

THE COMPANIES ACT, 1994
(ACT XVIII OF 1994)

A PRIVATE COMPANY LIMITED BY SHARES

MEMORANDUM

&

ARTICLES OF ASSOCIATION

OF

Priyojon Healthcare Ltd.



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Priyojon Healthcare Ltd.

I. The name of the company is Priyojon Healthcare Ltd.

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

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

1	To set up, establish, run and manage home health care, such as, Doctor Service, Nurse service, care giver, physiotherapist, pathology, imaging, medical equipment, tele health, tele pharmacy, e-pharmacy, on demand medical & ambulance service, video audio call service with medical person, medical and hospital booking service, Doctor appointment, patient rehabilitation. To set up medical center, hospital, clinic, diagnostic laboratory, consultation center to provide improve and expand health services in all over the country. To set up, run pharmaceutical industries and to carry on the business as manufacturer, importer, exporter and all kinds of medicines, lifesaving drugs, chemicals and other products and also to supply, negotiate, secure agencies and dealership. To motivate and improve people's awareness and consciousness about health hygiene, environment and to establish an integrated health service network with the participation of all classes people in the society.
2	To set up, run, establish institute of health technology, nursing training institute, and allied field, vocational training institution, technical institution for the purpose of commercial, and social welfare by the company management. To act as technical, engineering, architectural, management, legal consultants, market surveyors, town and city planner, import & export consultant, evaluator, economist, cost analyst, data processor and to set up laboratories to survey the purposes.
3	To issue family health cards to the shareholders of this company and to bring them under this Integrated Health Service Systems. To supply necessary information and instructions regarding people's health, hygiene and environment through various books, booklets etc. with reasonable price. Subject to prior approval of the appropriate authority to set up Medical Training Institute, Nurse Training Institute and other Institute. To set up research institute to carry out need based research programs in the field of health, hygiene environment and health related issues with the collaboration of various national and international agencies.
4	To undertake, assist, promote, conceive, design, build and construct, establish, setup, develop, takeover, run, manage and operate establishments, organizations and institutions, facilities for providing, giving and dispensing medical treatment, medical facilities, para medical facilities, healthcare facilities and all health, medical and other related and ancillary services, and support and carrying out all medical and healthcare activities, including general, multi-specialist and super specialty hospitals. To undertake, promote, establish or engage in all kinds of research & development work connected with all facilities of medicines or assisting in establishing research centers, engaged in the kind of research work connected with different school of medicine particularly with reference to cardiology & heart diseases. To create scope for employment of the unemployed doctors nurses and other medical staff and skilled and unskilled workers. To set up research institutes to carryout need based research programs in the fields of health, hygiene, and



	environment and on other health related issues with the collaboration of various national and international agencies. To set up industries for manufacture of surgical, medical and dental instruments, apparatus, appliances, equipments and hospital furnishing. To carry on the business of chemicals, druggists, oilcan, importers and manufacturers of and dealers in medical, chemical, industrial and other preparations and articles, compounds, cements, oils paints, pigments and varnishes, drugs, daywear and paint and color grinders, makers of and dealers in proprietary articles of all kinds and of electrical, chemical, photographic, surgical and scientific apparatus and materials.
6	To establish, run, manage industries for manufacturing medical equipment, disposable medical items, disposable syringe of all kinds, chemicals and reagents for medical use and to do business of all goods produced in the industry and all materials used for the industry. To manufacturing all kinds of medicine drug, chemical products, all kinds of biological, non-biological, antibiotics, vaccines, syrup, basic chemicals reagents, poisonous, acids, medicated soaps, both washing and bathing, essence, scents, extracts, aerated water, gas, toilets, requisites, all products, patient medicines and injections. syrups, squash and other confectioneries, preservatives, antiseptic, cotton lint, gauze, surgical bandages and to import machineries and draw materials for the purpose.
7	To assist, engage in and provide hospital management services including technical, managerial and commercial expertise required to enhance the functioning of new and existing hospitals and healthcare centers to carry on the business of acting as technical and business consultants, project developers and technical management and commercial advisors on all facets of Medicare, healthcare and hospital management including but not limited to conceiving, designing, surveying, evaluating, implementing, setting up and equipping of new hospitals, diagnostic centers, day care networks, health sanitarium, clinics, health resorts, health spas and hospices hospitals poly-clinics, nursing homes, maternity homes, dispensaries, pharmacies, all kinds of laboratories and investigation centers including but not limited to diagnostic, transplant, trauma, anesthesia, critical, rehabilitative, recuperative and mother and child care centers, veterinary hospitals, angiocath labs, blood banks, center
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. 5000000 (Fifty Lac) divided into 50000 (Fifty Thousand) Ordinary Shares of TK 100 (One Hundred) each with power to increase or reduce the capital and to divide the shares into different classes and to attach thereto any special right or privileges or conditions as regards dividends, repayment of capital, voting or otherwise or to consolidate or sub-divide the shares.



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

SL No.	Name	Position	No. of Shares Taken	Signature of subscribers
1	Name : MST. MARZINA BEGUM Father's Name : Late Solaiman Bepari Mother's Name : Late Komola Begum Address : 79, Main Road, Kallyanpur Mirpur-1, Dhaka Date of Birth : 10-FEB-67 E-mail : priyjonhealth@gmail.com Phone : +8801929405665 TIN : 319479397227 NID/Passport No. : 7323602609368 Nationality : Bangladeshi	Chairman	5000 (Five Thousand shares)	sd/-
2	Name : MD. SWAPON ISLAM Father's Name : MD Abdus Salam, Mother's Name : MST. Morzina Begum Address : 79, Main Road, Kallyanpur Mirpur-1, , Dhaka Date of Birth : 05-MAR-92 E-mail : priyjonhealth@gmail.com Phone : +8801866665166 TIN : 333228510897 NID/Passport No. : 6420944941 Nationality : Bangladeshi	Managing Director	5000 (Five Thousand shares)	sd/-

<u>Witness 1</u>	<u>Witness 2</u>
Name : Tofayel Ahmed, M.Com. ITP. C.A. (PE) Address: Ahmed & Associates, 218, Elephant Road, Room#26, (5th floor), Dhaka. Phone : Mobile 01714-07 03 34 NID :	Name : Khaled Mahmood, Manager Address: Ahmed & Associates, 218, Elephant Road, Room#26, (5th floor), Dhaka. Phone : NID :



THE COMPANIES ACT, 1994
(ACT XVIII OF 1994)

A PRIVATE COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION
OF

Priyojon Healthcare 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: -
"Act" means the Companies Act, XVIII of 1994
"Company" means the Priyojon Healthcare Ltd.
"Year" means the English Calendar year as followed by the Company.
"Month" means the calendar month according to the English Calendar year.
"Directors" means the Board of Directors of the Company for the time being.
"Board" or "Board of Directors" means the Board of Directors of the Company for the time being.
"Member" means the legal owner the share.
"Managing Director" means the Managing Director of the company for the time being elected/appointed"
"Seal" means the common seal of the company.
"Proxy" includes attorney duly constituted under a power of Attorney.
"Dividend" includes bonus.

PRIVATE COMPANY

3. 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.
 - d. The business of the Company shall be commenced from the date of incorporation of the company.

SHARE CAPITAL

4. The Authorized Share Capital of the Company is TK. 5000000 (Fifty Lac) divided into 50000 (Fifty Thousand) Ordinary Shares of TK 100 (One Hundred) each The authorized capital of the Company is Tk. 50,00,000/= (Fifty Lac) divided into 50,000 (One lac) ordinary shares of Tk. 100/= (One Hundred) only.



The Directors may, with the sanction of the Company in a General meeting, increase

5. the share capital of the company by such sum to be divided into share of such amounts as the Resolution in the said meeting prescribe.
6. The new shares may be issued on such terms and conditions and with such rights and privileges as the Directors may determine.
7. The Company may, be special Resolution, reduce its share capital in any manner subject to the provisions of the Companies Act. 1994.
8. The shares of the Company shall be under the control of the Directors who may allot or otherwise dispose of the same to such person or persons and on such terms and conditions and at such time as the Directors think fit and give to any person the call on any shares either at par or at a premium for such time and for such consideration as the Directors think fit.
9. The share capital of the Company for the time being whether original or increased, may be divided into several classes, with any preferential, deferred, qualified or special rights, privileges and conditions attached thereto. Different classes of shares may again be re-classified or consolidated or abolished altogether.
10. Shares may be registered in the name of any person or persons, limited company or other corporate body. Not more than two persons shall be registered as joint holders of any share.

SHARE CERTIFICATE

11. 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. Any two or more joint holders of shares for the purposes of these Articles shall be treated, as a single member and the certificate in respect of any such shares shall, unless otherwise authorized by all the joint holders inviting, be delivered to the person first named in the register.
12. 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

13. The company shall have a first and paramount lien upon all shares registered in the name of a member (whether solely or jointly with others) and upon the proceeds of the sale thereof for his debts, liabilities and engagements solely or jointly with any other person to or with the Company, whether the time for payment, fulfillment or discharge thereof, shall have actually arrived or not and such lien shall extent to dividends declared from time to time in respect of such shares, Unless otherwise agreed, the registration of the transfer of shares shall operate as waiver of the Company's lien, if any, on such shares. The Directors may at any time declare any



share to be exempted wholly or in part from the provisions of this clause.

14. If any member fails to pay any call or installment on the day appointed for payment thereof, the Directors may, at any time thereafter during such time as the call or installment remains unpaid, serve a notice on such member requiring him to pay the same together with any interest and expenses that may have been incurred by the Company by reason of such non-payment.
15. If the requirements of such notice as aforesaid are not complied with, any share in respect of which the notice has been given, may at once be forfeited by a resolution of the Directors to that effect. Such forfeiture shall include all dividends declared in respect of the forfeited shares and not actually paid before the forfeiture.
16. A person whose shares have been forfeited, shall cease to be a member in respect of the shares forfeited but shall, notwithstanding, be liable to pay the company all claims, installments, interest, and expense owing in respect of such shares at the time of the forfeiture together with interest thereon at six percent per annum and the Directors may enforce the payment thereof, if they think fit, but shall not be bound to do so.

CALL ON SHARES

17. The Directors may from time to time, make such calls as they think fit upon the members in respect of any money unpaid on their shares and not by the conditions of allotment thereof made payable at fixed times, and such member shall pay to the Company at the time of so specified, amount called on his shares. A call may be made payable by installments and shall be deemed to have been made at the time the resolution of the Directors authorizing such calls is passed.
18. If the sum payable in respect of any call or installment is not paid before or on the date appointed for payment thereof, the person from whom the sum is due, shall, at the discretion of the Board of Directors, be liable to pay interest up to the sum from the day appointed for the payment thereof to the time of the actual payment at such rate as the Directors may from time to time determine.
19. The Directors may make arrangements for the issue of shares for a difference between the holders of such shares in the amount of as to be paid and the time of payment.

TRANSFER AND TRANSMISSION OF SHARES

20. Subject to the prior permission of the Board of Directors any share may be transferred by a share-holder to his or her children minor or major, or grand children, wife, husband, daughter-in-law, son-in-law, no share shall be transferred to any person who is not a member of the company as long as any member willing to purchase the same at the fair value to be determined by the Directors at their discretion. The procedure for ascertaining whether any member is willing to purchase any share, shall be determined by the Directors.



21. The instrument of transfer of any share in the Company shall be executed by the transfer and the transferee.
22. The Directors may, without assigning any reason whatsoever, decline to register any transfer of shares including transfers to any person who is a member of the company.
23. The nominee of a deceased holder of a share, if any shall be the only person recognized by the company as having any title to the share provided the deceased holder of the share has filed his nomination in the form of a declaration on oath in writing before Magistrate or any other competent authority in the office of the company before his death.
24. In the absence of any nominee, the legal representatives of a deceased holder of shares shall upon such proof of their title as may be required by the Directors, be recognized by the Company as having any title to the share and such person as above shall be registered as share-holders in place of the deceased.

INCREASE OF SHARE CAPITAL

25. 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

26. The Board of Directors may from time to time at their absolute discretion raise or borrow any sum or sums of money for the purpose of the Company and from any person, banks, firms, companies and particularly from any Director and may secure the payment of such money in such manner and upon such terms and conditions in all respects as they think fit and in particular by the issue of debentures of the company any promissory notes or bills of exchange or giving or issuing any other security of the company or by mortgage or charge of all or any property of the company including its uncalled capital for the time being.
27. The Directors or any of them may guarantee the whole or any part of the loan or debts raised by or on behalf of the Company or any interest payable thereon with power to the Directors to indemnify the guarantors from or against any liability under their guarantee by means of mortgage or hypothecation of or charge upon any property and assets of the company movable, immovable or otherwise.

GENERAL MEETING

28. The First General Meeting of the Company shall be held within eighteen months from the date of its incorporation. Subsequent General Meetings shall be held once in every calendar year. (Not being more than fifteen months after the last General Meeting). The General Meeting referred to in this article shall be called "Annual General Meeting". All other meetings of the shareholders of the Company shall be called Extra Ordinary General Meeting" Time and place of all General Meetings shall be decided by the Board of Directors from time to time.



29. The Directors may at any time call an Extra-Ordinary General Meeting and an Extra-Ordinary General Meeting may also be called by the shareholders on requisition in accordance with the provisions of section 84 of the Companies Act, 1994.
30. The accidental omission to give notice to or the non-receipt of the notice by any member shall not invalidate the proceedings of any General Meeting.

PROCEEDING AT GENERAL MEETING

31. 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 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 the entire member be convened by a shorter notice and in any manner they think suitable.

QUORUM (AGM)

32. 2 (Two) members present in person shall be form a quorum for 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.
33. The Chairman of the Company shall preside at every General Meeting. In absence of Chairman the Board of Directors shall choose another to be the Chairman of that meeting.
34. In any general meeting a resolution put to vote of the members shall be decided by a show of hands unless a poll is demanded in accordance with the provisions of clause (c) of sub-section (I) of section 85 of the Companies Act, 1994.

VOTE OF MEMBERS

35. On a show of hands every member present in person shall have vote and upon a poll every member present in person or any proxy shall have one vote per share held by him. On a poll votes may be given either personally or by representative under section 86 of Companies Act, XVIII of 1994. No members shall be entitled to vote at any Annual General meeting unless all calls or other sums presently due and payable by him in respect of each shares in the company held by him have been paid. Any person entitled under the transmission clause to the transfer of any vote at any Annual General meeting in respect thereof in the same manner and they are the registered holder of such shares provided that the case may be at which the purposes to vote the Board of Director or the Managing Director shall have previously admitted his right to vote at such meeting in respect thereof.

DIRECTORS

36. Unless Otherwise determined by the company in general meeting the number of directors shall not be less than 2(Two) and not more than 10(Ten).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. MST. MARZINA BEGUM



2. MD. SWAPON ISLAM

37. If any Director when willing, be called upon to perform extra service or to make any special exertion for any of the purpose of the company, the company may remunerate the Director for so doing either by a fixed sum/or by a percentage of profit or otherwise as may be determined by the Board of Directors and such remuneration shall be in addition to the remuneration provided in Article 39 of the Articles.
38. The Directors shall have power at any time and from time to time to appoint any other person to be Director of The Company either to fill in a casual vacancy or as an addition to the Board so that the total number of Directors shall not at any time exceed the maximum number mentioned in Article 36 or as may be fixed time to time by the company. In addition to Directors as aforesaid the Board may appoint any other person as working Director on such terms and conditions as they deemed fit and such Directors have no right to vote in the meeting.
39. A resolution or circular in writing signed by the Director shall be as valid and effectual as if it had been passed at the meeting of the Directors duly called and constituted.
40. The quorum necessary for the transaction of the business of the Directors shall be two Questions arising in any Board Meeting shall be decided by majority of votes. The Chairman shall be entitled to a second or casting vote in case of equality of votes.
41. The Managing Director may at any time convene a meeting of Directors, but when any Director may desire to convene a meeting of Directors he shall give a notice of his said intention to the Managing Director who shall immediately proceed to convene the meeting.
42. The Directors shall have power from time to time and at any time to allot shares to remunerate any person in consideration of his or their services rendered or to be rendered in the promotion, formation and establishment and management of the Company.

REMUNERATION OF DIRECTORS

43. The remuneration of Directors shall be fixed by the Board of Directors for attended in the meeting of the Directors and for working as a full time Director for smoothly operating and execution of business.

QUALIFICATION SHARES

The qualification Shares of a Director shall be holding of 200 (Two Hundred) ordinary shares of Tk.100/- each in the Share Capital of the Company in his/her own name alone and not jointly with any others.



DISQUALIFICATION OF DIRECTORS

45. 46. The office of a Director shall be vacated if s/he: -
- (a) Fails to obtain within the time specified by subsection (I) of section 97 of the Companies Act, 1994, or any time thereafter cases to hold the share qualification necessary for his appointment, or
 - (b) Is found to be of unsound mind by a court of competent jurisdiction, or
 - (c) Is adjudged insolvent; or
 - (d) Absents himself from three consecutive meeting 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; or
 - (e) Is punished with imprisonment for a period exceeding six months or
 - (f) Fails to pay calls made on him in respect of shares held by him within six months from the date of such calls being made.
 - (g) If he is a minor;
 - (h) If he applied to be adjudged as an insolvent and if it is under judgment; or
 - (i) If he acts in contravention of Section 105 of the Companies Act; or

QUORUM (Board Meeting)

46. 2 (Two) persons in present shall form a Quorum for a board Meeting. Questions arising in any Board Meeting shall be decided by majority of votes. The Chairman shall be entitled to a second or casting vote in case of equality of votes.
47. No business shall be transacted at any board meeting unless the quorum of members is present at the time when the meeting proceeds.
48. The Chairman of the Company shall preside at every Board Meeting. In absence of Chairman the Board of Directors shall choose another to be the Chairman of that meeting.

POWER OF DIRECTORS

49. The Management and control of the business of the company shall be vested in the Board of Directors who 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 act of the Directors which would have been valid if such regulation had not been made.
50. Without prejudice to the general powers conferred by the Article, it is hereby expressly declared that the Directors shall have the following powers that are to say, power: -
- I. To pay the any costs, charges and expenses for any legal and usual Business activities.
 - II. To purchase or otherwise acquire for the Company any property, rights or privileges.



III. To secure the fulfillment of any contract or engagements entered into by the Company by mortgage or charge on all or any of the property of the Company and its unpaid capital for the time being or in such other manner as they may think fit.

IV. To provide for the welfare of the employees and their wives and dependents and to award bonus or other payments for the benefits of such persons as May appears to the Directors just proper.

POWER AND DUTIES OF BOARD

51. The business of the company shall be managed by the Director who may pay all expenses incurred in getting up and registering of the company and may exercise all such power of the company as are contained in the companies Act 1994. Or any statutory modification thereof for the time being enforced or in these articles, required to be exercised by the company in general meeting subject nevertheless to any regulation be not inconsistent with the aforesaid regulation or provision as may be exercised by the company in general meeting. But no regulations or provisions, as may be prescribed by the company in general meeting shall individual any prior act of the Directors which would have been valid if that regulations had not been made.

PROCEEDING OF DIRECTORS

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

CHAIRMAN

53. MST. MARZINA BEGUM shall be the first Chairman of the Company for a period of 5 (Five) years from the date of incorporation. The next Chairman of the Company shall be appointed by the Board from time to time. His functions, duties, responsibilities, term, remuneration and other facilities shall be decided by the Board from time to time. He will preside all over the meeting and supervision all the activities of the company.

MANAGING DIRECTOR

54. MD. SWAPON ISLAM shall be the first Managing Director of the company for a period of 5 (Five) years from the date of incorporation. The next Managing Director of the Company shall be appointed by the Board from time to time. His functions, duties, responsibilities, term, remuneration and other facilities shall be decided by the Board from time to time.

POWER OF MANAGING DIRECTOR

55. Subject to the control and supervision of the Board the business and all other affairs of the company shall be managed by the Managing Director of the company.
56. Without prejudice to the general powers and other powers conferred by these proceedings clause it is hereby declared that, the Managing Director shall have the following powers that is to say.

To manage all concerns and affairs of the company, to appoint and employ, officers, agents, adviser, consultants, organizer, experts, scientists, technicians, day laborers servants and others for the purpose of the company and remove or dismiss them and appoint others in their place and to pay and allow to be paid to employees



as aforesaid such salaries, commission, wages, fee or other remuneration as may be deemed fit and proper and in particulars to sanction and spend the preliminary expenses of the company. Subject to the approval of the Board.

58. To borrow or raise any sums of money by loan or otherwise on mortgage or hypothecation, or such securities terms as he may deem fit and execute, sign and seal or deliver all necessary documents or do another act on that behalf, subject to the approval of the board.
59. To purchases or otherwise acquire for the company any property, right, privilege such as the company authorized to such price and generally on such terms and conditions as he thinks fit. Subject to the approval of the board.
60. To sign cheque, certificate and other documents on behalf of the company.
61. To sign, seal, execute and do all such documents acts and thinks in the name of the company as he deem fit.
62. To purchase, sell, exchange or otherwise dispose of the absolutely or conditionally any property for the purpose of the company. Subject to the approval of the board.
63. To entire into all such negotiations and contract and vary all such contracts and execute and do all such act, deeds in the name and on behalf of the company as he may consider expedient for any relation to or in the interest of the company. Subject to the approval of the board.
64. To delegate all or an of the powers hereby conferred up on him and to any director, manager, secretary or the officers of the company as he may from time to time think fit and proper.
65. To admit execution of documents before any Registrar or Sub-registrar, other authority either executed by the Managing Director or the Directors.
66. To grant power of attorney general or special on behalf of the company to any person or to any company and to have full powers and authority to appoint one or more substitute to do, execute and perform all or any such matters or things as aforesaid.

To invest the reserved fund of the company or to dispose of the same on behalf of the company as may be deemed fit and proper.



68. To make donations or give subscriptions to public or other useful and charitable objects.
69. To sell, let, exchange or otherwise dispose of absolute conditionally any part of the property, privileges and undertaking of the company upon such terms and conditions and for such consideration as he may think fit.
70. To buy or procure the supply of all plants, machinery, materials, stores, fuel, implements and other movable and immovable property required for the purpose of the company.
71. To establish branch offices, agencies in any part of Bangladesh or elsewhere on such terms as he thinks fit and close the same.
72. To sign checks, drafts, certificate and other documents on behalf of the company, and to make, accept, endorse, negotiate all checks, Draft, bill of exchange, promissory note and other negotiable and transferable instruments.
73. To sign and verify plaint, written statement, petition, vakalatnama authorizing legal practitioner, to act on behalf of the company in all counts, Civil, criminal or revenue and generally to do all other acts, things for and on behalf of the company.
74. For the service to be rendered by the chairman, managing director and other directors S/he shall receive such allowance and remuneration as will be determined by the board of directors from time to time.
75. All the power, authority and discretion of the Board of the Company except as those which are otherwise stated by the Companies Act 1994 or by these presents are expressly directed to be exercised by the Board collectively or by the shareholders in general meeting.

BANK ACCOUNT

76. The company shall open Bank Account(s) with any schedule Bank in Bangladesh and abroad and shall be operated the same by the Signature of the Managing Director or as per decision of The Board of Directors of the company.

COMMON SEAL

77. The common seal of the Company shall not be affixed to any instrument except by the authority of a resolution of the Board of Directors in the presence of at least two Directors who shall sign such instrument to which the seal of the Company is so affixed in their presence.

ACCOUNTS AND AUDIT

The Director shall cause true accounts to be kept;

- a) Of all sales and purchases of goods by the company,



- b) Of the assets and liabilities of the company, and the
- c) Of all sums of money received and expended by the company and the matters in respect of which such receipt and expenditure takes place.
- d) The books of accounts shall be kept at the registered office of the company or at such other place as the Directors may think fit and shall always be kept open to the inspection of the Directors.

79. The books of account shall be kept at the registered office of the Company or at such place as the Directors shall think suitable and shall be open to inspection by the Directors during business hours.

80. 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.

81. The company in general meeting shall fix the remuneration of the auditors except that they fix the remuneration of any auditor appointed by the Board of Directors.

DIVIDEND AND RESERVE

82. The Company in General Meeting may declare dividends but no dividend shall exceed the amount recommended by the Directors.

83. The Directors may from time to time pay to the members such interim dividends as appear to the Directors to be justified by the profit of the company.

84. The Directors shall have absolute discretion as to the employment of the Reserve created out of the net profit of the company.

AMENDMENT OF ARTICLES

85. These articles may be amended, modified, substituted, altered or repealed by a three fourth majority of the members present and voting on a special resolution for the purpose at an Extraordinary General Meeting of the members provided that a notice in writing specifying the intention to propose the resolution of the company at least twenty-one days prior to the meeting.

ANNUAL RETURNS

86. The directors shall duly comply with the provisions of the Act. or any statutory modifications thereof for the time being in force, and in particular, with provisions in related to the registration of the particulars of mortgages and charges affecting the property of the company or created by it, and to keeping register of the companies and annual list of members, and a summary of particulars relating thereto and notice of any consolidation or increase of capital and copies of special and extra-ordinary resolutions, and a copy of the register of Directors and notifications of any charges therein.



NOTICE

87. When a notice is send by post, service of the notice shall be deemed to effect by properly addressing, prepaying and posting a letter containing the notice and unless contrary is proved to have been effect at the time which the letter would delivered in the ordinary course of post and regulations No. 113 to 117 of schedule-1 shall apply.

SECRECY

88. The Chairman, Managing Director and other Directors, Managers, Secretary, Auditors, Accountants, Officers, Agent 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 a court of law or where the person connected is required to do so in order to comply with any provision of the law or in these presents.

I NDEMNI TY

89. 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 willful 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

90. 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

91. 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 : MST. MARZINA BEGUM Father's Name : Late Solaiman Bepari Mother's Name : Late Komola Begum Address : 79, Main Road, Kallyanpur Mirpur-1, Dhaka Date of Birth : 10-FEB-67 E-mail : priyjonhealth@gmail.com Phone : +8801929405665 TIN : 319479397227 NID/Passport No. : 7323602609368 Nationality : Bangladeshi	Chairman	5000 (Five Thousand shares)	sd/-
2	Name : MD. SWAPON ISLAM Father's Name : MD Abdus Salam, Mother's Name : MST. Morzina Begum Address : 79, Main Road, Kallyanpur Mirpur-1, , Dhaka Date of Birth : 05-MAR-92 E-mail : priyjonhealth@gmail.com Phone : +8801866665166 TIN : 333228510897 NID/Passport No. : 6420944941 Nationality : Bangladeshi	Managing Director	5000 (Five Thousand shares)	sd/-

<u>Witness 1</u>	<u>Witness 2</u>
Name : Tofayel Ahmed, M.Com. ITP. C.A. (PE Name : Khaled Mahmood, Manager Address: Ahmed & Associates, 218, Elephant Road, Room#26, (5th floor), Dhaka. Phone : Mobile 01714-07 03 34 NID :	Address: Ahmed & Associates, 218, Elephant Road, Room#26, (5th floor), Dhaka. Phone : NID :

