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THE COMPANIES ACT, XVIII OF 1994
A PUBLIC COMPANY LIMITED BY SHARES

স্ট্যাম্প, কোর্টফি ও
শুক্ক নগদায়িত

MEMORANDUM OF ASSOCIATION

&

ARTICLES OF ASSOCIATION

OF

DAFFODIL COMPUTERS LTD



অধিকল নকল বালিয়া
সত্যায়ন করা হইল।

সহকারী রেজিষ্টার

জয়েন্ট ষ্টক কোম্পানীজ এণ্ড কার্নিস
বানিজ্য মন্ত্রণালয়

১০/০২/১৬

The Companies Act, XVII of 1994

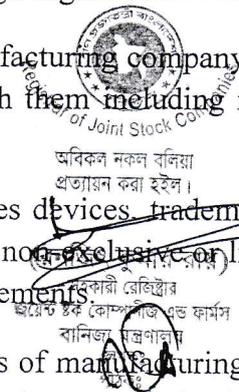
(A Public Company Limited by shares)

MEMORADUM OF ASSOCIATION

OF

DAFFODIL COMPUTERS LTD.

- I. The name of the company is **DEFFODIL COMPUTURS LTD.**
- II. The registered office of the company will be situated in Bangladesh.
- III. The objects for which the company is established are all or any of the following:
 1. To carry on the business of computers, computer constancy, data processing, programming, system designing, installation, management, services relating to electronic data processing and any or all other allied business.
 2. To carry on the business of import, export and marketing of computer, computer accessories, hardware and software, peripherals including Network, Hardware, Software, Installing sales and services, electric/ electronic office equipment, training aids communication equipments, audio-visual equipments and all other allied items.
 3. To carry on the business of manufacturing, assembling, buying, selling and marketing in Bangladesh or abroad of all kinds of Computer, electric and electronics goods like Transformer, Electric Iron, Electric switch, Refrigerator, Television, VCP, VCR, and allied items by establishing, Manufacturing industries or otherwise alone.
 4. To carry on the business of training of technical personals, engineers and others either in the country or abroad or both jointly with any native or foreign organization / companies.
 5. To enter into agreement with any foreign computer manufacturing company or specialists in such allied field and to do business in collaboration with them including manufacturing and assembling in the country, abroad or both.
 6. To purchase or otherwise acquire any patents or processes devices trademarks, formula, license, concessions and the like conferring any exclusive or non-exclusive or limited right to use and to set up industries to manufacture or use such requirements.
 7. To acquire and take over the information as to the process of manufacturing and the right to manufacture or deal industrial plants and equipments or other preparation and articles as may be manufactured into account or dealt with by the Company.



8. To acquire by purchase, lease, hire, exchange, or otherwise land building, industries, factories, business and other properties. To develop build, grow, equip, cultivate, maintain, improve and repair the same so acquired by the company and own and process building, show-rooms auditoriums, class-rooms, workshops, godowns, printing & packaging industry and all types of transport vehicles and services as may be deemed fit by the Directors.
9. To promote, from, constitute corporations, association and syndicates with objects wholly or partly similar to those of this Company and to do all that may be necessary for the accomplishment of such object.
10. To enter into any agreement with any government. Public authority or anybody else that is likely to further the company's objects or any of them.
11. To carry on the business of Systems Survey. Planning, Analyzing, Design, Development, Testing & Implementation.
12. To carry on the business of manufacturing and assembling of electronic good with 100% imported raw materials for the purpose of 100% export keeping the Government policy into consideration.
13. To carry on the business as manufacturer, importer and exporter of different kinds of Electronic goods.
14. To carry on the business of design, developments of all types of Electronic accessories through own sources and with the assistance of other sources at home and abroad.
15. To carry on the business of manufacturing Computer, Computer accessories all types of Electronics goods. Telecommunication equipment, Computer software, Data-entry, garment's machineries & accessories ready - made garments, knitting sweaters and other wearing apparels and leather products including garments on joint collaboration with foreign investors in terms of finance design, equity and technology.
16. To establish factories for the manufacturing of different types of Computer goods, Telecommunication equipment and accessories.
17. To carry on the business of manufacturers and dealers in waterproof materials and fabrics, nylon, dacryon and terylene materials, American cloth, floor cloth and all kinds of imitation sill fabrics, leather and rubbers.
18. To take on lease, hire, purchase or acquire by license or otherwise lands plantations or rights connected with lands mills factories, plants machinery apparatus, building, vessels, boats, barges, launches, lorries, cars, wagon, stock, in trade, patents, trademarks, rights, privileges, movable and immovable property of any description may be deemed necessary or convenient for any business which the Company is authorized.



বিশ্বকোষ নবকল বনিক
সংস্করণ করা হইয়াছে।

বিশ্বকোষ নবকল বনিক

কয়েক টক কোম্পানীর এন্ড সয়ার

কোম্পানীর

19. To borrow or to raise money of the Company in such manner or manners as the Company shall think fit and beneficial for the Company.
20. To acquire and undertake all of any part of the business related with the scope of the business and to carry on that business either in his or her own name or in the name of the Company.
21. To sell, exchange, mortgage let on lease, royalty or tribute, grant license easements, options and other rights over and in any other manner deal with or dispose of the undertaking property assets, rights and effects of the Company or any part thereof for such consideration it may be thought first and in particular for stocks shares whether fully or partly paid up or securities of any other company.
22. To advance, deposit with or advance money, securities and property to or receive loans or grants or deposit with any authority, bank insurance company or any other person or persons.
23. To undertake commercial obligations, transactions and operations of all kinds.
24. To draw, make, accept, discount, execute and issue bills of exchange and promissory notes bills of lading, debenture and other negotiable instruments of securities.
25. To advance money to such other person or persons and such other terms as may seem expedient and in particular to customers of and persons dealing with the Company.
26. To pay all or any costs, charge and expenditure preliminary and incidental to promotion, formation, establishment and registration of the Company.
27. To procure the registration or incorporation or recognition of the Company.
28. To procure the registration or incorporation or recognition of the Company in or under the laws of any place outside Bangladesh.
29. To establish and maintain all types of stores, all types of repair stores and /or orthopaedical unit.
30. To borrow raise or secure the payments of money in such manner as the Company shall think fit and in particular to be the issue of debentures charged upon all or any of the Company's property both present and future including its uncalled capital and to purchase, redeem or pay off any such securities.
31. To appoint Agents and Managers and Constitute Agencies and to establish branch offices of the Company in Bangladesh or in any country whatsoever.



প্রত্যয়ন করা হইল।
(রাজেশ্বর কুমার রায়)
সি.সি.ও.
জয়েন্ট স্টক কোম্পানীজ এন্ড ফার্মস
বানিজ্যিক স্ট্রীট
ঢাকা

32. To adopt such means of making know the products of the Company as may seem expedient and in particular by advertizing in the press by circulars, by purchase and exhibition of or of interest, by publication of books brochures and awarding prizes and rewards and payment of donations.
33. To take or otherwise acquire and hold shares in any other Company having objects altogether or in part similar to those of the Company or carrying on any business capable of being conducted so as to directly or indirectly benefit this Company.
34. To deposit and keep deposit the funds of the Company in Banks or other places as the Company may think fit.
35. To distribution any of the Company's property among the members in specie.
36. To carry out business of arranging exchange within Bangladesh or abroad for marketing and design development.
37. To import, export, buy, sell, exchange indent and to deal in any goods merchandises, articles etc, of any description of quality and quantity to manufacture, process, manipulate, treat, assemble, design, prepare any product or products and export of such products outside the country and also import such products from any country to import and export any capital goods, expertise, know how to act as principal, mercantile agent, factor dealer, broker, jobber, shipper, consignee, agent etc. of any description to carry on any commercial and business activities within and outside the territory of Bangladesh in the fields and spheres described in this paragraph as well as in subsequent paragraphs.
38. To buy import export, manufacture, treat, assemble, prepare and deal in computer, textile, food grains, raw cotton, yarn, spare parts, iron & steel, hardware, tools and equipment, telecommunication equipment, machinery, consumer and capital goods of all kinds and generally to carry on the business as merchants importers, exporters, indenters, agents and manufactures of any article or merchandise of use.
39. To carry on any other trade or business/industry of any description whatsoever which may seem to the company capable of being advantageously or contently carried on by the Company in connection with the business of the company or calculated directly or indirectly to enhance the value of or render more profitable any of the Company's assets, property or rights.
40. To purchase leather, coal, livestock, plant, machinery, stores, goods and merchandise and to deal with and dispose of the same by sale or otherwise. (রশিদ কুমার রায়)
41. To amalgamate or incorporate with any other company or companies having objects altogether or in part similar to those of this Company and to gain interest of the company altogether or in part thereof.

অবিকল নকল বন্দিয়া
প্রত্যায়ন করা হইল।

সহকারী রেজিষ্টার

জয়েন্ট স্টক কোম্পানীজ এন্ড ফার্মস.
সহকারী রেজিষ্টার

42. To carry on all business in Bangladesh or anywhere in the world as usually being carried out by industrialists, manufacturers, builders, commission agents, general merchants, importers and representatives.
43. To undertake all necessary steps for the development and improvement of the business and industries undertaken by the Company.
44. To advance money from time to time the whole or such portion of all or any dividends payable to the shareholders, as the Company may think fit.
45. To acquire and undertake whole or any part of the business property and liability of any person firm or Company carrying on any business which this company is authorized to carry on or process of property suitable for the purpose of the Company.
46. To advance the money of the Company, not immediately required, upon such securities as may from time to time be determined subject to the approval of prior authority.
47. To borrow or raise or secure the payment of money from any source either from Bank, BSB, BSRS or any person, firm or company, in such manner as the company shall think fit and in particular by the issue of debenture/debenture stock, perpetual or otherwise, or by mortgage hypothecation or obligations either permanent or redeemable, charging upon all or any of the company's property both present and future including its uncalled Capital and to purchase redeem or pay off any such securities.
48. To carry on any business not mentioned here, and which may seem to the Company of being conveniently carried on and calculated directly to enhance the value of or render profitable any of the Company 's property rights or interest.
49. To appoint Managers, Sub-agents, Managing Agents and Representatives and constitute agencies of the Company in Bangladesh or in any other country and to pay any remuneration to any person or persons agreeing to subscribe or procure business who takes absolutely or conditionally for any share in the Company credited as partly or wholly paid up and also to act as Agents. Commission Agents, Managing Agents managers secretaries of other companies.
50. To do any of the above things in any part of the world either as Principals, Agents, Contracts Trustees or other bodies and either alone or in conjunction with others and/or through agents, sub-contractors, trustees or otherwise .
51. To liquidate and wind up the Company and to distribute the assets of the Company to its members in specie under such terms and conditions as may be decided by the members in meeting in the manner provided in Companies act. 1994.



স্বাক্ষরিত করায়
প্রত্যয়ন করা হল।

(বিসিএম কামার রায়)
সহকারী রেজিস্ট্রার

স্বাক্ষরিত করায়
প্রত্যয়ন করা হল।
বানিজ্যিক প্রকল্প
লেখক
পাঠক

IV. The liabilities of the members are limited by shares.

V. The authorized share capital of the company is TK. 200,00,00,000/- (Taka Two Hundred Crore) only divided into 20,00,00,000 (Twenty Core) ordinary shares of TK. 10/- (Taka Ten) only each with powers to increase or reduce the same and to divide the shares or different classes or to attach any other preferential differed or special rights or privileges or conditions as regards dividends, repayments of capital, voting right or otherwise or to consolidate or sub-divide the shares as may be through fit by the company



অধিকতর নবন বনিয়া
প্রত্যায়ন করা হইল।

(~~রাফিকুল ইসলাম মাসুম~~)

সহকারী রেজিষ্টার

জয়েন্ট ষ্টক কোম্পানীজ এন্ড ফার্মস

বানিজ্য মন্ত্রণালয়

ঢাকা
পাঠকঃ

We, the following persons, whose names, addresses are subscribed, are desirous of being formed into a public Limited Company in pursuance of this memorandum of Association and we respectively agree to take number of shares in the capital of the company, as set opposite to our respective names :

Name, Addresses and Descriptions of Subscribers.	No, of shares taken by each Subscriber.	Signature of Subscribers.
1.MD.SABUR KHAN S/O.Md.Eunus Khan Vill-Dashdi, Chandpur, Business,Bangladesh.	35,000 (Thirty Five Thousand)	
2.MRS.SHAHANA KHAN (KAKOLY) W/O. Md.Sabur Khan Vill-Dashdi, Chandpur, Business,Bangladesh.	14,000 (Fourteen Thousand)	
3.MISS.SAMIHA KHAN D/O. Mr.Sabur khan P.O-Baburhat Chandpur, Business,Bangladesh.	1,000 (One Thousand)	

Total- 50,000 (Fifty Thousand) Shares

Dated the Day of.....



অবিকল নকল বলিয়া
প্রত্যয়ন করা হইল।

(স্বাক্ষর) মুন্সারি রায়

সহকারী রেজিস্ট্রার
জয়েন্ট স্টক কোম্পানীজ এন্ড ফার্মস
বানিজ্য ভবন
কেন্দ্র
পাটনা

The Companies Act, XVIII of 1994
(A Public Company Limited by Shares)
Articles of Association
OF
DAFFODIL COMPUTERS LIMITED
PRELIMINARY

1. The Regulations contained in the Schedule-1 of the Companies Act, XVIII of 1994, with respect to such provisions as are applicable to public Limited Companies shall apply so for only as they are not negatived or modified by or are not contained in the following Articles or any Articles that may from time to time be framed by the Company.

INTERPRETATION

2. In these presents unless there be something repugnant in the subject or context inconsistent therewith;

“The Company” means Daffodil Computers Limited.

“The Act” means the Companies Act, 1994.

“The office” means the registered office for the time being of the Company.

“The Directors” means the Directors or the Board of Directors for the time being of the Company.

“Chairman” means the Chairman for the time being of the Company.

“The Managing Director” means the Managing Director of the Company.

“Technical or Special directors” means the Technical or Special Director for the time being of the Company.

“The Register” means the Register of Members to be kept in pursuance to Section 34 of the Act.

“Share” includes Share & Stock.

“Debenture” includes Debenture Stock.

“Dividend” includes bonus.

“Month” means English calendar month.

“Year” means English calendar year.



অবিকল নকল বুলিয়া
প্রত্যয়ন করা হইল।

(স্বাক্ষরিত কুমার রায়)
সহকারী রেজিস্ট্রার
জয়েন্ট ষ্টক কোম্পানীজ এন্ড ফার্মস
বাংলাদেশ সরকার
লেভেল
পাবনা

“Special Resolution” and “Extra-ordinary Resolution” have the meanings assigned there to respectively under Section 87 of the Companies Act 1994.

“Proxy” includes attorney duly constituted under a Power of Attorney.

“The Member” means member or Shareholder of the Company..

“In Writing” and “Writing” include printing, lithography and other modes of representing or reproducing words in a visible form.

Words signifying the singular number only shall include the plural number and vice versa.

Works importing persons include companies, corporation and Sangstha.

PUBLIC COMPANY

3. The Company is a public Limited Company within the meaning of clause (s) of Section 2(1) of the Companies Act, 1994.

COMMENCEMENT OF BUSINESS

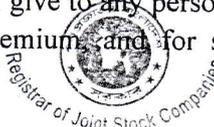
4. The Company shall be entitled to commence its business after obtaining the certificate of commencement of business from the Registrar of joint Stock Companies.

SHARE CAPITAL

5. The authorized share capital of the Company is TK. 200,00,00,000/- (Taka Two Hundred Crore) only divided into 20,00,00,000 (Twenty Crore) ordinary shares of TK. 10/- (Taka Ten) only each with powers to increase or reduce the capital to divide the shares in the original or any increased capital into several classes and to attach thereto any preferential, differed or other special rights, conditions, restrictions as may be determined by the Company in General Meeting.

ALLOTMENT OF SHARES

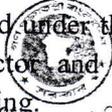
6. Subject to the provisions of these Articles, the shares shall be under the control of the Directors, who may allot such number of shares or otherwise dispose of the same to such persons, on such terms and conditions and at such terms as the Directors shall think fit and if so authorized by the Company in General Meeting, give to any person the right to call for the allotment of any shares either at par or at a premium and for such time and for such consideration as the Directors shall think fit.
7. If any of its shares is to be offered by the Company to the public for subscription, no allotment thereof, shall be made, unless the amount stated in the prospectus as the minimum amount which in the opinion of the Directors must be raised to be the issue of share capital in order to provide the sums or, if any part thereof is to be raised in any other manner, the balance of the sum required to be provide in respect of the matter in sub- section (2) of the section 148 of the Act, 1994 has been subscribed and the sum of at least 5 percent thereof has been paid to or received in cash by the Company and the Directors shall otherwise comply with the requirements of that section but this provision shall no longer apply after the first allotment of shares offered to the public for subscription.



8. The amount payable on each shares shall not be less than 10 percent of the nominal amount of the shares.
9. As regards all allotment from time to time, the Directors shall duly comply with section 151 of the Act.
10. Minimum subscription upon which the Directors may proceed to allot shares shall be TK.1,00,000/-(TK. One Lac).
11. The Company may make arrangements on the issue of shares for a difference between the holders of such shares in the amount of call to be paid and the time of payment of such calls.
12. If by the conditions of allotment any share, the whole or part of the amount or issue price thereof shall be payable by installments, every such installment shall, when due, be paid to the Company by the person who for the time being shall be the registered holder of the share.
13. Shares may be registered in the name of any limited company or other corporate body, individually or jointly with any person or person's not more than two persons shall be registered as joint holders of any share.
14. The joint holders of a share shall be severally as well as jointly liable for the payment of all installments and calls due to or in respect of such share and for incidents thereof according to the regulations of the Company.
15. With the previous authority as the Company in General Meeting and sanction of the Court and upon otherwise complying with section 153 of the Act,1994. It shall be lawful for the Directors to issue at a discount shares of a class already issued.
16. Subject to the provisions of section 154 of the Act, 1994; any preference shares may be issued on the terms that they are, or at the Company are to be, liable to be redeemed or convertible on such terms and in manner as the Company may by Special Resolution prescribe.

CERTIFICATES

17. The certificate of title to shares and debenture shall be issued under the common seal of the Company and signed by two Directors or by one Director and countersigned by the Chairman/Managing Director of the Company for the time being:


 অবিবর্তন নকল বন্দিয়া
 প্রত্যয়ন করা হইল।

 (রঞ্জিত কুমার রায়)
 সহকারী রেজিষ্টার
 স্টেট টেক কোম্পানীজ এন্ড ফার্মস
 বানিজ্য মন্ত্রণালয়
 কলকাতা
 পাঠক:

18. Every member shall be entitled to one or more certificate(s) for all the shares of each class registered in his name.
19. For every certificate issued under the last preceding Article thereto shall be paid to the Company such fees not exceeding TK. 20/- as the Directors may determine.
20. The certificates of shares registered in the name of two or more persons shall be delivered to the person first named on the Register.

CALLS ON SHARES

21. The Directors may, from time to time, subject to the terms on which any shares may have been issued, make such call as they think fit upon the members in respect of all moneys unpaid on the shares held by them respectively and not by the conditions of allotment thereof made payable at fixed times and such member and each member shall pay the amount to every call made on him or her to the person and at the time and places appointed by the Directors. A call may be made payable by installments.
22. A call shall be deemed to have been made at the time when the resolution of the Directors authorizing such call was passed.
23. The joint holders of a share shall be jointly and severally liable to pay all calls in respect thereof.
24. whom such call shall be paid provided that before the time for payment of such call the Directors may by notice in writing to the members revoke the same or extend the time for payment thereof.
25. If by the terms of the issue of any share or otherwise and amount is made payable at fixed times or by installments at fixed times, whether on account of the amount of the share or installment shall be payable as if it were a call duly made by the Directors and of which due notice had been given and all the provision herein contained in respect of call shall relate to such amount or installment accordingly.
26. No member shall be entitled to receive any dividend or to be present or vote in any General Meeting, either personally or by proxy, or to exercise any privilege as a member or be counted in a quorum until he shall have paid all calls on other sums for the time being due and payable on every share held by him whether alone or jointly with any other person, together with interest costs, charges and expenses (if any).

অবিকল নকল বলিয়া
প্রত্যয়ন করা হইল।

(ব্রজেন কুমার রায়)
সহকারী রেজিষ্টার
জয়েন্ট ষ্টক কোম্পানীজ লিমিটেড
বানিজ্য মন্ত্রণালয়
কলিকতা

27. If any member fails to pay call or installment on or before the day appointed for the payment of the same the Directors may at any time thereafter during such time as the call or installment remains unpaid serve a notice on such member requiring him to pay the same, together with any interest that have accrued and all expenses that may have been incurred by the Company by reason of such non-payment.
28. The notice shall name a day (not being less than fourteen days from the date of the notice), and a place or places on and at which such call or installment and such interest and expenses as aforesaid are to be paid. The notice shall mention that in the event of non-payment at or before the time, and at the place appointed, the shares in respect of which such call was made or installment is payable will be liable to be forfeited.
29. If the requirements of any such notice as aforesaid be not complied with any shares in respect of which such notice has been given may, at any time thereafter before payment of all calls or installments. Interest and expenses due in respect thereof, be forfeited by resolution of the Directors to that effect.
30. When any share shall have been so forfeited, notice of the resolution shall be given to the member in whose name it stood immediately prior to the forfeiture, and on entry of the forfeiture with the date thereof, shall forthwith be made in the Registers, but no Forfeiture shall be in any manner invalidated by any omission or neglect to give such notice or to make such entry as aforesaid.
31. Any share so forfeited shall be deemed to be the property of the Company, and the Directors may sell, re-allot or otherwise dispose of the same in such manner as they think fit.
32. The forfeiture of a share shall involve the extinction of all interest in and also of all claims and demands against the Company in respect of the forfeited share and all other rights incidental to the forfeited shares except the dividend declared on the forfeited share and only such of these right as by these Articles are expressly saved.

TRANSFER AND TRANSMISSON

33. Subject to the provision of section 38(3) of the Act, 1994 No transfer of shares shall be registered unless a proper instrument of transfer duly stamped and executed by the transferee has been delivered to the company together with the certificate or certificates of the shares. The instrument of transfer of any share shall be signed both by the transferor and transferee shall be entered in the Register in respect thereof. Each signature to such transfer shall be duly attested by the signature of one credible witness who shall add his addresses and occupation.

অবিকল নকল বন্দিয়া
প্রত্যয়ন করা হইল।

(বনজিৎ কুমার রায়)
সহকারী রেজিষ্টার
জয়েন্ট ষ্টক কোম্পানীস এন্ড ফার্মস
বানিজ্য মন্ত্রণালয়
লেক্সন
পাটনা

34. The instrument of any share shall be in written in the usual form or as near thereto as circumstances will admit.
35. Every instrument of transfer shall be deposited at the office for registration, accompanied by the certificate of shares to be transferred and such evidence the Directors may require to prove the title of the transferred of his right to transfer the shares, shall (subject to the Directors, right decline to register herein before mentioned) be registered as member in respect of such the Directors may waive the production of certificate upon evidence satisfactory to them if its loss or destruction.
36. If the Directors refuse to register the transfer of any shares, the Board of Directors shall, within six weeks from date on which the instrument of transfer was lodged with the Company, send to the transferee and the transferor the notice of such refusal.
37. On giving seven days previous notice by some newspaper circulating in the place nearest to the registered office of the Company, the transfer Books and registers of Members may be closed during such time as the Directors think fit, not exceeding thirty days at a time and forty five days in a year.
38. Any committee or guardian of a lunatic or infant member or any person becoming entailed to or to transfer shares in consequence of the death or bankrupted or insolvency of any member upon producing such evidence that he sustains the character in respect the purposes to act under this Article or of his title as Directors think sufficient, may, with the consent of the Directors (which they shall not be under any obligation to give) be registered as a member in respect of such shares or may, subject of the regulations as to transfer herein before contained, transfer such shares, this Article hereinafter referred to "the Transmission Article".

অবিকল নকল বানিয়া
প্রত্যয়ন করা হইল।

(রশ্মিকান্ত কুমার রায়)
সহকারী রেজিষ্ট্রার
জয়েন্ট ষ্টক কোম্পানীজ এন্ড ফার্মস
বানিজ্য মন্ত্রণালয়



DAFFODIL COMPUTERS LIMITED.

SHARE TRANSFER FORM

I.....son/daughter/wife ofand
of.....being
.....a.....national,.....of(address
.....and occupation).....(hereinafter called the transferor) in
consideration of the sum of Tk.....(Taka.....) paid to me by
.....son/daughter/wife
of.....of
.....
a national of(hereinafter called The Transferee) do hereby transfer to the
Transferee.....share (s) numbered Formto.....in the
undertaking called DAFFAODIL COMPUTERS LIMITED to hold the same unto the said Transferee,
his (or her) executors, administration and assigns subject to the several conditions on which I held the
same immediately before the execution hereof, and I, the Transferee, do hereby agree to take the said
share(s) subject to the conditions aforesaid.

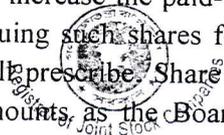
AS WITNESS our hands thisday of.....Witnesses.

Transferor

Transferee

INCREASE AND REDUCTION OF CAPITAL

39. The Company in General Meeting may from time to time by ordinary resolution increase its authorized share capital by such sum to be divided into shares of such amount as the resolution shall prescribe. Provided that the Board may increase the paid-up share capital of the Company up to the authorized share capital by issuing such shares for such sum to be divided into such amounts as the Board resolution shall prescribe. Share capital by issuing such shares for such sum to be divided into such amounts, as the Board resolution shall prescribe.



অবিকল নকল বন্দিয়া
ত্যাগন করা হইল।
(বনিজাৎ কুমার রায়)
সহকারী রেজিষ্ট্রার
জয়েন্ট ষ্টক কোম্পানীস এন্ড ফার্মস
বানিজ্য মন্ত্রণালয়
দিল্লী

40. The Company may before the issue of any new shares determines the same or any of them shall be offered in the first instance to all the members in proportion to amount of shares held by them or make any of the provision as to the issue and allotment of the new shares but in default of any such determination the Directors may subject to the provision of the Act and these Articles dispose of the new shares in any manner as they may think proper.
41. Except so far as otherwise provided by the conditions of issue or by these presents, any capital raised by the creation by the creation of new shares shall be considered part of the original ordinary capital and shall be subject to the provisions herein contained with reference to the payment of calls and installments, transfer and transmission, forfeiture, line, voting and otherwise.
42. If owing to any inequality in the number of new shares to be issued, and the number of shares held by members entitled to have the offer of such new shares, any difficulty shall arise in the apportion of such shares, or any of them amongst the members, such difficulty shall in the absence of any direction in the resolution creating the shares or by the Company in General meeting, be determined by the Directors.
43. The Company, May by special resolution, reduces its capital in any manner and with subject to any incident authorized and required by law.

SUB-DIVISION CONSOLIDATION SHARES

44. The Company may by an ordinary resolution passed in General Meeting subdivide or consolidate its shares or any of them.
45. The resolution where by any shares is sub-divided may, subject to the provisions of Section 53 of the Act, 1994 determine that as between the holders of the shares resulting from such subdivision one or more of such shares shall have preference or special advantage as regards dividend capital, voting or otherwise over or as compared with the other or others.

CONVERSION OF SHARES INTO STOCK

46. The Company in General Meeting may convert any fully paid-up shares into stock, and recover such stock into paid-up shares of any denomination.

SURRENDER OF SHARES

47. Subject to the provisions of section 58 to 69 of the Act, 1994, the Directors may accept from any member the surrender of all or any of his shares on such terms as shall be agreed.


 (বালকুমার রায়)
 সহকারী রেজিস্ট্রার
 স্টক কোম্পানীজ এন্ড ব্যাংক
 বানিজ্য মন্ত্রণালয়
 ঢাকা

MODIFICATION OF SHARES

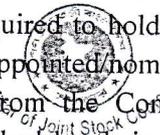
48. The rights and privileges to each class of shares may be modified, commuted, affected or abrogated in the manner provided in section 71 of the Act, 1994.

RESTRICTION OF PURCHASING COMPANY'S OWN SHARES

49. None of the funds of the Company shall be employed on the purchase of or lent on the security of shares of the Company and the Company shall not except to the extent permitted by Section 58 of the Act, give any financial assistance for the purpose of or in connection with any purchases of shares in the Company.

BORROWING POWERS

50. The Board of Directors may from time to time, raise or borrow any sum of money for the purpose of the Company from any Banks including BSB, BSRs, ICB or the members or other persons, Firms, Companies, Corporations, Sangstha or any other sources or may themselves advance money on such terms and conditions as may be approved by the Board of Directors and may secure the payment on such terms and conditions as may be approved by the Board of Directors and may secure the payment of such money in such manner and upon such terms and conditions in all irrespective as they may think fit and in particular by the issue of debentures or by making drawing accepting or endorsing on behalf of the Company any promissory notes, bills of exchange or by giving of any of the securities of the Company or by creation of mortgage, charge or hypothecation on all or any of the assets and property of the Company both present and future including the uncalled capital of the Company for the time being and the Directors or any one of them may on behalf of the Company guarantee the whole or any part of the loans or debts incurred by the Company with power to secure guarantee against the liability in respect of such loans and debts.
51. Loan giving agency or bank shall the right to appoint/nominate at their option one or more persons as Directors of the Company and to replace such Directors from time to time. The Directors so appointed/nominated shall neither be required to hold any qualification shares nor be liable to retire by rotation and the Directors so appointed/nominated shall be entitled to re-imbusement of traveling and daily allowances from the Company for attending the meeting of the Board of Directors at the rates prescribed by their respective organizations, which they will represent.


 (স্বাক্ষরিত) কুমার দাস
 মহাপরিচালক
 সিকিউরিটিজ এন্ড ফার্মস
 বিনিয়োগ মন্ত্রণালয়
 পটভূমি

52. The Board of Directors shall cause a proper register to be kept in accordance with section 174 of the Act of all mortgage and charges specifically affecting the property of the Company and shall duly comply with the requirements of Section 159 and 160 of the Act, in regard to the registration of mortgages and charges therein specified and otherwise and shall also duly comply with the requirements of Section 168 of the Act, as to keep a copy of every instrument creating any mortgage or charge by the Company at the office and the requirements Section 172 of the Companies Act, as to giving intimation of the payment or satisfaction of any charge or mortgage created by the Company.
53. Subject to the provisions of sections 38(3) and 38(6) of the companies Act 1994, no transfer of any shares and debentures shall be registered unless a proper instrument of transfer duly stamped and executed by the transferor and the transferee had been delivered to the Company together with the certificate of the debentures.
54. If the directors refuse to register the transfer of any debentures the Directors shall within six weeks from the date on which the instruments of transfer was lodged with the Company send to the transferor and the transferee notice of such refusal.

RESERVE AND DEPRECIATION FUNDS

55. The Directors may from time to time before recommending any dividend, set apart any such portion of the profits of the Company as they think fit as a reserve or depreciation fund to meet contingencies or for the liquidation of any depreciation fund to meet contingencies or for the liquidation of any debentures, debts or the liabilities of the Company for equalization of dividends or for repairing, improving, rebuilding, restoring, altering or maintaining any of the property of the Company and for such other purposes of the Company as the Directors in their absolute discretion think conducive to the interests of the Company and may invest the several sums so set aside upon such investment (other than shares of the Company) as they may think fit and from time to time deal with and vary such investments and dispose of all or any part thereof for the benefit of the Company and may divide the reserve fund into such special funds as they think fit, with a full power to employ the reserve fund or any part thereof in the business of the Company and that without being bound to keep the same separate from the other assets.

STATUTORY MEETING

56. The statutory meeting of the Company shall as required under section 83 of the Act 1994, be held at such time not being less than one month not more than six months from the date at which the Company shall be entitled to commence business and at such place the Directors may determine and the Directors shall comply with the other requirements of that section as to the report to be submitted and otherwise.


 (স্বাক্ষরিত) কুমার রায়
 সহকারী রেজিস্ট্রার
 জয়েন্ট ষ্টক কোম্পানীজ এন্ড ফার্মস
 বানিজ্য মন্ত্রণালয়
 ঢাকা
 পাঠান

GENERAL MEETING

57. A General Meeting of the Company shall be held within eighteen months from its incorporation, subsequent General meeting of the Company shall be held once at least in every calendar year at such time not being more than fifteen months after the holding of the last General Meeting and at such places as may be determined by the Directors.
58. The General Meeting referred to in the preceding Articles shall be called ordinary General Meeting and all other General meeting of the company shall be called extra ordinary General Meetings.
59. The Directors may, whenever, they think fit, and they, shall on the requisition of the holders of not less than one tenth of the issued capital of the Company upon which all calls or other sums then due have been paid forthwith proceed to convene an Extra-ordinary General Meeting of the Company.
60. The requisition must state the objects of the meeting and must be signed by requisitionists and deposited at the office and may consists of several documents in like forms, each by one or more requisitions.
61. If the Directors of the Company do not proceed to convene a meeting within twenty-one days from the date of requisition being so deposited the requisitionists or a majority of them in value may themselves convene the meeting but, any meeting so convened shall not be held after three months of the date of the deposit of the requisition.
62. Any meeting convened under these Articles by the requisitionists shall be convened in the same manner as that in which meetings are to be convened by the Directors and shall be held at the Company's office.
63. Twenty one days, notice to the members in the case of meeting for the passing of an extra-ordinary or a special resolution specifying the place, day and hour of meeting and in case of special business the general nature of such business shall be given either by notice sent by post or otherwise served or given as hereinafter provided. With the consent in writing of all the members a meeting may be convened by shorter notice in any manner.

অধিকতর নকল বালিয়া
প্রত্যয়ন করা হইল।

(বনজিৎ কুমার দাস)

সংস্করণ রেজিষ্টার
জয়েন্ট স্টক কোম্পানীজ এন্ড ব্যাংক
বালিয়া



64. The accidental omission to give any such notice to any of the members shall not invalidate any resolution passed at any resolution passed at any such meeting.
65. The business of an Ordinary General Meeting shall be to receive and consider the profit and loss account, the balance sheet and the reports of the Directors and the Auditors to elect Directors, Auditors and other officers in the place of those retiring by rotation or otherwise to declare dividends and to transact any other business which under these Article and under the Act 1994, ought to be transacted at an ordinary General Meetings and all business transacted at an extra ordinary General Meeting shall be deemed special.
66. Minimum Six (6) members entitled to vote and present in person or by proxy or by attorney shall be QUORUM for a General Meeting.
67. No business, other than the question of adjourning the meeting to some other day shall be transacted at a General Meeting unless the quorum requisite shall be present at the commencement of the business.
68. Subject to the approval by the Broad of Directors the Chairman shall nominate a person from amongst the Directors who will act as chairman in absence of the Chairman of the Company.
69. If within half an hour the time appointed for the meeting a quorum be not present the meeting if convened upon such requisition as aforesaid, shall be dissolved but any other case it shall stand adjourned to the same day in the next week at the same time and place and if at such adjourned meeting a quorum be not present these members who are present and not being less than three shall be quorum and may transact the business for which the meeting was called.
70. Every questions submitted to a meeting shall be decided in the first instance by a show of hands and in case of the equality of votes the Chairman shall have a casting vote in addition to the vote or votes to which he may be entitled as member.
71. (a) The Chairman of the meeting or any member or members holding not less than one tenth of issued capital which carried voting rights shall be entitled to demand a poll, and unless a poll is so demanded a declaration by the


 অধিকতর নকল বালিয়া
 প্রত্যয়ন করা হইল।

 (বিনোদ কুমার বরুয়া)
 সহকারী রেজিষ্ট্রার
 জয়েন্ট স্টক কোম্পানী গুড ফর্মস
 বানিজ্য মন্ত্রণালয়
 কলকাতা
 পাঠক

Chairman that a resolution has on a show of hands been carried or carried unanimously or by a particular majority or lost and an entry to that effect in the minutes book shall be conclusive evidence of the fact, without proof of the number or proportion of the votes, recorded in favour of or against the resolution.

b) If a poll be demanded as aforesaid shall be taken in such manner and at such time and place the Chairman of the meeting directs and either at once or after an interval or adjournment or otherwise and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded, the demand of a poll may be withdrawn.

72. The Chairman of a General Meeting may with the consent of the meeting adjourn the same from time to time and from place to place, but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.
73. Any poll duly demanded on the election of a chairman of a Meeting or any question of adjournment shall be taken at the meeting and without adjournment.
74. The demand of a poll shall not prevent the continuance of a meeting for the transaction of any business other than the question of which a poll has been demanded.

VOTE OF MEMBERS

75. Subject to any special rights or restrictions as to voting upon which any shares may be held on a show of hands every members present in person or by attorney or by proxy and every corporation present by a representative (where such representative is notary member of the Company) shall have one vote and upon a poll every member present in person or proxy or by a representative (in case of a corporation) shall have one vote for every share held by him, whether such member was present at the time when the poll was demanded or not.
76. Any person entitled under the Transmission Article to transfer any shares as may vote at any General Meeting in respect thereof in the same manner as if he were the registered holder of such shares provided that forty eight hours at least before the time of holding the meeting or adjourned meeting as the right to transfer such share or the Directors shall have previously admitted his right to vote at such meeting in respect thereof. If any member a lunatic idiot or non compositions, he may vote where by a show of hands or at a poll or by his committee of curator or other legal curator and last mentioned persons may give their votes by proxy.

স্বাক্ষরিত
প্রত্যয়ন করা হইল।

(রুমজিৎ কুমার মায়ী)
সহকারী রেজিষ্ট্রার
ম্যাক্সিমাম টেক কোম্পানীজ এন্ড ফার্মস
বানিয়ার স্ট্রাট
কলকাতা
পাশ্চিম

77. Votes may be given either personally or by proxy or in the case of Company a representative duly authorized in accordance with the provisions of Sections 86 of the Companies Act. 1994.
78. The instrument appointing a proxy shall be in written under the hand of the appointer or his attorney duly authorized in writing if such appointer is a corporate body under its common seal or the hand of its attorney any other proxy shall be called a general proxy. Otherwise no person shall be appointed a proxy who is not a member of the Company and qualified to vote.
79. The instrument appointing a proxy and power of attorney or other authority in any under which it is signed or a naturally certified copy of the power of authority shall be deposited at the office not less than forty eight hours before the time for holding the meeting at which the person in the instrument proposes to vote and in default the instrument of proxy shall not be treated as valid.
80. No member shall be entitled to be present or to vote at any question either personally or by proxy or as proxy for another member at any General Meeting upon a poll or be reckoned in a quorum whilst any call or other sum shall be due and payable to the Company in respect of any of the shares of such member.

DIRECTORS

81. The number of Directors shall not be less than 3(Three) and more than 10(Ten).
82. The following persons shall constitute the present Broad of Directors of the Company:
1. **MRS. SHAHANA KHAN (KAKOLY)**
 2. **MD. SABUR KHAN**
 3. **MD. YOUNUS KHAN**
83. The qualification of a Director shall be holding of 10,000 shares of TK 10/- each in the capital of the Company in his/her own name alone and not jointly with others.
84. a) The Board of Directors shall have power at any time and from time to time to appoint any person as a director in addition to the Board but so that the total number of Directors shall not at any time exceed the maximum number but any Director so appointed shall hold office only until the next following ordinary General Meeting of the Company and shall then be eligible for re-election.
- b) Whenever special necessity occurs to have any expert advice or whenever the Directors deem otherwise expedient in the interest of the Company they may coopt any one or more persons as Technical or special Directors for such time and



বিকল্প উপস্থাপনা
প্রত্যয়িত করা হল।
(মুনাভিজ কুমার রায়)
সহকারী রেজিস্ট্রার
জয়েন্ট ষ্টক কোম্পানীস গুলি কার্ভেন
বানিজ্য মন্ত্রণালয়
ঢাকা

on such remuneration as the Board of directors determine and shall hold office for such time as may be determined by the Broad of Directors.

c) The Company may fix remuneration for the Director/Directors for rendering service to the Company in General Meeting in any way as they may think fit.

85. Unless the Company otherwise determines in a General Meeting each Director shall receive by way of remuneration a sum not exceeding TK.2,000/- for every meeting attended by him and such actual traveling and other allowances as may be decided by the Broad of Directors from time to time.

86. The continuing Directors may act notwithstanding any vacancy in their body, but so that if the number falls below the minimum above affixed the directors shall not, except for the purpose of filling the vacancies act so long as the number is below the minimum.

87. The office of a director shall ipso facto be vacated if:-

a) He fails to obtain within the time specified in sub-section (1) of section 97 of the Act, or at any time thereafter ceases to hold the share qualification if any necessary for his appointment; or

b) He is found to be a person of unsound mind by a court of competent jurisdiction; or

c) He is adjudged an insolvent; or

d) he fails to pay calls made on him in respect of share held by him within six months from the date of such calls being made; or

e) if he absents from three consecutive meeting 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 Broad of Directors; or

f) He or any firm of which he is a partner or any private company of which he is a member or director accepts a loan or guarantee from the Company in contravention of Section 103 of the Act; or

g) He commits any offense punishable under the Penal code as applicable to Bangladesh and being under the provisions of the criminal procedure code, punished with imprisonment of not less than six months.

h) He suspends payment to or compounds with his creditors; or

i) By notice in writing to the Company he resigns his office; or



অবিকল নকল বন্দিয়া
প্রত্যায়ন করা হইল।

(স্বাক্ষরিত মুম্বারি রায়)

স্বাক্ষরিত মুম্বারি রায়
কোম্পানি আইন ফর্মের

বানিজ্য মন্ত্রণালয়
কোম্পানি
পাঠকঃ

j) he is requested in writing by all his co-directors to resign or if he is removed from office by an extraordinary Resolution of the Company.

88. No. Director or firm of which director is a partner or private company of which he is a Director shall, without the consent of the Company in General meeting hold any office of profit under the Company, except that of a Chairman or managing Director or Legal or Technical adviser or a Banker.
89. A Register shall be kept by the Directors in which shall be entered the particulars of all contracts or arrangements which shall be open to inspection by any member of the Company at the office during business hours.

ROTATION OF DIRECTORS

90. At the First ordinary meeting of the Company the whole of the directors (except the Chairman, Managing Director) shall retire from office and at the ordinary meeting in every subsequent year one third of the directors for the time being or if their number is not three or a multiple of three, then the number nearest to one third shall retire from office.
91. The directors to retire in every year shall be those who have been longest in office since their election, but as between persons who became directors on the same day those to retire shall unless they otherwise agree among themselves be determined by lot.
92. A retiring director shall be eligible for re-election.
93. The Company at the General Meeting at which a director retires in manner aforesaid may fill up the vacated office by electing a person thereto.
94. The Company in General Meeting may from time to time increase or reduce the number of directors subject to the provisions of section 90 and 91 of the Act, 1994 and may alter their qualification and may also determine in what rotation such increased or reduced number is to go out of office.
95. The Company may by extra-ordinary Resolution remove any Director, whose period of office is liable to determination at any time by retirement of Directors in rotation, before the expiration of his period of office and may by ordinary resolution appoint another person in his stead. The person so appointed shall be subject to retirement at the same time as if he had become a director on the day on which the director in whose place he is appointed.
96. The Company shall keep at the office a Register of its directors and Managers containing the particulars required by Section 115 of the Act, 1994.

অবিকাশ নকল বনিয়া
 সফটওয়্যার ডেভেলপার
 (সমীক্ষক কুমার রায়)
 সহকারী রেজিস্ট্রার
 জয়েন্ট টেক কোম্পানি এন্ড ফার্মস
 বানিজ্য মন্ত্রণালয়
 ঢাকা

97. The Board of Directors from time to time may elect Managing Director of the Company. The tenure of office and terms of his appointment as the Managing Director shall be such as may be approved in General Meeting.

CHAIRMAN

98. MRS. SHAHANA KHAN (KAKOLY) shall be the Chairman of the Company. She shall hold office from the date of incorporation for five years continuously until becomes disqualified under section 108 (1) of the Act, 1994. The Chairman shall preside over all the meetings of the Board of Directors and Annual general Meeting as well as extra ordinary General Meeting. In case of an equality of votes, the Chairman of the meeting shall have a second or casting vote.

MANAGING DIRECTOR

99. Subject to the control and supervision of the Board of Directors the day to day business and all other affairs of the Company with the approval of the Board.
100. MR. MD. SABUR KHAN shall be the Managing Director of the Company for a period of 5(Five) years and he shall hold the office from the date of incorporation till he voluntarily resigns or disqualified under Section 108(1) of the Companies Act, 1994.
101. The Managing Director may exercise all such power and do all such acts and things as may be exercised or done by the Broad and the Director may from time to time entrust to confer upon the Managing Director, such of the powers shall also be exercisable by the Directors as they may think fit and may confer such powers for such time and to be exercised for such restrictions as they think expedient and they may confer such powers either collaterally with or to the exclusion of and substitution for all or any of powers of the directors in that behalf and may from time to time revoke, withdraw, alter or vary all or any of such powers.
102. Subject to the supervision and approval of the Board of Directors for expedient and smooth functioning of the business affairs of the Company the Managing Director may among others exercise the following powers:
- a) To manage entire business and affairs of the Company and to appoint officers, clerks, staff, workers, laborers for the purpose of the Company and to remove or dismiss them and appoint other in their places and to pay to the persons so employed as aforesaid such salary, wages or other as may be deemed fit and proper with the prior sanction of the Board.

প্রত্যয়ন করা হইল।

(রনজিত কুমার রায়)
সহকারী রেজিষ্ট্রার
জয়েন্ট ষ্টক কোম্পানীজ এন্ড ফার্মস
বানিয়ার মার্গে
সুইসিং
পাটনা

- b) To borrow or raise money by way of loans, overdrafts, cash credit facilities or by creation of mortgage charge hypothecation, pledge Company's assets and properties or otherwise any such terms and conditions as may be approved by the Board and also to execute sign, seal and deliver the necessary documents for securing loans and generally to do all other acts and things in that behalf.
- c) To establish any trade arrangement appoints agents and establish agencies and to open and close any branches of the Company within country or abroad as may be approved by the Board.
- d) To purchase, take on lease or otherwise acquire for the Company any land, building, machinery, plants, implement, equipments, rights privileges, concessions, licenses as may be required by the Company from time to time and for such consideration as may be approved by the Board.
- e) To buy, import export, produce or supply all plants, machinery, materials, stores, stock-in-trade and other movable and things required for the purpose of the Company with the prior sanction of the Board.
- f) To invest and deal with the money, not immediately required for the purpose thereof, upon such terms and to such persons as may be decided by the Board.
- g) To give any person employed by the Company a commission on the profits of the Company with prior sanction of the Board.
- h) To sign all cheques, drafts, bills, vouchers, certificates, deeds, instruments bonds, agreements, documents or any negotiable or transferable instruments and documents within the limits prescribed by the Board.
- i) To determine who shall be entitled to sign on behalf of the Company the bills, cheques, promissory notes, receipts, acceptances, endorsements, releases, accounts, and document within the limits prescribed by the Board.
- j) To enter into such negotiations and contracts and ~~renew or vary~~ all such contracts and execute and do all such acts, deeds and things in the name of the Company as he may think fit.



অবিকল নকল বালিয়া
প্রত্যয়ন করা হইল।

(রাজেশ কুমার রায়)
সহকারী রেজিষ্ট্রার
জয়েন্ট ষ্টক কোম্পানী এন্ড ফার্মস
বানিডু মন্ত্রণালয়
কলকাতা

- k) To demand, sue for, receive and realize all dues, claims damages; compensations and profits due and payable to the Company and to the Company and to take legal action and proceedings under the provisions of law whether civil, criminal, original or appellate.
- l) To appear for and on behalf of the Company before any Court, proceedings and to institute, prosecute, defend, settle, submit, to arbitration compromise, withdraw any suits, actions accounts, claims and demand whatsoever whether arising from legal proceedings or not.
- m) To sing and verify plaints, written statements, petitions, applications and vokatatnama and powers authorizing legal practitioners to act for and on behalf of the Company before all courts, proceedings civil, criminal, revenue or otherwise and generally to do all other acts other acts and things as may be necessary from time to time in connection with different departments under the Governments, semi-government offices or any other public, private offices.
- n) To receive services of summons or writ issued against the Company or judgments delivered and to exercise tranches in an election whatsoever.
- o) To grant any power of attorney, general or special to any director or other officers of the Company and shall have full power and authority to appoint one or more substitutes to do execute and perform all or any acts things or matters aforesaid or otherwise.
- p) To sing and execute all deeds and documents and to place the same for registration before any Registrar or Registering authority and to admit execution thereof for and on behalf of the Company and also place for registration before any registering authority any deeds and documents executed in favour of the Company and generally to do all other acts and things in that behalf.
- q) To give donation and subscriptions to or for any religious charitable, benevolent, social or cultural institutions or organizations or objects.

03. The Chairman, Managing Director and other Directors may receive by way of remuneration fixed salary per month for rendering their service to the Company, increasable suitably the Board, and commission on the net amount profit of the business as defined under section 119 of the Act. 1994 and allowed under the law such remuneration by any of salaries allowances, commissions as may be determined by the Company.

(সহকারী রেজিস্ট্রার)
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বানিহা কুমার রায়
আবিস্কল নকল বন্দিয়া
প্রত্যয়ন করা হইল

PROCEEDINGS OF DIRECTORS MEETING

104. The Directors may meet together for the dispatch of business, adjourn and otherwise regulate their meeting and proceedings as they think fit. The quorum of directors meeting shall consist of at least three directors present in person. If all the directors except one are disqualified from voting, the referred to in the Board Meeting shall be decided in the General Meeting.
105. The Chairman or any other Director may, at any time convene a meeting of the Directors by giving all the Directors seven early days notice in written specifying the agenda for such meeting.
106. Question arising at any meeting shall be decided by a majority of votes and in case of an equality of votes the chairman of the meeting shall have a second or casting vote.
107. Subject to the approval by the Board of Directors, the chairman shall nominate a person from amongst the directors who will act as Chairman in absence of the Chairman of the Company.
108. A meeting of the Directors for the time being at which Quorum is present shall be competent to exercise all or any of the authorities. Power and discretion by or under the Articles of the Company for the time being vested in or exercisable by the Directors generally.
109. All acts done by any meeting of the Directors or by a committee of directors or by any person acting as Director shall notwithstanding that it shall afterwards discovered that there was some defect in the appointment of such Directors' Committee or persons acting as aforesaid or that they or any of them were disqualified be as valid as if every such person had duly been qualified duly appointed and was qualified to be a Director, provided that nothing in Article shall be deemed to give validity to acts done by a Director after the appointment of such Directors has been shown to be invalid.
110. A resolution in writing signed by all the Directors shall be as valid and effectual as if it had been passed at a meeting of the Directors duly called and constituted.

ALTERNATE DIRECTORS

11. Any Director during the absence from the district in which meeting of the Directors are ordinarily held or if he is otherwise unable to attend the meeting may appoint in writing any person to be alternate Director during such absence. Such alternate Director shall not require any share qualification but shall be entitled to receive notice of meeting of the Board of Directors and attend and vote

(রনিজিৎ কুমার রায়)
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বানিজ্য মন্ত্রণালয়
ঢাকা

Thereby and shall ipso facto vacate office when the appointer returns to the district or removes the appointee in writing. Any appointment and removal under this Article shall be effected in writing under the hand of the Director making the same.

SUBSTITUTE DIRECTORS

112. When any director intends to be or is absent for a period of not less than three months from the district in which meeting of the directors are usually held, he may by notice to the Company in writing under his hand or his attorney under a power of Attorney or by telegram addressed to the company appoint any person to be his substitute and such substitute during the absence of the appointer from the said district shall be entitled to receive notice of and to attend and vote at meetings of Directors and may exercise and perform all such powers, discretion and duties as if his appointer could have exercised or performed but not including the power of appointing a substitute and shall be subject to and entitled to the benefit as per provision contained in these Articles with reference to Directors, provided always that no such appointment shall be operative unless and until it has been approved by the Board of Directors and such approval has been recorded in the Director Minute Book. A substitute shall not be required to hold any share qualification. A director may at any time by notice in writing to the Company remove a substitute appointed by him. Whenever a substitute shall be so removed or shall die or shall by notice in writing to the Company resign or otherwise vacate his appointment his appointer may in manner aforesaid appoint another person as his substitute. The appointment of a substitute shall cease ipso facto on the return of this appointer to the District in which the meeting of the Directors are usually held or on his appointer dying or ceasing to be a director and such fact becoming known to the Company.

POWER OF DIRECTORS

13. The control of the Company shall be vested in the Directors and the business of the Company shall be managed by the Directors who in addition to the powers and authorize by these presents or otherwise expressly conferred upon them may exercise all such powers and do all such acts and things as may be exercised or done by the Company and are not hereby or any statute law and of these presents and to any regulations not being inconsistent with these presents from time to time made by the Company in ~~General Meeting~~, provided that no regulation so made shall invalidate any prior act of the Directors which would have been valid if such regulation so made shall invalidate any prior act of the Directors which would have been valid if such regulation had not been made.

14. Without prejudice to the general powers conferred by the last preceding Article and the other powers by these presents it is hereby expressly ~~declared that the Directors shall have~~ the following powers that is to say.

অবিকল নকল বনিয়া
প্রত্যয়ন করা হইল।
সমস্বামী সোভিয়ার
জয়েন্ট ষ্টক কোম্পানীর এক ডায়রেক্টর
বানিজ্য মন্ত্রণালয়
লিফট
পাটনা

To pay costs, charge and expenses preliminary and incidental to the promotion, formation, establishment and registration of the Company.

To purchase or otherwise for the Company any property right, or privileges which the Company is authorized to acquire at such price and generally on such terms and conditions as they think fit and subject to the provisions of Section 107(a) of the Act, 1994 to sell let exchange or otherwise dispose of absolutely or conditionally any part of the property, privileges and undertaking of the Company on such terms and conditions and for such consideration as they think fit.

3) To secure the fulfillment of any contract, agreement or engagements entered into by the Company mortgage of all or any of the property of the company and its unpaid capital for the time being or in such other manners as they may think fit.

4) To appoint any person or persons (whether incorporated or not) of accept and hold in trust for the Company any property belonging to the Company or in which it is interested or for any other purpose and to execute and do all such deeds, documents and things as may be requisite in relation to pay such trust and to provide for the remuneration of such trustees.

5) Subject to the provisions of Section 107 of the Act, 1994 to institute conduct, defend, compound and abandon any legal proceedings by or against the Company or its officers or otherwise concerning the affairs of the Company and also to compound and allow time for payment of satisfaction of any claims or demands by or against the Company.

6) To refer any claims or demands by or against the Company to arbitration and observe and perform the awards.

7) To make and give receipts, releases and other discharge for money payable to the Company in all matters relating to bankrupts and insolvent.

8) Subject to the provisions of Sections 58, 103, 104 and 123 of the Act, 1994 to invest and deal with any of the purposes thereof upon such securities not being shares in this Company and in such manner as they think fit and from time to time vary or realize such investment.

9) To execute in the name and on behalf of the Company in favour of any Directors or member or officials who may incur or be about to incur any liability for the benefit of the Company such mortgage of the Company's property (present and future) as they think fit, and such mortgage may contain a power of sale and such other powers, covenants and provisions as shall be agreed upon.

(~~সহকারী~~ কুমার রায়)
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বানিজ্য মন্ত্রণালয়
কেন্দ্র
পাটনা

- 10) To give to any person employed by the Company a remuneration for their service as such a commission on the general profits of any particular business or transaction or a share in the general profits of the Company and such commission or share or profits shall be treated as part of the working expenses of the Company.
- 11) From time to time to make, vary, repeal by-laws for the regulations of the business of the Company, its officers and servants.
- 12) Subject to the provisions of section 399 of the Act, 1994 before recommending and dividends to set aside portions of the profits of the Company to form a fund to provide for such pension, gratuities or compensation or to create any Provident or benevolent Fund in such or any other manner as the Directors may deem fit.
- 13) To enter into all such negotiations and contracts and rescind all such contracts and execute and do all such acts, deeds or in the name and on behalf of the Company as they may consider expedient for or in relation to any of the matters aforesaid or otherwise of the Company.
- 14) To make, draw, endorse, sign, accept, negotiate and give all cheques bill of lading, drafts, orders, bills of exchange and promissory notes and other negotiable instruments required in the business of the Company.
- 15) To pay and charge to the capital account of the Company any interest lawfully payable thereto under the provisions of Section 157 of the Act, 1994.
- 16) To insure and keep insured against loss or damage by fire or otherwise for such period and to such extent as they may think proper all or any part of the building, machinery, stores, produces and other movable and immovable property of the Company either separately or jointly, also to insure all or any portion of the goods, produce, machinery and other articles dealt with, imported or exported by the Company and to sell assign, surrender or discontinue any policies of assurance effected in pursuance of this power.
- 17) To open accounts with any Bank or Banks and to pay money into or draw money from any such account from time to time as the Directors may think fit.
- 18) To attach to any shares to be issued as the consideration for any contract with property acquired by the Company or to the transfer thereof on such conditions as they think fit.
- 19) To accept from any member on such terms and conditions as shall be agreed a surrender of his shares or stock or any part thereof.

(রশীদাৎ কুমার রায়)

সহকারী রেজিষ্ট্রার

কম্পেইন্ট ইক কোম্পানিজ এন্ড ফার্মস

বানিজ্য মন্ত্রণালয়

ঢাকা

- 20) To determine from time to time as to who shall be entitled to sign on the Company's behalf bills, promissory notes, receipts, acceptance, endorsement cheques dividends warrants, contracts and documents.
- 21) Before recommending any dividend to set aside out of the profits of the Company such sums as they may think proper for depreciation fund, reserve Fund or sinking fund or any special fund to meet contingencies or to repay redeemable preference shares debentures or debenture stock or for special dividends for equalizing dividends or for rearing, improving extending and maintaining any part of the property of the Company.
- 22) To comply with the requirements of any local law which in their opinion it shall in the interest of the Company be necessary or expedient to comply with.
- 23) Subject to the provisions of the Act, 1994 to delegate all or any of the powers hereby conferred upon them to such person or to Managing agents as they may from time to time think fit.
- 24) During the tenure of the Managing Director the company shall not appoint any chief Executive. The terms of appointment of such chief Executive after the expiry of the Managing Director tenure are subject to prior approval of the Company in General Meeting.
- 25) The Managing Director shall exercise such powers and fulfill such functions as may be determined from time to time by the Board.
- 26) All functions of the Company shall be exercised by the board consistent to the provisions of Companies Act and the Articles of Association and when the Board is not in session such function shall be exercised by the chairman and/or by the Managing Director pending approval of the board of Directors.
- 27) Board may co-opt any person as an official as an official Director from amongst the members, staff on outside who will be entitled to attend meeting when called upon to do so by Chairman but shall not have any right to vote.

THE SEAL



115. The Directors shall provide a common seal for the purpose of the Company and the directors shall provide for the safe custody of these for the time being the seal of the Company shall not be affixed to any instrument except by the Authority of the Board of Directors and in the presence of four Directors who shall sign every instrument to which the seal of the Company is so affixed.

পত্নাদান করা হইল।
 (স্বাক্ষর করিলে রাই)
 সহকারী রেজিস্ট্রার
 স্টক কোম্পানীজ এন্ড ফার্মস
 বানিজ্য মন্ত্রণালয়

116. The Company shall make requisite annual in accordance with section 36 of the Act, 1994.

DIVIDENDS AND RESERVES

117. Subject to the rights of member entitled to share, if any with preferential or special rights attached thereto, as to dividends, and subject to the provisions of these presents as to the reserve Fund and the Net profit of the Company in respect of any year or other period shall be applied in the payment of dividend on the ordinary share of the Company, but so that a partly paid up share only entitle the holder with respect thereto to such proportion of the distribution upon a fully paid-up share as the amount paid thereon to the nominal amount of each share.
118. No longer dividend shall be declared than is recommended by the Directors but the Company in General Meeting may declare a smaller dividend.
119. No dividend shall be payable except out of the profit of the Company of the year or any other undistributed profits and dividend shall not carry interest as against the Company.
120. If and whenever any bonus shares is declared out of the profits, and whether alone or in addition to any dividend therein, the bonus shall for all purposes whatsoever be deemed to be a dividend on the shares.
121. The Directors may retain any dividend on which the Company has a lien, to the extent of the debts, liabilities or engagements in respect of which the lien exist, and may apply the same in or towards the satisfaction of such debts, liabilities or engagements.
122. Any General Meeting declaring a dividend may resolve that such dividend be paid wholly or in part by distribution of specific assets and in particular of paid up shares, debentures or debenture stock either of the Company or of any other Company or in any one or more such ways.
123. A transfer of shares shall not pass the right to any dividend declared thereon before the registration of the transfer.
124. The Directors may retain the dividends payable payable upon shares in respect of which any person is under the transmission article entitle to ~~become a member~~ or which any person under that Article is entitle to transfer, until such person shall become a member in respect thereof or shall duly transfer the same.
125. If several person are registered as joint holders of shares any of such persons may give effectual receipt for payment on account of dividend in respect of such shares.



(রনজিত কুমার রায়)

সহকারী রেজিষ্ট্রার

জয়েন্ট স্টক কোম্পানীজ এন্ড ফার্মস

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126. Dividend unclaimed for one year after having been declared may be invested or otherwise made use of by the Directors for the benefit of the Company until claimed and dividends unclaimed shall not be forfeited by the Directors.

CAPITALISATION

127. Any General Meeting may upon the recommendation of the Directors resolve that any sum or sums representing the whole or any part of the profits of the Company for the time being undivided standing at the credit if any Reserve Accounts or any sum or sums standing at credit if any Reserve Accounts (including any capital Reserve Accounts) or any sum or sums at any time received as premium upon the issue of any shares debentures or debenture stock of the Company or any amount or amounts arising by reason of any sale or other disposition or any amount or amounts arising by reason of any sale or other disposition or any evaluation of assets of the Company be capitalized funds be applied on behalf of such shareholders in paying up in full and unissued shares, debenture stock of the Company which shall be distributed accordingly and that such distribution or payment shall be accepted by such shareholders in full satisfaction of their interest in the said capitalized sum.

BANK ACCOUNT

128. The Company shall have several bank accounts with the commercial banks and non-banking financial institutions in home and outside Bangladesh. The Board of the Company Shall decide the operation procedures of the Company's bank accounts and the authority thereto in its meeting to be held from time to time and as it is deemed to have been necessary by the Company. The Board shall have the authority to assign any Director, Managing Director or the Senior Executives of the Company to operate the bank accounts of the Company. The bank accounts of the Company shall be operated jointly by at least two persons and such persons may be directors of the Company and/or the Senior Executives of the Company as conferred by the Board of Directors through Board Resolutions to be adopted from time to time as consider appropriate and necessary by the Board.

BOOKS AND DOCUMENTS

129. The directors shall cause to be kept proper books of accounts with respect to:-
- a) All sums of money received and expended by the Company and the matters in respect of which the receipts and expenditure take place.
- b) All sales and purchase of goods by the Company.


 Registrar of Joint Stock Companies
 আবুল কালাম আজাদ
 প্রত্যাযন করা হইল।
 (সি.জি.এ. কুমার রায়)
 সহকারী রেজিস্ট্রার
 জয়েন্ট স্টক কোম্পানীজ এন্ড ফার্মস
 বানিজ্য মন্ত্রণালয়
 ঢাকা

c) the assets and liabilities of the Company.

130. The Company shall maintain proper book, accounts and records to indemnify the machinery, goods and service.

ACCOUNTS AND BALANCE SHEET

131. The Directors shall as required by section 183 and 184 of the Act cause to be prepared and to be laid before the Company in General Meeting such profit and loss accounts, income and expenditure accounts, balance sheet and report as are referred to in these sections.
132. The profit and loss account shall in addition to the matters referred to in subsection (3) of section 185 if the Act so arranged under the most convenient heads, the amounts of gross income distinguishing the several sources from which it has been derived and the amount of gross expenditure distinguishing the several sources from which it has been derived and the amount of gross expenditure distinguishing the expenses of the establishment salaries and other like matters, every item of expenditure fairly chargeable against the years, income shall be brought into account, so that a just balance of profit and loss may be laid before the meeting and in cases where any items of expenditure which may in fairness be distributed several years has been incurred in one year the whole amount of such items shall be stated with the addition of the reason why only a portion of such expenditure is charged against the income of the year.
133. A balance sheet shall be made out in every year and laid before the Company in General Meeting made up to date not more than nine months before such meeting. The balance sheet shall be accompanied by a report of the Directors as to the state of company's affairs, and the amount (if any) which they propose to carry to reserve fund.
134. A printed copy of every such account, balance sheet and report, shall at least fourteen days previous to the meeting be sent to the registered address of every registered holder of shares of the company and copy shall also be deposited at the office for the inspection of the Company during a period of at least fourteen days before the meeting.
135. The Directors shall in all respects comply with provisions of Section 181-191 of the Acts or any statutory modification thereof for the time being in force.
136. Once at least in every the Accounts of the company shall be examined and the correctness of the Balance sheet and profit and Loss Account ascertained by one or more auditor or auditors.

ADULT

অবিকল নকল বন্দিয়া
প্রত্যায়ন করা হইল।



জয়েন্ট ষ্টক কোম্পানিজ এক্ট ফার্মস
বানিজ্য মন্ত্রণালয়

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137. The Company in ordinary meeting in each year shall appoint as Auditor or Auditors to hold office until ordinary meeting in the following year and his or their appointment, remuneration right and duties shall be section 210 to 213 of the Act. 1994.
138. The Auditors shall be entitled to receive notice of and to attend any General Meeting of the Company at which any account which have been examined or reported on by them are to be laid before the Company and may make any statement or explanation they desire with respect to the account.
139. Every accounts of the Directors when audited and approved by a General Meeting of the Company shall be conclusive except as regards any error discovered therein within three months next after the approval thereof, wherever any such error is discovered within that period the Account shall forthwith be corrected and henceforth shall be conclusive.

NOTICE

140. A notice may be given by the Company to any member either personally or by sending it by post to his or her registered address or (if she has not registered address in Bangladesh) to the address if any, within Bangladesh supplied by him or her to the Company for the giving of notice to him or her.
141. If a member has no registered address in Bangladesh and has not supplied to the company any address to him advertised in newspaper circulation in the neighborhood of the registered office shall be deemed to be duly given to him on the day on which the advertisement appears.
142. A notice may be given by the Company to the joint holders of a share by giving the notice to the joint holders named first in the Register in respect of the share and a notice so given shall be sufficient notice to all the holders of such shares.
143. Any notice required to be given by the Company to all members, or any of them and expressly provided for by these presents shall be sufficiently given if by advertisement.

INDEMNITY

144. Every Director, Chairman, Manager or Officer of the Company or any person (whether an Officer of the Company or not) employed by the Company as Auditor shall be indemnified out of the fund of the Company as against liabilities incurred by him/her as such Director, Managing director, Manager Officer or auditor in defending any proceedings whether civil or criminal in which judgment is given in his/her favour in which she is acquitted or in connection with any application under section 396 of the Act in which relief is granted to him or her by the court.



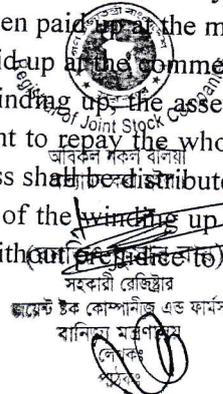
145. Every Director of the Company, including the chairman, Managing Director or Officer (whether Manager, Secretary or Other Officer) or employee of the Company shall be indemnified by the Company and it shall be the duty of the Directors out of the funds of the Company to pay all cost, losses and expenses, including traveling and living expenses, which the Chairman, Managing Director, Officer or employee aforesaid may incur or become liable for by reason of any contract entered into or act or deed done by him her in such capacity or in any way in the proper discharge of duties.
146. Every Director, including the Chairman, Managing Director or Officer of the Company shall be indemnified against any liability incurred by him/her in defending any proceeding (whether civil or criminal) in which judgment is given in his favor or in which he is acquitted or in connection with any application under Section-396 of the Act in which relief is given to him by the Court.

ARBITRATION

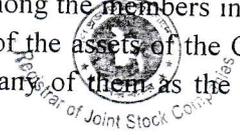
147. Whenever any difference arises between the Company on the one hand and any of the members, their executors, administrators or assigns on the other hand, touching the true intent or construction or the intents or consequence of these presents or the status or touching anything then or thereafter done, executed, committed or suffered in pursuance of these presents or of the statutes or touching any breach or alleged breach of these of these presents or to any affairs of the Company, decision two arbitrators one from each whom one shall be appointed by each of the parties in difference an umpire to be appointed, by the two arbitrators whose decision shall be final & binding on the parties.

WINDINGUP

148. If the Company shall be wound up, the assets available for distribution among the members as such shall be insufficient to repay the whole of the paid up capital, such assets shall be distributed so that as nearly as may be the losses shall be borne 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 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 member 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 amongst the members in proportion to the capital at the commencement of the winding up paid up on the shares held by them respectively. But this article is to be without prejudice to the rights of the holders of shares issued upon terms and conditions.



149. If the Company shall be wound-up whether voluntarily or otherwise the liquidator may, with the sanction of an extra-ordinary resolution divide among the members in specie or the assets of the Company, and may, with sanction, vest, part of the assets of the Company in trustees upon such trusts for the benefit of the members or any of them as the liquidator with like sanction, shall think fit.



অধিকার নকল বন্দিয়া
প্রত্যয়ন করা হইল।

(Handwritten signature)

(বিশ্বনাথ কুমার রায়)

সহকারী সচিব
জয়েন্ট স্টক কোম্পানি অফ ইন্ডিয়া
বানিজ্য মন্ত্রণালয়
পাটনা