

ইস্যু নং ৬৪৯

THE COMPANIES ACT, 1994
(ACT XVIII OF 1994)

ষ্ট্যান্ডার্ড কোর্টফি ও
ওক নগদায়িত

A PRIVATE COMPANY LIMITED BY SHARES

MEMORANDUM

&

ARTICLES OF ASSOCIATION

OF

GOODDAY CONSORTIUM LTD.

অধিকতম নতুন বঙ্গীয়
প্রত্যয়ন করা হইল।

(কে. এম. জি) নাহাট
সহকারী সেক্রেটারি (সিটি ফর্ম)
ৱেবস্ট ইক সেক্রেটারি এন্ড চার্টার্ড
বঙ্গীয় মহাকাশসে
সেক্টর ১
শ্রীলঙ্কা

0 JUL 2011

স্বাক্ষর

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.

10 This company can do any lawful business for making profit.

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.



বহিঃস্থ নকল বসিয়া
প্রত্যয়ন করা হইল।

(কে. এম. এ. নাহার)
সহকারী রেজিষ্টার (সিটি নথি)
কার্পোরেট ইন্ডাস্ট্রিয়াল এন্ড ব্যাংকিং
সেক্টর, ঢাকা

তারিখ :
স্বাক্ষর :

10 JUL 2011

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. Alauddin Montu Father's Name : Late Mohammad Ali Mother's Name : Late Kulsom Bibi Address : House No.41/5, Road-Gopalpur Purbo, P.O-Munnonagar, Tongi Pouroshova, Gazipur Date of Birth : 03-JAN-76 E-mail : goodday@yahoo.com Phone : 01912029407 TIN : 012-108-4802 NID/Passport No. : 3323018441360 Nationality : Bangladeshi	Managing Director	5000 (Five Thousand shares)	
2	Name : Kazi Faruque Father's Name : Sahajuddin Mother's Name : Parul Begum Address : Vill-Paiksha, P.O-Khalpar, P.S-Nababgonj, Dhaka Date of Birth : 11-NOV-74 E-mail : goodday@yahoo.com Phone : . TIN : 081-114-8260 NID/Passport No. : 410256 Nationality : Bangladeshi	Chairman	5000 (Five Thousand shares)	

<u>Witness 1</u>		<u>Witness 2</u>	
Name :		Name :	
Address:		Address:	
Phone :		Phone :	
NID :		NID :	



অধিকার নতুন বিনিময়
প্রত্যয়ন করা হল।

(কেন. গেম. এ. নারসিং
স্বাক্ষরিত) (স্বাক্ষরিত)
জায়েদ হুসেইন কোম্পানীক এন্ড পার্টনার্স
স্বাক্ষরিত) (স্বাক্ষরিত)
স্বাক্ষরিত
স্বাক্ষরিত

10 JUL 2011

THE COMPANIES ACT, 1994
(ACT XVIII OF 1994)

A PRIVATE COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION
OF

GOODDAY CONSORTIUM LTD.

PRELIMINARY

1. The Regulations contained in the schedule-1 of the companies Act , 1994 shall apply to this company with respect to such provisions as are applicable to a Private Limited Company , so far only as they are not negative or modified by or are not contained in the following articles or any other articles that may from time to time be framed by the company.

INTERPRETATION

2. In construing of these Articles unless there shall be something repugnant in the subject or context inconsistent there with :- a. "Act" means the Companies Act, XVIII of 1994. b. "Company" means the GOODDAY CONSORTIUM LTD. . c. "Office" means the Registered Office of the Company for the time being. d. "Year" means the English Calendar year as followed by the Company. e. "Month" means the calendar month according to the English Calendar year. f. "Directors" means the Board of Directors of the Company for the time being. g. "Board" or "Board of Directors" means the Board of Directors of the Company for the time being. h. "In Writing" means written or printed, partly written and partly printed and includes lithography, type printed and other means representing word in a visible form. Word imparting the singular number only includes the plural number and vice versa. "Member" means the legal owner the share name where of being appeared in the Members register.

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 share, debenture of the company; b. The number of members of the Company (exclusive of the persons in the employment of the company) shall be limited to fifty; and c. The right to transfer shares of the company is restricted in the manner and to the extent hereinafter provided.

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 power to increase or reduce the same value of its shares. Subject to the provisions of the Articles, the share shall be under the control of the directors who may allot or otherwise dispose of the same.

BUSINESS

5. The business of the Company shall be commenced from the date of incorporation of the company.

SHARE CERTIFICATE

(কে. এ. এ. সার্ভিস)
সহকারী সিনিয়র স্টক অফিসার
আইসিডিআই, ঢাকা
১৯ জুলাই ২০১১

**THE COMPANIES ACT, 1994
(ACT XVIII OF 1994)**

**A PRIVATE COMPANY LIMITED BY SHARES
MEMORANDUM OF ASSOCIATION
OF
GOODDAY CONSORTIUM LTD.**

I. The name of the company is **GOODDAY CONSORTIUM 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 with the business of Real estate, Housing and Apartment and to do and carry on with the business of buyer, seller of flats, apartment, buildings rooms, huts and to undertake construction of Super market, Shopping center, Shopping complex, Community centers. And to arrange for sale or let out of those to general public or to hold it for their management. |
| 2 | To carry on the business of all types of food & beverage and mineral water. To carry on the business of Agricultural farming, fisheries, Hatcheries, Pisciculture, Horticulture, Mushroom cultivation, Nursery, dairy farming, fruit gardens, Vegetable farming, Tea Garden cultivation, Poultry farming and to acquire lands and to develop them for the said purpose or purposes. |
| 3 | To carry on the business of Hotels, Guest houses and to maintain laundry, hair dressing saloons, hair facial, clubs, baths, dressing room, reading and newspapers rooms, libraries grounds and places of amusements, recreation and sports entertainment's. |
| 4 | To set up power plant (s) for generation of electricity and to distribute & sales generated power to any legal entity in Bangladesh and to acquire fuel required for such power generation from home and abroad and for that purpose to acquire land by purchase, lease or otherwise and to build, erect, install, maintain, reservoirs and any other storing facilities subject to obtaining permission from concerned authority |
| 5 | To carry out business of event management & media communication & relations. To carry on the business of Software Development, System Designing, maintenance of software and sales of software. To Manufacture and development of hardware, hardware embedded software and sales and maintenance of the above. To carry on the business of web development, web hosting, domain registration, domain hosting and domain related any business, data storage and relevant business. To carry on business related IT training and e-education. To carry on the business of Internet Services and relevant any business. Also to carry on business for data, voice, and video over internet protocol. To carry on Telecommunication Services. |
| 6 | To carry on the business and to Act as Traders, Exporter, Importer, Merchants, Indentors, Commission Agents, Shipping Agent, Clearing. |
| 7 | To set up and establish an automatic factory factories for producing Class-I bricks, Ceramic bricks, Concrete Bricks, Concrete Hollow Blocks and Tiles. To carry on the business of all kinds of Chemical, all kinds of Chemical Import, Export, Distributes, Supply, Marketing and to carry on the business of Raw-Material, Thermos, plastics, Molding compound, Nylon chips, PVC, Raisin all sorts of Man-made Fibers and yarn, Soda ash, caustic Soda and other General Merchandise. |
| 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 |

Registrar of Companies
Dhaka

6. The certificate of title to share and duplicate thereof whenever necessary shall be issued to the members under the common seal of the company and shall be signed by the Chairman and Managing 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 require.

LIEN

7. The company shall have a paramount lien on every share (not being a fully paid share) for all moneys called or payable at a fixed time in respect of that share, the company lien, if any, on a share shall extend to all dividends payable thereof.

TRANSFER AND TRANSMISSION OF SHARES

8. No transfer of any share shall be made or registered without the approval of the Board of Directors who may without assigning any reason decline to give any such approval and shall decline any transfer involving contravention of clause 3(b) of these articles. No share shall be transferred to any outsiders as long as any existing member is willing to purchase the same at a fair value to be determined by the Directors in a Board Meeting. The certificate of shares shall accompany the Instrument of Transfer of shares for transfer of shares previously approved by the Board of Directors. In the case of death of a member, the survivor where the deceased was a joint holder, and the legal personal representative of the deceased where he was a sole holder, shall be the only persons recognized by the company as having any title to his interest in the shares, but this Articles does not release the estate of a deceased sole/joint holder from any liability in respect of the said share.

BORROWING POWERS

9. The Managing Director may from time to time with the approval of the Board of Directors may borrow from any source either from any commercial or schedule banks, or financing institutions or firms any sum 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 terms and conditions in all respects duly approved by the Board of Directors deemed fit in particular by hypothecation or charge on all or any part of the property of the company (both present and future) including its uncalled capital for the time being.

GENERAL MEETING

10. The general meeting of the company shall be held within eighteen months from the date of incorporation of the company and thereafter once in every calendar year (not being more than fifteen months after holding of the last preceding general meeting) at such time and place as may be decided by the Directors of the company. The above mentioned general meeting shall be called "ORDINARY GENERAL MEETING" and all other general meeting of the company shall be called "EXTRA-ORDINARY GENERAL MEETING". The Directors may at any time call an extra-ordinary general meeting and an extra-ordinary general meeting may also be called on requisition made by the shareholders in accordance with the provisions of section 84 of the companies Act 1994.

PROCEEDING AT GENERAL MEETING

11. Subject to the provision of section 87(2) of the Companies Act, relating to special resolutions at least fourteen days notice specifying the place, the day and the hour

উরিডক্স মাল লিমিটেড
পরিচালক হবার হইবে
১৩ জুলাই ২০১১
১৩ জুলাই ২০১১
১৩ জুলাই ২০১১
১৩ জুলাই ২০১১
১৩ জুলাই ২০১১

of the general meeting and in case of special business, the general nature of such business, shall be given to the members in such manner as may be prescribed by the company in a general meeting, but accidental omission to give such notice, to or non-receipt of such notice by any member shall not invalidate the proceedings of the general meeting. A general meeting may, with the consent in writing of all the member be convened by a shorter notice and in any manner they think suitable.

QUORUM (AGM)

12. 2 (Two) members personally present shall form the quorum of any general meeting. No business shall be transacted at any general meeting unless the quorum of members is present at the time when the meeting proceeds to transact business.

VOTE OF MEMBERS

13. No member shall be entitled to vote unless all installments or calls or other sum or sums presently payable by him, in respect of his holding of shares in the company has been paid.

DIRECTORS

14. 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 theirfrom under the provisions of section 108(1) of the companies Act, 1994.

1. Md. Alauddin Montu
2. Kazi Faruque

QUALIFICATION SHARES

15. The qualification of a Director shall be holding of 500 (Five hundred) shares of Tk. 100/- each in his/ her own name and not jointly with other or others.

DISQUALIFICATION OF DIRECTORS

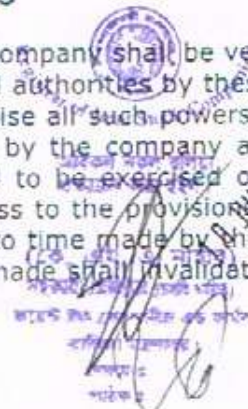
16. Every Director shall vacate his office in the event of: a) He is falling to obtain the qualifying share. b) He becoming bankrupt or insolvent or on becoming unsound mind. c) He resigning from the office by giving notice in writing to the company. d) And if he acts in contravention of the section 86(f) of the Companies Act 1994.

QUORUM (Board Meeting)

17. 2 (Two) Directors present in person shall form the quorum of board meeting. Until otherwise determined by the Company in general meeting

POWER OF DIRECTORS

18. The Management and control of the business of the company shall be vested in the Board of Directors who in addition to the powers and authorities by these presents or otherwise expressly conferred on them may exercise all such powers and do all such acts and things as may be exercised or done by the company and are not hereby or by the act expressly directed or required to be exercised or done the company in general meeting, but subject nevertheless to the provisions of the act and of these presents and to any By-law from time to time made by the Company in general meeting, provided that no regulation so made shall invalidate any prior


স্বাক্ষরিত
তারিখ: ১৫/০৫/২০১৬
স্বাক্ষর:
আব্দুল হক

the Directors shall think suitable and shall be open to inspection by the Directors during business hours. Once at least 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 section 210 to 213 of the companies Act 1994.

ADVISOR

25. The Board of Directors may from time to time appoint any suitable and acceptable person(s) as Legal & Corporate Advisor of the Company. The company in general meeting shall fix the remuneration of the auditors & Legal Advisor except that they fix the remuneration of any auditor or Advisor appointed by the Board of Directors.

ANNUAL RETURNS

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

NOTICE

27. When a notice is sent by post the service of the notice shall be deemed to have been effected by properly addressing, prepaying and pacing the letter containing the notice, unless contrary is proved to have been effect of the time at which the notice would be delivered in the ordinary course of post. 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. Any notice to be given by the Company to any member, may be signed, written or printed.

INDEMNITY

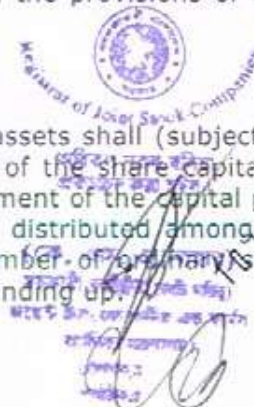
28. The Managing Director and Directors, Officer, Servant shall be indemnity by the Company for all losses and expenditure incurred by him or them respectively in or about the discharge of their duty except their wilful Act, neglect or default and shall be the duty of the directors to pay out of the fund of the company in cash all losses and expenses which the Managing Director or any other directors, officers or servants may in any way incur in the discharge of his or their duties 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

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

WINDING UP

30. It the company shall be wound up, the surplus assets shall (subject to any rights attached to special class of shares forming part of the share capital for the time being of the company) be applied first in the payment of the capital paid up on the ordinary shares and the excess (if any) shall be distributed among the members holding ordinary share in proportion of the member of ordinary shares held by them respectively at the commencement of the winding up.



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. Alauddin Montu Father's Name : Late Mohammad Ali Mother's Name : Late Kulsom Bibi Address : House No.41/5, Road-Gopalpur Purbo, P.O-Munnonagar, Tongi Pouroshova, Gazipur Date of Birth : 03-JAN-76 E-mail : goodday@yahoo.com Phone : 01912029407 TIN : 012-108-4802 NID/Passport No. : 3323018441360 Nationality : Bangladeshi	Managing Director	5000 (Five Thousand shares)	
2	Name : Kazi Faruque Father's Name : Sahajuddin Mother's Name : Parul Begum Address : Vill-Paiksha, P.O-Khalpar, P.S-Nababgonj, Dhaka Date of Birth : 11-NOV-74 E-mail : goodday@yahoo.com Phone : . TIN : 081-114-8260 NID/Passport No. : 410256 Nationality : Bangladeshi	Chairman	5000 (Five Thousand shares)	

Witness 1

Witness 2

Name :
Address:
Phone :
NID :

Name :
Address:
Phone :



অফিসিয়াল নথি
 প্রমাণ করা হল।
 (.)
 সফকরি, (সিইসি) ১৯৮১-১৯৮২

10 JUL 2011

Form XII

Particulars of Directors, Manager and Managing Agents and of any change therein
The Companies Act, 1994 (See Section 115)

ডায়েরী নং ৬৮৬
৩৬ নং সেক্টর

Name of the Company: **GOODDAY CONSORTIUM LTD.**
Presented for Filing By: **Md. Alauddin Montu**

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৬৮৬

Sl.	The present Name (a) or Names and Surnames (d)	Nationality	Nationality of Origin (other than the present nationality)	Usual Residential Address	Other Business, Occupation and Directorship, if any, If none, state so (b)	Date of Appointment or Change	Changes (c)
1	Md. Alauddin Montu	Bangladeshi		House No.41/5, Road-Gopalpur Purbo, P.O-Munnonnagar, Tongi Pouroshova, Gazipur, Phone :01912029407, email: gooday@yahoo.com, National ID: 3323018441360	Business, other directorship none	Date of Incorporation	
2	Kazi Faruque	Bangladeshi		Vill-Paiksha, P.O-Khalpar, P.S-Nababgonj, Dhaka, Phone :, email: gooday@yahoo.com, National ID: 410256	Business, other directorship none		

(Signature)

Designation: (State whether Director, Manager or Managing Agents)

Dated :05-July -2011

- (a) In the case of a Corporation its corporate name and registered or principal office shall be shown;
- (b) In the case of an individual who has no business occupation but any other directorship or directorships, particular of the directorship or some of these directorships must be entered. A complete list of directors, manager, managing agents shown as existing in the last particulars delivered shall always be given;
- (c) A note of the changes of the last list shall be made in this columns by placing against new directors name the words in place of
- by writing against a new directors, name the words "deed" resigned to as the case may be;
- (d) In case of a firm the full name, address and nationality of each partner, and the date on which each became a partner.
- (e) In case of multiple representatives, use comma(,) to separate names.



স্বাক্ষর করেছেন
আবু হেলাল
১০ জুলাই ২০১১
(স্বাক্ষর করেছেন)
আবু হেলাল
১০ জুলাই ২০১১
১০ জুলাই ২০১১