Issue No. 370916 Date: 04/06/2023

THE COMPANIES ACT, 1994
(ACT XVIII OF 1994)

A PRIVATE COMPANY LIMITED BY SHARES

MEMORANDUM

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ARTICLES OF ASSOCIATION

OF

AURORA DEVELOPERS LTD.



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THE COMPANIES ACT, 1994
(ACT XVIII OF 1994)

A PRIVATE COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION
OF

AURORA DEVELOPERS LTD.

I. The name of the company is AURORA DEVELOPERS 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 all the business of builders, real estate-developers, contractors, sub-contractors, Architects, dealers and by advancing money to and enter into contracts and arrangements of all kinds with builders, tenants, occupiers and others, land development, housing, real state, service apartments, serviced plots, constructions of residential and commercial premises including business centers and offices, securing lands, private or Government for formation and development of town ships, and to deal in and act as agents for lands, buildings, factories, houses, flats and other residential and commercial plots, and construct/maintain and alter residential, commercial, industrial plots and properties and sale or lease them out by providing with all modern amenities and development thereof and securing capital, funds and raising loans for construction and advancing to other organizations for similar purposes.
2	To take up the business of builders, contractors, land developers, property owners and to act as estate agents and property consultants and dealers in and manufacturers of prefabricated and pre-cast houses, buildings, and erections and materials, tools, implements, machinery and metal ware in connection therewith or incidental thereto and to carry on any other business that is customarily, usually and conveniently carried on therewith. To purchase, acquire, take on lease or in exchange or in any other lawful manner any area, land, building, flats, offices, structures and to turn the same into account, develop the same and dispose of or maintain the same and to build townships, markets or other buildings residential and commercial or conveniences thereon.
3	To sale or otherwise dispose certain lands, houses, buildings and hereditaments, known as the Estate or otherwise and to acquire by purchase, exchange or otherwise either for and estate in fee simple or for any less estate, whether immediate or reversionary, and whether vested or contingent, any other lands tenements and hereditaments of any tenure, whether subject or to any charges or in cumbrances and to hold or to sell, let alienate, mortgage, charge or otherwise deal with all or any such lands, tenements or hereditaments.
4	To carry on business as proprietors, developers, Builders, Managers, Operators, hirers and dealers of all kinds of immovable properties, including but not limited to that of lands, buildings, farms, cinemas, hotels and cold stores and to carry on all incidental or allied activities and business as are usually carried on by Proprietors, Builders, Managers, Operators, Hirers and Dealers etc. of such properties and to carry on business as hirers of machinery.
5	To carry on the business of estate agents, valuers, assessors, appraisers, project managers and monitors, of building construction works, property sales and business transfer agents, house and building society agents, insurance and mortgage brokers and agents, property managers, consultants and advisors, surveyors, general and commission agents, and to negotiate on behalf of clients for purchase, rent, take on lease, and on behalf of clients to acquire or grants mortgage, charge, let on lease, dispose of otherwise deal with any lands, houses, shops or other

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	buildings or real or personal property of any tenure or any interest therein.
6	To carry on the business of real estate, housing and apartment and to do and carry on the business of buyer, seller of flats, apartment, building rooms, huts and to undertake construction of super market, shopping centre, shopping complex, community center and to arrange for sale or let out of those to general public or to hold the same for maintenance on its management.
7	To carry on the Business of Logistics & Freight service, audit firm, currier service, shipping, travels and tourism service, manpower service, Real Estate, Building Construction, Thikader, Contractors, Suppliers, building materials, E-commerce, Online sales, super shop, shopping mall, Restaurant, transport service, Security service, Hotel service, rant-a-car, sole agents, sole distributor¿s commission agents, Pest Control Service, IT Service, Software making, Internet service, Printing and Packaging, Publishing, Event Management.
8	To attain the business objectives company may enter into Partnership, Joint-venture, take over or Amalgamate with any other company and also to take Loans from Bank/other Financial Institutions in such a manner as may company thinks fit.
9	To mortgage the property and assets of the company as securities for loans and/or any credit facilities to be given to any associate company or companies or third party and also to give guarantee securing liabilities of such associate company or companies and/or third party.

IV. The liability of the members of the company is limited by shares

V. The Authorized Share Capital of the Company is TK. 50000000 (Five Crore) divided into 500000 (Five Lac) Ordinary Shares of TK 100 (One Hundred) each with power to increase or reduce the capital and to divide the shares into different classes and to attach thereto any special right or privileges or conditions as regards dividends, repayment of capital, voting or otherwise or to consolidate or sub-divide the shares.

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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 : FATEMA SULTANA Father's Name : Sultan Alam Mother's Name : Jobanur Begum Address : College Para, Rowmari-5640, Rowmari, Kurigram Date of Birth : 31-JAN-95 E-mail : fatemasultana31@gmail.com Phone : 01400778117 TIN : 470993886891 NID/Passport No. : 7817589885 Nationality : Bangladeshi	Chairman	500 (Five Hundred shares)	sd/-
2	Name : HANIF SIKDER Father's Name : Mohammad Hasem Sikder Mother's Name : Sakina Begum Address : Jahanabad, Baghra-1557, Sreenagar, Munshiganj Date of Birth : 24-APR-88 E-mail : hanif.munshiganj@gmail.com Phone : 01715866664 TIN : 753405135592 NID/Passport No. : 5918413691331 Nationality : Bangladeshi	Managing Director	9300 (Nine Thousand Three Hundred shares)	sd/-
3	Name : N. M. KAMAL HOSSAIN Father's Name : Md. Sultan Alam Mother's Name : Mst. Jabanoor Begum Address : College Para, Rowmari-5640, Rowmari, Kurigram Date of Birth : 21-JUN-92 E-mail : kamal6654@gmail.com Phone : 0199466550 TIN : 390361441336 NID/Passport No. : 19924917971000313 Nationality : Bangladeshi	Director	100 (One Hundred shares)	sd/-
4	Name : MD. NUR ALAM Father's Name : Md. Sultan Alam Mother's Name : Mst. Jabanur Begum Address : College Para, Rowmari-5640, Rowmari, Kurigram Date of Birth : 18-OCT-88 E-mail : kamal6654@gmail.com Phone : 01850042693 TIN : 643352450456 NID/Passport No. : 19884917971000052 Nationality : Bangladeshi	Director	100 (One Hundred shares)	sd/-

Witness 1	Witness 2
Name : Sahadat Hossain Shamim, Advocate,	Name : Md. Motiar Rahman, Advocate, Dhaka Jud
Address: 109 Green Road, Farmgate, Tejgaon, Dhaka-1215	Address: 109 Green Road, Farmgate, Tejgaon, Dhaka-1215
ıe : 01714543232	Phone : 01917568940
: 0925406588931	NID : 5213315707334

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THE COMPANIES ACT, 1994
(ACT XVIII OF 1994)

A PRIVATE COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION
OF

AURORA DEVELOPERS 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 private limited company shall apply 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 or by any statute.

INTERPRETATION

2. Unless there be something repugnant in the subject or context inconsistent therewith-
   a. Act means the Companies Act. 1994.
   b. Company means the AURORA DEVELOPERS LTD.
   c. Special Resolution, Extra ordinary Resolution, have the meaning assigned thereto respectively by the Act.
   d. The Chairman means the Chairman of the Company for the time being elected.
   e. The Director means the Director of the Company for the time being.
   f. Managing Director means the managing Director of the Company for the time being.
   g. Board or Board of Director means the Board of Directors of the Company for the time being.
   h. The Office means the Registered Office of the Company for the time being.

3. i. The Register means the Register of members to be kept pursuant to companies Act, 1994.
   j. Dividend includes bonus.
   k. Proxy includes Attorney duly constituted under a power of Attorney.
   l. In Writing means written or printed, partly written and partly printed and includes lithography, type printed and other means representing word in visible form.
   m. Year means the English Calendar year as followed by the company.
   n. Month means the Calendar month according to the English Calendar Year.
   o. Word importing the singular number includes the plural number and vice versa.
   p. Word importing the masculine gender only includes the feminine gender.

PRIVATE COMPANY

4. The Company is a Private Limited Company with the meaning of section 2 (I) Under Clause (Q) of the Companies Act,1994 and accordingly the following shall apply:
   I. No invitation shall be issued to the public to subscribe for any share or of the Company.
   II. The number of the members of the Company (exclusive of persons in employment of the Company) shall be limited to thirty provided that for the purpose of this provisions where two or more persons held one or more shares jointly in the Company they shall be treated as a single number, and
   III. The right to the transfer the shares of the Company shall be restricted in the manner hereinafter appearing.

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COMMENCEMENT OF BUSINESS

5. The Business of the Company may be commenced as soon as after the incorporation of the company as the board shall think fit.

SHARE CAPITAL

6. The Authorized Share Capital of the Company is TK. 50000000 (Five Crore) divided into 500000 (Five Lac) Ordinary Shares of TK 100 (One Hundred) each with power to increase or reduce the capital and to divide the share for the time being into different classes and to attach there to such qualified or any special rights privileges and conditions or to consolidate or sub divide the shares and shares of higher or lower denomination. The shares shall be under the control of the Board of Directors who may allot in cash or consideration other than cash or otherwise dispose of the same to such person in such manner or on such terms and condition as the Board of Directors think fit.

SHARE CERTIFICATE

7. The certificate of the title to share and duplicate thereof when necessary shall be issued of the company and signed by the Chairman and Managing director of the company. If any share certificate is defaced or 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 delivery of the old certificate and in case or payment of such sum not exceeding TK.500.00 as the Directors may from time to time require.

INCREASE OF SHARE CAPITAL

8. The board of Director may, if required, allot any number shares to increase its paid up share capital by the issue of new shares, such increase is to be of such amounts and to be divided into shares of such respective value as the Directors shall think fit.

ALTERATION OF CAPITAL

9. The Directors may with the sanction of the Company in General Meeting increase the share capital of such sum, to be divided into share of such amount as the resolution prescribe. The Company may with special resolution, reduce its share capital in any manner and with and subject to any incident authorized and consent required by law.

10. The Directors may from time to time at their absolute discretion raise or borrow any sum or sums of money for the purpose of the Company and from any person, banks, firms, companies and particularly from any Director and may secure the payment of the such money in such manner and upon such terms and conditions in all respects as they think fit & particular by the issue of debentures of the Company or by making, drawing accepting or endemism on behalf of the Company any promissory notes or bills of exchange or giving or issuing any other security of the Company or by mortgage or charge of all or any property of the Company including its uncalled capital for the time being & the Directors or any of them may guarantee the whole or any part of (like loan of debts raised by on behalf of the Company or any interest payable there with power to the Directors to indemnity the guarantors from off against any liability under their guarantee by means of mortgage.

CALL ON SHARES



The Directors may time to time make calls upon the members in respect of any money remaining unpaid on the shares held by them. But no calls shall be less than twenty-five percent of the nominal value of the shares. Every member shall, subject to receiving fourteen days¿ notice specifying the time and place of payment, pay to

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the company the amount called on the shares held by him, at the time and place so specified in the notice. The Directors may make arrangements on the issue of shares for a difference between the holders in the amount of calls to be paid and in the times of payment.

TRANSFER AND TRANSMISSION OF SHARES

12. No transfer of any share shall be made or registered without the approval of the Board of Directors who may without assigning any reason decline to give any such approval and shall decline any transfer involving construction of these articles. No share shall be transferred to any outsiders as long as any existing member is willing to purchase the same as a fair value to be determined by the Directors in a Board Meeting. A certificate shall accompany the Instrument of Transfer of shares previously approved by the board of Directors. In the case of death of a member, the survivor where the deceased was a joint holder shall be the shares, but this Article does not release the estate of a deceased sold/joint holder from any liability in respect of the said share.

13. a) 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.
    b) The instrument of transfer of any shares 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 scripts. 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.
    c) The legal heirs, successors, executors, administrators or assign of a deceased sole holder of a share shall be the only person recognized by the Company having any title of the share.
    d) 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.

14. e) 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.
    f) 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 member or any other person selected by the Directors is willing to purchase the same at a reasonable price fixed by the Directors.
    g) The Directors may decline to register any transfer of share to a person whom they do not approve for any reason which may appear to them just and proper in the interest of the company. The Directors are not bound to disclose or assign any reason for their refusal to register any transfer of share.

BORROWING POWERS

15. The Board of Directors may from time to time raise or borrow any sum or sums of money for the Company from any person, bank, firms, companies and particularly from any Directors and may secure the payment of such money in such manner and upon such terms and conditions in all respects as they think fit and in particular by the issue of debentures of the company exclusive any persons by making, drawing, accepting or endorsing on behalf of the company any promissory notes or giving or issuing any other security of the company, perpetual or terminable and with or without a trust deed charged upon all or any part of the property of the company



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(both present and future) including its uncalled capital for the time being.

GENERAL MEETING

16. The first Ordinary General Meeting of the company shall be held within 18 months from the date of incorporation and thereafter once in every calendar year at such time not being more than 15 months after the holding of the last preceding general meeting and in such time and place as may be determined by the Directors. All other meeting of the company shall be called Extra-Ordinary General Meeting.
    a. All general meetings other than annual general meetings shall be called special general meetings.
    b. The Directors may at any time call an extra ordinary general meeting and extra ordinary general meeting may also be called by the shareholder on requisition in accordance with the provisions of section 84 of the companies Act.1994.

QUORUM (AGM)

17. 3 (Three) Members present in person shall from a quorum for holding Annual General Meeting. No business shall be transacted at any general meeting unless the quorum of members is presented at the time when the meeting proceeds. The Chairman, of the Board of Directors shall preside at every General Meeting. If there is no such Chairman or if he is not present at any meeting the members present shall choose any one of them to be the Chairman. In any General Meeting a resolution put to vote of members shall be decided by a show of hands unless a poll is demanded in accordance with the provisions of section 85(1) (Ga) of the Companies Act, 1994.

QUORUM (Board Meeting)

18. 3 (Three) Members shall from a quorum for transaction of the business in the Board meeting. The Chairman or The Managing Director may at any time convene a meeting of the Director. 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 Director duly called held and constituted. A casual vacancy in the board of directors may be filled up by the remaining Directors but any person so chosen shall retain office only until the next following ordinary General meeting of the company and shall be eligible for re-election.

VOTE OF MEMBERS

19. On a show of hands every member present in person shall have one vote on a poll, every member present in person or by proxy or attorney shall have one vote for each share held by him. The instrument appointing a proxy shall be in writing under the hand of the appointee or of his attorney duly authorized in writing or if such appointee is a corporation under the hand of its attorney.
    a) No member shall be entitled exercise any vote either personally or by proxy at any meeting of the company in respect of any share registered in his name on which any call or other sums presently payable by him have not been paid or in respect to which the company has exercised any right of lien.
    b) No member shall be entitled to vote unless all installments or calls or other sum or sums presently payable by him, in respect of his holding of shares in the company has been paid.

DIRECTORS

20. 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.



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1. FATEMA SULTANA
2. HANIF SIKDER
3. N. M. KAMAL HOSSAIN
4. MD. NUR ALAM

21. a) The Director shall be paid a sum of BDT 500 (Five Hundred) only as remuneration for attending each meeting.
b) If any Director is called upon to perform extra service or to make any special exertions for any of the purpose of the company, such Director may be remunerated by the company for so doing either by a fixed sum or by a percentage of profit or otherwise as may be determined by the shareholders in a General Meeting and such remuneration shall be in addition to remuneration for attending meeting as stated above.
c) The Directors shall have power at any time and from time to time to appoint any other person to be the Director of the company either to fill in a casual vacancy or as an addition to the Board so that the number of Directors shall not at any time exceed the maximum number fixed from time to time by called and constituted.

22. d) A resolution or circular in writing signed by all Directors shall be valid and effectual as if it has been passed at a Meeting of the Directors duly called & constituted.
e) The business and day to day management and administration of the company shall be managed and carried on and conducted by the Directors of the company and they shall exercise all such power of the company and on behalf of the company shall do and perform all such acts, as may be exercised and done by the company as are not by any statute or by these Articles require to be exercised or done by the company in any General Meeting or by the Board of Directors, particularly or exclusively.
f) The company may appoint or remove a Director from the company in its Annual General Meeting.

QUALIFICATION SHARES

23. The qualification of Director shall be holding of 100 (One Hundred) ordinary shares of Tk. 100.00 each in the share Capital of the Company in his/her own name or proportionately will be taken by the Corporate Body/Company.

DISQUALIFICATION OF DIRECTORS

24. In provision of section 108(I) and 94(1) of the companies Act, 1994, the office of the Directors shall be vacated if he/she-
a) Fails to obtain within the time specified in provision of section 97(1) of the companies Act, 1994 or any time there after ceases to hold the share qualification necessary for his appointment or
b) Voluntary resigns from the office by giving notice in written to the company or
c) Found to be a person of unsound mind by a court of competent jurisdiction or
d) Is adjudged insolvent or bankrupt or
e) Fails to pay calls made on him in respect or shares held by him within 6(six) moth from the date of such calls being made or

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25. f) Without the sanction of the Company in General Meeting, accept or hold any office of profit under the company other than that of the Managing Director or Manager or a legal or technical advisor or a banker or
g) Kept himself/herself absent (without any mail/written notification) from 3 consecutive meeting of the Directors or from all meetings of the Directors for a continuous period of month whichever is longer without leave of absence from the Board of Directors or
h) Removed from the Directorship by extraordinary resolution or
i) Takes up any new business, which has already been taken up by the Company without having the written notification from the Board. If any one does so, he/she will be terminated from the Directorship of the Board without showing any reason thereafter.

POWER OF DIRECTORS

26. The business of the Company shall be managed by the Board of Directors, who may pay all expenses incurred in getting up and registering the Company and may exercise all such power of the Company as are not, by the Companies Act.1994 or any statutory modification thereof for the time being in force or by these articles, required to be exercised or done by the Company in General Meeting. The Directors may from time to time appoint one or more of their body to the office of the Chairman for such terms and at such remuneration and allowances as they think fit. Without prejudice to the general powers conferred by the preceding clause and other powers conferred by these present, it is hereby expressly declared that the Managing Director shall have the following powers that may be delegated by the Board from time to time.

CHAIRMAN

27. FATEMA SULTANA shall be the first Chairperson of the company and he/she shall hold office for a period of 5 (Five) years until otherwise resigns voluntarily or disqualified under the provision of the Companies Act, 1994. The Chairman of the Company shall preside over all General Meeting as well as Board of Directors Meeting and supervision all the activities of the company.

POWER OF CHAIRMAN

28. The Chairman shall be empowered by the Board of Director the following powers:
a) The Chairman shall preside over all the meeting of the Board of Directors and General Meeting of the Company, until otherwise he/she can voluntarily resign the office or otherwise removed there from under the provisions of the companies Act, 1994.
b) Any other activities determined by the Board of Directors or by the Members in general meeting.
c) The chairman shall help and guide to the managing director for any legal issues, appointment and remove of the employees of the company.

MANAGING DIRECTOR

29. HANIF SIKDER shall be the Managing Director of the company and he shall hold office for a period of 5 (Five) years of he resigns voluntarily or disqualified under the provision of the Companies Act, 1994.

POWER OF MANAGING DIRECTOR

Subject to the control and supervision of the Board of Directors the Managing Director shall exercise the following powers:
a) To sign documents for and on behalf of the company or to delegate the power to any Directors, officer person or attorney and subject to approval of the Board to

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give General power or attorney on behalf of the company.
b) To manage the business & 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.
c) To borrow or raise money by way of loans or over drafts or by the creation of mortgage, charge of hypothecation or otherwise and on such terms & conditions as he may think fit to sign, execute & deliver necessary documents for securing the loan.

31. d) To purchase, sell, left out or exchange or otherwise dispose of absolutely or conditionally and property asset of the company for the purpose of the company. Subject to the approval of the Board of Directors.
e) 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.
f) To purchase or otherwise acquire for the Company any land, building, office, goodness, licenses, rights, privileges, concessions, plant, machineries, goods, equipment & utensils as may be required by the Company & at such consideration and on such terms & conditions as he may think fit.
g) To sign bills, vouchers, certificates, deeds, agreements, promissory notes & any other negotiable or transferable instruments which are required for the Company.

32. h) To settle, compound, submit to arbitration, compromise and withdraw any suits, accounts, claims and demands whatever whether arising from any legal proceedings or not.
i) To present for registration before the District Registrar, sub-registrar or any other registering authority and deed of documents executed by the Managing Director or any other Director if so authorized by the Board of Director in that behalf and to admit execution thereof and also to present for registration before any registering authority and deed or document executed in favor of the Company and generally to do all other acts & things in that behalf.

33. j) To sign and verify plaints, written statements, petitions, applications & 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.
k. To delegate all or any of his powers to any Director, Manager, Secretary, Agent, Accountant, Assistant or other officer of the Company as he may from time to time deem fit with the Approval of the Board.
l. Any other activities determined by the Board of Directors or by the Members in general meeting.

ROTATION OF DIRECTOR

No need to retire each year in annual general meeting subsequent to the appointment and in such manner as are provided by the Regulations from 80 to 82 of Tafsil-1 of the Companies Act, 1994.

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CHIEF EXECUTIVE OFFICER (CEO)

35. If board of directors think to appoint a Chief Executive Officer (CEO) of the Company, then CEO to be appointed who will report to the board of any other authority assigned by the board of directors.

BANK ACCOUNT

36. The Company shall open Bank Account with any commercial Bank/Banks and shall be operated under the signature of Managing Director of the company or authorized person or persons as decided by the Board of Directors. The Managing director shall act under the direction of the board of Directors and shall perform such duties and exercise only such powers as may be decided by the board of Directors from time to time.

ADVISOR

37. The Board of Directors may from time to time appoint any suitable and acceptable persons (S) as Adviser of the Company.

ACCOUNTS AND AUDIT

38. The Directors shall cause to be kept proper books of account with respect to-
    a) All sums received & spent by the Company.
    b) All sales & purchases of goods & services by the Company.
    c) The assets & liabilities of Company. The books of account shall be kept at the registered office of the Company or at such place as the Directors shall think suitable and shall be open to inspection by the Directors during business hours. The Directors shall cause to be kept proper books of accounts as provided in section 181 of the Companies Act, 1994. An Auditor shall be appointed and his or their duties regulated in accordance with section 210 to 213 of the Companies act or any statutory modification therefore for the time being in force. Every account when audited and approved at the General Meeting shall be conclusive except so far regards to and error. Any such error when discovered within or before the audit next account shall be corrected for therewith.

DIVIDEND AND RESERVE

39. The Company in General Meeting may declare dividends but no dividend shall have credited as paid up on their respective shares or the members in the capital of the Company at the date to declaration of the dividend after creation of reserve as they think fit.
    a) No dividend shall be payable except out of the profits of the company of the year or any other undistributed profits and no dividend shall carry interest as against the company.
    b) The Board of Directors shall have absolute discretion as to the employment of the reserves created out of the net profit of the company and in declaring fully paid bonus share out of profit.
    c) The Board of Directors may from time to time pay to the members such interim dividends as appear to the Directors to justify by the profits of the Company.

INDEMNITY

40. Every Directors, officer and servant of the Company shall be indemnity by the company for all losses and expenditure by him/her or them respectively in or about the discharge of his/her duties except when such happen from respectively willful act, neglect or default and in it will be duty of the Directors of pay cash, out of the funds of the Company, all losses and expenses which any Directors, officer or servant may have incurred in any way in the discharge or their respectively duties. The amount for which indemnity so provided shall immediately attach lien over the property of the company and shall have priority over all other claims. Neither any



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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 act of any other persons or for any other loss or damages or misfortune due to act of Government.

SECRECY

41. The Managing director, Directors, Manager, Security, Auditors, Accountants, Officer, Agents or other person employed in the business of the Company shall have to observe strict secrecy respecting all members which may come to his knowledge in the discharge of the duties when required to do so by resolution of the Company or by court of law or where the person connected required to do so in order to company with any provision of the law or in these presents. The Directors shall have absolute discretion as to the statement of the reserve created out of the net profit of the Company and in declaring fully paid bonus shares out of the profits.

ARBITRATION

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

WINDING UP

43. If the Company shall be wound up the surplus assets (subject to any rights attached any special classes of shares forming part of the capital for the time being) of the Company be applied first in the repayment of capital paid up on the ordinary shares and the excess (if any) shall be distributed among the members in proportion to the number of shares held by them respectively. The Director, the Secretaries, the Auditors and other officers or servants for the time being in relation to any of the affairs of the be indemnified out of the assets of the Company from and against all any act done or omitted in or about the benefited exaction of their duty.

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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 : FATEMA SULTANA Father's Name : Sultan Alam Mother's Name : Jobanur Begum Address : College Para, Rowmari-5640, Rowmari, Kurigram Date of Birth : 31-JAN-95 E-mail : fatemasultana31@gmail.com Phone : 01400778117 TIN : 470993886891 NID/Passport No. : 7817589885 Nationality : Bangladeshi	Chairman	500 (Five Hundred shares)	sd/-
2	Name : HANIF SIKDER Father's Name : Mohammad Hasem Sikder Mother's Name : Sakina Begum Address : Jahanabad, Baghra-1557, Sreenagar, Munshiganj Date of Birth : 24-APR-88 E-mail : hanif.munshiganj@gmail.com Phone : 01715866664 TIN : 753405135592 NID/Passport No. : 5918413691331 Nationality : Bangladeshi	Managing Director	9300 (Nine Thousand Three Hundred shares)	sd/-
3	Name : N. M. KAMAL HOSSAIN Father's Name : Md. Sultan Alam Mother's Name : Mst. Jabanoor Begum Address : College Para, Rowmari-5640, Rowmari, Kurigram Date of Birth : 21-JUN-92 E-mail : kamal6654@gmail.com Phone : 0199466550 TIN : 390361441336 NID/Passport No. : 19924917971000313 Nationality : Bangladeshi	Director	100 (One Hundred shares)	sd/-
4	Name : MD. NUR ALAM Father's Name : Md. Sultan Alam Mother's Name : Mst. Jabanur Begum Address : College Para, Rowmari-5640, Rowmari, Kurigram Date of Birth : 18-OCT-88 E-mail : kamal6654@gmail.com Phone : 01850042693 TIN : 643352450456 NID/Passport No. : 19884917971000052 Nationality : Bangladeshi	Director	100 (One Hundred shares)	sd/-

Witness 1		Witness 2	
Name :	Sahadat Hossain Shamim, Advocate	Name :	Md. Motiar Rahman, Advocate, Dhaka Jud
Address:	109 Green Road, Farmgate, Tejgaon, Dhaka-1215	Address:	109 Green Road, Farmgate, Tejgaon, Dhaka-1215
:	01714543232	Phone :	01917568940
:	0925406588931	NID :	5213315707334

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