

THE COMPANIES ACT, 1994
(ACT XVIII OF 1994)

A PRIVATE COMPANY LIMITED BY SHARES

MEMORANDUM

&

ARTICLES OF ASSOCIATION

OF

T.T.S Technologies (Pvt.) Ltd.



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

**A PRIVATE COMPANY LIMITED BY SHARES
MEMORANDUM OF ASSOCIATION
OF
T.T.S Technologies (Pvt.) Ltd.**

- I.** The name of the company is **T.T.S Technologies (Pvt.) 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):

1	To carry on the business or set up an industry of All kinds of Software Development, Software Creating Information Technology Service, Computer Network, E-Learning, E-Governance, Business Network (Local & International), Internet of Thing, Web Technologies, Research and Development, Satellite Technologies and applications, area of Education, Health, Housing, Agriculture, Social Security, Corporate Business, Energy and Power Development, Cable Networking, Space Rent, Computer online business, all kinds of contractors, Recruiting agency, Water Purifier Plant, Water Treatment Plant, Radar technologies. To promote the development and advancement of company systems, Information and Communication Technology (ICT) and Software, and carry on, undertake and conduct related business and do all matters and things incidental there to. To encourage and assist in the balanced development of the software and information services industry in Bangladesh.
2	To carry on the business of import, manufacturing, marketing, trading the prepaid phone cards, phone sets, mobile phone sets, hand phone sets and other equipments, apparatus, Mobile, phone service, mobile phone dealership, Tele link service, saving devises for the telephone subscribers & to do business as an Automobile Sales, and Cosmetics ingredients, all kinds if Cosmetics manufacturing and import sales, Commission Agents an any kinds of commodity goods or services in Bangladesh & to do business as imports of all kinds of cars and spare parts & to establish Hatchery, Prawn culture, Shrimp culture, Fresh Water Fish culture, Sea Water Fish culture and to set up fish Processing plant, Agriculture, Beef Fattening, Dairy Farm, Nursery and Duck Farming, Fishery, Hatchery, Poultry, Dairy farm for maintaining suitable birds, cattle on commercial basis.
3	To set up and establish an industry of printing, packaging, processing, pressing, cutting, packing, baling, storing & to carry on all or any of the business of Garments Manufacturing, manufacturing of all kinds of accessories related to garments & textile products, buying and selling of fabrics both locally and abroad, buying and selling of packing materials, buttons, sewing machines, electric motors, thread, needle, dyes, inks, laces, machineries or manufacturing of any other articles of a similar nature or analogous to the foregoing or any of them connected there with and import and export of all other accessories including plastic, leather & metal accessories related to Garments industries. To set up industry for manufacturer of knitting, textiles weaving, Supplier, dyeing, printing & packaging, processing, pressing, cutting, packing, baling, storing and otherwise generally manufacturing and dealing synthetic polyester, denim & rayonyarn, fabrics.
4	To carry on the business of General Trading, Import, Export, Indenting Contractor, Supplier, Clearing & Forwarding, manufacturing, representatives commission agent, order suppliers, whole sellers, buying agents, selling agents, shipping agents, dealer & distributors of shipbuilding equipment, Spare parts for Marine equipment i.e, Marine engine & generator, local agent of excavators, marine engines & other shipbuilding equipment, shipbuilder, Dredging contractor, general merchants of



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	commodities, merchandise and generally to do all acts which in the opinion of the Company may be conveniently or profitably or use fully purchased and dealt with and carried on by the Company in connection with any trader or business and to do all such other things as are incidental or conducive to the attainment of the objects or any one of them.
5	To carry on the business of General Trading, buy, sell, hold or otherwise acquire or invest the capital of the company in shares, stocks, fixed income securities, bonds participation bond certificate, form finance certificates, certificates of investment, commercial papers, debentures, debenture stocks, bonds obligation or securities issued or guaranteed by any incorporated company in Bangladesh or in any foreign country and exporters, importers, marketing, indenters, commission & selling agents, distributors, broker, stockiest, merchants, wholesalers, retailers, buyers, manufactures, general order suppliers and dealers in general merchandise, commodities, articles and goods all description whatsoever and also to carry on business of Multi-purpose Agro-based complex, Poultry farming, Fish 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.
6	To enter into any arrangement with Government or Local Authority Municipal or Legal Bodies, Corporations, that may seem conducive to the Company's objects or to obtain from any such authority, right, sanctions, concession, licenses, privileges, permissions and all other right and liberties whatsoever which the company may think fit. To send out employees, members of the company or others abroad in order to train them up or make them experts in the line, the company is conducting business, and to bring technicians. Private, Hybrid & Community Cloud services, along with distribute all or any of the property or profit of the Company amongst the members. To carry on the business of Showroom, Trading, Decorator, Tailoring, Mobile Apps, Washing Plant, Textile.
7	To set up and establish transport company in the name of the Company or other name chosen by the Board from time to time or to establish Car & automobile Company to workshops and to manufacture and assemble all types of vehicles, spare parts, machineries, motors, generators, tires, tube through local finance or collaboration of foreign countries as joint venture. To carry on the business of Exporter, Importer, Indentures, Marketing Agent, Commission Agents, Manufactures, Representative, Selling Agent, Buying agent, Merchant, Dealers, Wholesaler, Retailers, Stockiest, General traders or otherwise all kinds of Machineries, Spare parts and other kinds of articles and commodities.
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. 5000000 (Fifty Lac) divided into 50000 (Fifty Thousand) 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.



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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 : Tariqul Islam Father's Name : Shamsul Alam Mother's Name : Fatima Begum Address : 77 Sadar Road, Mathbaria, Pirojpur, PO:8560., Pirojpur Date of Birth : 05-JAN-89 E-mail : tariqulislam884@icloud.com Phone : 01728318098 TIN : 363308259761 NID/Passport No. : 5991642066 Nationality : Bangladeshi	Managing Director	6000 (Six Thousand shares)	sd/-
2	Name : Tamanna Yesmin Father's Name : Husband-Tariqul Islam Mother's Name : Mubarak Begum Address : 77 Sadar Road, Mathbaria, Pirojpur, PO:8560., Pirojpur Date of Birth : 01-MAR-98 E-mail : titi4052@outlook.com Phone : 01812067220 TIN : 317285111882 NID/Passport No. : 1955917057 Nationality : Bangladeshi	Chairman	4000 (Four Thousand shares)	sd/-

<u>Witness 1</u>	<u>Witness 2</u>
Name : Md. Bani Amin (Advocate, Supreme C Address: 16, Kawran Bazaer, 2nd Floor, Tejgaon, Dhaka. Phone : 01911-352821 NID :	Name : Md. Omar Faruque (Company Consultan Address: Shah Ali Tower, (11th Floor), 33, Kawran Bazar, Dhaka. Phone : 01680032836 NID :



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**THE COMPANIES ACT, 1994
(ACT XVIII OF 1994)**
A PRIVATE COMPANY LIMITED BY SHARES
**ARTICLES OF ASSOCIATION
OF**
T.T.S Technologies (Pvt.) Ltd.

PRELIMINARY

1. The Regulations contained in the Schedule-1 of the Companies Act 1994 shall apply to this Company with respect to such provisions as are applicable to a Private Limited Company, so far only as 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.
2. In these Articles unless the context otherwise required the words or expressions defined or explained in the Companies Act 1994, 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. 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 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.
4. The business of the Company shall be commenced from the date of incorporation of the company.

SHARE CAPITAL

5. The Authorized Share Capital of the Company is TK. 5000000 (Fifty Lac) divided into 50000 (Fifty Thousand) 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.
6. 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



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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 in writing to the Company.

CALL ON AND FORFEITURE

7. 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.
8. 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

9. 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 and Managing Director of the company. If any share certificate is defaced, worn out, destroyed or lost, it may be re-issued on such evidence being produced and such indemnity (if any) being given as the Directors require and (in case of defacement or wearing out) on delivering of the old certificate and on payment of such sum not exceeding Tk.5.00 as the Directors may from time to time require.

TRANSFER AND TRANSMISSION OF SHARES

10. 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.
11. 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 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

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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

13. 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

14. 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

15. The First General Meeting of the Company shall be held within 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

16. 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)

17. 2 (Two) 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. 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.



The Chairman of the Company shall preside over the general meeting of the Company, if at any meeting the Chairman is not present within thirty minutes after

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the time appointed for holding the meeting or is unwilling to act, as Chairman, the members present shall choose one of the Members to preside over the meeting. In case of an equality of votes whether on a show of hands or upon a poll, the Chairman of the meeting shall have a second or a casting vote.

VOTE OF MEMBERS

19. 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 proxies must be a member of the Company.
20. 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. 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

21. 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. Tariqul Islam
2. Tamanna Yesmin

22. The remuneration of a Director shall be Tk. 1000 (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.

QUALIFICATION SHARES

23. The qualification of a Director shall be holding of 500 shares @ Tk. 100 each in his/ her own name and not jointly with other or others.

ALTERNATE DIRECTOR

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.



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The company may remove a Director from the company in its Annual General Meeting.

DISQUALIFICATION OF DIRECTORS

25. 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 Directors; or
 - e. Voluntarily resigns from the office.

POWER OF DIRECTORS

26. 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.

QUORUM (Board Meeting)

27. 2 (Two) Directors shall form the quorum of a Directors meeting unless otherwise determined. 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. Any resolution or circular signed by all the Directors shall be as valid and effectual as if it has been passed at a meeting of the Directors duly called and constituted. The Directors may at any time call a meeting of the Board of Directors. They may also elect one of them to be the Chairman of the Company in a vacant post.
28. All acts done at a meeting of the Directors shall, notwithstanding that it was afterwards discovered that there was some defects in the appointment of such Directors or that they or any one of them were disqualified to be a Director be as valid and effectual as if every such person had duly been appointed and was duly qualified to be Director provided that nothing herein contained shall be deemed to give validity to any act done by such Director or person acting as aforesaid after it has been shown that there was some defect in his appointment or that they or any one of them were disqualified to be Director.

CHAIRMAN

29. Tamanna Yesmin shall be the First Chairman of the company and she shall hold the office for a period of 5 (Five) years from the date of incorporation of company unless she voluntarily resigns or disqualified under Section 108 (1) the provision of the Companies Act, 1994. She will preside over all the meetings of the Board of Directors as well as general meeting. For the service to be rendered by the Chairman of the company will receive such remuneration or salary or sharing profit or commission as per decision of the Board of the Company in the General Meeting



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held subsequent to his assumption of the office.

MANAGING DIRECTOR

30. Tariqul Islam 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. 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.

POWER OF MANAGING DIRECTOR

31. Subject to the direct control and supervision of the Board of Directors the Managing Director shall have the following powers: 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. 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 delivery necessary documents for securing the loan.
32. 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. To purchase or otherwise acquire for the Company any land, building, office, god owns, 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. To invest the reserve fund of the Company and to dispose of same in such manner. To delegate all or any of his powers to any Director, General Manager, Manager, Secretary, Agent, Accountant, Assistant or other officer of the Company as he may from time to time deem fit.
33. 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 of document executed in favor of the Company and generally to do all other acts and things in that behalf. To give donations and subscriptions to any charitable, benevolent, religious, social and cultural objects.
34. 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. To settle, compound submit to arbitration, compromise and withdraw any suits, accounts, claims and demands whatever whether arising from any legal proceedings or not. 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 services.

BANK ACCOUNT



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35. 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 any other decision will be taken by the Board of Directors.

NOTICE

36. 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, courier, electronic mail 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

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.

ACCOUNTS AND AUDIT

39. The Directors shall cause to be kept proper books of account with respect to:-
a. All sums received and spent by the Company.
b. All sales and purchases of goods and services by the Company.
c. The assets and liabilities of Company.
40. 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 is rectified.

INDEMNITY

The Directors, Managing Director, Manager and any other officers of the Company



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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

42. 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

43. Any dispute arising among the Directors themselves or between members and the Board of Directors and to the true interpretation of this articles or the implication there of shall be referred to the Arbitration. Arbitration will be dealt and settled under the Arbitration Act, 2001.

WINDING UP

44. 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.



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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 : Tariqul Islam Father's Name : Shamsul Alam Mother's Name : Fatima Begum Address : 77 Sadar Road, Mathbaria, Pirojpur, PO:8560., Pirojpur Date of Birth : 05-JAN-89 E-mail : tariqulislam884@icloud.com Phone : 01728318098 TIN : 363308259761 NID/Passport No. : 5991642066 Nationality : Bangladeshi	Managing Director	6000 (Six Thousand shares)	sd/-
2	Name : Tamanna Yesmin Father's Name : Husband-Tariqul Islam Mother's Name : Mubarak Begum Address : 77 Sadar Road, Mathbaria, Pirojpur, PO:8560., Pirojpur Date of Birth : 01-MAR-98 E-mail : titi4052@outlook.com Phone : 01812067220 TIN : 317285111882 NID/Passport No. : 1955917057 Nationality : Bangladeshi	Chairman	4000 (Four Thousand shares)	sd/-

<u>Witness 1</u>	<u>Witness 2</u>
Name : Md. Bani Amin (Advocate, Supreme Address: 16, Kawran Bazaer, 2nd Floor, Tejgaon, Dhaka. Phone : 01911-352821 NID :	Name : Md. Omar Faruque (Company Consultan Address: Shah Ali Tower, (11th Floor), 33, Kawran Bazar, Dhaka. Phone : 01680032836 NID :



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