


THE COMPANIES ACT, 2002
COMPANY LIMITED BY SHARES
MEMORANDUM
AND
ARTICLES OF ASSOCIATION
OF
DEDNOOL COMPANY LIMITED


Incorporated at this day of 2019

DRAWN BY:
SALUM AHMAD FIDO
(SUBSCRIBER)
P.O.BOX 16310
DAR ES SALAAM

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Sign:  Date: 05/02/2022
MWASUMA CHOGGY
Advocate, Notary Public & Commissioner for Oaths

THE COMPANIES ACT, 2002
COMPANY LIMITED BY SHARES
MEMORANDUM OF ASSOCIATION
OF
DEDNOOL COMPANY LIMITED

1. The name of the company is "DEDNOOL COMPANY LIMITED"
2. The registered office of the Company will be situated in the United Republic of Tanzania.
3. The objects for which the Company is established are:
 - a) To carry on the business of wholesale of construction materials, hardware, plumbing and heating equipment and supplies
 - b) To carry on the business of retail sale of hardware, paints and glass in specialized stores
 - c) To carry on the business of retail sale of electrical household appliances, furniture, lighting equipment and other household articles in specialized stores
 - d) To carry on the business of retail sale of carpets, rugs, wall and floor coverings in specialized stores
 - e) To carry on the business of retail sale of computers, peripheral units, software and telecommunications equipment in specialized stores
 - f) To carry on the business of retail sale of clothing, footwear and leather articles in specialized stores
 - g) To carry on the business of other retail sale of new goods in specialized stores
 - h) To carry on the business of retail sale via stalls and markets of other goods
 - i) To carry on the business of wholesale on a fee or contract basis
 - j) To carry on the business of wholesale of computers, import and export, computer peripheral equipment and software
 - k) To carry on the business of wholesale of ^{electronic} telecommunications equipment and parts.

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- l) To carry on the business of wholesale of agricultural machinery, equipment and supplies
- m) To carry on the business of wholesale of other machinery and equipment
- n) To carry on the business of wholesale of waste and scrap and other products
- o) To carry on the business of sale of motor vehicles
- p) To carry on the business of maintenance and repair of motor vehicles
- q) To carry on the business of sale of motor vehicle parts and accessories
- r) To carry on the business of sale, maintenance and repair of motorcycles and related parts and accessories
- s) To carry on the business of warehousing and storage
- t) To carry on the business of services activities incidental to land transportation
- u) To carry on the business of services activities incidental to water transportation
- v) To carry on the business of services activities incidental to air transportation
- w) To carry on the business of cargo handling
- x) To carry on the business of other transportation support activities
- y) To carry on the business of freight rail transport
- z) To carry on the business of freight transport by road
- aa) To carry on the business of transport via pipeline
- bb) To carry on the business of inland freight water transport
- cc) To carry on the business of freight air transport
- dd) To carry on the business of combined office administrative service activities
- ee) To carry on the business of photocopying, document preparation and other specialized office support activities
- ff) To carry on the business of other business support service activities
- gg) To carry on the business of management consultancy activities
- hh) To carry on the business of advertising
- ii) To carry on the business of market research and public opinion polling
- jj) To carry on the business of data processing, hosting and related activities
- kk) To carry on the business of other information service activities


AND It is hereby declare that:-

The word "Company" in this clause, except where used in reference to this Company, shall be deemed to include any partnership or other body or persons, whether corporate or incorporate, and whether domiciled in the United Republic of Tanzania or elsewhere.

The Objects set forth in each sub-clause of this clause shall not be destructively constructed but the words interpretation shall be given thereto, and they shall not, except where the context expressly so requires, be in any way limited or restricted by reference to our inference from any other object or objects set reference to or inference from the terms of any sub clause or by the name of the company. None of such sub clause or by the name of the company. None of such sub clause or the object or objects their in specified or the powers thereby conferred shall be deemed subsidiary or ancillary to the objects or powers mentioned any other sub clause, but the company shall have as full power to exercise all or any of the objects conferred by any provided in each of the said sub clause contained the objects of separate company.

4. The liability of the members is Limited.

5. The share capital of the Company is Tsh 200,000,000/=, divided into 10,000 shares of Shilling 20,000/= each, with power for the Company to increase or reduce the said capital and to issue any part of its capital, original or increased, with or without any preference, priority or special privilege or subject to any postponement of rights or to any conditions or restrictions, and so that unless the condition of issue shall otherwise expressly declare, every issue of shares, whether declared to be preference or otherwise, shall be subject to the powers herein before contained.

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received by the company at its registered office (or such other place at which the instrument of proxy was duly deposited) before the commencement of the meeting of adjourned meeting at which the proxy is used.

CORPORATIONS ACTING BY REPRESENTATION AT MEETINGS.

32. Any corporation which is a member of the company may by resolutions of its directors or other governing body authorize such person as it thinks fit to act as its representative at any meeting of the company, and the person so authorized shall be entitled to exercise the same powers on behalf of the corporation could exercise if it were an individual member of the company.

DIRECTORS

33. The Number of the directors and the names of the first directors shall be determined in writing by the subscribers of the memorandum of association or a majority of them and until such determination the signatories to the Memorandum of Association shall be the first directors. Unless otherwise determined by ordinary resolution, the number of directors shall not be subject to any maximum but shall be not less than two.

34. The following persons shall be first Directors to the Company:-

1. SALUM AHMAD FIDO
2. ABDULLAHI AHMED MAHAMUD

35. The remuneration of the directors shall from time to time be determined by the Company in general meeting. Such remuneration shall be deemed to accrue from day to day. The directors shall also be paid all travelling, hotel and other expenses properly incurred by them in attending and returning from meetings of the directors or any committee of the directors or general meetings of the company or in connection with the business of the company.

BORROWING POWERS

36. The director may exercise all the powers of the company to borrow money, and to mortgage or charge its undertaking and property, or any part thereof, and to issue debentures, debenture stock and other securities, whether outright or as security for any debt, liability or obligation of the company or any third party.

NAMES, ADDRESSES AND DESCRIPTION OF SUBSCRIBERS	NUMBER OF SHARES TAKEN BY EACH SUBSCRIBER	SIGNATURE
SALUM AHMAD FIDO P.O. BOX 16310 DAR ES SALAAM	4,000	<i>Salum</i>
ABDULLAHI AHMED MAHAMUD KENYA, SEEY STREET, PLOT RODHO APARTMENT, HOUSE NO.11.31, NAIROBI KENYA	4,000	<i>Abhi</i>

Dated at DAR-ES-SALAAM this 19th day of JUNE 2019

Witness to the above signature:

Name : MWAJUMA MACHOGGY
 Signature : [Signature]
 Postal Address : 78013 DAR ES SALAAM
 Qualification : ADVOCATE

Certified as a True Copy of the Original
 Sign: [Signature] Date: 20/6/2019
 MWAJUMA MACHOGGY
 Advocate, Notary Public & Commissioner for Oaths