

THE COMPANIES ACT, 1994
(ACT XVIII OF 1994)

A PRIVATE COMPANY LIMITED BY SHARES

MEMORANDUM

&

ARTICLES OF ASSOCIATION

OF

MENOVA PRIVATE LTD.



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MENOVA PRIVATE LTD.

I. The name of the company is MENOVA PRIVATE 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 manufacture, import, export, buy, buying house, readymade garments sell and or otherwise deal in all kinds of textiles, Yarn, Fabric, Fibers, Garments coverings, coated fabrics, hosiery and silk or merchandise of every kind and description and other production goods, articles and things as are made from or with cotton, nylon, silk, polyester, acrylics, wool, jute and other such kinds of fiber by whatever name called or made under any process, whether natural or artificial and by mechanical or other means and all other such products of allied nature made thereof and all kinds of fashion & lifestyle products and accessories. To carry on business as including but not limited to Processors, Converters, Job Workers, Indenters, Packers, Distributors, Brokers, Consignors, transporters, agents, sub-agents, wholesalers, retailers, representatives, commission agents, franchisers, trade, trading, dealers for the above mentioned items.
2	To carry on the business of manufacturers, importers, exporters, buyers, sellers, dealers and as agents, distributors and suppliers of all kinds of readymade garments, coverings, coated fabrics, textiles, hosiery and silk or merchandise of every kind and description and other production goods, articles and things as are made from or with cotton, nylon, silk, polyester, acrylics, wool, jute and other such kinds of fiber by whatever name called or made under any process, whether natural or artificial and by mechanical or other means and all other such products of allied nature made thereof. To establish and set up all kinds of socks and knitting industries in Bangladesh and to undertake all other business in connection there with and to carry on the business of purchase, sell of socks, knit garment, woven garments all types of yarns, dye, color, rubber and other accessories for the business.
3	To promote, establish knitting woven factories and to undertake import of machineries and all other business in connection therewith and to manufacture knitted woven fabrics for export or local consumption. To carry on the business of manufacturers, traders, fabricators, exporters and importers of all kinds of clothing, readymade garments, jewelry, footwear, hand bags, beauty products and all accessories related to fashion & lifestyle products, or otherwise to act as agents, sub-agents, wholesalers, retailers, representatives, commission agents, franchisers and dealers of all kinds of textile clothing, wearing apparel, cosmetics, jute, linens, furnishing fabrics and fabrics of all kinds of readymade garments and clothing, lingerie, hosiery, footwears, & accessories in Bangladesh or abroad.
4	To promote, establish Dyeing factories and to undertake import of machineries and all other business in connection therewith and to process and finish all type of fabrics for export or local consumption. To own, create, operate and manage online shopping websites, e-commerce market places, portals, mobile applications and to create a virtual shopping mall with online catalogue and to provide a convenient shopping experience to its customers for an items;clothing, jewelry, footwear, luggage;s, hand bags, beauty products & all kinds of accessories related to fashion & lifestyle products.



5	To carry on the business of spinners, weavers, manufacturers, packers fibrous materials and the cultivation thereof and the business of weaving, knitting or otherwise manufacturing, bleaching, dyeing, printing and selling yarn, cloth, linen and other goods and fabrics whether textiles, knitting or lopped and of buying, selling and dealing in cotton and other fibrous materials, yarn, cloth, linen, hosiery and other goods or merchandise made thereof, and linen manufacturers, cotton, flax, hemp, silk wool, artificial silk, yarn and cloth merchants, bleachers and dyers, makers, vitriol, bleaching and dyeing materials and to transact all sorts of manufacturing or curing and preparing process and mercantile business that may be necessary or expedient and to purchase and vend raw materials and manufactured articles.
6	To carry on the business as manufacturers, importers and exporters of leather products, caps, leather jackets of all sorts including leather garments leather wears, leather products, leather dresses, leather coats, leather furs, leather gloves, leather belts, leather shirts, bags, shoes and for that purpose to establish, run and operate tailoring knitting and stitching plants for manufacturing of all types of leather goods of all varieties pattern or designs. To carry on the business of manufacture, sale, purchase, export and deal in leather garments / goods, such as judo karate suits and martial art accessories, sports wears and sports clothing, leather jackets, leather trousers, hand bags, brief cases, suitcases, rain-coats belts and all kinds of leather products.
7	To carry on the business as manufacturers, importers and exporters of and dealers in leather, chamois, leather cloth, hides, skins, shargreen, artificial leather, rubber, silk cloth, linoleum, leather cleats, leggings, linings, gloves, purses, boxes, trunks, suit cases, attaché cases, travelling case portmanteau, fancy goods, bags, saddler, boots and shoes, houses, washers, belting and goods made from all or any of the aforesaid materials and generally to carry on business as tanners, carriers, leather dressers, harness makers, whip makers, gliders, cleaners, dyers, revivers, upholsterers and furniture makers.
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. 4000000 (Forty Lac) divided into 40000 (Forty 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.



This document is digitally signed. Please find the soft copy to verify the signature.

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. RAFIQUUL ISLAM KHAN Father's Name : Abdus Samad Khan Mother's Name : Mrs. Khodeja Begum Address : House-22, Road-16, Sector-13, Uttara, Dhaka, Dhaka Date of Birth : 10-FEB-81 E-mail : rafiquislamgr7@gmail.com Phone : 01790211111 TIN : 278099584354 NID/Passport No. : 19812696352217032 Nationality : Bangladeshi	Managing Director	900 (Nine Hundred shares)	sd/-
2	Name : FARHANA AKTER Father's Name : Abul Kashem Mother's Name : Jahanara Begum Address : House-26, Garib E Newaz Avenue, Sector-11, Uttara, Dhaka-1230, Dhaka Date of Birth : 18-JAN-91 E-mail : menova2023@gmail.com Phone : 01331507209 TIN : 841016515249 NID/Passport No. : 3747349532 Nationality : Bangladeshi	Director	100 (One Hundred shares)	sd/-

<u>Witness 1</u>	<u>Witness 2</u>
Name : Md. Eliasur Rahman Farabi Address: 107/1- Kakrail Road (1st floor) Dhaka Phone : 01714465011 NID : 7819554000133	Name : Md Faruk Alam Address: 06, Purana Paltan, Dhaka-1000 Phone : 01926964905 NID : 2695434692246



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PRELIMINARY

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

INTERPRETATION

2. In these Article unless these is something repugnant to the subject or context inconsistent therewith the words, expressions as defined in the Company Act, shall have the same meaning assigned to them respectively when used in relation to the said Companies Act, or any Statutory modification or re-enactment thereof for the time being in force in Bangladesh, and in particular and without prejudice to the Generality the word importing singular number include plural number and vice versa and the word importing masculine gender, shall include feminine gender and vice versa and the word importing person shall mean and any individual or include Corporate Body.

PRIVATE COMPANY

3. The Company is a private Limited Company within the meaning of section 2 (1) Clause (Q) of the Company 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 the members of the Company (exclusive of persons in employment of the company) shall limited to fifty provided for the purpose of this provision where two or more persons hold one or more shares jointly in the company they shall be treated as single member; (c) The rights to the transfer shares of the company is restricted in the manner and to the extent hereinafter provided. The Company shall be entitled to commence business from the date of its incorporation.

SHARE CAPITAL

4. The Authorized Share Capital of the Company is TK. 4000000 (Forty Lac) divided into 40000 (Forty Thousand) Ordinary Shares of TK 100 (One Hundred) each with power to increase or reduce the capital and to divide the share capital into several classes of shares and to attach thereto any special right or privileges or conditions as regarding dividends, repayment of capital, voting or otherwise or to consolidate or sub-divide the shares.

SHARE CERTIFICATE

5. The certificate of the title to share and duplicate thereof whenever necessary shall be issued to the members under the common seal of the company and all be signed jointly by the Managing Director of the Company and any other Director of the Company. If any share certificate is defaced, worn out, destroyed or lost, it may be re-issued on such evidence being produced and such indemnity (if any) being such as the Directors require and (in case of defacement or wearing out) or delivering of the old certificate payment of such sum not exceeding Tk. 5/- as the Directors may from time to time determine.

TRANSFER AND TRANSMISSION OF SHARES



6. The instrument of transfer of any share in the Company shall be executed both by the transferor and the transferee and transferor shall be deemed to remain holder of the share until the name of transferee is entered in the register of members in respect thereof. With the approval of the Board of Directors any share may be transferred by a shareholder to his or her wife, husband, son, daughter, brother, sister, father, mother except as aforesaid no share shall be transferred to any person who is not a member of the Company so long as any member is willing to purchase the same at the fair value determined by the Board of Directors at their discretion.
7. The procedure ascertaining whether any member is willing to purchase any share shall be determined by the Board of Director at their discretion. Every member desirous of transferring his/her shares shall at the first instance offer the same to the existing member of the Company. The Directors may without assigning any reason whatsoever decline to register any transfer of share including transfer to any person who is a member of the company.

ALTERATION OF CAPITAL

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

BORROWING POWERS

9. The Board of Directors may from time to time at his absolute discretion raise or borrow any sum of money of the Company 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 condition in all respect as they think fit and in particular by making, drawing, accepting or endorsing on behalf of the company any promissory notes or giving or issuing any other security of the Company or by mortgage or by charge or by the perpetual or terminable and with or without a trust deed charged upon all or any part of the property of the Company (both present or future) including its uncalled capital for the time being.

GENERAL MEETING

10. There shall be at least one ordinary general meeting to be called the Annual General Meeting every year. It should be held every calendar year as soon as practicable after the annual closing of accounts of the Company but not less than first months from the date of the last Annual General Meeting of the Company. The General Meeting shall be held within 18 months from the date of its incorporation. The above meeting shall be called Annual General Meeting and other meetings of the members of the company shall be called extra-Ordinary General Meeting and provided over by the Chairman of the Company and in his absence by any of the Directors of the Board as may be decided.

PROCEEDING AT GENERAL MEETING

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

QUORUM (AGM)



12. 2 (Two) members present in person qualified to vote shall form a Quorum in Annual/Extra-Ordinary General Meeting (AGM/EGM). Whenever the Board of Directors think it necessary, it may call a General Meeting, whether ordinary or extra-ordinary, at such time (subject to the provisions of section 84 of the Act) and place as the Board think fit.

QUORUM (Board Meeting)

13. 2 (Two) members present in person qualified to vote shall form a Quorum in any Board meeting.

VOTE OF MEMBERS

14. On a show of hands every member present in person shall have one vote and upon a poll, every member present in person or by proxy or attorney shall have vote for every share held by him. On a poll, vote may be given either personally or by attorney or by representative with a letter of authorization.

DIRECTORS

15. 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. MD. RAFIQUL ISLAM KHAN
2. FARHANA AKTER

QUALIFICATION SHARES

16. The qualification of Directors shall be holding in his/her own name at least 100 (One Hundred) Shares of the nominal value of Tk. 100/= (One Hundred) each unless otherwise determined in a general meeting. Unless the Board of Director decides otherwise each Director shall receive by way of remuneration of such a sum not exceeding Tk. 1000 per meeting attend by him/her and such traveling and other allowance as may be decided by the Board of Directors from time to time.

POWER OF DIRECTORS

17. The Board of Directors shall have power at any time to time appoint any other persons to be a Director of the Company either to fill up a casual vacancy or an addition to the Board by co-option so that the total number of the Directors shall not at any time exceed the maximum number of Director fixed by the Company. The management of the business of the Company shall be in the hands of the Board of Directors who may pay such expenses of any preliminary and incidental to the promotion.
18. Establishment and registration of the Company and do such acts as may be exercised and done by the Company as are not forbidden by the state or by this Articles required to be exercised or done by the Company in general meeting, subject nevertheless, to any regulation to be inconsistent with the aforesaid regulations or provisions as may be prescribed by the Company in General Meeting, which shall be valid and effectual. The Board of Directors shall provide for the safe custody the Companies Seal, every instrument to which the seal is affixed shall be signed by Managing Director. Each Director shall be responsible for proper discharge of the Companies business that may be entrusted to him/her by the Board.



DISQUALIFICATION OF DIRECTORS

19. The provision of Section 108(1) and 94(1) of the Companies Act, 1994, the office of the Directors shall be vacated if he/she:- a) Fails to obtain within the time specified in sub-clause (1) of section 97 of the Companies Act, 1994. or any time thereafter ceases to hold share qualification necessary for his/her appointment: or b) He/she is found to be a person of unsound mind by a court of competent jurisdiction: or c) He/she is adjudged insolvent: or d) He/she fails to pay calls made on him in respect of shares held by him within six months from the date of such calls being made: e) Absent himself/herself from three consecutive meetings of the directors or from all meetings of the Directors for a continuous period of three months whichever is longer without leave of absence from the Board of Directors. f) Removed from the Directorship by an extra-ordinary resolution.

MANAGING DIRECTOR

20. MD. RAFIQUUL ISLAM KHAN shall be the First Managing Director of the Company and he shall hold the office for a period of 5 (five) years from the date of incorporation unless he voluntarily beings or disqualified under Section 108 (1) the provision of the Companies Act, 1994 and subject to the control and supervision of the Board of Directors the Managing Directors shall exercise the following power.

POWER OF MANAGING DIRECTOR

21. The Managing Director or appointed Chief Executive Officer (CEO) will run day-to-day affairs of the Company with following executive powers: To general manage all concerns and affairs of the Company to appoint employees, officers, agents, advisers, organizers, engineers, experts, scientists, technicians, labors, servants messengers, peons, guards and others in their places and to pay or cause to pay such salaries, commission, wages, allowances or other remuneration as may be deemed fit and proper and in particular to sanction and spend the preliminary expenses of the Company. To promote, demote, punish, sack, transfer or re-designate any employee.
22. To sign documents and cheques on behalf of the Company or to delegate the power to any Director, Officer, person or attorney and subject to approval of the Board to give General Power of Attorney on behalf of the Company. To borrow or raise any sums of money by loan or otherwise on mortgage or hypothecation on such securities and terms as he may deem fit and execute, sign, and seal or deliver all necessary documents or do any other act on that behalf. To purchase sell, left, out, exchange, or otherwise dispose of absolutely or conditionally property and asset of the Company acquire for the Company for the purpose of the Company subject to the approval of the Board of Directors.
23. To settle, compound, submit to arbitration and/ or to withdraw actions, accounts, claims, demands whatsoever whether arising in any legal proceeding or not. Subject to the approval of the Board of Directors purchase or otherwise acquire at such prices and generally on such terms and conditions as he may deem fit any property, right, privileges and concessions as the Company is authorized to acquire and he may invest the reserve fund of the Company or dispose of the same on behalf of the Company as he may deem fit and proper. To execute and to do, in the name of the Company, all such deeds and things as are necessary for welfare of the Company. To sign and verify plaints, written statement, petitions, vakalatnamas authorizing legal practitioners to act on behalf of the Company in all courts (civil, criminal) within Bangladesh or abroad.

BANK ACCOUNT

The Company shall open Bank Account with any Commercial Bank/ Private Banks or



Financial Institutions and shall be operated by Single Signature of Managing Director of the Company or as per resolution of the Board of Directors meeting from time to time.

ADVISOR

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

NOTICE

26. When a notice is sent by registered post, the service of the notice shall be deemed to have been effected by properly addressing prepaying and posting the letter containing the notice and unless contrary is proved to have been effected at the time which the letter would deliver by post regulations No 113 to 117 of schedule shall apply.

ACCOUNTS AND AUDIT

27. The Directors shall cause to be kept proper books of accounts as provided in Section 108 (1) Companies Act, 1994. An Auditor shall be appointed and his or her or their duties regulated in accordance with Sections 210 213 of the Companies Act, 1994 or any statutory modification thereof for the time being in force. Every account when audited and approved at the General Meeting shall be conclusive except so far as regards to and error. Any such error when discovered within or before the audit of the next account shall be corrected forthwith.

ANNUAL RETURNS

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

DIVIDEND AND RESERVE

29. The Company and Annual General Meeting may declare dividend but no dividend shall be credited as Paid up on their respective shares or the members in the capital of the Company as the date to declaration of the dividend after creation of reserve as they think it. No dividend shall be payable except out of the profits of the Company of the year or any other undistributed profits and no dividend shall carry interest as against the Company. The Board of Directors shall have absolute discretion as to the employment of the reserves created out of the net profit of the Company and in declaring fully paid Bonus Share out of profits. The Board of Directors may from time to time pay to the members such interim dividend as appear to the directors justified by the profits of the Company.

30. COMMON SEAL: The Company shall have a common seal and where the seal is affixed be countersigned by the Chairman & Managing Director or any other Director, if so authorized by the Board such seal and signature shall be conclusive evidence of the fact that the seal has been properly affixed.

INDEMNITY

31. Every Director, officer and Servant of the Company shall be indemnified by the Company for all losses and expenditure incurred by him/her or them respectively in or about the discharge of his/her duties except when such happen from respective willful act, neglect or default and it will be duty of the Directors to pay cash, out of the funds of the Company, all losses and expenses which any Director, officers or servants may have incurred in any way in the discharge of their respective duties. The amount for which indemnity so provided shall immediately attach lien over the property of the Company and have priority over all claims.



SECRECY

32. The Managing Director, Director, Advisor, 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 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.

ARBITRATION

33. If anywhere any difference shall arise between the Company and any of the members of their representative touching the construction of any of the Articles herein contained or any Act, matter or thing made, done or omitted in regard to the right and liabilities arising hereunder or arising out of the regulation existing between the parties by reason of these presents or of the statutes or any of them, such difference shall forthwith be referred to two Arbitrators, one to be appointed by each party and a third arbitration may be chosen by the two Arbitrators, if deemed necessary, before entering on the consideration in accordance with the provision of the Arbitration Act, 2001.

WINDING UP

34. If the Company is wound up the surplus assets (subject to any rights attached to special class of shares forming part of the 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 in the proportion to the number of shares held by them respectively. The Director, the Secretaries, the Auditors and other officers or Servants for the time being in relation to any of affairs of the Company be indemnified out of the assets of the Company from and against all or any act done or omitted in or about the benefited execution of their duty.



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

SL No.	Name	Position	No. of Shares Taken	Signature of subscribers
1	Name : MD. RAFIQU L ISLAM KHAN Father's Name : Abdus Samad Khan Mother's Name : Mrs. Khodeja Begum Address : House-22, Road-16, Sector-13, Uttara, Dhaka, Dhaka Date of Birth : 10-FEB-81 E-mail : rafiquislamgr7@gmail.com Phone : 01790211111 TIN : 278099584354 NID/Passport No. : 19812696352217032 Nationality : Bangladeshi	Managing Director	900 (Nine Hundred shares)	sd/-
2	Name : FARHANA AKTER Father's Name : Abul Kashem Mother's Name : Jahanara Begum Address : House-26, Garib E Newaz Avenue, Sector-11, Uttara, Dhaka-1230, Dhaka Date of Birth : 18-JAN-91 E-mail : menova2023@gmail.com Phone : 01331507209 TIN : 841016515249 NID/Passport No. : 3747349532 Nationality : Bangladeshi	Director	100 (One Hundred shares)	sd/-

<u>Witness 1</u>	<u>Witness 2</u>
Name : Md. Eliasur Rahman Farabi Address: 107/1- Kakrail Road (1st floor) Dhaka Phone : 01714465011 NID : 7819554000133	Name : Md Faruk Alam Address: 06, Purana Paltan, Dhaka-1000 01926964905 Phone : 2695434692246



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