Siddikur Rahaman, 3) Mst. Aimun Naher, Address : Pitasha Cottage, Block-B, Near Eidgah Math, Janpur, Sirajganj, who shall be the Directors of the Company and who is actually converting their partnership business into a Private Limited Company having substantial shareholding of the Company for a consideration to be paid either in cash or otherwise than in cash or in both and on such terms and conditions as may be determined and to execute necessary vendors agreement to that effect after incorporation as far as practicable. Total business will be executed under ABS INFRASTRUCTURE & CONSTRUCTION LIMITED.
2	To carry on business of builders, 01st Class contractors, engineers, consultants, architects, developers, and can import, sell, market all kinds of construction materials, can import, sell supply & market all types of related machinery, equipment. To sell, lease, house, building, constructed after developing low or undeveloped land, generally purchase, construction, sale, allotment, let-out, lease of house building, flat, apartment, commercial building including working as commission agent, transport contractor, broker, advisor at home and abroad. To acquire and own land of any kind by purchase, lease exchange or on hire or in any other legal way from any person or a group of persons, organizations, private or public body, Govt. and Semi-Govt. organizations autonomous bodies or by sharing with others who have land, building or other structures.
3	To carry on the business on land purchasers, sellers, land developer, land acquire on lease or purchase and sell after making flats or apartments and a lot land as plot among the buyers, Plot Sales, Flat Sales, down payments & Instalment members or associations or societies. To provide lands with apartment buildings, flats, houses, rooms, huts or any other type of accommodation constructed by the company for association, societies or members and others and on their behalf to secure loans from Government, House Building Finance Corporation, Banks and other financial institute. 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.
4	To lend money to any company, firm or person and to give all kinds of indemnities, to guarantee loans, Mortgage, sureties and third parties either by personal covenant and or by mortgaging or charging all or any part of the undertaking property and assets present and future and uncalled capital of the Company. To carry on business of land development of its own or of others which may be of any kind to attain the objective for which the land is obtained. To carry on business of acquiring land for constructing buildings, Roads, bridge, culverts, parks, mosques, gardens, tourist spot, picnic spot, fishing lake, Pisci-culture & flora-culture. To carry on business of acquiring land for building hotel, motel, resorts, rest house &



	restaurants.
5	To carry on business of land development and construction of the multi-storied building, as well as contractual business of goods, works and services with public and private entities. To purchase, take on lease or in exchange, hire or otherwise acquire and hold, protect, prolong and renew for any estate or interest any lands, buildings, easements, rights, intellectual property rights, inventions, licenses, protections, privileges, concessions, patents, patent rights, licenses, secret processes, machinery, plant, stock-in-trade and any other activities which may appear to be advantageous to the Company's business. To borrow, raise money from any Bank or financial institution and or secure the payment of money for the purposes of the company's business and the company shall mortgage its property for borrowing or raising of money by the company.
6	Also to take Loans from Bank/ other Financial Institutions in such a manner as may company thinks fit and to mortgage the property and assets of the company as securities for loans and/ or any credit facilities to be given in favour of the company or its any associate company or companies. To stand, allowed as surety for third party mortgage, Loan and or associate units, to give & receive any kinds of guarantee or mortgage in appropriate situation as the company may deem fit and securing liabilities of such party and or associates units and if need to be to mortgage the property, and assets of the company as security for loans and or any credit facilities also vise Versa.
7	To carry on the business of Import, Export, Supplier, Marketing, land development and construction of the multi-storied building, as well as contractual business of goods, works and services with public and private entities as well as manufacturers, producers, processors, importers, exporters, traders, buyers, sellers, retailers, wholesalers, suppliers, commission agent, indenters, packers, movers, stockiest, agents, sub-agents, merchants, distributors, consignors, first Class Contractor & general Contractor, & any to issue and create at par or at a premium per discount, and for such consideration and win and subject to such rights, power, privileges and conditions as may be thought fit, mortgage, charges, memoranda or deposit, debentures or debenture stock, either permanent or redeemable or repayable, and collaterally or future to secure any securities of the company by a trust deed or other assurance.
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.
9	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. 50000000 (Five Crore) divided into 500000 (Five 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	Name : Md. Abdur Rahman Father's Name : Md. Monir Uddin Mother's Name : Rawson Ara Begum Address : Pitasa Cottage, Block-B, Near Eidgah Math, Janpur, Sirajganj, , Sirajganj Date of Birth : 10-SEP-71 E-mail : arconstruction.jpbd@gmail.com Phone : 01672-051414 TIN : 845478509876 NID/Passport No. : 7317055874 Nationality : Bangladeshi	Chairman	1000 (One Thousand shares)	sd/-
2	Name : Md. Abul Bashar Siddikur Rahaman Father's Name : Abdul Baki Akanda Mother's Name : Mrs. Golap Jahan Address : Ka-59, Post office Road, Khilket, , Dhaka Date of Birth : 08-NOV-82 E-mail : batmo.basher@gmail.com Phone : 01711-311546 TIN : 158627917856 NID/Passport No. : 8517628423035 Nationality : Bangladeshi	Managing Director	1500 (One Thousand Five Hundred shares)	sd/-
3	Name : Mst. Aimun Naher Father's Name : Liakot Mollah Mother's Name : Mst. Shamima Parvin Address : Flat No: 4NW2, Building Chayaneer, Lake City Concord, Khilket,, Dhaka Date of Birth : 22-OCT-92 E-mail : juel_cse312666@yahoo.com Phone : 01521-403516 TIN : 169984322165 NID/Passport No. : 19921820701000035 Nationality : Bangladeshi	Director	2500 (Two Thousand Five Hundred shares)	sd/-
4	Name : Rubina Rahman Father's Name : Anisur Rahman Mother's Name : Lotifi Anis Address : Pitasa Cottage, Block-B, Near Eidgah Math, Janpur, Sirajganj, , Sirajganj Date of Birth : 11-OCT-75 E-mail : mostnafsinatulzannat@gmail.com Phone : 01711-464751 TIN : 774483562138 NID/Passport No. : 1916896705 Nationality : Bangladeshi	Director	1000 (One Thousand shares)	sd/-
5	Name : Rukshana Akter Father's Name : Md Giash Uddin Mother's Name : Nigar Sultana Address : House-236, Kaborstan Road, Mia Para. GopalganjSadar, , Gopalganj Date of Birth : 20-JUL-81 E-mail : adv.rukshana2010@gmail.com Phone : 0155-2305818 TIN : 563427349430 NID/Passport No. : 3523203140014	Director	1000 (One Thousand shares)	sd/-



SL No.	Name	Position	No. of Shares Taken	Signature of subscribers
	Nationality : Bangladeshi			
6	Name : Nafsina Tul Zannat Father's Name : Md. Abdur Rahman Mother's Name : Rubina Rahman Address : Pitasa Cottage, Block-B, Near Eidgah Math, Janpur, Sirajganj, , Sirajganj Date of Birth : 14-AUG-94 E-mail : mostnafsinatulzannat@gmail.com Phone : 01307-082347 TIN : 634187421170 NID/Passport No. : 2391581838 Nationality : Bangladeshi	Director	1000 (One Thousand shares)	sd/-
7	Name : FATAMA-TUZ-ZOHORA Father's Name : Md. Abdur Rahman Mother's Name : Rubina Rahman Address : Pitasa Cottage, Block-B, Near Eidgah Math, Janpur, Sirajganj, , Sirajganj Date of Birth : 01-JAN-97 E-mail : mostnafsinatulzannat@gmail.com Phone : 01797-003756 TIN : 778207973456 NID/Passport No. : 1951905262 Nationality : Bangladeshi	Director	1000 (One Thousand shares)	sd/-
8	Name : Most. Fatima Tamanna Tany Father's Name : Md. Abdur Rahman Mother's Name : Rubina Rahman Address : Pitasa Cottage, Block-B, Near Eidgah Math, Janpur, Sirajganj, , Sirajganj Date of Birth : 06-DEC-99 E-mail : mostnafsinatulzannat@gmail.com Phone : 01775-670165 TIN : 440481997177 NID/Passport No. : 7365058622 Nationality : Bangladeshi	Director	1000 (One Thousand shares)	sd/-

<u>Witness 1</u>	<u>Witness 2</u>
Name : Samar Chandra Das Address: 128/2, East Tejturi Bazar (1st Floor), Kawran Bazar, Farmgate, Dhaka-1215 Phone : 01716532642 NID :	Name : Ajoy Kumar Mitra Address: 128/2, East Tejturi Bazar (1st Floor), Kawran Bazar, Farmgate, Dhaka-1215 Phone : NID :



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ARTICLES OF ASSOCIATION
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ABS INFRASTRUCTURE & CONSTRUCTION LIMITED

PRELIMINARY

1. The Regulations contained in the shedule-1 of the Companies Act, 1994 shall apply to this Company with respect to such provisions as are applicable to private Limited companies so far only they are not negative or modified by or are not contained in the following Articles or any other Articles that may from time to time be framed by the company.

INTERPRETATION

2. In construction of these Articles unless there be something repugnant in the subject or inconsistent therewith: Company means ABS INFRASTRUCTURE & CONSTRUCTION LIMITED, Office means the registered office of the Company for the time being. Year means the financial year as followed by the company, Month means the calendar month according to the English Calendar, Managing Director means the Managing Director of the company for the time being, who will also be the Chief Executive Officer (CEO) of the company. The Board or Board of Directors means the Board of Directors of the company for the time being. Special Resolution and Extraordinary resolution respectively shall bear the meanings assigned there to by the Companies Act, 1994. In writing means written or printed, partly written and partly printed and includes Lithography, type, printed, and other means representing words in visible form. Words importing the singular number only includes the plural number and vice versa, Ltd. means Limited;

BUSINESS

3. The Company shall be entitled to commence business from the date of its incorporation.

PRIVATE COMPANY

4. The company is a private Limited company within the meaning of Section 2(1) 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 share or debenture of the Company. (b) The number of members of the company (exclusive of persons in the employment of the company) shall be limited to fifty; provided, however, 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 a single member. (c) The right to transfer shares in the company is restricted in the manner and to the extent hereinafter appearing.
5. The business of the Company shall include all or any of the several objects as enumerated in the Memorandum of Association of the Company.

SHARE CAPITAL

6. The Authorized Share Capital of the Company is TK. 50000000 (Five Crore) divided into 500000 (Five 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.

7. The shares shall be under the control of the Board of Directors who may allot for cash or other consideration or otherwise dispose of the same to such persons in such manner or upon such terms and conditions as the company may decide.
8. The joint holders of a share shall be jointly as well as severally liable for payment of all instalments and calls due in respect of such shares.
9. No person shall be recognized by the company as holding any shares upon any trust and the Company shall not be bound by or recognize any share equitable or further interest in any share or interest in any fractional part of a share (except only as by these presents otherwise expressly provided) or any other right in respect of any share except in absolute right of the entirety thereof in the registered holder.

SHARE CERTIFICATE

10. The certificate of title to share and duplicate thereof whenever necessary shall be issued to the members of the Company and shall be signed by the Chairman & Managing Director of the company.
11. If any share certificate is defaced, worn out, destroyed, or lost, it may be reissued upon such evidence being produced and such indemnity if any being given as the same requires, and (in case of defacement or wearing out) on delivery of the old certificate and on payment of such sum not exceeding Tk. 5/- or as the Board of Directors may from time to time require.

TRANSFER AND TRANSMISSION OF SHARES

12. Shares may be transferred at any time by a member to his or her children grandchildren, spouse, father, mother, brother or sister only with prior sanction of the Board of Directors. Subject to above, no share shall be transferred to any person so long as the existing Board of Directors are willing to accept the same.
13. If any member intends to sell his or her shares, it must be offered first to the existing shareholders who shall have the option to purchase the shares at a fair valuation to be determined mutually by the Board of Directors at the opinion of the Company's auditors. If one or more of the other shareholders declines to purchase the portion of shares offered to him/her and does not exercise the right to purchase within 60 days from the date of the offer, the same shall be offered proportionately amongst the shareholders who are willing to purchase who will pay the amount within 15 working days from the end of the aforesaid 60 days. In case existing shareholders are unwilling to purchase, the same may be transferred to outsiders.
14. The Directors may decline to register any transfer of shares to any person other than those mentioned above for any reason that is just and proper. The Director need not disclose or assign any reason for the refusal to register any transfer.



If registration of the transfer of shares or debentures is refused, the Directors shall

15. within one month from the date on which the instrument of transfer was lodged send to the transferee and the transferor notice of the refusal.
16. A fee not exceeding Tk. 10/- (Ten) may be charged for each transfer approved by the Board of Directors and shall be paid before the registration thereof.
17. The instrument of transfer must be accompanied by the certificate of the share.
18. The shares of each shareholder shall transmit on his/ her death to his/her heir or legal representative. When no Letters of Administration have been taken out shall upon proof of his/her title be recognized by the Company as being entitled to the shares of the deceased shareholder. Where there is a will, probate of Letters of Administration along with a copy of the will, shall be taken out before such title can be recognized.

BORROWING POWERS

19. The Managing Director subject to the approval of the Board of Directors may raise or borrow any sum of money for the purpose of the Company from any person, bank, firm, or company, and may secure the payment of such money in such manner as they deem proper or by making, drawing, accepting, or endorsing on behalf of the Company any promissory notes or bill of exchange or giving or issuing any other Security of the Company or by mortgage or charge on all or any property of the Company including its uncalled capital for whole or any part of the loan or debts raised by or on behalf of the company or any interest or any liability under the guarantee by means of mortgage or hypothecation of charge upon any property and assets of the company, movable, immovable or otherwise.
20. The Managing Director subject to the approval of the Board of Directors may secure the repayment of such money in such manner and upon such terms and conditions in all respects as he/she may think fit and charged upon all or any part of the property of the company (both present and future).

GENERAL MEETING

21. There shall be at least one ordinary General Meeting to be called the Annual General meeting. It should be called every calendar Year as soon as practicable after the annual closing of the accounts of the company, but not later than fifteen months from the date of the last Annual general Meeting. The first Annual General Meeting shall be held within eighteen months from the date of incorporation of the Company.
22. Subject to the provision of Section 87 (2) of the companies Act, 1994, relating to special resolution at least twenty one 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 members; but accidental omission to give such notice or non-receipt of such notice by any member shall not invalidate the proceeding of the general Meeting.



The Managing Director subject to the approval of the Board of Directors whenever he/ she thinks necessary may call a General Meeting whether ordinary or extra-

ordinary at such time and place as they think fit. The Managing Director on behalf of the Board shall issue the notice of the Board and General Meeting of the Company.

24. The Chairman of the company shall preside over the General and Ordinary General Meeting. In absence of Chairman, a Director shall preside in that meeting of the company who shall be selected by the members present.

QUORUM (AGM)

25. 6 (Six) members present in person entitled to vote will form the quorum in any General Meeting.

VOTE OF MEMBERS

26. On a show of hands every member in person shall have one vote and upon a poll every member present in person or by proxy or attorney shall have one vote for every share held by him/ her.
27. No members shall be entitled to vote at any general meeting unless all calls or other sums presently due and payable by him in respect of each shares in the company held by him, have been paid.
28. Any person entitled under the transmission clause to the transfer of any share may vote at any General Meeting in respect thereof in the same manner as if that person was the registered holder of such shares, provided that at least 72 hours before the time of holding the Meeting or adjourning the Meeting as the case may be at which the person proposes to vote, he/she shall satisfy the Board of Directors with proof of the entitlement.

DIRECTORS

29. 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. Md. Abdur Rahman
2. Md. Abul Bashar Siddikur Rahaman
3. Mst. Aimun Naher
4. Rubina Rahman
5. Rukshana Akter
6. Nafsina Tul Zannat
7. FATAMA-TUZ-ZOHORA
8. Most. Fatima Tamanna Tany

REMUNERATION OF DIRECTORS

30. Each Director shall receive by way of remuneration a sum of money for every meeting attended by him and such traveling and other allowances as may be decided by the Board of Directors from time to time. A resolution or circular in writing signed by all the members of the Board of Directors shall be as valid and effectual as if it had been passed at the meeting of the Board of directors duly called and constituted.



QUALIFICATION SHARES

31. The qualification of a Director shall be the holding in his /her own name alone and not jointly with others at least 500 (Five Hundred) ordinary shares of Tk. 100/- (One hundred) each of nominal value of Tk. 50,000/- (Fifty Thousand) only unless otherwise determined by the Board of Directors.

POWER OF DIRECTORS

32. The business of the Company shall be managed by the Board of Directors of the company 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.

CHAIRMAN

33. Md. Abdur Rahman shall be the first Chairman of the Company for a period of 5 (Five) years from the date of incorporation of the Company and shall hold the position until he/his resigns voluntarily or otherwise becomes disqualified or dies under provision of Section 108 (1) of the Company Act,1994. The Chairman of the Company shall preside over all General Meeting as well as Board of Directors Meeting.

POWER OF CHAIRMAN

34. Subject to the control and supervision of the Board of Directors of the company the Chairman shall have following powers that is to say.
35. To borrow or raise any sums of money by loan or otherwise on mortgage or hypothecation on such securities and terms with the approval of the Board of Directors and execute, sign, seal or deliver all necessary documents of, do any other act on that behalf subject to the approval of the Board.
36. To demand or give effectual receipts and discharge all kinds or any convenient, agreement or conditions to take proceedings of civil, criminal or otherwise or of recovery of such debts, money, rent, dues, damages and compensation in respect of such breach.
37. To purchase or otherwise acquire for the Company any property rights or privileges such as the Company is authorized to acquire at such price and generally on such terms and conditions subject to approval of the Board.
38. To purchase, sell, exchange, undertake or acquire otherwise dispose absolutely or conditionally any property for the purpose of the Company.
39. To admit execution of documents before any Register or sub Register either executed by the company or by directors and to conduct or defend any case before him or them.



To sign and execute all deeds and documents including the mortgage and charge documents and also to sign and verify plaints written statements, petitions, compromise, vokalatnama authorizing legal practitioners to act in favor of the

company and generally to do all other acts and things for and on behalf of the company.

41. To do all such other things and every things relating to the interest of the company and in connection with any legal proceedings before any civil, criminal and revenue authority.
42. To deposit and keep the deposited funds of the company in banks or financial institution as the Board of Directors may think fit.
43. To distribute any company property among the members in a manner to be decided by the Board of Directors.
44. To delegate his powers to any Director of the Board while he is remaining outside Bangladesh.

QUORUM (Board Meeting)

45. 6 (Six) Directors present in person in the meeting shall form the quorum of the Board meeting.

MANAGING DIRECTOR

46. Md. Abul Bashar Siddikur Rahaman shall be the First Managing Director of the Company who remain in the said office for 5 (Five) years from the date of incorporation. After expiry of the term of the same, the next Managing Director of the company shall be appointed by the Board under section 110 of the companies Act. 1994 and his functions, duties, responsibilities, term, remuneration and other facilities shall be decided by the Board from time to time.

POWER OF MANAGING DIRECTOR

47. Subject to the control and supervision of the Board of Directors the Managing Director shall exercise the following powers:
48. The Managing director, every project of technical work will be do the solve, To appoint staff, operating and technical expert, advisors, managers, accountants and other staff for the purpose of the company and the Board shall determine the functions, privileges, salary and remuneration of such employees of the company from time to time he will work as per advice of the chairman.
49. To establish branch offices, agencies, sub agents in any part of Bangladesh or elsewhere on such terms and conditions as approved by the Board & he will work as per advice of the chairman.



To manage all concerns and affairs of the company supervise and exercise general control over the employees of the Company and other agents. All the responsibilities and duties of Managing Director as mentioned above will be carried and with the he will work as per advice of the chairman.

MANAGEMENT

51. The Board of Directors may appoint any person as Technical Director (Technical and Operational) on remuneration basis from outside of the Board of Directors who shall not require any qualifying shares of Director but may be present in the board meeting as well as ordinary or general meeting without any voting rights and his functions, duties, privileges, responsibilities, term, remuneration and other facilities shall be decided by the Board from time to time.

ALTERNATE DIRECTOR

52. Subject to Section 101 of the Act, Board of Directors shall at the request of any Director (hereinafter called the Original Director appoint the person nominated by the original Director to be his Alternate Director and such appointment shall have effect from the date of nomination of the Alternate Director by the Original Director and the former shall, while he holds office as Alternate Director, be entitled to notice of meeting of the Directors and in the absence of the original Director, to attend and vote thereat, but he shall not require any qualifying shares and shall vacate office if and when the original Director and any appointment or removal under this Article of an Alternate Director shall be effected by the Directors upon the request in writing to the Board under the hand of the original Director whom the Alternate Director is to represent or represents.

53. APPOINTMENT OF PAID DIRECTOR: Director, Directors Shall be Appointed by the board of directors from time to time by paying remuneration from the company. He shall not be entitled to any Profit or Loss voting power of the company. The company may have extra ordinary resolution to remove a director at any time other than the permanent director. If any other person is appointed in his / her instead.

LIEN

54. The company shall have the first and paramount lien on every share registered in the name of member (not being a fully paid up share) for all moneys (whether presently payable or not) called or payable at a fixed time in respect of the share, and the Company shall also have a lien on all shares (other than fully paid up shares) standing registered in the name of person (whether jointly or individually) for all moneys payable by him/them or his/their estate to the company.

CALL ON SHARES

55. Directors may from time to time and subject to the terms on which any shares have been issued make such call as they think fit upon the members in respect of all money unpaid on the shares held by them respectively and each member shall pay the amount of every call so made on him to the persons and at the date, time and place appointed by the Directors thereof. A call shall be deemed to have been made at the time when the resolution of the Directors authorizing such call is passed. A call may be made payable by installments. Holder of any share on which a call has become payable and has failed to make payment shall be liable to pay interest on call at the rate fixed by the Directors.

INCREASE OF SHARE CAPITAL

56. The Company may from time to time increase its share capital by creation of new shares of such amount as may be deemed fit by the Board of Directors of the company.

BANK ACCOUNT

The company may open bank account (s) with the any Schedule bank (s). The Bank account (s) to be operated with the joint signature mandatorily among (1) Md. Abdur Rahman, Chairman, (2) Md. Abul Bashar Siddikur Rahaman, Managing Director



and (3) Mst. Aimun Naher, Director. In addition, Nafsina Tul Zannat, Director would be the optional one who can be added with the joint signature prior taking approval by the board meeting of the company or any other decisions can be taken by the Board of Directors of the company from time to time while requires.

NOTICE

58. When a notice is sent by postal service, the notice shall be deemed to be effected by properly addressing, prepaying and posting a letter containing the notice and unless the contrary is proved to have been effected at the time at which the letter would be delivered in the ordinary course of post and regulation no. 113 to 117 of the schedule-1 of the Companies Act, 1994 shall apply. The Company may give a notice either personally or by advertisement or by sending it by post to a person's registered address. The signature to any notice to be given by the company may be written or printed.

DISQUALIFICATION OF DIRECTORS

59. The office of the Director shall be vacated if a Director Fails to obtain the qualification share within the time specified under Section 97 of the Companies Act 1994 or at any time thereafter ceases to hold the qualification share necessary for his appointments as a director of the company; or Is found to be a person of unsound mind by a court of competent jurisdiction; or Is adjudged insolvent; or Punished with imprisonment for a term exceeding six months for any offence of moral turpitude by a court of law; or Voluntarily resigns from the said office; or Absent himself from three consecutive meetings of the Board of Directors or from all the meetings of the Directors for a continuous period of three months whichever is longer without leave of absence from the Board of Directors; or Is removed from office by an extraordinary resolution passed at any General Meeting.

DIVIDEND AND RESERVE

60. The company in a General Meeting may declare dividends but no dividend shall exceed the amount recommended by the Board of Directors. The directors may from time to time pay to the members such interim dividend as appears to the Board of Directors to be justified by the profits of the Company. The Board of Directors shall have the absolute discretion as to the employment of the reserve created out of the net profits of the company and in issuing of fully paid bonus shares out of profit.

ACCOUNTS AND AUDIT

61. The Board of Directors shall cause to be kept proper books of accounts as provided by Section 181 & 182 of the Companies Act, 1994, with respect of the following; (a) all sums of money received and spent by the company and the matter respect of which the receipts and expenditures took place. (b) all sales and purchases of goods by the company. (c) all the assets and liabilities of the company. (d) all income, expenditure and other monetary transactions for the purposes of requisition of the objectives of the Company.
62. At least once in every calendar year the accounts of the company shall be examined and the correctness of the balance sheet and Profit & Loss Account be ascertained by one or more Auditor by the provisions of Companies Act. 1994.

INDEMNITY

The Managing Director and Directors and officers shall be indemnity by the company for all losses and expenditure incurred by him or them respectively in or about the discharge of their duty except their willful act, neglect or default and shall be the Directors to pay out of the fund of the Company in cash all losses and expenses



which the Managing Director or any other directors, officers or servants may in any way incur in discharging his or their duties and the amount for which indemnity provided shall immediately attach a lien on the property of the company and have priority over all claims.

SECRECY

64. The Managing Director and Directors, Manager, Secretary, Auditors, Account Officer, Agent or other person employed in the business of the company shall have to observe strict secrecy respecting all matters which may come to his knowledge in the discharge of the duties unless 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

65. Under provision of Section 227 of the Companies Act, 1994, any dispute arising among the Directors themselves or between a member and the Board of Directors as to the true interpretation of this Articles or the Implication there of shall be referred to Arbitration, to be constituted with a nominee for each of the aggrieved parties and award of the Arbitrators as the case may be shall be binding upon the parties to the Arbitration. Arbitration affairs will be dealt and settled under the Arbitration Act, 2001.

WINDING UP

66. 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 the 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	Name : Md. Abdur Rahman Father's Name : Md. Monir Uddin Mother's Name : Rawson Ara Begum Address : Pitasa Cottage, Block-B, Near Eidgah Math, Janpur, Sirajganj, , Sirajganj Date of Birth : 10-SEP-71 E-mail : arconstruction.jpbd@gmail.com Phone : 01672-051414 TIN : 845478509876 NID/Passport No. : 7317055874 Nationality : Bangladeshi	Chairman	1000 (One Thousand shares)	sd/-
2	Name : Md. Abul Bashar Siddikur Rahaman Father's Name : Abdul Baki Akanda Mother's Name : Mrs. Golap Jahan Address : Ka-59, Post office Road, Khilkheth, , Dhaka Date of Birth : 08-NOV-82 E-mail : batmo.basher@gmail.com Phone : 01711-311546 TIN : 158627917856 NID/Passport No. : 8517628423035 Nationality : Bangladeshi	Managing Director	1500 (One Thousand Five Hundred shares)	sd/-
3	Name : Mst. Aimun Naher Father's Name : Liakot Mollah Mother's Name : Mst. Shamima Parvin Address : Flat No: 4NW2, Building Chayaneer, Lake City Concord, Khilkheth,, Dhaka Date of Birth : 22-OCT-92 E-mail : juel_cse312666@yahoo.com Phone : 01521-403516 TIN : 169984322165 NID/Passport No. : 19921820701000035 Nationality : Bangladeshi	Director	2500 (Two Thousand Five Hundred shares)	sd/-
4	Name : Rubina Rahman Father's Name : Anisur Rahman Mother's Name : Lotifi Anis Address : Pitasa Cottage, Block-B, Near Eidgah Math, Janpur, Sirajganj, , Sirajganj Date of Birth : 11-OCT-75 E-mail : mostnafsinatulzannat@gmail.com Phone : 01711-464751 TIN : 774483562138 NID/Passport No. : 1916896705 Nationality : Bangladeshi	Director	1000 (One Thousand shares)	sd/-
5	Name : Rukshana Akter Father's Name : Md Giash Uddin Mother's Name : Nigar Sultana Address : House-236, Kaborstan Road, Mia Para. GopalganjSadar, , Gopalganj Date of Birth : 20-JUL-81 E-mail : adv.rukshana2010@gmail.com Phone : 0155-2305818 TIN : 563427349430	Director	1000 (One Thousand shares)	sd/-



SL No.	Name	Position	No. of Shares Taken	Signature of subscribers
	NID/Passport No. : 3523203140014 Nationality : Bangladeshi			
6	Name : Nafsina Tul Zannat Father's Name : Md. Abdur Rahman Mother's Name : Rubina Rahman Address : Pitasa Cottage, Block-B, Near Eidgah Math, Janpur, Sirajganj, , Sirajganj Date of Birth : 14-AUG-94 E-mail : mostnafsinatulzannat@gmail.com Phone : 01307-082347 TIN : 634187421170 NID/Passport No. : 2391581838 Nationality : Bangladeshi	Director	1000 (One Thousand shares)	sd/-
7	Name : FATAMA-TUZ-ZOHORA Father's Name : Md. Abdur Rahman Mother's Name : Rubina Rahman Address : Pitasa Cottage, Block-B, Near Eidgah Math, Janpur, Sirajganj, , Sirajganj Date of Birth : 01-JAN-97 E-mail : mostnafsinatulzannat@gmail.com Phone : 01797-003756 TIN : 778207973456 NID/Passport No. : 1951905262 Nationality : Bangladeshi	Director	1000 (One Thousand shares)	sd/-
8	Name : Most. Fatima Tamanna Tany Father's Name : Md. Abdur Rahman Mother's Name : Rubina Rahman Address : Pitasa Cottage, Block-B, Near Eidgah Math, Janpur, Sirajganj, , Sirajganj Date of Birth : 06-DEC-99 E-mail : mostnafsinatulzannat@gmail.com Phone : 01775-670165 TIN : 440481997177 NID/Passport No. : 7365058622 Nationality : Bangladeshi	Director	1000 (One Thousand shares)	sd/-

<u>Witness 1</u>	<u>Witness 2</u>
Name : Samar Chandra Das	Name : Ajoy Kumar Mitra
Address: 128/2, East Tejturi Bazar (1st Floor), Kawran Bazar, Farmgate, Dhaka-1215	Address: 128/2, East Tejturi Bazar (1st Floor), Kawran Bazar, Farmgate, Dhaka-1215
Phone : 01716532642	Phone :
NID :	NID :

