

**THE COMPANIES ACT 2002**  
**COMPANY LIMITED BY SHARES**  
**MEMORANDUM AND ARTICLE**  
**OF**  
**ASSOCIATION**  
**OF**  
**UNISOFT PRINT SOLUTIONS LIMITED**

Incorporated at this..... day of.....2020

Drawn by:

VYOMESH MADHUSUDAN SHELAT (Subscriber)
A/58, GIRIVER BUNGLOWS,
ISANPUR ROAD, AHMEDABAD – 382443,
GUJARAT, INDIA

**THE COMPANIES ACT 2002**  
**COMPANY LIMITED BY SHARES**  
**MEMORANDUM OF ASSOCIATION**  
**OF**  
**UNISOFT PRINT SOLUTIONS LIMITED**

1. The name of the company is **UNISOFT PRINT SOLUTIONS 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:
  - 3.1 To carry on business of printing on thermo rolls, POS rolls, ATMs receipts, ATM general rolls, label printing and any other printing.
  - 3.2 To carry on all or any of the business of printer, publishers, stationers , lithographers , stereotype , electrotypes, photographic printers , photo lithographers, chromo - lithographers, engravers, book binders, designers, calendar, printers, translators and dealers of any articles, goods, finished or unfinished or other things of character or kind similar to the foregoing or any of them or connected directly with the them.
  - 3.3 To carry on the business of Manufactures and dealers in pulp, paper and paperboard, cardboard, greeting cards, postcards, picture and other cards, drawings, and writing materials and requisites, pens, ink, and stationery generally, without limitation to other commodities like cleansing tissue, handkerchief, toilet paper, napkins and liners of all kind.
  - 3.4 To carry on in Tanzania or else where the business of buyers, sellers, wholesalers, traders, importers, exporters, stockist or distributors, in all kinds of printing instruments and related accessories, including printing of all magazines, newspapers, books, text books, periodicals, journals, manuscripts, pamphlets ,bulletins, tags, labels, on daily ,weekly, monthly,

quarterly, or annual publications, online publications, and other printing presses.

- 3.5 To carry on the business of Computer Networking, computer Hardware and software sales and service, Computer Consultancy, Computer bureau, System analysis and Design, Software program development, Sales of Computer stationers, consumable and accessories and to carry on any other business related to computers and Information Technology.
- 3.6 To carry on business as an extremely strong Information Technology support organization that can provide twenty-four hours, seven days per week Information Technology support coverage.
- 3.7 To carry on business as providers of computer services bureaus to support the various applications sold and supported by the Company.
- 3.8 To carry on business as providers of all services relating to cabling installation and support, Network LAN and WAN designs, fast Internet down line loads and full range of HP computer solutions.
- 3.9 To carry on business as consultants and experts in all matters relating to information Technology solutions in all their ranches.
- 3.10 To carry on business of supplying installing and servicing all kinds of hardware and software of whatever description.
- 3.11 To carry on and deal in the business of pharmaceuticals, medical preparations, chemicals, animal feeds manufacturing, making and assembling of machines equipment, plants, vessels, devices, of all description using modern technology appropriate and applicable to veterinary and agricultural industries.
- 3.12 To engage in, conduct in and between any and all the regions and districts in Tanzania, neighbouring countries and other foreign countries, as agents or otherwise, the business of general trucking, forwarding, cartage, storage, warehousing, consolidating, distributing, wharf ace, contracting, loading, unloading and stevedore business and to conduct as general brokerage commission and customs house, brokerage service

business and to handle and forward for transportation by air highway, water and rail, road between cities, towns, villages and other places in various parts of the world, person bills, notes, packages merchandise, luggage, goods, wares, parcels and other movable and personal property over and on such liens and routes as may from time to time exist and generally to act as agents for land and estate, brokers, chatterers, auctioneers, clearing and forwarding agents, insurance agents and agency in all its respective branches.

- 3.13 To purchase, own or otherwise acquire lands, real property, easements, rights and other property, real or personal for the purpose and conducive to the objects of the Company including farming, horticulture, all kinds of agricultural produce for processing and export.
- 3.14 To carry on business of petrol stations and deal in petrol, diesel, oil, kerosene, mineral oil, crude oil, lubricating oil, grease and/or fuel oil of all kinds and all other kind of mineral and petroleum products as importers, dealers or distributors and servicing and repairing of vehicles of all types generally.
- 3.15 To carry on the business as agent consultants or representative of overseas or local manufacturers, industrialist importers local retailers on brokerage and commission basis or other like organisation any type of goods, products or commodities.
- 3.16 To transact any and every description of agency, commission, commercial, industrial, manufacturing, mercantile and financial business, and to carry on the business of clearing and forwarding agents, shopping agents, commission agents, customs agents, provisional merchants, stockists, importers, retailers and wholesalers, transporters of passengers and goods, motorcars, omnibuses and coach proprietors and carriers, boat owners, ship owners, amusement carriers and job masters.
- 3.17 To enter into arrangements with any Government or authorities (supreme, municipal local or otherwise) or any corporations, companies or persons having objects that may seem conducive to the Company's objects or any other them, and to obtain from any such government, Authority, Corporation, Company or person, any charters, contracts, decrees, rights, privileges and concessions which the company may think desirable, and to carry out, exercise and

- comply with any such charters, contracts, decrees, rights privileges and concessions.
- 3.18 To enter into partnership or any arrangements for sharing profits, union or interests, Co-operation, joint venture reciprocal, concession, or otherwise with any persons firm or company carrying on or engaged in or about to carry on, or engage in or any business or transaction which this Company is authorised to carry on, or engage in or any business or transaction capable of being conducted so as directly or indirectly to benefit this Company. And to lend money to, guarantee the contracts of, or otherwise acquire shares and securities of any such company and to sell, hold, reissue with or without guarantee, or otherwise deal with the same.
- 3.19 To act as agents, or brokers and as trustees for any person or Company and to undertake and perform sub-contracts and to do all or any other above business in any part of the world, and either as principals, agents, trustees, contractors or otherwise, and either alone or jointly with others and either by or through agents, sub-contractors trustees or otherwise.
- 3.20 To carry on the business of importers of motor vehicles, spare parts, electrical goods of various kinds, machinery, computers, calculators, metals, refrigerators, air conditioners, cookers, textiles, building materials, industrials.
- 3.21 To carry on any other business in Tanzania or elsewhere whether planting, growing, producing, mining, industrial manufacturing, merchanting, or otherwise which can in the opinion of the board be advantageously or conveniently carried on by the Company in the main or by way of extension or in connection with any such business as aforesaid or as calculated directly or indirectly to develop any branch of the Company's business or increase the value or turn to account any of the Company's assets, property or rights.
- 3.22 To engage in conduct and between any and all the regions and districts in Tanzania, neighbouring countries and other foreign countries, as agents or otherwise, the business of general trucking, forwarding, cartage, storage, warehousing, consolidating, distributing, wharf age. Contracting. Loading, unloading and stevedore business and to conduct as general brokerage commission and customs house, brokerage service business and to handle and forward to transportation by air, highway, water and rail, road between cities, towns, villages

and other places in various parts of the world person, bills notes, packages merchandise, lug gages, goods, wares, parcels and other movable and personal property over and on such lines and routes as may from time to time exist and generally to act as agents for land and estate, brokers, charters, auctioneers, clearing and forwarding agents, insurance agents and agency in all its respective branches.

- 3.23 To carry out the business of property developers and real estate agents and to act as promoters, designers, planners, developers, builders. Constructors, renovators decorators, landscapers owners buyers sellers, lesser and lessees of residential houses, public offices, apartments houses, leisure parks, leisure centres, factories, industrial buildings, warehousing, depots, go-downs, park lots, shelters of all kinds and buildings of all types and to carry on the business of land use developers, town planners, designers land and estate agencies and project promoters.
- 3.24 To carry on the business as wholesalers, retailers, importers, exporters, agents of dealers and distributors of all types of merchandise.
- 3.25 To purchase and sell, import and export electronic equipment e.g. computers and accessories, modems, printers, fax machines, Internet services in whatever forms as is provided within the laws of the land.
- 3.26 To carry out the business of computer networking, network maintenance and systems integration including system upgrades, hardware and software installations, network bridging and segmenting, creation of virtual private networks.
- 3.27 To carry out the business of providing consultancy services to both locally and internationally, including setting up of other businesses and providing business plans and models to them.
- 3.28 To carry on the business of farmers and agriculturalists generally land in particular as importers, exporters and breeders of cattle, sheep, horses and other livestock and as ranch owners, dairymen, market gardeners, horticulturalists, beekeepers seed growers, poultry farmers, butchers and meat, vegetable and fruit preservers
- 3.29 To manufacture, buy, sell, maintain, repair and deal in vehicles, plant, machinery tools, articles or any of them likely

to be required by customers of or persons having dealings with the Company.



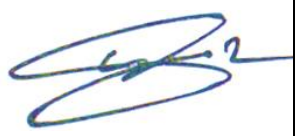

- 3.30 To transact business as capitalists, promoters and hire purchase and to negotiate loans of every description with financial and monetary agents both in Tanzania and elsewhere.
- 3.31 To borrow or raise or secure the payment or money by bank overdrafts by mortgage or by the issue of debentures or debenture stock, perpetual or otherwise or in such other manner as the company's property or assets present and future including its uncalled capital and collaterally or the company by a trust deed or other assurance.
- 3.32 To indemnify members, officers, directors, agents and servants of the company against proceedings costs, damages, claims and demands in respect of anything done or ordered to be done by them for and in the interest of their company or for any loss, damage or misfortune whatsoever, which shall happen in the execution of the duties of their office or in relation thereto unless the same happens through his own negligence or dishonesty or wilful default.
- 3.33 To acquire and undertake the whole or any part of the business, goodwill, and assets of any person, firm, or company carrying on or proposing to carry on any of the business which the company is authorised to carry on and as part of the consideration of such acquisition to undertake all or any of the liabilities of such person, firm or company, or for co-operation
- 3.34 To lend and advance money or give credit on such items as may seem expedient and with or without security to customers and others, to enter into guarantees, contracts of indemnity and surety ships of all kinds, to receive money on deposit or loan such terms as the Company may approve and to secure or guarantee the payment of any sums of money or the performance of any obligation by any company, firm or person including any patent, subsidiary or fellow subsidiary company in such manner as the Company may think fit
- 3.35 To buy, sell, deal in import, export, manufacture, treat, cure, bottle, can or otherwise prepare for market any animal, vegetable or agricultural produce, mines or other commodities; and to undertake the management of any estates farms,

factories mines, mills, or other undertakings and the purchase or sale of all or any of farm produce thereof.

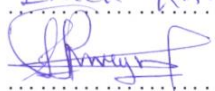
- 3.36 To apply for, promote, and obtain any Act of Parliament, Provisional Order, Licence of the Business Registration and Licensing Agencies Ministry of Trade and Industries or other authority for enabling the Company to carry any of its objects into effect, or for effecting any modification of the Company's constitution, or for any other purpose which may seem calculated directly or indirectly to prejudice the Company's interests
- 3.37 To subscribe for, take, purchase, or otherwise acquire and hold shares or other interests in or securities of any other company having objects altogether or in part similar to those of the Company or carrying on any business capable of being carried on so as directly or indirectly to benefit the Company or enhance the value of any of its property and to co-ordinate, finance and manage the businesses and operations of any company in which the company holds any such interest.
- 3.38 To sell or otherwise dispose of the whole or any part of the business or property of the Company, either together or in portions, for such consideration as the Company may think fit, and in particular for shares, debentures, or securities of any company purchasing the same
4. The liability of the members is limited.
5. The share capital of the Company is Tanzania shillings 150,000,000 divided into 15,000 ordinary shares of Tanzania Shillings 10,000 each and the Company shall have power from time to time to increase or reduce its capital and to divide the shares in the original capital or increased capital into several classes of shares and to attach thereto respectively any preferential or deferred, qualified or special rights, privileges and conditions, And it is hereby declared that in the interpretation of this clause the powers conferred on the Company by any paragraphs shall not be restricted by reference to any other paragraph or to the name of the Company or by the juxtaposition of two or more objects and that, in the event of any ambiguity this clause and every paragraph hereof shall be construed in such a way as to widen and not to restrict the powers of the Company.

We, the several persons whose names, addresses and descriptions are desirous of being formed into a Company, in pursuance of this Memorandum of Association and we

respectively agree to take the number of shares in the capital of the Company set opposite our respective names

NAMES, ADDRESS AND DESCRIPTIONS OF SUBSCRIBERS	NUMBER OF SHARES TAKEN BY EACH SUBSCRIBER	SIGNATURES OF SUBSCRIBERS
VYOMESH MADHUSUDAN SHELAT A/58, GIRIVER BUNGLOWS, ISANPUR ROAD, AHMEDABAD - 382443, GUJARAT, INDIA	4500	
RAMESH MENDU B3/39, HUDA COLONY, CHANDANAGAR, HYDERABAD - 500 050, INDIA	4500	
VENKATA PURNA SASIDHAR MENDU B3/39, HUDA COLONY, CHANDANAGAR, HYDERABAD - 500 050, INDIA	3000	
TEJA MENDU SINGH B3/39, HUDA COLONY, CHANDANAGAR, HYDERABAD - 500 050, INDIA	3000	

Dated at DSM this 08th day of September 2020  
WITNESS to the above Signatures:

Name : ERIC KAMUGISHA RWEYEMAMU  
 Signature :   
 Address : P.O. Box 3233  
 Postal Address : DSM  
 Qualification: ADVOCATE



**THE COMPANIES ACT 2002**  
**COMPANY LIMITED BY SHARES**  
**ARTICLES OF ASSOCIATION**  
**OF**  
**UNISOFT PRINT SOLUTIONS LIMITED**

**PRELIMINARY**

1. In these regulations: -  
“The Act” means the Companies Act 2002 of the Laws of Tanzania.

When any provision of the Act is referred to, the reference is that provision is as modified by any law for the time being in force.

Unless the context otherwise requires, the expressions defined in the Act or any statutory modification thereof in the force at the date at which these regulations become binding on the company, shall have the meaning so defined.

Any words importing the singular shall include the plural and vice versa, and words importing the masculine gender shall include females, and the words importing persons shall include bodies corporate, partnership, firms, cooperatives, societies, etc.

The regulations of Companies Act shall not apply to the company, save in so far as they are varied or excluded hereby, but in case of any conflict between the provisions herein, and the provisions under this regulation the former shall prevail, and in addition to substitution shall be the regulations of the company.

**PRIVATE COMPANY**

2. The Company is a Private Company and accordingly: -
  - (a) The right to transfer shares is restricted in manner hereinafter prescribed.

- (b) The number of members of the company (exclusive of persons who are in the employment of the Company and of persons who have been formerly in the employment of the company were while in such employment to be the member of the company) is limited fifty, provided that where two or more persons hold one or more shares in the company jointly they shall for the purpose of this regulation be treated as a single member.
- (c) Any invitation to the public to subscribe for any shares or debentures of the Company is prohibited.
- (d) The Company shall not have power to issue share warrants to bearer.

### **TRANSFER OF SHARES**

- 3. The Directors may in their direction and without assigning any reason thereof refuse to register the transfer of any share to any person who it shall in their opinion be undesirable for any reason whatsoever to admit to membership.
- 4. Subject to clauses 2 and 3 hereof the right of members to transfer their shares shall be restricted as follows;
  - (a) No share shall be transferred to a person who is not a member so long as any member of any person selected by the Directors as one who it is desirable in the interest of the Company to admit to membership.
  - (b) Every shareholder or trustee in bankruptcy, or any person who may desire to sell or transfer any such shares and every personal representative of a deceased shareholder shall give notice in writing to the Directors that he desires to make such sale or transfer. Such notice shall constitute the Board of Directors of the Company as his agent for the sale of the said shares to any member or members of the company at the price to be agreed upon between the party giving such notice the party and the board, or in case of difference to be determined by the Auditor of the Company.
  - (c) Upon price of such shares being agreed on as determined as per clause (b) above, the board shall forthwith give notice to such of the shareholders other than the shareholders desiring to sell or transfer the said shares, stating the number and price of such

share inviting the person to whom notice is sent to state within 21 days from the date of such notice whether he is willing to purchase any, if so what maximum number of such shares. At the expiration of such 21 days notice the board shall apportion such shares amongst the shareholders (if more than one) who shall have expressed their desire to purchase number of shares already held by them respectively, or if there be only one such shareholder, that the whole of such shares shall be sold to him, provided no shareholder shall be obliged to take more than the maximum number of such shares stated in his answer to the said notice.

Upon such apportionment being made or such one shareholder notifying his intention to purchase, as the case may be, the party desiring to sell or transfer such shares shall be bound upon payment of the said price to transfer the shares to the respective shareholders or to single shareholder who shall have agreed to purchase the same.

## **5. GENERAL MEETINGS: NOTICE OF GENERAL MEETING AND PROCEEDINGS OF THE GENERAL MEETINGS.**

The regulation of Companies Act shall apply to the following variations: -

- (a) A General Meeting, Ordinary or Extraordinary may with the consent in writing of all members, be convened on a shorter notice than seven days or without notice.
- (b) Two members, present either personally or by proxy shall form a quorum.
- (c) Any ordinary resolution of the company determined without any general meeting and evidenced by writing under the hands of majority of the Directors and of the members of the company holding three - fourths of the issued shares of the company shall be valid and effectual as an ordinary resolution duly passed at a general meeting of the company.

## **6. DIRECTORS**

- (a) Until otherwise determined by the company in General Meeting the Directors shall not be less than two and not more than seven in number.

(b) The following persons shall be the first Directors of the company: -

1. **VYOMESH MADHUSUDAN SHELAT**
2. **RAMESH MENDU**
3. **VENKATA PURNA SASIDHAR MENDU**
4. **DR TEJA MENDU SINGH**

7. The shareholding qualification for Directors may be fixed by the company in General Meeting, and unless and until so fixed no qualification shall be required.
8. The quorum of Directors for transacting business shall, unless otherwise fixed by the Directors, be two.
9. A resolution in writing signed by all the Directors then in Tanzania shall be as valid and effectual as if it had been passed at a meeting of Directors duly called and constituted.
10. The Directors may from time to time borrow or raise any money for the purposes of the Company which may exceed the issued share capital of the company.

### **BORROWING POWERS**

The Directors may from time to time in their discretion raise or borrow for the purpose of any Company's business such sum or sums of money as they think fit.

11. The Directors may secure the repayment of or raise any such sum or sums as aforesaid by mortgage or charge upon the whole or any part of the property and assets of the Company present or future including its uncalled capital for the time being, or by the issue at such price as they may think fit, of bonds or debentures either charged upon the whole or any part of the property and assets of the company or not so charged or in such other way as the Directors may think expedient.

### **VOTE OF MEMBERS**

12. On a show of hands every member present in person shall have one vote. On a roll every member shall have one vote only for the shares of which he is holder.
13. No member shall be entitled to vote at any general meeting unless all calls or other sums presently by him in respect of shares in the Company have been paid.

### **DISQUALIFICATION OF DIRECTORS**

14. The office of a Director shall be vacated if the Director;
  - (a) becomes bankrupt; or
  - (b) is found to be a lunatic or becomes of unsound mind; or
  - (c) resigns his office by notice in writing to the Company;
  - (d) abstains himself from meetings of the directors for a period of six months without special leave of absence from the other Directors.

### **S E A L**

15. The Directors shall provide for the safe custody of the Seal. The Seal of the Company shall not be affixed to any instrument except by the authority of a resolution of the Board of Directors and in the presence of at least two Directors or a Director and Secretary or other person as aforesaid shall sign every instrument to which the seal of the Company is so affixed in their presence.

### **ALTERNATE DIRECTORS**

16. Any director shall have power to nominate any person to act or attend as alternate Director during his absence or during his inability so to act. Such Director shall be subject in all respects to the terms and conditions existing with reference to the other Directors and such Alternate Director shall exercise and discharge all the duties of Director whom he represents.
17. Unless otherwise decided by the Directors the quorum necessary to transact business of the Directors shall be two Directors personally present.

### **SECRETARY**

18. The Secretary shall be appointed by the Board for such terms at such remuneration and upon such condition as it may think fit, and any Secretary so appointed may be removed by the Board.

### **WINDING UP**

19. With the sanction of a special resolution of the shareholders any part of the assets of the Company including any shares in other Companies may be divided between the members of the Company in special or may be vested in Trustees for the benefit of such members and the liquidation of the company may be closed and the company dissolved but so that no member shall be compelled to accept any shares whereupon there is any liability.

### **ALTERATION OR ADDITION**

20. Subject to the provisions of the Act and to those contained in the Memorandum of Association the Company may by Special Resolution make alteration or addition so made shall be as valid and effectual as if originally contained in those articles and be subject in like manner to alteration by Special Resolution.


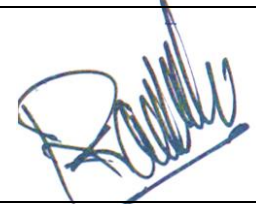
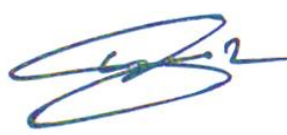

### **INDEMNITY**

21. Every Director, Managing Director, Agent, Auditor, Secretary and other Officer for the time being of the Company shall be indemnified out of the Assets of the Company against any liability incurred by him in defending any proceedings, whether civil or criminal in which judgement is given in his favour or in which he is acquitted or is in connection with any application in which relief is granted to him by the Court.

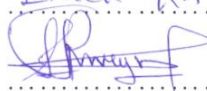
### **ARBITRATION**

22. If and whenever any dispute or difference shall arise between the Company and any of the members or their respective representatives touching upon the construction or meaning of any of the Articles herein contained or any act matter or thing made or done or omitted to be done or with regard to the rights or liabilities arising here under or arising out of the relation existing between the parties by reasons of these Articles or the Act, such differences shall (unless a sole arbitrator be agreed upon) forthwith be referred to the arbitration of three 3) arbitrators, one

to be appointed by each party and the third to be appointed by the first two or, in the event of failure to agree within (Cap. 15) or any then existing statutory modifications or re-enactment thereof shall apply

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Dated at DSM this 08th day of September 2020  
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