

**THE COMPANIES ACT, 2002**

**COMPANY LIMITED BY SHARES**

**MEMORANDUM**

**AND**

**ARTICLES OF ASSOCIATION**

**OF**


**MEHRY WATER LIMITED**

**DRAWN BY:**  
**ZIDANE JAMBEK GULAMHUSSEIN**  
**(SUBSCRIBER)**  
**112, ALI BIN SAID ROAD, MSASANI, KINONDONI**  
**DAR ES SALAAM, POSTAL CODE 14111, TANZANIA**

**THE COMPANIES ACT, 2002**  
**COMPANY LIMITED BY SHARES**  
**MEMORANDUM OF ASSOCIATION**  
**OF**  
**MEHRY WATER LIMITED**

1. The name of the company "MEHRY WATER LIMITED"
2. The Registered office of the Company will be situated in Tanzania.
3. The objects for which the Company is established are:-
  - (a) 1104 – Manufacture of soft drinks, production of mineral water and other bottled waters.
  - (b) 4630 – Wholesale of food, beverages, water and tobacco.
4. The Liability of the Members is Limited.
5. The capital of the Company is Shillings 100,000,000/= divided into 10000 shares of Shillings 10,000/= each. The Company shall have powers to increase its capital and to divide the shares in its capital for the time being into several classes of stock or shares and to attach thereto respectively such preferential, deferred or special rights, privileges, or conditions as may be determined by or in accordance with the Articles of Association of the Company.

We, the several persons whose names and addresses are subscribed, 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, ADDRESSES, AND DESCRIPTION OF SUBSCRIBERS  | NUMBER OF SHARES TAKEN | SIGNATURE   |
|---|------------------------|---|
| ZIDANE JAMBEK GULAMHUSSEIN<br>112, ALI BIN SAID ROAD, MSASANI,<br>KINONDONI, DAR ES SALAAM,<br>TANZANIA                     | 9,999                  |   |
| LUQMAN ABDULWAHAB ABDULKADER<br>FARM NO. 836, VILLAGE KIHANGA,<br>WARD MNINGA, DISTRICT MUFINDI,<br>REGION IRINGA, TANZANIA | 1                      |  |

Dated at DAR-ES-SALAAM this 14<sup>th</sup> day of MARCH 2025

**Witness** to the above signatures:-

Name : PRINCE CAROLL RAJAB  
 Signature :   
 Postal Address : CB94 DSM  
 Qualification : ADVOCATE



**THE COMPANIES ACT NO 12 OF 2002**  
**COMPANY LIMITED BY SHARES**  
**ARTICLES OF ASSOCIATION**  
**OF**  
**MEHRY WATER LIMITED**  
**INTERPRETATION**

1. In these articles:-

"the Act" means the Companies Act;

"the articles" means the articles of the company;

"clear days" in relation to the period of a notice means that period excluding the day when the notice is given or deemed to be given and the day for which it is given or on which it is to take effect;

"the seal" means the Common Seal of the Company;

"Secretary" shall mean any person appointed to perform the duties of Secretary of the Company;

Expressions referring to writing shall, unless the contrary intention appears, be construed as including references to printing, lithography, photograph, and other modes of representing or reproducing words in a visible form.

Unless the context otherwise requires, words or expressions contained in these articles shall bear the same meaning as in the Act or any statutory modification thereof in force at the date at which these articles become binding on 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 to 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.

**MEMBERS**

3. The number of members with which the company proposes to be registered is two but the directors may from time to time register an increase of members.

- 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.
33. The following persons shall be first Directors to the Company:-  
**1. ZIDANE JAMBEK GULAMHUSSEIN**  
**2. LUQMAN ABDULWAHAB ABDULKADER**
34. 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 traveling, 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**

35. 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.

#### **POWERS AND DUTIES OF DIRECTORS**

36. Subject to the provisions of the Act, the memorandum and the articles and to any directions given by special resolution, the directors, who may exercise all the powers of the company, shall manage the business of the company. No alteration of the memorandum or articles and no such directions shall invalidate any prior act of the directors, which would otherwise have been valid. The powers given by this article shall not be limited by any special power given to the directors by the articles and a meeting of directors at which a quorum is present may exercise all powers exercisable by the directors.
37. The directors may by power of attorney appoint any person to be the attorney or agent of the company for such purposes and on such conditions as they determine, including authority for the attorney or agent to delegate all or any of his powers.
38. All cheques, promissory notes, drafts, bills of exchange and other negotiable instruments, and all receipts for moneys paid to the company, shall be signed, drawn, accepted, endorsed, or otherwise executed, as the case may be, in such manner as the directors shall from time to time by resolution determine,
39. The directors shall cause minutes to be made in books provided for the purpose:-  
(a) of all appointments of officers made by the directors;  
(b) of the names of the directors present at each meeting of the directors and of any committees of the directors;  
(c) of all resolutions and proceedings at all meetings of the company, and of the directors, and of committees of directors.



#### **DISQUALIFICATION OF DIRECTORS**

40. The office of director shall be vacated if the directors:-  
(a) Without the consent of the company in general meeting holds any other office of profit under the company; or  
(b) Becomes bankrupt or makes any arrangement or composition with his creditors generally; or

58. The directors shall from time to time in accordance with sections 153,155 and 150 of the Act, cause to be prepared and to be laid before the company in general meeting, such profit and loss accounts, balance sheets, group accounts (if any) and reports as are referred to in those sections.
59. In accordance with section 164 of the Act, the copy of the company's annual accounts to be laid before the company in general meeting together with a copy of the directors' report and the auditors shall not less than twenty – one days before the date of the meeting be sent to every member of, and every holder of debentures of, the company. Provided that this regulation shall not require a copy of those documents to be sent to any person of whose address the company is not aware or to more than one of the joint holders of any debentures.

#### AUDIT

60. Auditors shall be appointed and their duties regulated in accordance with sections 170 to 179 of the Act.
61. Any notice to be given to or by any person pursuant to the articles shall be in writing except that a notice calling a meeting of directors need not be in writing. The company may give any notice to a member either personally or by sending it by post in a prepared envelope addressed to the member at his registered address, or by leaving it at that address. Where a notice is sent by post, service of the notice shall be deemed to be effected by properly addressing, prepaying, and posting a letter containing the notice, and to have been effected at the expiration of seventy – two hours after the letter containing the same was posted. A member whose registered address is not within the Tanzania and who gives to the company an address within the Tanzania at which notices may be given him shall be entitled to have notices given to him at that address, but otherwise no such member shall be entitled to receive any notice from the company.

| NAMES, ADDRESSES, AND DESCRIPTION OF SUBSCRIBERS   | NUMBER OF SHARES TAKEN | SIGNATURE   |
|--|------------------------|---|
| ZIDANE JAMBEK GULAMHUSSEIN<br>112, ALI BIN SAID ROAD, MSASANI,<br>KINONDONI, DAR ES SALAAM,<br>TANZANIA                        | 9,999                  |  |
| LUQMAN ABDULWAHAB<br>ABDULKADER<br>FARM NO. 836, VILLAGE KIHANGA,<br>WARD MNINGA, DISTRICT MUFINDI,<br>REGION IRINGA, TANZANIA | 1                      |  |

Dated at DAR-ES-SALAAM this 14<sup>th</sup> day of MARCH 2024

Witness to the above signatures:-

Name : PRIDCE CAROLL RAJIB

Signature : PT

Postal Address : 1394 DSM

Qualification : ADVOCATE

