Issue No. 244303 Date: 07/09/2021

THE COMPANIES ACT, 1994
(ACT XVIII OF 1994)

A PRIVATE COMPANY LIMITED BY SHARES

MEMORANDUM

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ARTICLES OF ASSOCIATION

OF

NHN Management BD LTD.



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THE COMPANIES ACT, 1994
(ACT XVIII OF 1994)

A PRIVATE COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION
OF

NHN Management BD LTD.

I. The name of the company is NHN Management BD LTD.

II. The registered office of the company shall be situated in Bangladesh

III. The objects for which the company is established are all or any of the following (all objects will be implemented after obtaining necessary permission from the Government/concerned authority/competent authority before commencement of the business):

1	To carry on the business of buying, selling, packaging, supply, Export, Import, Manufacture, Marketing, distribution and sales of all Food and Beverage, Restaurant, Event Management, Developer, IT firm, Properties, Real Estate, Transportation, Consultancy, Tourism, Export and Import, Metal Industries, Supplies, Electronics, Plastic Industries, Telecommunication, Lifestyle, Sports Item, Chemical Industries, Media, Ad Firm, Furniture, Automobiles, Residential Hotel, Fabrics, Leather, Spare Parts, Jewelry, Stationeries, Glass Industries, Medical Equipments, Hospital, Poultry, Cattle Farm, Agriculture Goods, Toiletries, Ceramics, Melamine, Computer Accessories, Industrial Machineries Manufacturing, DTH, Pharmaceuticals, Power Plant, Rubber Industries, Cotton, Paper, Jute and Sugar Mill, Engineering Firm, Cosmetics, Garments, Buying House, Printing Industries, Contractor Electrical and Electronic goods.
2	To carry on the business of asset management, investment management, portfolio management and capital market operation, management of private equity, venture capital, joint-venture sourcing, raising and investment of Islamic Shariah based fund and Islamic Shariah based other business, any other non-banking financial services including corporate advisory services, services relating to restructuring, acquisition, merger, demerger, equity investment, joint-venture sourcing, structured and corporate finance, financial, non-financial and socio-economic consultancy, performing all forms of research and publication, acting as consultant or advisor, hiring local and foreign advisors and operating other related services both in Bangladesh and abroad, and to do all such other things as are incidental or conducive to the promotion or advancement of business for attainment of the objectives of this Company and also to promote, organize and manage alternative investment funds.
3	To act as Procurement Provider, Indentor, Buying Agent, Shipping Agent, Insurance Agent, Recruiting Agent, Real Estate Agent, Medical Tourism Agent, Travel & Tourism Agent, Freight & Cargo Agent, Clearing and Forwarding Agent, Manpower Agent, Overseas Student Consultancy, International Immigration Consultancy, Event Management, Advertising Firm, Communications and Software solutions, Data Entry, advertising, export, import, indenting, supply, Trading, Commission Agent, Out Sourcing Agent, Training Centres and all sorts of Commission Agent including Marketing Agents, Distributors, Stockiest and sales of any product and service and also carry on the business of export, import, merchants and supply of Commercial, Industrial, agricultural and General Commodities, raw materials, chemicals, Medicines & Veterinary Medicines, all sources of Industrial, Commercial & Machinery plants, equipment, Electrical and Electronic goods.
4	To carry on the business of Real estate, Housing and Apartment and to do and carry on with the business of Construction, buyer, seller of Land, flats, plots, housing, apartment, real estate, land developers, buildings rooms, gardens towns, markets, hospital, housing estates, huts and to undertake construction of super market, shopping center, shopping mall, hotel, motel, Community centers and to

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	arrange for sale or let out the those to general public or to hold it for their management and 1st class contractor, general contractors of L.G.E.D, P.W.D., P.D.B, R.E.B, Railway, Roads & Highways, Facilities Department, Civil Aviation, City Corporation and other government or semi-Government department or corporation and to act as consulting engineers, architects, designers, estimators, planners and constructors, Contractors for construction of Road, Bridges, Culverts, Buildings and all other types of construction work which the company any suitably undertake as contractors.
5	Primarily to promote the development and advancement of computer systems, Information and Communication Technology (ICT) and Software, and carry on, undertake and conduct related business and do all matters and things incidental there to. To encourage and assist in the balanced development of the software and information services industry in Bangladesh and work closely with ICT area with a view to enabling the Bangladesh Software and Information Technology industry reach global pre-eminence and acquire and take over as a going concern the business now carried on in Bangladesh by ICT Company. To maintain all information relating to the clients business operations, practice and related systems in absolute confidentiality. The success surmounted through the humble reputation of developing various software at attractively low cost ensuring better product lives.
6	To promote, set-up, install, manufacture, export, import, buy, sell, all sorts of Garments and to establish Knitting Mills & Sweater Industry, Composite, Knit, Dyeing, Finishing, Sewing, Spinning Mills, garments Industry, Mercerizing, Dyeing and Printing, Yarn Dyeing Mills, Manufacturing of Garments Accessories, Button, Drawstring & Zipper, Dyeing & Washing, Packaging industries, Sweater Garments, artificial silk wool, Computerized Embroidery, to make embroidery fabric, cloths, woolen, cotton yarn, nylon yarn, polestar and male, female & children wears, silk, artificial silk and all sorts of garments designs and other fibrous materials and business of weaving, knitting or otherwise manufacturing, bleaching, printing and selling synthetic yarn and to set up 100% import & export oriented Garments Manufacturing Industry in Bangladesh and to Set-up Auto Bricks plants, hole Bricks plants, Design Bricks plants, in side wall Bricks plants and accessories.
7	To set-up and carry on the business of restaurants, hotels, motels, for serving local foods, Chinese, Thai, South-Indians, Spanish cuisines, Cafe, beer and spirits pubs, Caterers, amusement park, clubs, swimming pools. To carry on the business of manufacturer, export, import, buy, sell, processors, prepare for market and deal in all types of biscuits, confectioneries, bakery, sweets, chocolates and its products, groceries and provisions of all kinds of Biscuits, Cake, Solid Foods-Chanachur, Dal, Bhujiya, Wafers, Cake, Pau, Butter, Crisp, Chips, Chocolates, Candies, Toffees, Pickles, Corn & Cornflake, Rice-Basmati, Dal-Lentil, Mug, Sola, Motor, Powder, Health Drinks-Horlics, Ovaltine, Maltova, Complan, Milo, Viva, Boost, Powder Refreshing Drink-Tang, Lemon, Orange, Nutri-Lemon of all kinds of mineral water.
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. 2000000 (Twenty Lac) divided into 200000 (Two Lac) Ordinary Shares of TK 10 (Ten) 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 : Md. Noor Hossain Nanzil Father's Name : Md. Abul Hosain Mother's Name : Nilufar Yasmin Address : House No. - 245, Shantibag Bonomola Road,College Gate, Tongi, Gazipur Date of Birth : 31-AUG-96 E-mail : nhngroupbd@gmail.com Phone : 01977287005 TIN : 644903123576 NID/Passport No. : 4189216882 Nationality : Bangladeshi	Managing Director	9000 (Nine Thousand shares)	sd/-
2	Name : Md. Abduzzohaque Chowdhury Father's Name : Late Md. Shamsul Haque Chowdhury Mother's Name : Zarina Khatoon Address : House No. - 14, Road No. - 4, Sector No. - 12, Uttara, Dhaka Date of Birth : 04-APR-69 E-mail : zohaque@gmail.com Phone : 01811429612 TIN : 641014513861 NID/Passport No. : 1016479774 Nationality : Bangladeshi	Director	4500 (Four Thousand Five Hundred shares)	sd/-
3	Name : Kausar Ahmed Prorosh Father's Name : Abdul Jabbar SHK Mother's Name : Nasima Akter Parvin Address : House No. - 42, Road No. - 20, Sector ¿ 11, Uttara, Dhaka Date of Birth : 08-AUG-99 E-mail : poroshdst@gmail.com Phone : 01644442792 TIN : 452902319684 NID/Passport No. : 4213548391 Nationality : Bangladeshi	Director	4500 (Four Thousand Five Hundred shares)	sd/-
4	Name : Mst. Shermin Father's Name : W/o. Md. Humayun Kabir Mother's Name : Mrs. Amina Khatoon Address : House No. - 42, Road No. - 13, Sector ¿ 11, Uttara, Dhaka Date of Birth : 12-FEB-75 E-mail : Jishan911@gmail.com Phone : 01708989191 TIN : 877867406925 NID/Passport No. : 2619551162504 Nationality : Bangladeshi	Director	4500 (Four Thousand Five Hundred shares)	sd/-

Witness 1	Witness 2
Name : Nazrul Islam LL.B (Hon¿s), Company	Name : Shafiqul Islam, ITP
Address: Muhiuddin & Colleagues, Firm View Super Market, Suite # 454, 87-92/B, Green Road, Firmgate, Dhaka.	Address: Consultant, SARashid & Associates, Noakhali Tower (12th Floor, 13-D), 55/B Purana Paltan, Dhaka.
ıe : 01710330259	Phone : 01717759137
:	NID :

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THE COMPANIES ACT, 1994
(ACT XVIII OF 1994)

A PRIVATE COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION
OF

NHN Management BD LTD.

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 present unless there is anything repugnant in the subject or context, a Company means NHN Management BD LTD. SPECIAL RESOLUTION & EXTRA ORDINARY RESOLUTION means the interpretation mentioned at the companies Act 1994. COMPANY means Company incorporated under Companies Act 1994. THE MANAGING DIRECTORS means the managing Director of the company. OFFICE Means the registered office of the company. MONTH means the English calendar month. YEAR means the English calendar year. PROXY includes the Attorney duly constituted under a power of Attorney. IN WRITING and WRITTEN include printing; lithography and other modes of representing or reproducing words and letter in a visible form. WORDS importing singular number include the plural number and plural number only includes the singular number, masculine include the feminine gender and person include the corporation.

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 50 (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. 2000000 (Twenty Lac) divided into 200000 (Two Lac) Ordinary Shares of TK 10 (Ten) each with power to increase or reduce the capital and to divide the share capital into different classes and to attach thereto any special right or privilege or condition as regard dividends, repayment of capital, voting or otherwise or to consolidate or sub-divide the shares.

5. The share shall be under the control of the directors who may subject to provision of section 155 allot for cash or consideration other than cash or otherwise dispose of the same to such persons in such manners upon such terms and conditions as the directors think fit.

The joint holders of a share shall become severally or jointly liable for payment of all installments and calls due in respect of shares.

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7. No person shall be recognized by the company as holding any share upon any trust and the company shall not be bound by or recognize any equitable, contingent or interest in any share or any interest in any fractional part of a share (except only as by these presents otherwise expressly provided) any other right in respect of any share except in absolute right of the entirety thereof in the registered holder.

8. If any share certificate is defaced, worn out, destroyed or lost, it may be reissued 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 on payment of such sum not exceeding Taka 50/= as the directors may from time to time require.

CALL ON AND FORFEITURE

9. The joint holders of shares shall be individually as well as jointly liable for the payment of any call or installment due in respect of the share held by them.

10. The Directors may from time to time, make call upon the members in respect of any money remaining unpaid on the shares held by them and no call shall be less than twenty five percent of the nominal value of the share and each member shall subject to receive fourteen days notice specifying the time and place of payment, pay to the Company the amount called on his/her share at the time and place so specified in the notice, if the requirement of the notice as aforesaid is not complied with any share in respect of which the notice has been given may at any time there after be forfeited by a resolution of the Board of Directors to that effect.

11. The forfeited share may be sold or otherwise disposed of in such manner as the Directors may think fit and at any time before sale or disposal, the forfeiture may be cancelled in such manner and on such terms and conditions as the Directors may think fit.

SHARE CERTIFICATE

12. The Certificate of title to share and duplicate thereof whenever necessary shall be issued to the members shall be signed jointly by the Managing Director 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.

TRANSFER AND TRANSMISSION OF SHARES

13. Share may be transferred at any time by a member to his or her children, grand children, husband or wife, father & mother only with prior sanction of the directors, subject to above no share shall be transferred to any other person(s) so long the existing shareholders are willing to accept the same.

14. If any member intends to sell his or her share, it must be offered first to the existing shareholders in writing who shall have the option to purchase the shares at a fair valuation to be determined mutually by the intending transferor and transferee(s) or by the Board of Directors or by the Company's Auditors. The shares offered to the shareholder(s), if he/they decline(s) to purchase within 60 days from the date of offer, the same shall then be offered proportionally amongst the shareholders who



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are willing to purchase. If none willing, then these may be sold to outsiders.

15. The directors may decline to register any transfer of share to any person other than those mentioned in Articles 11 above whom they do not approve of and for any reason which may appear to them just and proper and the directors need not disclose or assign any reason for their refusal of any transfer.

16. If registration of transfer of shares is refused the directors shall, within two months from the date on which the instrument of transfer was lodged, send to the transferee and the transferor notice of refusal.

17. A fee not exceeding Taka 50.00 may be charged for each instrument of transfer of shares approved by the Board of Directors and shall be paid before registration thereof.

18. The instrument of transfer must be accompanied by the certificate of the shares.

19. The share of any shareholder shall be transmitted on his or her death to his/her heirs or other legal representatives, and where there is no WILL or no Letter of Administration has been taken out, shall upon proof of his or her title which may be considered satisfactory by the shares of the deceased shareholder and where there is an WILL probate or Letter of Administration with a copy of WILL annexed shall be taken out before such title can be recognized.

ALTERATION OF CAPITAL

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

BORROWING POWERS

21. The managing Director may from time to time, with the approval of the Board of Directors borrow from any source either from any commercial or schedule banks, or firms any some of money required for the purpose of the company and secure the payment or repayment of such money so borrowed in such manner and upon such manner and upon such terms and condition in all respect duly approved by the Board of Directors deemed fit in particular by the issue of share or endorsing on behalf of the company (both percent) including its unclad capital for the time being and the Managing Director may on behalf of the company guarantee the whole or any part of the loan or debts incurred by the company with power to the managing Director the secure guarantors against the liability in respect of such loan by way of mortgagee or charge on the company¿s property movable, immovable or otherwise.

GENERAL MEETING

There shall be at least one Ordinary General Meeting to be called Annual General Meeting. It should be called every calendar year as soon as practicable after the annual closing of the accounts of the Company but not later than fifteen months from the date of last Annual General Meeting. The first Annual General Meeting shall

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be held within eighteen months from the date of incorporation of the Company.

23. Subject to the provisions of section 87(2) of the Companies Act, 1994, relating to Special Resolution at least twenty one days' notice specifying the place date and hour of the General Meeting shall be given and in case of special business, the general nature of such business shall be notified to the members, but accidental omission to give such notice or non receipt of such notice by any member shall not invalidate the proceedings of the General Meeting which may, with the consent of the members, be called by the shorter notice and in such manner as the members think fit.

QUORUM (AGM)

24. 3 (Three) members present in person entitled to vote will form the quorum in any General Meeting.

25. The Board of Directors whenever thinks it necessary may call a General Meeting whether Ordinary or Extra-Ordinary General Meeting at such time (subject to provision of Article 19 & 20) and such place they think fit.

PROCEEDING AT GENERAL MEETING

26. Subject to the provisions of Section 87 (2) of the Companies Act, 1994 related to special resolutions at least 21 (twenty one) days notice from the date of posting of the notice specifying the place the date and hour of the general meeting shall be given and in the case of special business, the general nature of such business shall be notified to the members, which may, with the written consent of all the members, may be called by shorter notice and in such manner as the members think fit.

DIRECTORS

27. 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. Noor Hossain Nanzil
    2. Md. Abduzzohaque Chowdhury
    3. Kausar Ahmed Prorosh
    4. Mst. Shermin

28. Subject to approval by the Board of Directors of the Company, each Director may receive by way of remuneration a sum of not exceeding Taka 1,000/- for every meeting attend by him/her including traveling and halting expenses as may be incurred by him for attending each meeting.

If any Director, when willing to be called upon to perform any extra-service or to make any special exertions for any of the purposes of the company, the company may remunerate the Director so doing either by a fixed sum or percentage on the net profit or otherwise as may be decided by the Company in Board Meeting and

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such remuneration shall be in additions to the remuneration in Articles No. 28.

30. The Board of Directors shall have power time to time appoint one or more persons as Directors who shall retire from office at the next Ordinary General Meeting as Directors provided that by such appointment the total number of Directors shall not exceed the maximum number fixed by the Articles No. 27.

31. Any Director may resign his office by notice in writing to the Company.

QUALIFICATION SHARES

32. The qualification of a Director shall be in the holding in his or her own name alone at least 1,000 (One thousand) shares of Tk.10.00 (Ten) each the nominal value of Tk. 10,000/- (Ten thousand) only.

QUORUM (Board Meeting)

33. 3 (Three) Directors present in person entitled to vote will form the quorum in any Board Meeting.

34. A resolution or circular in writing signed by the Directors shall be valid and effectual as if it has been passed in the Meeting of Directors duly called and constituted.

VOTE OF MEMBERS

35. 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 held by him. On a poll, votes may be given either personally or by attorney or by representative with a letter of authorization.

POWER OF DIRECTORS

36. The Board of Directors shall have power at any time and from time to time to appoint any other person to be a Director of the Company either to fill up a casual vacancy or an addition to the Board by co-option so that the total number of Directors shall not at any time exceed the maximum number of Directors fixed by the Company. The management of the business of the Company shall be in the hands of the Board of Directors who may pay such expenses of any preliminary and incidental to the promotion, establishment and registration of the Company and do such acts as may be exercised and done by the Company in general meeting, subject nevertheless, to any regulation to be inconsistent with the aforesaid regulations or provisions as may be prescribed by the Company in General meetings, which shall be valid and effectual.

37. The Board of Directors shall provide for the safe custody the Company¿s Seal, every instrument to which the seal is affixed shall be signed by the Managing Director. Each Director shall be responsible for proper discharge of the Company¿s business that may be entrusted to him/her by the Board.



At the time of execution of any sale agreement, purchase deed, sale deed, loan agreement and any other document, Chairman and Managing Director, in absence of either, Chairman or Managing Director, any Director shall sign for and on behalf of

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the Company.

DISQUALIFICATION OF DIRECTORS

39. In provision of Section 108 (1) 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 94(1) of the Companies Act, 1994 or any time thereafter ceases to hold the share qualification necessary for his/her appointment, or b) He/she is found to be a person of unsound mind by a court of competent jurisdiction, or c) He/she is adjudged insolvent, or d) He/she fails to pay calls made on him in respect or shares held by him within six months from the date of such calls being made, or e) Absent himself/herself from three consecutive meetings of the directors or from all meetings of the Directors for a continuous period of three months whichever is longer without leave of absence from the Board of Director. f) Removed from the Directorship by an extra-ordinary resolution.

CHAIRMAN

40. The Directors or members present in the meeting will choose one of them as Chairman to preside over the meeting of Board of Directors, Annual General Meeting, Extra Ordinary General Meeting or any others meeting.

MANAGING DIRECTOR

41. Md. Noor Hossain Nanzil shall be the First Managing Director of the company and he shall be entitled to remain and continue the said office of the Managing Director unless he voluntarily resigns from the same in writing or otherwise disqualified under the provision of section 108(i) of Companies Act, 1994. The Managing Director shall be the Chief Executive of Company and he shall continue as Managing Director for 5 (five) years from the date of incorporation. Managing Director shall wholeheartedly engage himself in the management and development of the company and also implementation of project works taken by the company.

42. Remuneration of the Managing Director and other directors for their full service in the company (whereof salary or commission or participation in profit or partly in one and partly in another and for a tenure, terms and conditions to be fixed) shall be determined from time to time by the Board of Directors.

43. The Managing Director may delegate all or any of the power to any Director or Directors as he may think fit with the prior approval of the Board of Directors and such power may be revoked at his pleasure.

44. Control over the management of the business of the company with full power to do all acts, deeds, matters and things deemed necessary, proper and expedient for carrying on the usual business of the company.

45. To make and sign all sorts of contracts including contracts for sales and purchase, joint venture agreement and company business related contracts etc.

The power of appointment and dismissal of managers, other officers, assistants, clerks, agents and special services and to determine their; authorities and duties and to fix their remunerations in commercial, administration and Finance Department.

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47. Full power to draw, sign, accept, endorse and negotiate, on behalf of the company, all bills of exchange, promissory notes, cheques, government papers and securities and all other instruments as shall be necessary/expedient for carrying on the business of the company as per the prior decision and resolution by the Board of Directors of the Company.

BANK ACCOUNT

48. All money belonging to the Company shall be deposited with such Bank/ Banks/ Financial Institutions as the Board of Director shall deem expedient and the Cheques shall be signed jointly by the Managing Director Mr. Md. Noor Hossain Nanzil and Director Mr. Md. Abduzzohaque Chowdhury or nominated person as per decision taken by the Board of Directors from time to time.

ADVISOR

49. The Board of Directors may from time to time appoint any suitable and acceptable person(s) as Advisor of the Company and fix up his remuneration.

NOTICE

50. A Notice may be given be the company to any member either personally or by advertisement or by sending it by post to him to his registered address.

51. When a notice is sent by post, service of the notice shall be deemed to effected by properly addressing, prepaying and posting with A/D letter containing the notice and unless contrary is proved.

ACCOUNTS AND AUDIT

52. The Directors shall cause to be kept proper books of accounts (as provided in Section 181of the Companies Act, 1994) and shall provide the true accounts under section 181-191 of the Companies Act. 1994. (a) of all sale and purchase of goods by the company; (b) of the assets and ; liabilities of the company: (c) all sums of money received and expended by the company and the matters in respect of such receipt and expenditure take place. The Books of Accounts shall be kept at the Registered Office or at such other place as the Directors may think fit and shall always be kept open to the inspection of the Directors.

53. Once at least every year the Accounts of the Company shall be examined and the correctness of the profit and loss account and balance sheets shall be ascertained by one or more auditors appointed for the purpose as per provision of section 210 to 213 of the companies Act, 1994 or any statutory modification thereof 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 of the next account shall be corrected forthwith.

ANNUAL RETURNS

54. The company shall comply with the provision of Section 36 of the Companies Act, 1994 as the making of annual returns.

DIVIDEND AND RESERVE



The Company and Annual General Meeting may declare dividends but no dividend shall be 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

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as they think it. 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. 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 Shares out of profits. The Board of Directors may from time to time pay to the members such interim dividends as appear to the directors justified by the profits of the Company.

CAPITALIZATION OF THE RESERVE

56. The Company in general meeting may resolve that any money, investments or other assets forming part of the undistributed profit of the Company and standing to the credit of the reserve fund or in the hands of the Company and available for dividend be capitalized and distributed among such of the shareholders as would be entitled to receive the same if distributed by way of dividend and in the same proportion on the footing that they become entitled there to as capital and that all or any part of such capitalized fund be applied on behalf of the shareholders in paying up in full any un-issued shares, debenture or debenture stock of the Company which shall be distributed accordingly or in or towards the payment of the uncalled liability on any issued share and that such distribution or payment shall be accepted by the shareholders in full satisfaction of their interests in the said capitalized sum.

INDEMNITY

57. Every Director, officer and servant of the Company shall be indemnified 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 respective willful act, neglect or default and it will be duty of the Directors to pay cash, out of the funds of the Company, all losses and expenses which any Director, officer r servant may have incurred in any way in the discharge of their respective duties. The amount for which indemnity so provided shall immediately attach lien over the property of the Company shall have priority over all other claims.

SECRECY

58. The Chairman, Managing Director, Director, Advisor, Manager, Secretary, Auditors, Accounts, Officers, Agents or other person employed in the business of the company shall have to observe strict secrecy respecting all matters which may come to his knowledge in the discharge of the duties when required to do so by resolution of the company or by court of law or where the person connected is required to do so in order to comply with any provision of the law or in these presents.

ARBITRATION

59. In the provision of section 227 of the Companies Act. 1994, If and whenever any difference shall arise 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 in regard to the rights and liabilities arising hereunder or arising out of the regulation existing between the parties by reason of these presents or of the statutes or any of them, such difference shall forthwith be referred to two Arbitrators, one to be appointed by each party and a third arbitrator may be chosen by the two Arbitrators, if deemed necessary, before entering on the consideration in accordance with the provisions of the Arbitration Act, 2001.

WINDING UP

If the Company is wounded 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 by applied first in the repayment of capital paid up on the ordinary shares

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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 bonafied execution 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 : Md. Noor Hossain Nanzil Father's Name : Md. Abul Hosain Mother's Name : Nilufar Yasmin Address : House No. - 245, Shantibag Bonomola Road,College Gate, Tongi, Gazipur Date of Birth : 31-AUG-96 E-mail : nhngroupbd@gmail.com Phone : 01977287005 TIN : 644903123576 NID/Passport No. : 4189216882 Nationality : Bangladeshi	Managing Director	9000 (Nine Thousand shares)	sd/-
2	Name : Md. Abduzzohaque Chowdhury Father's Name : Late Md. Shamsul Haque Chowdhury Mother's Name : Zarina Khatoon Address : House No. - 14, Road No. - 4, Sector No. - 12, Uttara, Dhaka Date of Birth : 04-APR-69 E-mail : zohaque@gmail.com Phone : 01811429612 TIN : 641014513861 NID/Passport No. : 1016479774 Nationality : Bangladeshi	Director	4500 (Four Thousand Five Hundred shares)	sd/-
3	Name : Kausar Ahmed Prorosh Father's Name : Abdul Jabbar SHK Mother's Name : Nasima Akter Parvin Address : House No. - 42, Road No. - 20, Sector ¿ 11, Uttara, Dhaka Date of Birth : 08-AUG-99 E-mail : poroshdst@gmail.com Phone : 01644442792 TIN : 452902319684 NID/Passport No. : 4213548391 Nationality : Bangladeshi	Director	4500 (Four Thousand Five Hundred shares)	sd/-
4	Name : Mst. Shermin Father's Name : W/o. Md. Humayun Kabir Mother's Name : Mrs. Amina Khatoon Address : House No. - 42, Road No. - 13, Sector ¿ 11, Uttara, Dhaka Date of Birth : 12-FEB-75 E-mail : Jishan911@gmail.com Phone : 01708989191 TIN : 877867406925 NID/Passport No. : 2619551162504 Nationality : Bangladeshi	Director	4500 (Four Thousand Five Hundred shares)	sd/-

Witness 1		Witness 2	
Name	: Nazrul Islam LL.B (Hon¿s), Compan	Name	: Shafiqul Islam, ITP
ss:	Muhiuddin & Colleagues, Firm View Super Market, Suite # 454, 87-92/B, Green Road, Firmgate, Dhaka.	Address:	Consultant, SARashid & Associates, Noakhali Tower (12th Floor, 13-D), 55/B Purana Paltan, Dhaka.
e	:	Phone	: 01717759137

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NID : 01710330259	NID :



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