



**Certificate of Incorporation**  
**(under Act XVIII of 1994)**

**No. C-198102/2024**

*I hereby certify that **AR Phoenix Overseas Limited** is this day incorporated under the Companies Act (Act XVIII) of 1994 and that the Company is Limited.*

*Given under my hand at **Dhaka** this **Twenty-Fourth** day of **October** two thousand and twenty-four.*

*By order of*  
*Registrar*

*Assistant Registrar*  
*Registrar of Joint Stock Companies & Firms*  
*Bangladesh*



N.B. This certificate is digitally signed. Please find the soft copy to verify the signature.

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

**A PRIVATE COMPANY LIMITED BY SHARES**

**MEMORANDUM**

**&**

**ARTICLES OF ASSOCIATION**

**OF**

**AR Phoenix Overseas Limited**



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

**A PRIVATE COMPANY LIMITED BY SHARES**

**MEMORANDUM OF ASSOCIATION  
OF**

**AR Phoenix Overseas Limited**

**I.** The name of the company is **AR Phoenix Overseas 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):

<b>1</b>	To carry on the business of recruiting agency, HRD & employment facilitation, manpower export & training, travel agencies, tours operators, Hajj/Ummrah/Ziarat service agency, tourist guide agency, PSA Agent, aviation charter company, clearing & forwarding agents, landing agents, commission agents, handling agents, transport agents, passenger and shipping agents and house agents, insurance agents, share brokers, stock brokers or any other kind of agency business whatsoever. To setup training institute and train-up the different categories of manpower as skilled & semi-skilled for employing at different sectors in home & abroad. To carry on the business of stock, buying & selling of Air Tickets for local & international and agent of Bangladesh Biman and other Airlines act in Bangladesh. To carry on the business of manpower export to the countries of Middle East, Europe, Africa, America or in any other countries of the world.
<b>2</b>	To carry on the business of managing agent of manpower export abroad, subject to the approval of concern authority and to carry on the business of travel agents on commission basis, tourist and cargo booking, transport agents in Bangladesh or any country of the world of any air ways, airlines or routes owned by government, semi-government, autonomous bodies, corporations, companies or individual in Bangladesh or in any country of the world, subject to approval by the proper authority if necessary. To carry on the business as tourist agents, contractors and to facilitate traveling and to provide for tourists and travelers or promote the provisions of conveyances of all kinds in the way of through tickets, circular tickets, sleeping cars or berths, reserved places, air reservations, steamer reservations, hotel and lodging accommodation, guides, safe deposit, inquiry bureaus, libraries, lavatories, reading rooms, baggage transport and otherwise.
<b>3</b>	To carry on the business of Consultancy on Human resources and man kinds, set up training institute, School, College, Medical College & Hospital, University, Vocational Institute, Diagnostics Centre and doing other social works. To establish transportation, accommodation, hotel, motel, printing, electronic media, print media, news media, Ad-media, IT business, software development, web development, wading & cable network business. To establish audio/visual production agency, advertisement agency, events management agency, film/movies production agency, web series/dramas production agency and all kinds of television content production agency.
<b>4</b>	To buy, take lease, acquire in any other way, own, hold, develop sales or transfer in any form land, building and any other kind of residential, commercial specially Real Estate/development business and industrial accommodation for earning profit. To deal with real estate, including land, apartments, commercial complex, shopping center, resort, hotel, motel, bungalow, rest house, convention hall, community center, amusement park or other accommodation or other properties or any interest therein, generally to purchase, sale, lease, exchange or otherwise and to develop, contract, turn to account and dispose of the same according to the convenience of the business of the company the business of consultancy the same



	Engineer, designing, drawing, supervising, Civil, Architect, Mechanical, Electrical, Plumbers, Structural design, Planners, Interior designers, Builders, Developers, maintaining, improving, altering pulling down and all technology support Repairing any Building, Structure.
5	To carry on the business of Importers, Exporters, Suppliers, Indenting Agents, Broker & Manufacturers of all sorts of Medical Equipment's, Medicine & Supplies, Pathological & Scientific Instruments, Modern Machinery & Medical Equipment, Surgical Equipment, Raw Materials, Pharmaceuticals, Medicine & lifesaving Medicine, Laboratory Equipment and Laboratory Chemicals, Health Food & Elements, Beauty Care & Cosmetics Raw Materials and Finished Products for better service to the people. To manufacture and Deal in all kinds of Medicinal Preparations, Acids, Chemicals, Heavy or Light Perfumery & Cosmetic Products, Disinfectants, Insecticides, Soaps and Allied Products and By-Products of all kinds and descriptions. To carry on the business of Consultancy on Human resources and many kinds, set up training centre and doing other social works.
6	To carry on business to set garments & textile, knitwear, buying house, fashion design, fashion house, embroidery, boutique, dyeing & printing all types of cloths, buying agent, garments factory, trading, indenting, commission agent and to import, export buy, sale, business in composite textile, manufacturing all types of knit, woven, denim and sweater for ladies, gents & children made of cotton, acrylic, spandex, denim, rayon, silk, mixed leather all types of fabrications and dealing in spinning, tannery, leather industry, jute industry, dyeing & knitting plant for garments. To set up agro firm, agro based business, fish hatcheries, poultry, dairy, agricultural, farming, rubber, solar power, electrics, electronics electricity supply and pharmaceutical plant, plastic, ceramic and industry, food & beverage manufacturing & processing, jute, leather, consumer product, furniture, and home textiles other lawful business Government and semi government and private organizations
7	To borrow or raise loan and money from any bank and or other financial institution or from any other source and to secure the payment of money by creation of mortgage or charge or any other manner as the company may think fit, with or without securities or by any other means as may be deemed expedient and to secure the repayment thereof or by mortgaging, hypothecating, pledging or otherwise charging the whole or any part of the property or assets of the Company or third party, both movable and immovable. To secure liabilities of any other company and or person as guarantor. To open branch or branches in any place in Bangladesh or elsewhere in the world as the company may appear necessary or desirable and to appoint agents and constitute agency offices of the Company in Bangladesh or elsewhere in the world and to amalgamate the Company's business with any other Company objects altogether or in part similar to those of this Company.
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. 3000000 ( Thirty Lac ) divided into 30000 ( Thirty 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	<b>Name : HALAMA AKTHER SHEMA</b> Father's Name : Abdul Hakem Mother's Name : Amala Khatun Address : 269/1 East Goran, P.O- Khilgaon-1219, P.S- Khilgaon , Dhaka Date of Birth : 01-JAN-90 E-mail : azanbusinessint@gmail.com Phone : 01615166040 TIN : 479458892345 NID/Passport No. : 7332268023 Nationality : Bangladeshi	Managing Director	4900 ( Four Thousand Nine Hundred shares)	sd/-
2	<b>Name : ABDUR RAHMAN MULLA</b> Father's Name : Late.Abdus sattar Mother's Name : Khadija Begum Address : Khadiza Begum Bari, Village- South Murad Nagar, P.O- Amin Jute mill -4211, P.S- Bayazid Bostami,, Chittagong Date of Birth : 22-JUL-93 E-mail : dahom.mulla@gmail.com Phone : 01977633311 TIN : 876529605429 NID/Passport No. : 3262995289 Nationality : Bangladeshi	Director	5100 ( Five Thousand One Hundred shares)	sd/-

<b><u>Witness 1</u></b>	<b><u>Witness 2</u></b>
Name : Advocate Gazi Mohammad Abu Zafa Address: 21 Court House Street, 1st Floor, Room No-32, Dhaka-1100 Phone : 01711283074 NID : 1483483739	Name : Md Nur Hossain Address: 56 Purana Paltan Line, Eastern Trade Centre (6th Floor), Room No-609, Dhaka-1000 Phone : 01740326265 NID : 1932613235000502



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

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

**A PRIVATE COMPANY LIMITED BY SHARES**

**ARTICLES OF ASSOCIATION  
OF**

**AR Phoenix Overseas Limited**

**PRELIMINARY**

1. The Regulations contained in the Schedule-I 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 negated 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 General Meeting or by any statute. In these Articles, unless the context otherwise required, the words or expressions defined or explained in the Companies Act, 1994 shall have the same meaning assigned to them respectively when used in relation to these Articles and as when used in relation to the said Companies Act and in particular and without prejudice to the generally of the said provisions, the word importing the singular number include the plural number and vice versa and the word importing the masculine gender shall include the feminine gender and the word importing person shall include a body corporate.

**INTERPRETATION**

2. In these presents, unless there is something repugnant in the subject Context inconsistent therewith:
  - a. "Act" or "the said Act" means the Companies Act, 1994 (18 of 1994).
  - b. "Company" means "AR Phoenix Overseas Limited".
  - c. "Capital" means the capital for the time being raised or authorized to be raised for the Company.
  - d. "Dividend" includes cash & bonus shares.
  - e. "In Writing" and "Written" means and includes words printed, typed, lithographed, cable, telex, facsimile represented or reproduced in any mode in the visible form.
  - f. "Month" means an English calendar month.
  - g. "Year" means an English calendar year.
  - h. "Office" means the Registered Office of the company for the time being.
  - i. "Board" or "Board of Directors" means the Board of Director of the company for the time being.
  - j. Word imparting the singular number only includes the plural number and vice versa.

**PRIVATE COMPANY**

3. The Company is a Private Limited Company within the meaning of section 2 (1) 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 the members of the Company (exclusive of persons in the employment of the company) shall be limited to fifty provided that where two or more persons hold one or more shares jointly in the company they shall be treated as single-member, and
  - 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**

The Authorized Share Capital of the Company is TK. 3000000 ( Thirty Lac ) divided



4. into 30000 ( Thirty Thousand ) Ordinary Shares of TK 100 ( One Hundred ) each Paid up Share capital of the Company is Tk. 10,00,000.00 (BDT Ten Lac Only ) only divided in 10,000 (Ten Thousand) ordinary shares of Tk. 100.00 (BDT One Hundred Only ) each with power to increase or reduce the capital and to divide the shares for the time being into several classes and attach thereto such qualified or special rights, privileges, and conditions as may be determined by the Company and to vary, modify or abrogate any such rights privileges and conditions in such manner as may from time to time be provided by the regulations of the Company and to consolidate or subdivide the shares of higher or lower denomination. The share shall be under the disposal and control of the Board of Directors who will allot or dispose of or otherwise the shares according to the decision taken at a meeting of the Board of Directors The joint holder of shares shall be jointly as well as severally liable for payment of all calls and installments due in respect of such shares.
5. Every person while applying for shares in the Company shall specify his or her name, address and occupation to be entered in the Register of Members. Such address be deemed for all purpose to be his or her place of residence and the Company shall not be responsible to any member for non-receipt of notice, non-payment of dividends or for other matter due to any change of address of such member unless the change of address of such members is notified to the Company in writing within 7 days of such change. No person shall be recognized by the Company as holder of any shares upon any trust and the Company shall not be bound by or recognize any equitable, contingent, future or partial interest in any shares or any interest in any fractional part (thereof except only by these presents otherwise expressly provided) may other part in respect of any shares except on absolute right to the entirety thereof in the registered holding.

#### **COMMENCEMENT OF BUSINESS**

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

#### **SHARE CERTIFICATE**

7. (I) Every person whose name is entered in the Register shall be entitled to one share certificate (or multiple certificates, if applicable, issued at the discretion of the directors) to be issued by the company specifying the number of share or shares and denoting the number of shares held by him and the amount paid-up thereon. (II) The certificate of shares registered in the joint name of two or more persons shall be delivered to the person whose name appears first in the Register. (III) If any certificate is worn out or defaced, or lost or destroyed, it may be re-issued to the holder of the original certificate, on such terms, if any, as to evidence, and indemnity as the directors may think fit. The directors may impose a nominal fee for the issuance of a replacement certificate

#### **LIEN**

8. (I) The Company shall have a lien on the following shares and also on all dividends payable thereon namely: -
  - a. All shares, other fully paid-up share, for all moneys, whether presently payable or not, called or payable at a fixed time in respect of that share; and
  - b. All shares, other than fully paid-up shares, standing registered in the name of a single person, for all moneys presently payable by him or his estate to the company.(II) The company may sell, in such manner, as the directors think fit, any share on which the Company has a lien; Provided that no sale shall be made unless some money in respect of which the lien exists is payable in cash and a period of fourteen days had expired after a written notice, stating and demanding such money, has been served upon the holder of the share registered for the time being or upon the person entitled to the share by reason of the former's death or insolvency.



9. (III) The proceeds of the sale shall be applied in payment of such part of the amount in respect of which the lien exists as is presently payable, and the residue shall, subject to a like lien for sums not presently payable as existed upon the shares prior to the sale, be paid to the persons entitled to the shares at the date of the sale.
- (IV) The purchaser shall be registered as the holder of the shares, and he shall not be bound to see to the application of the purchase-money or invalidity in the proceedings in reference to the sale.

#### **CALL ON SHARES**

10. (I) The directors may from time to time, subject to the terms on which any share may have been issued, make such calls as they think fit upon the members in respect of any money unpaid on their shares, provided that no call shall exceed one-fourth of the nominal amount of the share, or be payable at less than one month from the last call; and each member shall, subject to receiving at least fourteen days' notice specifying the times of payment, pay to the Company at the time or times so specified the amount called on his share. The joint holders of a share shall be jointly and severally liable to pay all calls in respect thereof.
- (II) A call shall be deemed to have been made at the time when the resolution of the directors authorizing such call was passed.
11. (III) If a sum called in respect of a share is not paid before or on the day appointed for payment thereof, the persons from whom the sum is due shall pay interest upon the sum at the rate of five percent per annum from the day appointed for the payment thereof to the time of the actual payment, but the directors shall be at liberty to waive payment of that interest wholly or in part.

#### **TRANSFER AND TRANSMISSION OF SHARES**

12. (I) The share of the Company shall be transferred in the usual common form or any other form as may be approved by the directors. The instrument of transfer of any share of the company shall be executed both by the transferor and the transferee and subject to compliance with the requirements laid out in the Act, shall be lodged at the registered office of the company along with the share certificate. The transferor shall be deemed to remain as the holder of this share until the name of the transferee is recorded in the register of members. The legal heirs, successors, executors, administrators, or assignees of a deceased sole holder of a share shall be the only person recognized by the company having any title of the share
- (II) The Company shall keep a Register of Transfers and shall have recorded therein fairly and distinctly particulars of every transfer or transmission of any share held in material form.
13. (III) The shares of the company shall not be transferred by a member to any third party so long as any existing member is willing to purchase the same at a price offered by the selling shareholder. Every member (‘Offeror’) desiring to sell part/all of his shares, shall at the first instance offer the same to the existing members (‘Offeree’) of the Company in writing. In case the Offeree fails to accept the offer within 30 (thirty) days of receipt of the Offer, the Offeror shall be at liberty to sell his shares to any third party at the price offered to the existing members of the Company.
- (IV) 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 and may also decline to register any transfer of shares on which the company has a lien. The directors are not bound to disclose or assign any reason for their refusal to register any transfer of the share.

14. (V) If the directors refuse to register or decline to recognize the transfer of any shares, they shall, within sixty (60) days after the date on which the transfer was lodged with the Company, send to the transferee and transferor notice of the refusal or decline.  
(VI) 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 shares.  
(VII) Any person entitled to a share by reason of the death or insolvency of the holder shall be entitled to the same dividends and other advantages to which he would be entitled if here was the registered holder of the share, except that, he shall not, before being registered as a member in respect of the share, be entitled to exercise any right conferred by membership in relation to meeting of the Company.
15. (VIII) 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 shares.  
(IX) Any person entitled to a share by reason of the death or insolvency of the holder shall be entitled to the same dividends and other advantages to which he would be entitled if here was the registered holder of the share, except that, he shall not, before being registered as a member in respect of the share, be entitled to exercise any right conferred by membership in relation to meeting of the Company

#### **DIVIDEND AND RESERVE**

16. (I) The Company in Annual 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 agents the Company. The Company may request the members to provide details of their bank account and may send any dividend to the designated bank accounts of the members. (II) The directors may from time to time pay the members such interim dividends as they think fit and reasonable. The directors may create a reserve fund out of profits of the company and they shall have absolute authority as to the employment of the reserve fund by way of capitalization or otherwise.
17. (III) The Company in General Meeting may upon the recommendation of the Board, resolve to capitalize any part of the amount for the time being standing to the credit of Company's Reserve Account or to the credit of the Profit and Loss Account or otherwise available for distribution to be issued as fully paid Bonus Shares in paying up any unissued Shares of the Company to be allotted to and amongst the shareholders who are entitled thereto, if distributed by way of dividend in the same proportion



## GENERAL MEETING

18. (I) 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 Year at such time (not being more than fifteen months after the holding of the last proceeding general meeting) and places as may be decided by the Board Directors. The above-mentioned general meeting shall be called the Annual General Meeting and other general meetings of the Company shall be called Extra-Ordinary General Meeting. The directors may whenever they think fit call an Extra-Ordinary General Meeting and it may also be called on the requisition of the members in accordance with the provisions of section 84 of the Companies Act, 1994.

(II) Subject to the Act, Annual General Meeting or Extra-Ordinary General Meeting can be held vide video-conference and/or teleconference and proceeding recorded by any director and countersigned by the Chairman of the Meeting shall be conclusive proof of such meeting.

## NOTICE

19. Pursuant to Section 85 of the Act, unless a shorter notice is agreed in writing, at least 21 (Twenty-One) calendar days advance notice shall be required for calling any General Meeting of the Company. The Notice shall specify the place, and in case of virtual meeting, specify the virtual platform and login details. It shall also state the day the hour of the General Meeting, and also shall state the agenda of the Meeting.

## QUORUM (AGM)

20. 2 (Two) members present person shall form Quorum for General Meeting. The Chairman of the Board of Directors shall preside at every General Meeting. In any General Meeting a resolution put to vote of the members shall be decided by a show of hands unless a poll demanded in accordance with the provisions of clause 85-1 (Ga) of the Companies Act 1994. No business shall be transacted at any general meeting unless a quorum of members is present at the time when the meeting proceeds to transact business. Any members entitled to vote and present in person or by proxy shall form a quorum for a General Meeting and no business shall be transacted at any General Meeting unless the quorum requisite be present at the commencement of business.

## QUORUM (Board Meeting)

21. 2 (Two) members present person shall form Quorum for Board Meeting. The Chairman of the Board of Directors shall preside at every Board Meeting.

## PROCEEDING AT GENERAL MEETING

22. 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 all the members be convened by a shorter notice and in any manner they think fit. 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. Two (02) members personally present shall form the quorum of any general meeting.

## VOTE OF MEMBERS

- I) Votes may be given either personally or by proxy and in case of a company or a



body corporate or institution, by a representative duly authorized as aforesaid.

(II) On a show of hands, every member present in person and entitled to vote shall have one vote. On a poll, every member present either in person or through proxy shall have one vote in respect of every share held by him. No member shall be entitled to vote at any general meeting unless all sums presently payable by him to the company in respect of shares have been paid.

(III) Subject to the Act, a member may exercise his vote at a meeting by electronic means.

(IV) A member of unsound mind, or in respect of whom an order has been made by any court having jurisdiction in lunacy, may vote, whether on a show of hands or on a poll, by his committee or other legal guardian, and any such committee or guardian may, on a poll, vote by proxy.

24. (V) 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 was the registered holder of such share provided that at least 48 hours before the scheduled time of the meeting or adjourned meeting as the case may be at which he proposes to vote, he shall satisfy the directors of his rights as 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.

(VI) In the case of an equality of votes, whether on a show of hands or on a poll, the Chairman of the meeting at which the show of hands takes place, or at which the poll is demanded, shall be entitled to a second or casting vote.

#### **DIRECTORS**

25. 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. HALAMA AKTHER SHEMA
2. ABDUR RAHMAN MULLA

#### **QUALIFICATION SHARES**

26. (I) The qualification of a director shall be holding in his name at least 500 (Five Hundred) shares of Tk.100/- (One Hundred Only) each of the Company.  
(II) Nominee director of a Corporate Shareholder will not be required to hold qualification share as long as the Corporate Shareholder holds qualification share in the Company.

#### **REMUNERATION OF DIRECTORS**

27. If any director when willing be called upon to perform any extra service or make any special exertion for the Company, the Company may remunerate the said director 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 an Annual General Meeting held subsequent to such appointment.

#### **POWER OF DIRECTORS**

- (I) The business of the Company shall be managed by the directors, who may pay



all expenses incurred in forming and registering the Company, and may exercise all such powers of the Company, as are not by the Act or any statutory modification or by these Articles, required to be exercised by the Company in a General Meeting only.

(II) The directors may delegate any of their powers to an individual director consisting of such directors as they think fit; any committee so formed shall in the exercise of the powers so delegated, conform to any restriction and regulation that may be imposed on them by the directors.

(III) All acts done by any meeting of the directors or a committee of directors, shall notwithstanding that it be afterward discovered that there was some defect in the appointment of any such directors or persons acting as aforesaid, or that they or any of them were disqualified, be as valid as if every such person had been duly appointed and was qualified to be a director

### **BORROWING POWERS**

29. The directors may from time to time borrow from any source any sum of money required for 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 or guarantee of the company or by the creation of mortgage charge of hypothecation on 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 the power to secure guarantor against liability in respect of such loan or debts.

### **DISQUALIFICATION OF DIRECTORS**

30. Removal of Directors for the purpose under the provision of Section 106 of the Companies Act, 1994. (1) The company may by extraordinary resolution remove any share-holder director before the expiration of his period of office and may by ordinary resolution appoint another person in his stead and the person so appointed shall be subject to retirement at the same time as if he had become a director on the day on which the director in whose place he is appointed was last elected Director.
31. Vacation of office of Director for the purpose under the provision of Section 108 of the Companies Act, 1994. (1) The office of a Director shall be vacant, if-- (a) he fails to obtain within the time specified in Section 97 (1) or at any time thereafter ceases to hold, the qualifications--haves, if any, necessary for his appointment; or (b) he is found to be of unsound mind by a competent court; or (c) he is adjudged an insolvent; or (d) he 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; or (e) he or any firm of which he is a partner or any private company of which he is a director, without the sanction of the company in general meeting accepts or holds any office of profit under the company other than that of a managing director or manager or a legal or technical adviser or a banker; or
32. (f) he 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 the longer, without leave of absent from the Board of Directors; or (g) he or any firm of which he is a partner or any private company of which he is a director accepts a loan or guarantee from the company in contravention of Section 103; or (h) he acts in contravention of Section 105. (2) A company may provide by its articles that the office of director shall be vacated on grounds additional to those specified in sub-



Section (1).

### **CHAIRMAN**

33. The Board of Director shall appoint a Chairman of the Company for time to time. He/She also presided over the all Board Meeting and Annual General Meeting. In the absence of the Chairman any Director shall perform all such functions and duties of the Chairman as per decision of the Board of Directors

### **POWER OF CHAIRMAN**

34. Subject to the control and supervision of the Board of Directors the business of the company shall be managed, conducted and carried on by the Chairman. The Chairman shall have the following power enumerated as follows:-
- (i) The Chairman shall preside over all Board Meetings and General Meetings of the company,
  - (ii) The Chairman shall generally guide and advise the company in the conduct of its affairs,
  - (iii) The Chairman shall have a second or casting vote in case of an equality of votes in any Board Meeting or General Meeting,
  - (iv) To exercise all such power as may be justified to the Board beneficial to the company,
  - (v) To do all other thinks relating to the interest/betterment of the company and exercises his power as permitted by the Companies Act, 1994

### **MANAGING DIRECTOR**

35. HALAMA AKTHER SHEMA shall be the first Managing Director of the company for a period of 5 (Five) years from the date of incorporation. His remuneration shall be fixed by the company in general meeting.

### **POWER OF MANAGING DIRECTOR**

36. Subject to the control and supervision of the Board of Directors, the Managing Director has to consult with the chairman in every steps before exercise the following powers: a) The Managing Director shall look after the operation of airways and all other technical matters. b) To make and sign all contracts to the business of the company including contracts for sales and purchases and contracts for leases of property, subject to the approval by the Board of Directors. c) To control over the management of the business of the company with full power to do all acts, matters and things deemed necessary, proper and expedient for carrying on the normal day to day business of the company. d) The engagement and dismissal of managers, other officers, assistants, clerks, agents and special services and to determine their authorities and duties and to fix their authorities and to fix their remunerations.
37. e) To draw, sign, accept, endorse and negotiate, on behalf of the company, all bills of exchange, promissory notes, cheques, drafts, government papers and securities and all other instruments as shall be necessary, proper and expedient for carrying on the business of the company. f) To sign all receipt for money paid to the company and all vouchers of payment made by the company and such signature shall be an effectual discharge for the money's therein stated to have been received or paid. g) All the powers, authorities and discretion of the Board of Directors of the company except only such of them as by the Act or by these presents are expressly directed to be exercised by the Board of Directors collectively or by the shareholders in general meeting. The chairman, Managing Director with consent of the Board of



Directors in a meeting of the Board, may delegate their powers in full or part thereof, to any other Director or Directors of the company for any specified period.

#### **MANAGEMENT**

38. Subject to the General supervision and control of the Board of Directors, the business of the Company shall be carried on by the Managing Director of the Company. The Managing Director shall have the authority to entrust or grant any power to any other Director or Directors to manage the affairs of the company if necessary, and also to grant his powers to such Director or Directors during his absence for any period in the year to the extent as specified by him. Under the supervision and control of the Board of Directors, the Managing Director shall the general direction, management and supervision of all the business of the company with powers to do all acts, matters and things deemed necessary for smooth running or day-to-day business of the company.

The chairman, Managing Director with consent of the Board of Directors in a meeting of the Board, may delegate their powers in full or part thereof, to any other Director or Directors of the company for any specified period.

#### **BANK ACCOUNT**

39. The Company may open Bank Account(s) in any Commercial Bank(s) or Financial Institution(s) and the Bank Account(s) shall be operated by the Single signature of the Managing Director as per the operating mandate of the Board of Directors of the Company issued from time to time. The Board of Directors may change the operating mandate of the bank account of the Company at any point in time.

#### **ACCOUNTS AND AUDIT**

40. The Board of Directors shall cause true accounts to be kept. a) All sales and purchase of goods by the company. b) All assets and liabilities of the company and c) All sums of money received and spent by the company and the matters in respect of which such receipt and expenditure take place. The books of Accounts shall be kept in 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. Once at least in every year the accounts of the company shall be examined the correctness of the Profit and Loss Account and Balance Sheet will be audited by one or more Auditors appointed for the purpose under the provision of section 210 to 213 of the Companies Act, 1994. The remuneration of the auditors shall be fixed by the company in general meeting except that the remuneration of any auditor appointed by the Board of Directors may be fixed by them for the first auditor of the company.

#### **INDEMNITY**

41. The Chairman, Managing Director, Directors, Chief Executive Officer (CEO), General Manager, Manager, Officers, Consultant, Staffs shall be indemnified 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 Director, Chief Executive Officers (CEO), Officers, staffs or servants may incur in the discharge of his or their duties.

#### **SECRECY**

The Chairman, Managing Director, Director, Chief Executive Officer (CEO), General



Manager, Manager, Secretary, Auditors, Accountant, Officer, Agent Consultant 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 company with any provision of the law or in these presents.

#### **ARBITRATION**

43. Any dispute arising among the Director themselves or between a member and the Board of Directors as to the true interpretation of this article or the implication thereof shall be referred to Arbitration constituted with a nominee for each of the aggrieved parties and award of the arbitrator as the case may be shall bind upon the parties to the Arbitration. Arbitration affairs will be dealt and settled under the provision of Arbitration Act, 2001.

#### **WINDING UP**

44. Subject to the provisions of these presents, 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 paid-up capital, such asset shall be distributed so that, as nearly as may be, the losses 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 them respectively. And if in a winding up the assets available for distribution among the members shall be more than sufficient to the whole of the capital paid-up at the commencement of the winding up, the excess shall be distributed amongst the members in proportion to the capital at the commencement of the winding up, paid-up which ought to have been paid-up on the shares held by them respectively. But this Article is to be without prejudice to the rights of the holders of shares issued upon special terms and conditions.
45. If the company is wound up whether voluntarily or otherwise, the liquidators may, with the sanction of an extraordinary resolution, divide amongst the contributories in specie or kind any part of the assets of the Company, and may with the like sanction, vest any part of the assets of the Company in trustee upon such trusts for the benefit of the contributories or any of them, as the liquidators, with the like sanction shall think fit.



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	<b>Name : HALAMA AKTHER SHEMA</b> Father's Name : Abdul Hakem Mother's Name : Amala Khatun Address : 269/1 East Goran, P.O- Khilgaon-1219, P.S- Khilgaon , Dhaka Date of Birth : 01-JAN-90 E-mail : azanbusinessint@gmail.com Phone : 01615166040 TIN : 479458892345 NID/Passport No. : 7332268023 Nationality : Bangladeshi	Managing Director	4900 ( Four Thousand Nine Hundred shares)	sd/-
2	<b>Name : ABDUR RAHMAN MULLA</b> Father's Name : Late.Abdus sattar Mother's Name : Khadija Begum Address : Khadiza Begum Bari, Village- South Murad Nagar, P.O- Amin Jute mill -4211, P.S- Bayazid Bostami,, Chittagong Date of Birth : 22-JUL-93 E-mail : dahom.mulla@gmail.com Phone : 01977633311 TIN : 876529605429 NID/Passport No. : 3262995289 Nationality : Bangladeshi	Director	5100 ( Five Thousand One Hundred shares)	sd/-

<u>Witness 1</u>		<u>Witness 2</u>	
Name : Advocate Gazi Mohammad Abu Zafa	Name : Md Nur Hossain	Name : Md Nur Hossain	Name : Md Nur Hossain
Address: 21 Court House Street, 1st Floor, Room No-32, Dhaka-1100	Address: 56 Purana Paltan Line, Eastern Trade Centre (6th Floor), Room No-609, Dhaka-1000	Address: 56 Purana Paltan Line, Eastern Trade Centre (6th Floor), Room No-609, Dhaka-1000	Address: 56 Purana Paltan Line, Eastern Trade Centre (6th Floor), Room No-609, Dhaka-1000
Phone : 01711283074	Phone : 01740326265	Phone : 01740326265	Phone : 01740326265
NID : 1483483739	NID : 1932613235000502	NID : 1932613235000502	NID : 1932613235000502



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

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



Name of the Company: **AR Phoenix Overseas Limited**, Reg. No. C-198102, Reg. Date: 24-OCT-24  
 Entity Address: **291 Jomider Palace (1st Floor), Fakirapool, Motijheel, Dhaka**  
 Presented for filing by: **HALAMA AKTHER SHEMA**

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
1 HALAMA AKTHER SHEMA	Bangladeshi	Bangladeshi	269/1 East Goran, P.O- Khilgaon-1219, P.S- Khilgaon, Dhaka, Phone :01615166040, email: azanbusinessint@gmail.com, National ID: 7332268023, TIN: 479458892345	Business	Date of Incorporation	Managing Director
2 ABDUR RAHMAN MULLA	Bangladeshi	Bangladeshi	Knadiza Begum Bari, Village- South Murad Nagar, P.O- Amin Jute mill -4211, P.S- Bayazid Bostami,, Chittagong, Phone :01977633311, email: dahorn.mulla@gmail.com, National ID: 3262995289, TIN: 876529605429	Business	-do-	Director

(Signature)

**HALAMA AKTHER SHEMA**

Managing Director

(State whether Director, Manager or Managing Agents)

Dated: 22-Oct-2024

- (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.