

THE COMPANIES ACT, 1994
(ACT XVIII OF 1994)

A PRIVATE COMPANY LIMITED BY SHARES

MEMORANDUM

&

ARTICLES OF ASSOCIATION

OF

KAHNIK LIMITED



THE COMPANIES ACT, 1994
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A PRIVATE COMPANY LIMITED BY SHARES
MEMORANDUM OF ASSOCIATION
OF
KAHINIK LIMITED

I. The name of the company is KAHINIK LIMITED

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	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. To work closely with ICT area with a view to enabling the Bangladesh software and information technology industry reach global pre-eminence. To 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 client's 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. To provide full range of Systems Software & Hardware Solution products and peripherals.
2	To carry on the business of IT and IT enabled Services (ITES) including Software development, maintenance, and software design, testing and quality assurance. To carry on the business of computer software development and its related services for export and local sale (including but not limited to) the following: Software consultancy, including, Information strategy consulting Information System Planning, Computerization Feasibility studies, Information needs Analysis and Designs, Computer Audit services, Vendor Analysis, Software development (Program development including operating systems, Software implementation services, Software maintenance, Software training, Software documentation, Software Product Development maintenance, Software conversion, i.e. right sizing and downsizing, System Integration services, Multimedia Software and other services, Computer Bureau and International Network services, Data entry including accounting data entry, Pictorial/Graphic and voice data entry.
3	To help in the development of financial systems required by Software and Information Services Industry. To carry on the business of purchasing and distribution of software and software products home and abroad. To carry on the licensing and distributorship for any kind of local or foreign software products Outsourcing and offshore software development. To carry on the business of different hardware products manufacturing, importing, sales and distribution. To carry on the business as event Management, activation, outsourcing, importer, Exporter, Supplier, Outsourcing, Indenter, Managing Agent, commission Agent, sole agent, indenting agent, Clearing & Forwarding agent, stevedores, brokers, foreign brokers of any company, developers, contractors, stockiest & Distributor and general Merchant and Trader.
4	To carry on the business of computer software development and its related services for export and local sale (including but not limited to) the following: Software consultancy, including, Information strategy consulting Information System Planning, Computerization Feasibility studies, Information needs Analysis and Designs, Computer Audit services, Vendor Analysis, Software development



	(Program development including operating systems, Software implementation services, Software maintenance, Software training, Software documentation, Software Product Development / maintenance, Software conversion, i.e. right sizing and downsizing, System Integration services, Multimedia Software and other services, Computer Bureau and International Network services, Data entry including accounting data entry, Pictorial / Graphic data entry and voice data entry, telemarketing using data entry services, Software support services and Software education and related material.
5	To carry on business on Web development, hosting, Web Design, Graphics design and computer aided printing. To carry on the business of all kinds of System Integration (SI), cloud-based service, ERP, financial program, financial solution, e-commerce, f-commerce, e-government, e-travel, e-education, Animation, Data services, e-Payment, Online Service, IT integrated financial service, financial advisory, virtual reality, augmented reality, IOT, AI hardware and software, AI enabled all kind of service development and maintenance. To carry on the business as Internet Service Providers (ISP) and Internet Access Providers (IAP) through the use of satellite communication, fiber optics communication, land phone communication inclusive of ISDN facilities, wireless communication, cellular phone communication, mobile phone communication, submarine cable communication, or any other means of telecommunication.
6	To carry e-business, e-commerce, online, E-publication, E-library, audio book, Book publication all over Bangladesh and abroad. To carry on the business of computer technology and all sorts of electronic items and to manufacture, assemble, export buy sell and service including setting up of showroom, training center and otherwise deal in computer & other electronic goods. To carry on the business as Internet service online information Media business and Family needs marketing and goods any products. To carry on the business and to establish with the modern equipment of Internet service Telecommunication network business. Modern computer business server online business, sound receiving system by the Internet media sound sending system by the Internet media, with all sorts of internet and same nature of business which is applicable in near future.
7	To carry telemarketing using data entry services, Software support services and Software education and related material. To borrow or raise or secure the payment of money by mortgage or by stock, perpetual or otherwise or in such other manner as the company shall think fit and for the purposes as aforesaid to charge all or any of the company's properties and assets both present and future including its uncalled capital and collaterally or further to secure any securities of the company by a trust deed or any other assurances. To carry on business and to Act as Distributors, Traders, Exporter, Merchants, Indenters, Marketing Agents, Commission Agents, Shipping Agent, Clearing and Forwarding Manufacturing Agents, Manufacturing of Garments accessories, Manufacturing of Paper Printing, Packaging and Online Publicans, Selling, Local Agent, Sole Agent, sole stockiest and sales of any product or service of Bangladeshi Company or of any Foreign Company in Bangladesh or elsewhere.
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. 20000000 (Two Crore) divided into 2000000 (Twenty 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.



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 : Iftekhar Alam Ivaan Father's Name : Yeakub Ali Molla Mother's Name : Jahanara Yeakub Address : Ka-4, Gulshan South Badda, Dhaka, Dhaka-1212, Dhaka Date of Birth : 01-OCT-73 E-mail : iivaan@kahinik.com Phone : 01711563888 TIN : 319480776631 NID/Passport No. : 2415440870 Nationality : Bangladeshi	Chairman	90000 (Ninety Thousand shares)	sd/-
2	Name : Mamun Akbar Father's Name : M Akbar Ali Mother's Name : Momena Ali Address : City Heart Building, 8th Floor, Room - 1, 67 Naya Paltan, Dhaka-1000, Dhaka Date of Birth : 06-MAR-71 E-mail : mamun@kahinik.com Phone : 01711563888 TIN : 510884110390 NID/Passport No. : 4645687114 Nationality : Bangladeshi	Managing Director	90000 (Ninety Thousand shares)	sd/-
3	Name : Md. Mizanur Rahman Bhuyan Father's Name : Md. Shafiqur Rahman Bhuyan Mother's Name : Nurun Nahar Address : 465, Shahin Bagh, Tejgoan-1215, Dhaka Date of Birth : 01-JAN-74 E-mail : mbhuyan@kahinik.com Phone : 01711528093 TIN : 462944701455 NID/Passport No. : 9563791376 Nationality : Bangladeshi	Director	90000 (Ninety Thousand shares)	sd/-
4	Name : Imrad Zulkarnine Father's Name : Md. Abdul Mabud Mother's Name : Mabud Fatima Kabir Address : Saheb Bari, Shaktola, Comilla-3500, Comilla Date of Birth : 21-JAN-73 E-mail : imrad@kahinik.com Phone : 01819248504 TIN : 898970981908 NID/Passport No. : 6858413542 Nationality : Bangladeshi	Director	90000 (Ninety Thousand shares)	sd/-
5	Name : Shehla Zamani Iftekhar Father's Name : Mir Saiful Islam Mother's Name : Shahida Islam Address : 16/12, Azam Road, Mohammadpur, Dhaka Date of Birth : 20-APR-72 E-mail : mhamidbtv71@gmail.com Phone : ?01711663233???? TIN : 896447471968 NID/Passport No. : 3760923478	Director	90000 (Ninety Thousand shares)	sd/-



SL No.	Name	Position	No. of Shares Taken	Signature of subscribers
	Nationality : Bangladeshi			
6	Name : M. Hamid Father's Name : M A Wadud Mother's Name : Rabeya Khatun Address : Flat-C2, House-48, Road-8A, Dhanmondi R/A, Dhaka Date of Birth : 01-APR-50 E-mail : mhamidbtv71@gmail.com Phone : 01711663233 TIN : 314072637806 NID/Passport No. : 4624965374 Nationality : Bangladeshi	Director	50000 (Fifty Thousand shares)	sd/-

<u>Witness 1</u>	<u>Witness 2</u>
Name : Mridul Ghosh, CA-CC, ITP Address: 128/2, East Tejturi Bazar, Kawran Bazar, Dhaka Phone : 01714971875 NID : 2699038620098	Name : Borun Dutta, CA-CC, ITP Address: 128/2, East Tejturi Bazar, Kawran Bazar, Dhaka Phone : 01715655132 NID : 2804223572



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ARTICLES OF ASSOCIATION
OF

KAHINIK LIMITED

PRELIMINARY

1. The regulations contained in the schedule-1 of the Companies Act. XVIII of 1994 shall apply to this Company with respect to such provisions so far as they are not negative or modified by or as are not contained in the following Articles or any other Articles that may, from time to time be framed by the Company in a general meeting or by any statute.

INTERPRETATION

2. In these Articles unless the context otherwise required the words or expressions defined or explained in the Companies Act. XVIII of 1994, shall have the same meaning assigned to them respectively when used in relation to these Articles and as and when used in relation to the said companies Act and in particular and without prejudice to the generality of the said provisions, the word importing the singular number shall include plural number and vice versa and the word importing masculine gender shall include feminine gender and the word importing person shall include body corporate.

PRIVATE COMPANY

3. The Company is a Private Limited Company within the meaning of section 2(1) clause (q) of the Companies Act, 1994 and accordingly the following shall apply: -
 - a. No invitation shall be issued to the public to subscribe for any share or debenture of the Company.
 - b. The number of Members of the Company (exclusive of the persons who are in the employment of the Company) shall be limited to fifty only: Provided However that when two or more persons hold one or more shares jointly in the Company, they will be treated as a singular number: and
 - c. The right to transfer of shares of the Company is restricted in the manner and to the extent hereinafter provided.
4. The company shall be entitled to commence business from the date of its incorporation.

SHARE CAPITAL

5. The Authorized Share Capital of the Company is TK. 20000000 (Two Crore) divided into 2000000 (Twenty Lac) Ordinary Shares of TK 10 (Ten) each with powers to increase and reduce the capital of the Company for the time being in accordance with the provisions of the Companies Act. XVIII of 1994.
6. The shares of the Company shall be under the control of the Director, who allot and issue the share to such persons in accordance with the decision arrived at a meeting of the Board of Director.



Every person applying for shares of the Company shall specify his name, address and occupation to be entered in the register of members, such address shall be deemed to be his place of residence to which all notices from the Company shall be

sent and the Company will not be responsible to any member for the non-receipt of any notice for the non-payment of dividends or for any other matter due to the change of address of any member unless such change of address is notified in writing to the Company.

CALL ON SHARES

8. 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 shares held by them.
9. 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 twenty five percent of the nominal value of the share and each member shall subject to receive fourteen days notice specifying the time and place of payment pay to the company the amount called on his share at the time and place so specified in the notice, if the requirement of the notice as aforesaid is not complied with any share in respect of which the notice has been given may at any time thereafter be forfeited by a resolution of the Board of Directors to that effect.
10. The forfeited share may be sold or otherwise disposed of in such manner as the Directors may think fit and at any 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

11. Every person whose name is entered in the Register of Members shall be entitled to one or more share certificates to be issued under the common seal of the Company, specifying the number of share or shares and denoting number of shares held by him and the amount paid up thereon, provided that in respect of share or shares held by several persons jointly the Company shall not be bound to issue more than one certificate and the delivery of such certificate to one of the several joint holders, preferably to the one whose name stands first in the Register of Members shall be sufficient delivery to all. If a share certificate is defaced, lost or destroyed it may be re-issued on such terms and conditions as the Directors may think fit.

TRANSFER AND TRANSMISSION OF SHARES

12. The share of the Company shall be transferred in the usual common form or in any other form as may be approved by the Directors. The instrument of transfer of any 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.
13. 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. Any person entitled to a share in consequence of death or insolvency of a member shall upon such evidence being produced as may be required by the Directors, have the right to be registered as a member in respect of that share.



Any Share may at any time subject to the approval of the Directors, be transferred by a member to his wife or her husband or to his or her sons, daughters, father,

mother or brother. Subject to the provisions mentioned above shares of the Company shall not be transferred by a member to any person so long as the existing members are willing to purchase the same or so long as member or any other person selected by the Directors is willing to purchase the same at a reasonable price fixed by the Directors.

15. 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.

INCREASE OF SHARE CAPITAL

16. The Directors may, with the sanction of any ordinary resolution of the Company previously passed in a general meeting increase its share capital by the issue of the new shares. Such increase is to be of such amounts and to be divided into shares of such respective value as the Company in general meeting may direct and if no direction be given then as the Directors shall think fit.

BORROWING POWERS

17. The Directors may from time to time borrow from any source any sums of money required for the purpose of the Company and raise and secure the payment of such money in such manner and upon such terms and conditions in all respects as they may think fit and in particular by the issue of shares or by making, drawing accepting or endorsing on behalf of the Company any promissory notes, bill of exchange or by giving or issuing any of the securities of the Company or by the creation of mortgage, charge of hypothecation all or any of the properties of the Company both present and future, including the uncalled capital of the Company for the time being and the Directors may on behalf of the Company guarantee the whole or any part of such loan or debts incurred by the Company with powers to secure guarantor against liability in respect of such loan or debts.

GENERAL MEETING

18. The first General Meeting of the Company shall be held within eighteen months from the date of incorporation of the Company and thereafter once at least in every calendar year at such time (not being more than fifteen months after the holding of the last proceedings general meeting) and places as may be decided by the Board of Directors of the Company. The above-mentioned general meeting shall be called ordinary General Meeting and shall other general meetings of the Company shall be called extra-ordinary general meetings.
19. The Directors may whenever they think fit call an extra ordinary general meeting and an extra ordinary general meeting shall also be called on the requisition of the members in accordance with the provisions of section 84 of the Companies Act, 1994.

PROCEEDING AT GENERAL MEETING

20. Clause 49 of Schedule-1 shall apply with this edition that with the consent of all the members entitled to receive notices of a particular meeting that a meeting may be convened by such shorter notice and in such manner as those members may think fit. The accidental omission to give any such notice to any member shall not invalidate the meeting and the resolutions passed at such meeting.

QUORUM (AGM)



21. 4 (Four) members present in person shall form a QUORUM for general meeting. The Chairman of the Company shall preside at every General Meeting. The Chairman and Managing Director may at any time call a meeting of the Board of Directors. The Chairman of the Company shall preside over the general meeting of the Company, if at any meeting the Chairman is not present within thirty minutes after the time appointed for holding the meeting or is unwilling to act, as Chairman, the members present shall choose one of the Members to preside over the meeting. In case of an equality of votes whether on a show of hands or upon a poll, the Chairman of the meeting shall have a second or a casting vote.

QUORUM (Board Meeting)

22. 4 (Four) directors personally present will form quorum for transaction of business at a meeting of the Board of Directors. Any resolution or circular signed by all the Director shall be as valid and effectual as if it has been passed at a meeting of the Directors duly called and constituted. The Directors may at any time call meeting of the Board of Directors. They may also elect one of them to be the Chairman of the Board of Directors.
23. All acts done at a meeting of the Directors shall, notwithstanding that it was afterwards discovered that there was some defects in the appointment of such Directors or that they or any one of them were disqualified to be a Director be as valid and effectual as if every such person had duly been appointed and was duly qualified to be a Director provided that nothing herein contained shall be deemed to give validity to any act done by such Director or person acting as aforesaid after it has been shown that there was some defect in his appointment of that they or any one of them were disqualified to be Director.

VOTE OF MEMBERS

24. On a show of hands every member present in person and entitled to vote shall have one vote and upon a poll every member present in person or by proxy or power of attorney shall have one vote in respect of every share held by him. On a poll, vote may be given either personally or by a proxy or under a power of attorney or by a person appointed under Section 86 of the Companies Act, 1994 a proxy must be a member of the Company.
25. No member shall be entitled to vote at any general meeting unless all calls or other sums presently payable by him to the Company in respect of the share held by him has been paid. Any person entitled under the transmission clause to the transfer of any share, may vote at any general meeting in the same manner as if he were the registered holder of such share provided that 48 hours at least before the time of holding the meeting or adjourned meeting as the case may be at transferee to such shares unless the Board of Directors or the Managing Director shall have previously admitted his right to vote as such meeting in respect thereof.

DIRECTORS

26. Unless Otherwise determined by the company in general meeting the number of directors shall not be less than 2(Two) and not more than 50(Fifty).The following persons shall be the first directors of the company unless anyone of them voluntarily resigns the said office or otherwise removed therefrom under the provisions of section 108(1) of the companies Act, 1994.

1. Iftekhhar Alam Ivaan
2. Mamun Akbar
3. Md. Mizanur Rahman Bhuyan



4. Imrad Zulkarnine
5. Shehla Zamani Iftekhar
6. M. Hamid

The following persons shall be the 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.

27. The qualification of Director shall be holding of 25,000 (Twenty-Five Thousand) shares of Tk. 10.00 each in his / her own name and not jointly with other or others.
28. The remuneration and allowance of a director, for each meeting attended by him/her will be such sum, as may from time to time, be decided by Board of Director.
29. If any Director when willing be called upon to perform any extra service or make any special exertion for the purpose of the Company, the Company may remunerate the Directors so doing either by a fixed sum or by a percentage on the profits of the Company as may be decided by the Company in a general meeting held subsequent to such appointment.
30. 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 causal vacancy or as an addition to the Board so that the total number of Directors shall not at any time exceed the maximum number of Directors fixed by the Company.

POWER OF DIRECTORS

31. 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 re-enactment 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.

DISQUALIFICATION OF DIRECTORS

32. The office of the Director shall be vacated if the Director: a) Fails to obtain within the time specified in provision of Section 97 (1) of the Companies Act, 1994 or any time thereafter ceases to hold the share qualification necessary for his/her appointment, or b) If found to be a person of unsound mind by a court of competent jurisdiction, or c) If adjudged insolvent, or d) Absent himself /herself from three consecutive meetings of the directors or from all meetings of the Directors for a continuous period of three months whichever is longer without leave of absence from the Board of Directors. e) Voluntary resigns from the office.



The Directors shall meet together for the dispatch of business of the Company adjourn or otherwise regulate their meeting as they may think fit.

MANAGEMENT

34. The management of the company shall be in the hands of the Board of Directors. The Managing Director shall be responsible for the management of the business of the company and execution of duties confirmed upon him by the Board of Directors / Chairman.

CHAIRMAN

35. Iftekhar Alam Ivaan shall be the first Chairman of the Company for 5 (five) years from the date of incorporation of the Company and shall hold his position/office until he resigns voluntarily or otherwise becomes disqualified under provision of Section 108(1) of the Companies Act, 1994. He will preside over all the Meetings of the Board of Directors as well as General Meeting.

MANAGING DIRECTOR

36. Mamun Akbar shall be the first Managing Director of the Company for 5 (five) years from the date of incorporation of the Company and shall hold his position until he resigns voluntarily or otherwise becomes disqualified under provision of Section 108 (1) of the Companies Act, 1994.
37. For the services to be rendered by the Managing Director he will receive such remuneration whether as salary or commission or participation in the profits of the Company or partly in another as decided by the Company in the general meeting held subsequent to his assumption of office.
38. The Managing Director shall subject to the direct supervision of the Board of Director shall have the following powers:
39. To manage the business and all other affairs of the Company, to appoint and employ officers, agents, advisers, organizers, engineers, scientists, technicians, clerks, messengers, peons, guards, servants and day laborers for the Company and to remove or discharge them and appoint others and to pay the salary, remuneration and wages to the persons so employed and also to pay the preliminary expenses and other expenses for the formation and registration of the Company. To borrow or raise money by way of loans or overdrafts or by the creation of mortgage, charge of hypothecation or otherwise and on such terms and conditions as he may think fit and to sign, execute seal and delivery necessary documents for securing the loan.
40. To demand, sue for, realize and recover all dues, claims, demand, damages and compensations due and payable to the Company and to take proceedings, civil, criminal, revenue or otherwise and whether original or appellate. To purchase or otherwise acquire for the Company any land, building, office, goodness, licenses, rights, privileges, concessions, plant, machineries, goods, equipment and utensils as may be required by the Company and at such consideration and on such terms and conditions as he may think fit.
41. To open branch office of the Company in Bangladesh or in any other foreign country as he may think necessary and also to close the same. To sign, bills, vouchers, certificates, deeds, agreements, promissory notes, and any other negotiable or transferable or transferable instruments. To settle, compound, submit to arbitration, compromise and withdraw any suits, accounts, claims and demands whatever whether arising from any legal proceedings or not.



42. To invest the reserve fund of the Company and to dispose of same in such manner as the Board of Directors may think fit and proper. 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 of Directors.
43. 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 and things in that behalf.
44. To give donations and subscriptions to any charitable, benevolent, religious, social and cultural objects. To sign and verify plaints, written statements, petitions, applications and vakalatnamas, authorizing legal practitioners to act for and on behalf of the Company before all courts, civil, criminal, revenue or otherwise and generally to do all other acts and things may be necessary from time to time in connection with the business of the Company in different department under the Government and any other public or private officers.

BANK ACCOUNT

45. The company shall open Bank account(s) with any Schedule Bank(s) & shall operate the same under the Joint signature of Managing Director & any other Director of the Company or any other decision taken by the Board of Directors of the Company.

NOTICE

46. When a notice called by Chairman is sent by post the service of the notice shall be deemed to have been affected by properly addressing, prepaying and posting the letter containing the notice, unless contrary is proved to have been affected at the time at which the notice would be delivered in the ordinary course of post.
47. A notice may be given by the Company to any member either personally or by sending the same by post to him of his registered address by advertisement in the local newspaper, circulating in the neighborhood of the registered office of the Company.
48. Any notice to be given by the Company to any member, may be signed written or printed.

DIVIDEND AND RESERVE

49. The Company in general meeting may declare a dividend but no dividend shall exceed the amount recommended by the Directors and no dividend shall be paid otherwise than out of the profits of the Company for the year or from any other undistributed profit and no dividend shall carry any interest as against the Company. The Directors may from time to time pay the members such interim dividends as the think fit and reasonable.



The Directors may create reserve fund out of profits of the company and they shall

have the absolute authority as to the employment of the reserve fund by way of capitalization or otherwise.

CAPITALIZATION OF THE RESERVE

51. 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 a paying up in full any un-issued shares, debenture or debenture stock of the Company which shall be distributed accordingly in or towards the payment of the uncalled liability on any issued share and that such distribution or payment shall be accepted by the shareholders in full satisfaction of their interests in the said capitalized sum.

ACCOUNTS AND AUDIT

52. The Directors shall in all respects Comply with the provisions of Section 181 to 191 of the Companies Act, 1994 so far as applicable to private Companies or any statutory modifications thereof for the time being in force.
53. An auditor or auditors shall be appointed by the Company and their duties shall be regulated in accordance with the provisions of Sections 210 to 213 of the Companies Act, 1994. Every account when audited and signed by the Auditors and Directors and approved at a general meeting shall be conclusive unless so far as any error is discovered therein before the audit of the next successive year's accounts. Whenever such an error is discovered the same shall forth with be rectified.

INDEMNITY

54. The Directors, Managing Director, Manager and any other officers of the Company shall be indemnified for all losses and expenditure incurred by them in the faithful discharge of their respective duty, except his willful acts, neglects or defaults and it shall be the duty of the Company to pay out of the funds of the Company in cash all losses and expenditure incurred by the Directors, Managing Director, Manager or other officers of the Company. The amount for which the indemnity has been provided shall immediately attach a lien on the property of the Company and shall have priority over all other claims.
55. Neither any Director, Managing Director, Manager and any other officers of the Company shall be held liable for any loss or damage happening to the Company and arising from any act of any other persons or for any other loss or damages or misfortune due to act of Government.

SECRECY

56. The Directors, Manager, Secretary, Auditors, Accountants, 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

Any dispute arising among the Directors themselves or between members and the



57. Board of Directors and to the true interpretation of this articles or the implication there of shall be referred to the Arbitration. Arbitration will be dealt and settled under the Arbitration Act, 2001.

WINDING UP

58. If the Company shall be wound up and the assets available for distribution among the members as such shall be insufficient to repay the whole of the capital paid up. Such deficit shall be borne by the members in proportion to the capital paid up or which ought to have been paid up at the commencement of the winding up on the shares held by the respectively. If in a winding up the assets available for distribution among the members shall be more than sufficient to repay the whole of the capital paid up at the commencement of the winding up the excess shall be distributed among the members pro rata.



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 : I ftekhar Alam I vaan Father's Name : Yeakub Ali Molla Mother's Name : Jahanara Yeakub Address : Ka-4, Gulshan South Badda, Dhaka, Dhaka-1212, Dhaka Date of Birth : 01-OCT-73 E-mail : iivaan@kahinik.com Phone : 01711563888 TIN : 319480776631 NID/Passport No. : 2415440870 Nationality : Bangladeshi	Chairman	90000 (Ninety Thousand shares)	sd/-
2	Name : Mamun Akbar Father's Name : M Akbar Ali Mother's Name : Momena Ali Address : City Heart Building, 8th Floor, Room - 1, 67 Naya Paltan, Dhaka-1000, Dhaka Date of Birth : 06-MAR-71 E-mail : mamun@kahinik.com Phone : 01711563888 TIN : 510884110390 NID/Passport No. : 4645687114 Nationality : Bangladeshi	Managing Director	90000 (Ninety Thousand shares)	sd/-
3	Name : Md. Mizanur Rahman Bhuyan Father's Name : Md. Shafiqur Rahman Bhuyan Mother's Name : Nurun Nahar Address : 465, Shahin Bagh, Tejgoan-1215, Dhaka Date of Birth : 01-JAN-74 E-mail : mbhuyan@kahinik.com Phone : 01711528093 TIN : 462944701455 NID/Passport No. : 9563791376 Nationality : Bangladeshi	Director	90000 (Ninety Thousand shares)	sd/-
4	Name : Imrad Zulkarnine Father's Name : Md. Abdul Mabud Mother's Name : Mabud Fatima Kabir Address : Saheb Bari, Shaktola, Comilla-3500, Comilla Date of Birth : 21-JAN-73 E-mail : imrad@kahinik.com Phone : 01819248504 TIN : 898970981908 NID/Passport No. : 6858413542 Nationality : Bangladeshi	Director	90000 (Ninety Thousand shares)	sd/-
5	Name : Shehla Zamani I ftekhar Father's Name : Mir Saiful Islam Mother's Name : Shahida Islam Address : 16/12, Azam Road, Mohammadpur, Dhaka Date of Birth : 20-APR-72 E-mail : mhamidbtv71@gmail.com Phone : ?01711663233???? TIN : 896447471968	Director	90000 (Ninety Thousand shares)	sd/-



SL No.	Name	Position	No. of Shares Taken	Signature of subscribers
	NID/Passport No. : 3760923478 Nationality : Bangladeshi			
6	Name : M. Hamid Father's Name : M A Wadud Mother's Name : Rabeya Khatun Address : Flat-C2, House-48, Road-8A, Dhanmondi R/A, Dhaka Date of Birth : 01-APR-50 E-mail : mhamidbtv71@gmail.com Phone : 01711663233 TIN : 314072637806 NID/Passport No. : 4624965374 Nationality : Bangladeshi	Director	50000 (Fifty Thousand shares)	sd/-

<u>Witness 1</u>		<u>Witness 2</u>	
Name :	Mridul Ghosh, CA-CC, ITP	Name :	Borun Dutta, CA-CC, ITP
Address:	128/2, East Tejturi Bazar, Kawran Bazar, Dhaka	Address:	128/2, East Tejturi Bazar, Kawran Bazar, Dhaka
Phone :	01714971875	Phone :	01715655132
NID :	2699038620098	NID :	2804223572

