

THE COMPANIES ACT, 1994
(ACT XVIII OF 1994)

A PRIVATE COMPANY LIMITED BY SHARES

MEMORANDUM

&

ARTICLES OF ASSOCIATION

OF

Biomed Healthcare Ltd.



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OF
Biomed Healthcare Ltd.

I. The name of the company is Biomed Healthcare 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 purchase, lease, or otherwise acquire, construct, establish, maintain, operate, run, manage, or administer hospitals, Medicare, health care, diagnostic, health aids, and research centers to provide medical relief to the public in all branches of medical schemes by all available means. To carry on the business of provision of Healthcare Services in Bangladesh or elsewhere, under its brand or otherwise, on its own or in partnership with third-party online aggregators, establishments, outlets, centers, stores, websites, mobile applications, software, online platforms, and digital platforms. To carry on the business of raising, breeding, improving, developing, producing, buying, selling, importing, exporting, preserving, preparing, dealing, and trading in all kinds of products of such business and particular medical items, surgical products, medicine, raw materials.
2	To carry on the business in India or elsewhere of buying, selling, importing, exporting, distributing, transporting, warehousing, promoting, supplying, trading, and dealing of all kinds of goods including fast-moving consumable goods, merchandise either raw material, finished or semi-finished items of grocery, garments, fruits and vegetables, apparels, furniture, fixture and furnishing, cosmetic, child care products, electrical and electronic products, home decor, jewelry, footwear, entertainment, stationery, books and journals and to act as brokers, clearing and forwarding agent, shipper, commission agent, representative, franchiser, consultant, collaborator, and marketing agents for aforesaid items on its own and to appoint sub franchisers for any of the above purposes. To manufacture, sell, import, export, repair, and deal in hand-operated, mechanical, electrical, or electronic-operated toys.
3	To carry on the business as manufacturers, makers, processors, buyers, sellers, traders, stockiest, distributors, develop, design, assemble, repair, import, export, buy, sell, hire, dealers in all kinds of leathers, leather garments, leather shoes, shoe uppers, leather bags, and baggage, leather gift articles, leather furnishings, leather wallets, leather belts, leather gloves, and all types of canvass and substances capable of being made out of leather and other leather related goods of every description, Domestic and household appliances, heating, cooking, and electrical appliances, devices, gadgets such as stoves, pressure cookers, ovens, cooking ranges, hot plates, other cooking utensils of all types, containers, buckets, refrigerators, dryers, heaters, geysers, irons, mixers, filters, ceiling fans, table fans, exhaust fans, vacuum cleaners, washing machines, air conditioners, tube light fittings, radio, television, Stereo, videos, tape recorders, electronic motor and other.
4	To cultivate, grow, produce, harvest raise, or deal in agricultural produce as agriculturists, farmers, or gardeners and to set up processing units for import, export, distribute, sale, purchase, and deal in agricultural produce of all descriptions like fruits, vegetable, seeds, organic products, and herbal products and to do trading of the agri-commodities whether perishable or non-perishable and also do stocking of the same at their premises or leased premises and promote &



	sell their brand along with farmer produce and trade in all the products required for cultivation, harvesting, production and developments of seeds, vegetable, fruits and herbal items. To carry on the business of preservation, dehydration, freeze-drying, freeze, drying, drying canning, tinning, bottling and packing of all or any of the produces and products mentioned above and foodstuffs, provisions, and consumable materials of all kinds.
5	To carry on the business of process, produce Mix, pack, preserve, freeze, extract, refine, manufacture, import, export, buy, sell, trade, and deal in organic foods, processed foods, health foods, protein foods, food products, agro foods, fast foods, packed foods, poultry products, sea foods, milk foods, health and diet drinks, extruded foods, frozen foods, dehydrated foods, precooked foods, canned foods, preserved foods, bakery products and confectionery items such as bread, biscuits, sweets, cakes, pastries, cookies, wafers, condole, lemon drops, chocolate, toffees, tinned fruits, chewing gum, bubble gum, tea and coffee, vegetables, fruits, jams, jelly, pickles, squashes, sausages, nutrient, health and diet foods/drinks, extruded foods, confectionery items, sweets, cereals products all kinds of organic and inorganic food products and drinking products, mineral water, soft drinks, aerated mineral water, fruit drinks, artificially flavored drinks, condensed milk and drinking products.
6	To carry on the business of process, produce, import, Export, Trading, Distribution, Marketing agent, mix, pack, preserve, freeze, extract, refine, manufacture, import, export, buy, sell, trade and deal in processed foods, health foods, protein foods, food products, agro foods, fast foods, packed foods, poultry products, sea foods, milk foods, health and diet drinks, extruded foods, frozen foods, dehydrated foods, precooked foods, canned foods, preserved foods, bakery products and confectionery items such as breads, biscuits, sweets, cakes, pastries, cookies, wafers, condoles, lemon drops, chocolate, toffees, tinned fruits, chewing gum, bubble gum, detergents, tea and coffee, vegetables, fruits, jams, jelly, pickles, squashes, sausages, nutrient, health and diet foods / drinks, extruded foods, confectionery items, sweets, cereals products, mineral water, soft drinks, aerated mineral water, fruit drinks, artificial flavored drinks, condensed milk and drinking products.
7	To manufacture, formulate, process, develop, refine, import, export, market, wholesale, and/or retail trade all kinds of pharmaceuticals, antibiotics, drugs, medicines, biologicals, nutraceuticals, healthcare, Ayurveda and dietary supplement products, medicinal preparations, vaccines, chemicals, chemical products, dry salters, mineral waters, wines, cordials, soups, broths and other restoratives or foods and also to deal in medicinal goods such as surgical instruments, contraceptives, photographic goods, oils, perfumes, cosmetics, patent medicines, soaps, artificial limbs, domestic appliances, their assemblies, kits, spares and accessories, Agro products, Jute products, fisheries, and all of products which is maintain our countries rule.
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. 10000000 (One Crore) divided into 100000 (One Lac) Ordinary Shares of TK 100 (One Hundred) each with power to increase or reduce the capital and to divide the shares into different classes and to attach thereto any special right or privileges or conditions as regards dividends, repayment of capital, voting or otherwise or to consolidate or sub-divide the shares.



We, the several persons, whose names addresses are subscribed below are desirous of being formed into a company in accordance with this Memorandum of Association and we respectively agree to take the number of shares in the capital of the company set opposite to our respective names.

SL No.	Name	Position	No. of Shares Taken	Signature of subscribers
1	Name : Md Raizuddin Molla Father's Name : Md Ramjan Molla Mother's Name : Mst Rabia Khatun Address : 43, Tikatuli, Chowdhury Mall (Level-4), Dhaka-1203, Dhaka Date of Birth : 03-MAY-72 E-mail : raizuddinmolla025@gmail.com Phone : 01724237616 TIN : 596383703769 NID/Passport No. : 19727612234866962 Nationality : Bangladeshi	Chairman	500 (Five Hundred shares)	sd/-
2	Name : Rajib Hossain Father's Name : Rohiz Uddin Mother's Name : Sufia Khatun Address : 43, Tikatuli, Chowdhury Mall (Level-4), Dhaka-1203, Dhaka Date of Birth : 15-JAN-97 E-mail : rajibpodd02025@gmail.com Phone : 01734716275 TIN : 658800199644 NID/Passport No. : 4203644994 Nationality : Bangladeshi	Managing Director	9500 (Nine Thousand Five Hundred shares)	sd/-

<u>Witness 1</u>	<u>Witness 2</u>
Name : Md. Mamun-or-Rashid, ITP Address: Room No-208, (1st Floor), Ibrahim Mansion, 11, PuranaPaltan, Dh Phone : 01718341535 NID : 2696654356532	Name : Md. Masudur Rahman, ITP Address: Room No-208, (1st Floor), Ibrahim Mansion, 11, Purana Paltan, Dhaka Phone : 017236592894 NID : 7345807445



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OF

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PRELIMINARY

1. The Regulations contained in the Schedule- 1 of the Companies Act, 1994 shall have as is hereby expressly modified or excluded, apply to this Company as are applicable to Private Limited Company.

INTERPRETATION

2. In this Articles, unless the context otherwise requires, expression defined in the Companies Act, 1994 or any statutory modifications thereof in force at the date at which these Articles become binding in the Company shall have the meaning so defined and words importing the singular shall include the plural and vice versa and the words importing the masculine gender shall include females and the words importing persons shall include bodies corporate.

PRIVATE COMPANY

3. The Company is a Private Limited Company within the meaning of Section 2 (1) under Clause (Q) of the Companies Act, 1994 and accordingly the following shall apply: a) No invitation shall be issued to the public to subscribe for any shares and debenture of the Company. b) The number of the members of the Company (exclusive of persons in employment of the Company) shall be limited to fifty provided that for the purpose of this provision where two or more persons hold one or more shares jointly in the Company they shall be treated as single member. c) The right to transfer shares in the Company is restricted in the manner and to the extent hereinafter appearing.

SHARE CAPITAL

4. The Authorized Share Capital of the Company is TK. 10000000 (One Crore) divided into 100000 (One Lac) Ordinary Shares of TK 100 (One Hundred) each With the power to increase or reduce the same.
5. Subject to the provisions if any in that behalf of the Memorandum of Association of the Company any share of the Company may be issued with such performance, deferred or other special rights or such restrictions whether in regard to dividend, voting, return of share capital or otherwise as the Company may from time to time by special resolution determine and any preference share may with the sanction of special resolution be issued on the terms that it is or at the option of the Company is liable to be redeemed.
6. The Company may from time to time by a special resolution in General Meetings, increase or reduce the capital of the Company and may allot any special rights or privileges to the whole or part of the capital, present or increased by the creation of new shares. Any capital raised by the increase in shares shall be considered as part of the original capital in all respects as far as may be and shall be subject to the provisions of these articles with reference to transfer and lien unless it be otherwise resolved by the General Meeting sanctioning the increase.



7. Neither of the shareholders shall, except with the prior written consent of the other, create or permit to subsist any pledge, lien or charge over, or grant any option or other rights or dispose of any interest in, all or any of the shares held by if (otherwise then by a transfer of such shares following the provisions of this Articles of Association) and any person in whose favor any such pledge, lien, or charge is created or permitted to subsist or such option or rights are granted or such interest in disposed of shall be subject to and bound by the same limitations.

SHARE CERTIFICATE

8. The shares of the Company shall be under the control of the Directors, who may allot and issue the shares to such persons in accordance with the decision taken at a meeting of the Board of Directors. Every person applying for shares of the company shall specify his name, address and occupation to be entered in the register of members. Such address shall be deemed to be his place of residence to which all notices from the Company shall be sent. The Company will not be responsible to any member for the non-receipt of any notice, for the nonpayment of dividends or for any other matter due to the change of address of any member unless such change of address is notified in writing to the Company.
9. The certificate of title to share and duplicate thereof whenever necessary shall be issued to the members of the Company and shall be signed jointly by the Chairman and any other Director of the Company. If any share certificate is defaced, worn out, destroyed or lost, it may be re-issued on such evidence being produced and such indemnity (if any) being given as the Directors require and (in case of defacement or wearing out) on delivering of the old certificate and on payment of such sum not exceeding Tk. 5.00 as the Directors may from time to time determine.

ALTERATION OF CAPITAL

10. The Company may from time to time increase its capital by the creation of new shares of such amount as may be deemed expedient provided that three-fourth of existing shareholders have consent to it. The Company may with the special resolution reduce its share capital in any manner and with subject to any incident authorized and consent required by law. The Directors make call on share from time to time and subject to the terms on which any shares have been issued make such call as they think fit upon the member in respect of all money unpaid on the shares held by them and each member shall thereupon pay the amount of such call in respect of shares held by him at such time and place following the mode of payment as may be prescribed by the board and specified in the notice of at least thirty days issued by the Company.
11. A Call shall be deemed to have been made at the time when the resolution of the directors authorizing such call is passed. A holder of any share on which a call become payable fails to make the payment in time may be made liable to pay interest on call at the rate fixed by the directors.

TRANSFER AND TRANSMISSION OF SHARES

12. The share of the Company shall be transferred in the usual common form or in any like other Form as may be approved by the Directors. The instrument of transfer of any share of the company shall be executed both by the transferor and the transferee and lodge at the registered office of the Company along with the share scripts/share Certificates to be transferred. The Directors may waive the production of certificate upon evidence satisfactory to them of its loss or destruction. The transferor shall be deemed to remain as the holder of the share until the name of the transferee is entered in the register of members. The legal heirs, successors,



executors, administrators or assigns of a deceased sole holder of a share shall be the only persons recognized by the Company as having any title to the share.

13. Any person becoming 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. A member may at any time subject to the approval of the Directors, transfer any share to his wife or her husband or to his or her sons, daughters, father, mother or brothers. Subject to the provisions mentioned above, the share of the company shall not be transferred by a member to any person so long as the Directors are willing to purchase the same, or so long as a member or any other person selected by the Directors is willing to purchase the same at a reasonable price to be fixed by the Directors or by any other competent authority.
14. The Directors may decline to register any transfer of shares to a person whom they do not approve for any reason which may appear to them just and proper in the interests of the company. The Directors are not bound to disclose or assign any reason for their refusal to register any transfer of share. Notwithstanding anything herein contained to the contrary any share or shares may be transferred with the previous unanimous consent in writing of all the Members for the time being of the Company expressly waiving the rights and privileges given and the restrictions imposed for transfer of shares by the preceding article.

LIEN

15. The Company shall have a first and paramount lien upon all the shares (whether fully paid or not) registered in the name of each member (whether solely or jointly with others) for his debts, liabilities and engagements whether solely, jointly with any other person to or with the company whether the period of payment, fulfillment or discharge thereof shall have actually arrived or not and such lien shall extend to all dividend from time to time declared in respect of such shares, but the Directors may at any time declare any Shares to be exempt wholly or partially from the provisions of this Article.

CALL ON AND FORFEITURE

16. If a member fails to pay any call or installment of a call on the day fixed for payment thereof, the directors may thereafter during such time as any or all such calls or installment remained unpaid, served a notice on him requiring payment of so much of the call or installment as is unpaid together with any interest which may have accrued within reasonable time which shall be not less than fourteen days from the date of notice and stating that in the event of nonpayment on or before the time so appointed the shares in respect of which the notice is given, will be liable to be forfeited. In case of failure to comply with requirement of such notice, the shares in respect of which the notice was given may at any time hereafter be forfeited by a resolution of the directors.
17. A forfeited share be deemed to be the property of the company and may be sold or otherwise disposed of on such terms and in such manner as the directors think fit and at any time before such sale or disposition, the forfeiture may be canceled on such terms as the directors deem reasonable. A person whose shares have been forfeited shall cease to be a member in respect of the forfeited shares but notwithstanding remain liable to pay to the company all moneys which, at the time of forfeiture were presently payable by him in respect of those shares but his liability shall cease if and when the company receive payment in full of the nominal amount



of the shares.

BORROWING POWERS

18. The Directors, from time to time at their discretion, may raise or borrow any sum of money for the purpose of the company from any person, banks, firms, companies and particularly any Director 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 debenture of the Company or by making, drawing, accepting or endorsing on behalf of the Company any promissory notes or bill of exchange or giving hypothecation issuing any other security of the Company or by mortgage or charge on all or any property of the Company including its uncalled capital for the time being and the Directors or any of them may guarantee the whole or any part of the loan or debts raised by or on behalf of the Company.
19. Interest payable thereon with power to the Directors to indemnify the guarantors from or against any liability under their guarantee by means of mortgage or hypothecation or charge upon any property and assets of the Company movable, immovable or otherwise.

GENERAL MEETING

20. There shall be at least one ordinary general meeting every year to be called the Annual General Meeting. It should be called every calendar year as soon as practicable after the annual closing of the account of the Company but not later than fifteen months from the date of the last Annual General Meeting. The First Annual General Meeting shall be held within eighteen months from the date of incorporation of the Company.
21. Subject to the provisions of Section 87 (2) of the Companies Act, 1994, relating to special resolution at least 21 days notice specifying the place, the day and the hour of the General Meeting shall be given and in the case of special business, the general nature of such business shall be notified to the members, but accidental commission to give such notice or non-receipt of such notice by any member shall not Invalidate the proceedings of the General Meeting which may with the consent of all the members be called by the shorter notice and in such manner, as the members think fit.

VOTE OF MEMBERS

22. On a show of hands every member present in person shall have one vote and upon a poll every member present in person or by proxy or attorney shall have one vote for every share hold by him. On a poll, votes may be given either personally or by representative under Section 86 of the Companies Act 1994. Any person entitled under the transmission clause to the transfer of any shares may vote at any General Meeting in respect thereof in the same manner as if he was the registered holder of such shares provided that at least 72 hours before the time of holding the meeting or adjourned meeting as the case may be at which he proposes to vote he shall satisfy the Board of Directors.

DIRECTORS

23. Unless Otherwise determined by the company in general meeting the number of directors shall not be less than 2(Two) and not more than 20(Twenty).The following persons shall be the first directors of the company unless anyone of them voluntarily resigns the said office or otherwise removed therefrom under the provisions of section 108(1) of the companies Act, 1994.



1. Md Raizuddin Molla
2. Rajib Hossain

POWER OF DIRECTORS

24. The business of the Company shall be managed by the Directors who may pay all expenses incurred for the formation and registration of the Company and may exercise all such powers of the Company as are not forbidden by the Companies Act, 1994 or any statutory modification or reenactment thereof for the time being in force or by the Articles required to be exercised by the Company in general meeting, subject nevertheless to any regulation being not inconsistent with the aforesaid regulations or provisions as may be prescribed by the Company in general meeting But no regulations made by the Company in general meeting shall invalidate any prior act or acts of the Directors which would have been valid if that regulation had not been made.

QUALIFICATION SHARES

25. The qualification of a Director shall be in the holding in his/her own name alone at least 100 (one Hundred) shares of Tk. 100/- (BDT One Hundred) each.

DISQUALIFICATION OF DIRECTORS

26. The office of the Directors shall be vacated if he a) fails to obtain within the time specified in sub-clause (i) of section 97 of the Companies Act, 1994 or any time thereafter ceases to hold the share qualification necessary for his appointment. b) Is found to be a person of unsound mind by a court of competent jurisdiction. c) Is adjudged insolvent. d) Fails to pay calls made on him in respect of shares held by him within six months from the date of such calls being made. e) Absent himself from three consecutive meeting of the Director or from all meetings of the Directors for a continuous period of three months whichever is longer without leave of absence from the Board of Directors. f) Misappropriates Companies money, property or assets or for any work against the interest of the company or for gross misconduct.

PROCEEDING OF DIRECTORS

27. The Directors may meet together for the dispatch of business, adjourn and otherwise regulate their meetings and proceedings as they think fit. Question arising at any meeting shall be decided by a majority of votes. In case of an equality of votes the Chairman of the meeting shall have a second or casting vote.

QUORUM (AGM)

28. 2 (Two) members present in person and qualified to vote shall form a Quorum in any general meeting. Whenever the Board of Directors think it necessary, it may call a General Meeting, whether ordinary or extra-ordinary at such time (subject to the provisions of Section 84 of the Act) and place as the Board thinks fit. If, within half an hour from the time appointed for the holding a meeting of the Company, a quorum is not present, the meeting shall stand adjourned to the same day in the next week at the same time and place, or to such other day and at such other time and place as the Board may determine.

QUORUM (Board Meeting)

29. 2 (Two) members present in person and qualified to vote shall form a Quorum in any Board meeting.

CHAIRMAN

Md Raizuddin Molla shall be the first Chairman of the Company from the date of



30. incorporation. He/She shall be entitled to remain and continue in the said office for a period of 2 (two) years, till he voluntarily resigns or become disqualified under section 108 (i) the Companies Act, 1994.
31. The Chairman shall preside over all the meetings of the Board of Directors and but if at any meeting the Chairman is not present within thirty minute after the time appointed for the meeting or is unwilling to act as Chairman, the members present shall choose any one of the other Director to be the Chairman of that meeting.
32. The Chairman of the Company shall manage the Business and all other Affairs of the company. Without prejudice to the general powers and other powers conferred by these proceedings clause it is hereby declared that, the Chairman shall have the following powers, that is to say: The Chairman will run the day-to-day affairs of the Company.

MANAGING DIRECTOR

33. Rajib Hossain shall be the First Managing Director of the Company from the date of incorporation. She/He shall be entitled to remain and continue in the said office for a period of 2 (two) years, till he voluntarily resigns or become disqualified under section 108 (1) of the Companies Act, 1994.
34. a) To manage all concerns and affairs of the Company, to appoint and employ employees, officers, agents, advisers, consultants, organizer, experts, scientists, technicians, day labors servants and others for the purpose of the company and remove or dismiss them and appoint others in their place and to pay and allow to be paid to employees as aforesaid such salaries, commission, wages, fees or other remuneration as may be deemed fit and proper and in particular to sanction. and spend the preliminary expenses of the Company. b) To borrow or raise any sums of money by loan from Banks and Loan giving Agencies or otherwise on mortgage or hypothecation on such securities and on such terms as he may deem fit and execute, sign, seal or such deliver all necessary documents or do any other act or acts on that behalf, Subject to the approval of the Board.
35. c) To purchase or otherwise acquire for the company any property, right, privileges such as the company authorized to such price and generally on such terms and conditions as he thinks fit. d) To sign cheque, certificate and documents on behalf of the company. e. For the service to be rendered by the Chairman, Managing Director and other Directors he/she shall receive such allowances and remuneration as will determine by the Board of Directors from time to time.

BANK ACCOUNT

36. The Company shall open Bank Account with any Schedule Bank, Private Bank, Foreign Bank, Commercial Bank in Bangladesh. Bank Account Operation shall be conducted under the signature as per Board of Directors Meetings resolution.

NOTICE

37. When a notice is sent by registered post, service of the notice shall be deemed to be effected by properly addressing, prepaying and posting a letter containing the notice and unless contrary is proved to have been effected at the time which the letter would deliver by post & regulations No. 13 to 117 of schedule-1 shall apply.



DIVIDEND AND RESERVE

38. The Company in General Meeting may declare dividends, but no dividends shall exceed the amount recommended by the Directors. The Director may from time to time pay to the members such interim dividends as appear to the Directors to be justified by the profits of the Company. The Directors shall have absolute discretion as to the employment of the Reserve created out of the net profits of the Company and in issuing of fully paid Bonus shares out of profit.

ACCOUNTS AND AUDIT

39. The Directors shall maintain true accounts to be kept (in provision of section 181 & 182 of the Companies Act, 1994 and shall provide the section 181-191 of the Companies Act, 1994.) a) Of all sales and purchases of goods by the Company. b) Of all the assets and liabilities of the company and, c) Of all sums of money received and expended by the Company and the matters in respect of which such receipt and expenditure take place. The Books of Accounts shall be kept in the Registered Office of the Company or at such other place as the Directors may think fit and shall always be kept open to the inspection of the directors and their signature/approvals.
40. Once at least in every year the Accounts of the company shall be examined and the correctness of the profit and loss account and balance sheet ascertained by one or more auditors appointed for the purpose and the provision of sections 210 to 213 of the companies Act, 1994 shall be observed. The remuneration of the auditors shall be fixed by the company in general meeting except that they fix the remuneration of any auditor appointed by the board of Directors.

INDEMNITY

41. The Chairman, Managing Director and every Director, shall be indemnified by the Company for all losses and expenditure incurred by him/her respectively in or about the discharge of their respective duty except their willful act, neglect or default and it shall be the duty of the Directors to pay out of the funds of the Company in cash. All losses and expenses which the Chairman, Managing Director or any other Director, may in any way incur in the discharge or execution of his/her or their duty and the amount for which indemnity is provided shall immediately attach a lien on the property of the Company and have priority over all claims.

ARBITRATION

42. In provision of section 227 of the companies Act 1994 any dispute arising among the directors themselves or between a member and board of Directors as to the true interpretation of this articles or the implication thereof shall be referred to the arbitrators constituted with a nominee for each of the agreed parties and award of the Arbitrators as the case may be or shall be binding upon the parties to the arbitration. Arbitration affairs will be dealt and settled under the arbitration Act 2001.

SECRECY

43. Every Director, Managing Director, Manager, Secretary, Auditors, Accounting Officers, Agents or other persons employed in the business of the Company shall have to observe strict secrecy respecting all business and transaction of the Company with individuals and in all matters relating hereto shall pledge himself not to reveal any of the matters which may come to his knowledge in the discharge of his duties except when required to do so by resolution of the company or by a Court of Law or where the person connected is required to do so in order to comply with any provision of the law or in these presents.

WINDING UP



44. If the Company is 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 company be indemnified out of the assets of the Company from and against all or any act done or omitted in or about the benefited execution of their duty.



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
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<u>Witness 1</u>		<u>Witness 2</u>	
Name :	Md. Mamun-or-Rashid, ITP	Name :	Md. Masudur Rahman, ITP
Address:	Room No-208, (1st Floor), Ibrahim Mansion, 11, PuranaPaltan, Dh	Address:	Room No-208, (1st Floor), Ibrahim Mansion, 11, Purana Paltan, Dhaka
Phone :	01718341535	Phone :	017236592894
NID :	2696654356532	NID :	7345807445

