

**THE COMPANIES ACT**

**(ACT NO. 12 OF 2002)**

**COMPANY LIMITED BY SHARES**

**MEMORANDUM**

**AND**

**ARTICLES OF ASSOCIATION**

**OF**

**FERROTECH AFRICA LIMITED**

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



**DRAWN BY:**

**FLORIAN MUTAGWABA (ADVOCATE)  
PKF ADVISORY LIMITED  
P. O. BOX 7323  
DAR ES SALAAM.**

**THE COMPANIES ACT**

**(ACT NO.12 OF 2002)**

**COMPANY LIMITED BY SHARES**

**MEMORANDUM OF ASSOCIATION**

**OF**

**FERROTECH AFRICA LIMITED**





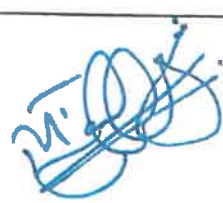
1. The name of the company is FERROTECH AFRICA LIMITED
2. The registered office of the company will be situated in the United Republic of Tanzania.
3. The objects for which the company is established are:
  - (a) To carry on the business of manufacturing of basic iron and steel, basic precious and other non-ferrous metals.
  - (b) To carry on the business of manufacturing of structural metal products, casting of iron, steel and non-ferrous metals.
  - (c) To carry on the business of manufacturing of tanks, reservoirs and containers of metal, steam generators, except central, heating hot water boilers, cylinders of all sizes and pressure rating.
  - (d) To carry on the business of forging, pressing, stamping and roll-forming of metal; powder metallurgy, treatment and coating of metals.
  - (e) To carry on the business of manufacturing of cutlery, hand tools, general hardware and other fabricated metal products
  - (f) Take, or otherwise acquire and hold shares in any other company having objects altogether or in part similar to those of this company, or carrying on any business capable of being conducted so as directly or indirectly to benefit this company.
  - (g) To acquire any property, business or rights which appear to be necessary or convenient for the Company's purposes or which contribute to the Company's interests.
  - (h) To liaise with all governmental organizations, agencies and companies established by law in order to promote the objectives of the company and to enter into any arrangement (included but not limited to funding) or otherwise with any such organizations, companies or agencies.

- (i) To carry on the business of general investment on landed properties.
- (j) To acquire by purchase, lease, exchange, hire or otherwise, hold for any estate or interest, any land, buildings, easement, rights, privileges, concessions, patents, patent rights, licenses, secret processes, trademarks, designs, machinery, plant stock – in - trade and any real or personal property of any kind necessary or convenient for the purposes of or in connection with the company's business.
- (k) To lend money with or without security and to invest money of the company upon such terms of the company may approved and to guarantee the dividends, interests and capital of the shares, stock or securities of any company of or in which this company is a member or is otherwise interested, and generally as the directors think fit.
- (l) To enter into arrangement for joint working in business or amalgamate with or enter into any partnership or arrangement for sharing profits, union of interest, reciprocal concession or cooperation with any company, firm or person carrying on or proposing to carry on any business within the objects of this company or which is capable of being carried on so as directly or indirectly to benefit this company.
- (m) To carry on the business of all kinds of exports and imports marketing surrounding neighboring countries, and create marketing for Tanzania products and manufacture goods for earning foreign exchange for the country.
- (n) To invest and deal with the money of the company not immediately required in such manner as the board of directors thinks fit.
- (o) To promote the local community resources by setting clear targets in promoting and maintaining responsibility of keeping the environment and tourist attractions clean.
- (p) To open and operate banking accounts and other banking facilities.
- (q) To establish agencies in different parts of East Africa for the purpose of carrying on any or all of the business of the company.
- (r) To transfer any of the company's property assets liabilities and engage to any of the charity institution campaigns or associations with which the company is authorized to join subject to the approval of all the signatories jointly.
- (s) To issue and allot fully or partly paid shares in the capital of the Company in payment or part payment for any real or persons property or business purchased or otherwise acquired by the Company or any services rendered by the Company
- (t) To carry on all such other things as may appear to be incidental or conducive for attainment of the above objects or any of them.



4. The liability of the member is limited
5. The Share Capital of the Company is Tanzanian Shillings 3,000,000/= divided into 300 Ordinary Shares of Tanzanian Shillings 10,000/= each, with power of the company to increase or reduce the said capital and issue any part of its capital original or increased with or without any preference priority or special privilege or subject and so that unless the condition of issue shall other wise expressly decide every issue of shares whether declined to be preference or other otherwise shall be subject to the power hereinabove contained.

We, the several persons whose names and address are subscribed are desirous of being formed into a company in pursuance of this memorandum of Associations and we agree to take the number of shares in the capital of the company set opposite own respective name

Names, Postal Address and Description	Number of Shares taken by each Subscriber	Signature of Subscriber
Noorali Noordin Jafferjee Tarmal Building, Ronald Ngala road, Sabasaba, P.O. Box 81292-80100, Mombasa, Kenya	100	
Mukarram Noordin Jafferjee Tarmal Building, Ronald Ngala road, Sabasaba, P.O. Box 81292-80100, Mombasa, Kenya	100	
Murtaza Noordin Jafferjee Tarmal Tarmal Building, Ronald Ngala road, Sabasaba, P.O. Box 81292-80100, Mombasa, Kenya	100	

Dated this 21<sup>ST</sup> day of DECEMBER 2020

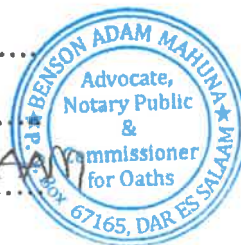
WITNESS to the above signatures:

Name: BENSON ADAM MAHUNA

Signature: 

Postal Address: 67165 DAR ES SALAAM

Qualification: ADVOCATE



**THE COMPANIES ACT**

**(ACT NO.12 OF 2002)**

**COMPANY LIMITED BY SHARES**

**ARTICLES OF ASSOCIATION**

**OF**

**FERROTECH AFRICA LIMITED**

**PRELIMINARY**



1. In these Regulations:
    - i "The Act" means the Companies Act No. 12 of 2002 and every statutory modification and re-enactment thereof for the time being in force;
    - ii "Articles": these Articles of Association as originally framed or as altered from time to time by Special Resolution;
      - a. "The articles" Means the articles of the company;
      - b. "Associate": a Company which is a subsidiary or holding Company of that Company, a subsidiary of a holding Company of that Company, or in relation to any person a Company where not less than 20% of its issued share Capital is owned by that person;
      - c. "clear days" in relation to the period of a notice means that period excluding the day when the notice is given or on which it is to take effect;
      - d. the "Directors": the directors for the time being of the Company present at a duly convened meeting of the directors at which a quorum is present;
      - e. "The holder" in relation to shares means the member whose name is entered in the register of members as the holder of the shares;
      - f. "The seal" means the common seal of the company;
- "Secretary" means the secretary of the company or any person appointed to perform the duties of the secretary of the company.
- the "Office": the registered office for the time being of the Company;

**“Tanzania”**: the mainland of the United Republic of Tanzania;

- iii. The regulations in Table A in the First Schedule to the Company Act, 2002 shall not apply to the Company, except so far as the same are repeated or contained in these Articles
- iv. The Company is private company and accordingly:
  - (a) The right to transfer shares is restricted in the manner hereinafter prescribed.
  - (b) The number of members of the Company is limited to fifty as further provided for in the Act.
  - (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 bearers.

## SHARES

2. The initial Share Capital of the Company is Tanzanian Shillings 3,000,000/= divided into 300 Ordinary Shares of Tanzanian Shillings 10,000/= each.
3. Without prejudice to any special rights previously conferred on the holders of any existing shares or class of shares, any share in the Company may be issued with such preferred, deferred or other special rights or such restrictions, whether in regard to dividend, voting, return or Capital or otherwise as the Company may from time to time by special resolution determine.
4. Subject to the provisions of Section 61 of the Act, the redeemable preference shares will be issued on the terms that they are, or at the option of the Company are liable to be, redeemed in accordance with Article 124 and have the rights in a winding up as set out in Article 126.
5. The Company is a private Company and accordingly no invitation or offer shall be made to the public (whether for cash or otherwise) to subscribe for any shares in or debentures of the Company, nor shall the Company allot or agree to allot (whether for cash or otherwise) any shares in or debentures of the Company with a view to all or any of those shares or debentures being offered for sale to the public.
6. The Company may pay to any person a commission in consideration of his subscribing or agreeing to subscribe, whether absolute or conditional, for any shares in the Company: provided that such commission shall not exceed 10 per cent of the price at which such shares are issued, or an amount equivalent to such percentage; and the requirements of Section 56 of the Act shall be observed.
7. a. The Directors may subject to Article 48 hereof allot, grant options over or otherwise deal with or dispose of any relevant securities of the Company in accordance with the provisions of these Articles and the Act to such

persons and generally on such terms and conditions as the Directors think proper.

- b. The general authority conferred by paragraph (a) of this article shall be conditional upon due compliance with Article 48 hereof and shall extend to the amount of the authorized share Capital of the Company upon its incorporation.
  - c. The Directors shall be entitled under the general authority conferred by paragraph (a) of this Article to make at any time before the expiry of such authority any offer or agreement which will or might require relevant securities of the Company to be allotted after the expiry of such authority.
8. If two or more persons are registered as joint holders of any share, they must all give effectual receipts for any dividends or other moneys payable in respect of such share.
  9. No person shall be recognized by the Company as holding any share upon any trust, and the Company shall not be bound by or required to recognize and equitable, contingent, future or partial interest in any share or any right whatsoever in respect of any share other than an absolute right to the entirety thereof in the registered holder, except as by these Articles otherwise expressly provided or as required by law.
  10. Every member shall be entitled, without payment, to receive within two months after allotment or lodgment of transfer (unless the conditions of issue provide for a longer interval) one certificate (under the Company's common seal or for all the shares registered in his or its name, specifying the number and (where necessary) denoting numbers of the shares in respect of which it is issued and the amount paid up thereon; Provided that in the case of joint holders the Company shall not be bound to issue more than one certificate to all the joint holders, and delivery of such certificate to any one of them shall be sufficient delivery to all. Every certificate shall be signed by all Directors and countersigned by the Secretary or by an assistant or Deputy Secretary. Where only part of the shares comprised in a certificate is transferred, the member transferring shall be entitled without payment to a certificate for the balance thereof.
  11. If any share certificate shall be defaced, worn out, destroyed or lost, it may be renewed on such terms (if any) as to evidence and indemnity and payment of the expenses reasonably incurred by the Company investigating the evidence as the Directors shall require but otherwise free of charge and (in case of defacement or wearing out) on deliver up of the old certificate.

#### LIEN

12. The Company shall have a first and paramount lien upon all shares (whether fully paid or not) registered in the name of any member, either alone or jointly with any other person, for his or its debts, liabilities and engagements, whether solely or jointly with any other person, for his or its debts, liabilities and engagements, whether solely or jointly with any other person, to or with the Company, whether

the period for the payment, fulfillment or discharge thereof shall have actually arrived or not, and such lien shall extend to all dividends from time to time declared in respect of such shares. But the Directors may at any time declare any share to be exempt, wholly or partially, from the provision of this Article.

### CALLS ON SHARES

13. The Directors may, subject to the provisions of these Articles, from time to time make such calls upon the members in respect of all monies unpaid on their shares as they think fit, provided that fourteen days' notice at least is given of each call and each member shall be liable to pay the amount of every call so made upon him to the persons, by the installments (if any) and at the times and places appointed by the Directors.
14. A call shall be deemed to have been made at the time when the resolution of the Directors authorizing such call was passed.
15. The joint holders of a share shall be jointly and severally liable for the payment of all calls and installments in respect thereof.
16. If before or on the day appointed for payment thereof a call or installment payable in respect of a share is not paid, the person from whom the same is due shall pay interest on the amount of the call or installment at such rate not exceeding 20 per cent per annum as the Directors shall fix from the day appointed for payment thereof to the time of actual payment, but the Directors may waive payment of such interest wholly or in part.
17. Any such which by the terms of allotment of a share is made payable upon allotment or at any fixed date, whether on account of the amount of the share or by way of premium, shall for all purposes of these Articles, be deemed to be a call duly made and payable on the date fixed for payment, and in case of non-payment the provisions of these Articles as to payment of interest and expenses, forfeiture and the like, and all other relevant provisions of these Articles, shall apply as if such sum were a call duly made and notified as hereby provided.
18. The Directors may, from time to time, make arrangements on the issue of shares for a difference between the holders of such shares in the amount of calls to be paid and in the time of payment of such calls.
19. The Directors may, if they think fit, receive from any member willing to advance the same all or any part of the monies due upon his shares beyond the sums actually called up thereon, and upon the monies so paid in advance, or so much thereof as exceeds the amount for the time being called up on the shares in respect of which such advance has been made, the Directors may pay or allow such interest as may be agreed between them and such member, in addition to the dividend payable upon such part of the share in respect of which such advance has been made as is actually called up.

### **PRE-EMPTIVE RIGHTS**

20. Where the Company and or a shareholder wishes to issue or transfer shares, the directors' or shareholders' next generation sons will be the only option to acquire such shares in equal proportion.

### **TRANSFER OF SHARES**

21. Subject to the restrictions of these Articles, shares shall be transferable, but every transfer must be in writing and must be left at the registered office, accompanied by the certificate of the shares to be transferred and such other evidence (if any) as the Directors may require to prove the title of the intending transferor.
22. This instrument of transfer of a share shall be executed by the transferor and, when the share is not fully paid, by the transferee, and the transferor shall be deemed to remain the holder of the share until the name of the transferee is entered in the register of members in respect thereof.
23. Any share may be transferred by a member to his next generation blood related male family member at equal proportion and any share of a deceased member may be transferred by his executors or administrators to such relative as aforesaid of such deceased member

### **TRANSMISSION OF SHARES**

24. In the case of the death of a member, next generation sons will be entitled to his shares by transmission at equal proportion and incase the deceased does not have any son, then his shares will be acquired by way of transmission by the sons of the surviving shareholders at equal proportion.

### **ALTERATIONS OF CAPITAL**

25. The Company may from time to time by ordinary Resolution:
- (a) consolidate and divide its share Capital into shares of larger amount than its existing shares, or
  - (b) cancel any shares not taken or agreed to be taken by any person and diminish the amount of its share Capital by the amount of the shares so cancelled;
  - (c) Divide its share Capital or any part thereof into shares of smaller amounts than is fixed by its Memorandum of Association by sub-division of its existing shares or any of them, subject nevertheless to the provisions of the Act.

And by Special Resolution:



- (a) Reduce its share Capital or any Capital redemption reserve or share premium account in any manner authorized and subject to any conditions prescribed by the Act.
26. (1) The Company in General Meeting may from time to time whether all the shares for the time being authorized shall have been issued or all the shares for the time being issued shall have been fully called up or not, increase its share Capital by the creation of new shares, such new Capital to be of such amount and to be divided into shares of such respective amounts and (subject to any special rights for the time being attached to any existing class of shares) to carry such preferential, deferred or other special rights (if any), or to be subject to such conditions or restrictions (if any), in regard to dividend, return of Capital, voting or otherwise, as the General Meeting resolving upon such increase directs.
- (2) Subject to the provisions of Section 61 of the Act the Company may:
- (i) Issue shares which are to be redeemed or are liable to be redeemed at the option of the Company or the shareholder on such terms and in such manner as shall satisfy the conditions in section 61 of the Act.
  - (ii) Purchase its own shares (including any redeemable shares):
  - (iii) Make a payment in respect of any such redemption or purchase of any of its own shares otherwise than out of distributable profits of the Company or the proceeds of a fresh issue of shares.
27. Subject to any discretion to the contrary that may be given by the Company in General Meeting all shares authorized pursuant to Article 8 hereof to be allotted shall be offered to the members in proportion to the existing shares held by them and such offer shall be made by notice in writing specifying the number of the shares to which the member is entitled and limiting a time (being not less than 21 days) within which the offer if not accepted will be deemed to have been declined, and after the expiry of such time or upon receipt of an intimation from the member to whom such notice is given that he declines to accept the share offered, the Directors may, subject to these Articles, allot or otherwise dispose of the same to such persons and upon such shares as aforesaid which, by reason of the proportion borne by them to the number of persons entitled to any such offer as aforesaid or by reason of any other difficulty in apportioning the same, cannot in the opinion of the Directors be conveniently offered in the manner herein before provided.
28. Except so far as otherwise provided by or pursuant to these Articles or by the conditions of issue, any new share Capital shall be considered as part of the original ordinary share Capital of the Company, and shall be subject to the same provisions with reference to the payment of calls, lien, transfer, transmission, forfeiture and otherwise as the original share Capital.

## **MODIFICATION OF RIGHTS**

29. Subject to the provisions of the Act if at any time the share Capital of the Company is divided into different classes of shares, the rights or privileges for the time being attached to any class of shares may (notwithstanding that the Company may be or be about to be in liquidation) be varied or abrogated with the consent writing to the holders of three-fourths in nominal value of the issued shares of that class. To any such separate general meeting all the provisions of these Articles relating to General Meetings shall apply provided always that the necessary quorum at any such meeting other than an adjourned meeting shall be two persons holding or representing by proxy at least one-third in nominal value of the issued shares of the class in question and at an adjourned meeting one person holding shares of the class in question or his proxy and provided that any holder of shares of the class in question present in person or proxy may demand a poll.

## **GENERAL MEETINGS**

30. The Company shall in each year hold a general meeting as its annual general meeting in addition to any other meetings in that year, and shall specify the meeting as such in the notices calling it; and not more than fifteen months shall elapse between the date of one annual general meeting of the Company and that of the next.

Provided that so long as the Company shall hold its first annual general meeting within eighteen months of its incorporation, it need not hold it in the year of its incorporation or in the following year. The annual general meeting shall be held at such time and place as the Directors shall appoint.

31. All General Meetings other than annual general meetings shall be called extraordinary general meetings.
32. The Directors may, whenever they think fit, convene an extraordinary general meeting, and extraordinary general meetings shall also be convened on such requisition, or, in default, may be convened by such requisitions, as provided by Section 134 of the Act.

## **NOTICE OF GENERAL MEETINGS**

33. Every general meeting will be called by twenty-one day's notice in writing at the least. The notice shall be exclusive of the day on which it is served or deemed to be served and of the day for which it is given, and shall specify the place, the day and the hour of the meeting and the nature of any special business that is to be transacted, and shall be given, in manner hereinafter mentioned or in such other manner, if any, as may be prescribed by the Company in general meeting, to such persons as are, under the regulations of the Company, entitled to receive such notices from the Company.

Provided that a meeting of the Company shall, notwithstanding that it is called by shorter notice than that specified in these presents, be deemed to have been duly called if it is so agreed:

- (a) in the case of a meeting called as the annual general meeting, by all the members entitled to attend and vote thereat: and
  - (b) in the case of any other meeting, by a majority in number of the members having a right to attend and vote at the meeting, being a majority together holding not less than 95 percent in nominal value of the shares giving that right.
34. The accidental omission to give notice of a meeting to, or the non-receipt of notice of a meeting by, any person entitled to receive notice shall not invalidate the proceedings at that meeting.

### PROCEEDINGS AT GENERAL MEETINGS

35. All business shall be deemed special that is transacted at an Extraordinary General Meeting, and all that is transacted at an Annual General Meeting shall also be deemed special, with the exception of declaring a dividend, the consideration of the accounts and balance sheets and the reports of the Directors and Auditors, and any other documents accompanying or annexed to the balance sheets, the election of Directors in place of these retiring and the appointment and fixing of the remuneration of the Auditors.
36. No business shall be transacted at any General Meeting unless a quorum is present when the meeting proceeds to business. Save as herein otherwise provided, two members present in person or by proxy shall be a quorum.
37. If within half an hour from the time appointed for the holding of a General Meeting, a quorum is not present, the meeting, if convened on the requisition of members, shall be dissolved. In any other case it shall stand adjourned to the same day in the next week at the same time and place or to such time and place as the Directors may determine and if at such adjourned meeting a quorum is not present within half an hour from the time appointed for holding the meeting, the members present shall be a quorum.
38. The Chairman (if any) of the Board of Directors shall preside at every General Meeting, but if there be no such Chairman, or if at any meeting he shall not be present within fifteen minutes after the time appointed for holding the same, or shall be present but unwilling to act as Chairman, the members present shall choose some Director, or if no Director be present, or if all the Directors decline to take the chair, they shall choose some member present to be Chairman of the Meeting.
39. The Chairman of any meeting at which a quorum is present may, with the consent of the meeting, and shall, if so directed by the meeting, adjourn the meeting from time to time and from place to place as the meeting shall determine. Whenever a meeting is adjourned for fourteen days or more, notice of the adjourned meeting shall be given in the same manner as in the case of an original meeting. Save as aforesaid, no member shall be entitled to any notice of an adjournment or of the

business to be transacted at an adjourned meeting. No business shall be transacted at any adjourned meeting other than the business which might have been transacted at the meeting from which the adjournment took place.

40. At all General Meetings a resolution put to the vote of the meeting shall be decided on a show of hands, unless before or upon the declaration of the result of the show of hands a poll be demanded by the Chairman or by at least two persons for the time being entitled to vote rights of all the members having the right to vote at the meeting, or by a member or members holding shares conferring a right to vote at the meeting being shares on which an aggregate sum has been paid up equal to not less than one-tenth of the total sum paid up on all the shares conferring that right.
41. Subject as provided in Article 61, if a poll be demanded in manner aforesaid, it shall be taken in such manner, as the Chairman shall direct, and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.
42. No poll shall be demanded on the election of a Chairman of a meeting, or on any question of adjournment.
43. In the case of any equality of votes, whether on a show of hands or on a poll, the chairman of the meeting shall be entitled to a casting vote in addition to any other vote he may have.
44. The demand of a poll shall not prevent the continuance of a meeting for the transaction of any business, other than the question on which a poll has demanded.

#### VOTES OF MEMBERS

45. Subject to any rights or restrictions for the time being attached to any class or classes of shares, on a show of hands every member present in person shall have one vote, and on a poll every member shall have one vote for each share of which he is the holder.
46. If two or more persons are jointly entitled to a share, then in voting upon any question the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other holders of the share, and for this purpose seniority shall be determined by the order in which the names stand in the register of members. A proxy can only be from male bloodline of the family.
47. Subject to the provisions of the Act, a resolution in writing signed by all the members for the time being entitled to receive notice of and to attend and vote at General Meetings (or being corporations by their duly authorized representatives) shall be as valid and effective as if the same had been passed at a General Meeting of the Company duly convened and held and may consist of several instruments in the like form each executed by or on behalf of one or more members.

## DIRECTORS

48. Unless and until otherwise determined by the Company in General Meeting, the number of the Directors shall not be less than two. The first Directors of the Company shall be:
- (i) **Noorali Noordin Jafferjee**
  - (ii) **Mukarram Noordin Jafferjee**
  - (iii) **Murtaza Noordin Jafferjee Tarmal**
49. The remuneration of the Directors shall from time to time be determined by the Company in General Meeting. Unless otherwise directed by the resolution by which it is voted, any such remuneration shall be divided amongst the Directors as they may agree, or, failing agreement, equally. The Directors shall also be entitled to be repaid all traveling, hotel and other expenses properly incurred by them respectively in or about the performance of their duties as Directors, including their expenses of traveling to or from Board Meetings. If by arrangement with other Directors any Director shall perform or render any special duties or services outside his ordinary duties as a Director, the Directors may pay him special remuneration, in addition to his ordinary remuneration, and such special remuneration may be by way of salary, commission or participation in profits, or by any or all of those modes, or otherwise as may be arranged.
50. The office of a Director shall be vacated:
- (a) If he ceases to be a Director by virtue of any provision of the Act or he becomes prohibited by law from being a Director.
  - (b) If a receiving order is made against him or he makes any arrangement or composition with his creditors.
  - (c) If he becomes of unsound mind and either he is admitted to hospital in pursuance of an application for admission for treatment under the Mental Diseases Act (Cap.98) or an order is made by a Court having jurisdiction (whether in the Tanzania or elsewhere) in matter concerning mental disorder for his detention or for the appointment of a receiver, curator bonis or other person to exercise powers with respect to his property or affairs.
  - (d) If by notice in writing given to the Company he resigns his office.

## POWERS AND DUTIES OF DIRECTORS

51. The business of the Company shall be managed by the Directors, who may pay all such expenses of and preliminary and incidental to the promotion, formation, establishment and registration of the Company as they think fit, and may exercise all such powers of the Company, and do on behalf of the Company all such acts as may be exercised and done by the Company, and as are not by the Act or these Articles required to be exercised or done by the Company in General Meeting subject nevertheless to any regulations of this Articles, to the provisions of the

Act to any directors given by special resolution but no alteration of the Articles and no such direction shall invalidate any prior act of the Directors which would have been valid if such alteration had not been made or that direction had not been give.

52. The Directors may borrow or raise from time to time for the purpose of the Company or secure the payment of such sums as they think fit, and may secure the repayment or payment of any such sums by mortgage or charge upon all or any of the property or assets of the Company or subject (in the case of any security convertible into shares) to the provisions of Article 8, by the issue of debentures, debenture stock and other securities as they may think fit. (Provided that the amount for the time being remaining un discharged of monies borrowed, raised or secured by the Directors shall not at any time exceed (twice the nominal amount of the issued share Capital for the time being of the Company) without the sanction of the Company in General Meeting; but no lender shall be bound to see that this limit is observed.
53. Subject to the provisions of the Act, the Directors on behalf of the Company may pay a gratuity or pension or allowance on retirement to any Director or former Director who has held any executive office or employment with the Company or to his widow or dependants and may make contributions to any fund and pay premiums for the purchase or provision of any such gratuity, pension or allowance.
54. The continuing Directors may act at any time notwithstanding any vacancy in their body; provided always that in case the Directors shall at any time be reduced in number to less than the minimum number prescribed by or in accordance with these Articles, it shall be lawful for them to act as Directors for the purpose of filling up vacancies in their body, or of summoning a General Meeting of the Company, but not for any other purpose.
55.
  - (a) Subject to the provisions of the Act a Director notwithstanding his office may contract with, be a party to, or otherwise interested in any contract or proposed contract or arrangement with the Company or in which the Company is otherwise interested and shall not be liable to account for any profit or other benefit derived by him by reason of any such matter and no such contract, proposed contract, transaction or arrangement shall be liable to be avoided on the ground of any such interest or benefit. Provided that the nature and extent of the interest of the Director be declared at a meeting of the Directors in full compliance with section 209 of the Act.
  - (b) For the purposes of paragraph (a) a general notice given to the Directors at such meeting by a Director to the effect either that he is a member of a specified Company or firm and is to be regarded as interested in any contract, transaction or arrangement which may, after the date of the notice, be made with the specified person who is connected with him shall be sufficient declaration of interest in relation to any such contract, transaction or arrangement.

29.

- (c) A Director may vote at a meeting of the Directors or of a committee of Directors upon any resolution concerning a contract, proposed contract, transaction or arrangement in which he has, whether directly or indirectly, an interest or upon any matter arising there from, and if he shall so vote his vote shall be counted and he shall be taken into account in determining whether a quorum is present at such meeting.

### PROCEEDINGS OF DIRECTORS

56. The Directors may meet together for the dispatch of business, adjourn and regulate their meetings in accordance with these Articles and otherwise as they think fit.
57. The Directors may, and on the request of a Director the Secretary shall, at anytime summon a meeting of the Directors. Notice of a meeting of Directors shall be given to all Directors.
58. The Board shall act by majority vote only.
59. The Chairman shall be one and shall have a casting vote.
60. At any Board Meeting the Directors present shall each be entitled to cast one vote each.
61. (a) A Director (other than an alternate Director) may from time to time by notice in writing to the Company appoint any Director or any person approved by his co-Directors to act as an alternate Director at any meeting of the Board from which he is himself absent, and may in like manner remove any person so appointed from office.
- (b) An alternate Director appointed under this Article shall not be entitled to any remuneration from the Company, but he shall be entitled, while holding office as such, to receive notice of all meetings of Directors and of all meetings of committees of Directors of which his appointer is a member and to attend and vote thereat in place of and in the absence of the Director appointing him.
- (c) Such alternate Director shall cease to be an alternate Director if his appointer ceases to be a Director; but if a Director retires by rotation or otherwise but is re-appointed or deemed to have been re-appointed at the meeting at which he retires, an appointment of an alternate Director may by him which was in force immediately prior to his retirement shall continue after his re-appointment.
- (d) An alternate Director shall be deemed for all purposes (save for the appointment of an alternate Director under this Article) a Director and shall alone be responsible for his own acts and defaults and he shall not be deemed to be the agent of the Director appointing him.

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- (e) A person who holds office only as an alternate Director shall, if his appointer is not present, be taken into account in reckoning a quorum at any meeting of the Directors or any committee of the Directors.
62. The Directors may delegate any of their powers to committees consisting of such member or members of their body, as they think fit. Any committees so formed shall in the exercise of the powers so delegated conform to any regulations that may be imposed on it by the Directors.
63. The Directors shall cause proper minutes to be made of all General Meetings of the Company and proper records to be kept of all Written Resolutions (and of signatures) and also of all appointments of officers, and of proceedings of all meetings of Directors and committees, and of the attendances thereat, and all business transacted at such meetings. All such minutes and records (and signatures) shall be entered in books provided for the purpose. Any such record of a Written Resolution (and of the signatures) purporting to be signed by a Director or by the Secretary shall be evidence of the proceedings in agreeing to a Written Resolution and until the contrary is proved the requirements of the Act with respect to those proceedings shall be deemed to be complied with and any such minutes of any such meeting, if purporting to be signed by the Chairman of such meeting, shall be conclusive evidence without any further proof of the facts therein stated.
64. A resolution in writing signed by all the Directors for the time being entitled to receive notice of a meeting of the Directors or of a committee of Directors shall be as valid and effective for all purposes as a resolution passed at a meeting of the Directors or (as the case may be) a committee of Directors duly convened, held and constituted and may consist of several documents in the like form each signed by one or more Directors.

#### THE COMMON SEAL

65. The Company's common seal 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 one Director and of the Secretary, and such Director and the Secretary shall sign every instrument to which the common seal shall be affixed in their presence, and in favour of any purchaser or person bona fide dealing with the Company such signatures shall be conclusive evidence of the fact that the common seal has been properly affixed.

#### SECRETARY

66. The Secretary shall be appointed by the Directors for such term, at such remuneration and upon such conditions as they may think fit, and any Secretary so appointed may be removed by them.
67. No person shall be appointed or hold office as Secretary who is:
- (a) the sole Director of the Company; or

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- (b) a corporation the sole Director of which is the sole Director of the Company;
  - (c) the sole Director of a corporation which is the sole Director of the Company.
68. A provision of the Act or these presents requiring or authorizing a thing to be done by or to a Director and the Secretary shall not be satisfied by its being done by or to the same person acting both as Director and as, or in place of, the Secretary.

#### **DIVIDENDS AND RESERVE FUNDS**

69. Subject to any rights or privileges for the time being attached to any shares in the Capital of the Company have preferential, deferred or other special rights in regard to dividends, the profits of the Company which it shall from time to time be determined to distribute by way of dividend shall be applied in payment of dividends upon the shares of the Company in proportion to the amounts paid up thereon respectively otherwise than in advance of calls.
70. If any share is issued on terms providing that it shall rank for dividend as from a particular date that share rank for dividend accordingly.
71. Subject to the provisions of the Act, the Company in General Meeting may from time to time declare dividends, but no such dividend shall exceed the amount recommended by the Directors.
72. Subject to the provisions of the Act, the Directors may pay interim dividends if it appears to them that they are justified by the profits of the Company available for distribution. If the share Capital is divided into different classes of shares, the Directors may pay interim dividend on shares which confer deferred or non-deferred rights with regard to dividend as well as on shares which confer preferential rights with regard to dividends, but no interim dividend shall be paid on shares carrying deferred or non-preferred rights if, at the time of payment, any preferential dividend is in arrears. The Directors may also pay at intervals settled by them any dividend payable at a fixed rate if it appears to them that the profits available for distribution justify the payment. Provided the Directors act in good faith they shall not incur any liability to the holders of shares conferring preferred rights for any loss they may suffer by the lawful payment of an interim dividend on any shares having deferred or non-deferred rights.
73. With the sanction of a General Meeting, dividends may be paid wholly or in part in specie, and may be satisfied in whole or in part by the distribution amongst the members in accordance with their rights of fully paid shares, stock or debentures or any other property or assets suitable for distribution as aforesaid. The Directors shall have full liberty to make all such valuations, adjustments and arrangements, and to issue all such certificates or documents of title as may in their opinion be necessary or expedient with a view to facilitating the equitable distribution amongst the members of any dividends or portions of dividends to be satisfied as aforesaid or to giving them the benefit of their proper shares and interests in the property, and no valuation, adjustment or arrangement so made shall be questioned by any member.

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74. The Directors may, before recommending any dividend set aside out of the profits of the Company such sums as they think proper to a reserve fund or reserve account, which shall at the discretion of the Directors be applicable for any purpose for which the profits of the Company may lawfully be applied. The Directors may also from time carry forward such sums, as they may deem expedient in the interests of the Company.
75. The Directors may deduct from any dividend or other monies payable in respect of any shares held by a member, either alone or jointly with any other member, all such sums of money (if any) as may be due and payable by him either alone or jointly with any other person to the Company on account of calls or otherwise in relation to the shares of the Company.
76. Any dividend, installment or dividend or interest in respect of any shares may be paid by cheque or warrant payable to the order of the member entitled thereto, or (in the case of joint holders) of that member whose name stands first on the register in respect of the joint holding.
77. Every such cheque or warrant shall (unless otherwise directed) be sent by post to the last registered address of the member entitled thereto, and the receipt of the person whose name appears on the register of members as the holder of any share, or, in the case of joint holders, of any one of such holders, or of his or their agent duly appointed in writing, shall be a good discharge to the Company for all dividends or other payments made in respect of such share. Every such cheque or warrant shall be sent at the risk of the person entitled to the money represented thereby.
78. No dividend or other monies payable in respect of a share shall bear interest as against the Company unless otherwise provided by the rights attached to the share.
79. Any dividend which has remained unclaimed for twelve years from the date when it became due for payment shall, if the Directors so resolve, be forfeited and cease to remain owing by the Company.

#### **CAPITALISATION OF RESERVES**

80. The Company in General Meeting may upon the recommendation of the Directors resolve that it is desirable to Capitalize any undivided profits of the Company (not being required for the payment or provision of any fixed preferential dividend) standing to the credit of any of the Company's reserve accounts or to the credit of the profit and loss account or otherwise available for distribution and accordingly that such sum beset free for distribution amongst the members who would have been entitled thereto if the same had been distributed by way of dividend and in the same proportions on condition that the same be not paid in cash but be applied either in or towards paying up any amounts for the time being unpaid on any shares held by such members respectively or paying up in full un issued shares or debentures of the Company to be allotted and distributed credited as fully paid up to and amongst such members in the proportion aforesaid, or partly in the one

way and partly in the other and the Directors shall give effect to such resolution. Provided always that an amount standing to the credit of a share premium account or Capital redemption reserve may, for the purposes of this Article, only be applied in the paying up of un issued shares to be allotted to members of the Company as fully paid bonus shares.

81. The Company in General Meeting may upon the recommendations of the Directors resolve that it is desirable to Capitalize any part of the amount for the time being standing to the credit of any reserve account of the Company or its profit and loss account which is not available for distribution by applying such sum in paying up in full un issued shares to be allotted as fully paid bonus shares to those members of the Company who would have been entitled to that sum if it were distributed by way of dividend and in the same proportions and the Directors shall give effect to such resolution.
82. Whenever a resolution is passed in pursuance of Article 109 or 110 the Directors shall make all appropriations and applications of the undivided profits resolved to be capitalized thereby, and all allotments and issues of fully paid shares or debentures, if any, and generally shall do all acts and things required to give effect thereto. Where any difficulty arises in respect of any such distribution the Directors shall settle the same as they think expedient, and in particular they may issue fractional certificates, fix the value for distribution of any fully paid up shares or debentures, make cash payments to any shareholders on the footing of the value so fixed in order to adjust rights, and vest any such shares or debentures in trustees upon such trusts for or for the benefit of the persons entitled to share in the appropriation and distribution as may seem just and expedient to the Directors. When deemed requisite the Directors may authorize any person to enter on behalf of all the members concerned into an agreement with the Company providing for the allotment to them respectively, credited as fully paid, if any shares or debentures to which they are entitled upon such Capitalization, any agreement made under such authority being binding on all such members.

#### ACCOUNTS

83. The Directors shall cause accounting records to be kept in accordance with the provisions of the Act.
84. The Directors shall from time to time determine whether and to what extent and at what times and places and under what conditions or regulations the accounting records of the Company, or any of them, shall be open to the inspection of members, and no member (other than an officer of the Company) shall have any right of inspecting any of the accounting records of the Company except as conferred by the Act authorized by the Directors or by a resolution of the Company in General Meeting. The Company's accounting records shall at all times be open to inspection by the officers of the Company.
85. The Directors shall from time to time in accordance with the provisions 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 required by the Act.

86. A copy of every Balance Sheet (including every document required by law to be annexed thereto) which is to be laid before the Company in General Meeting, together with a copy of the auditors' report, shall not less than twenty-one days before the date of the meeting be sent to all persons entitled to receive notices of General Meetings of the Company.

#### AUDIT

87. Once at least in every year the accounts of the Company shall be examined, and the correctness of the Profit and Loss Account and Balance Sheet ascertained by one or more properly qualified Auditor or Auditors.
88. The appointment, powers, rights, remunerations and duties of the Auditors shall be regulated by the provisions of the Act relating thereto.

#### NOTICES

89. Any notice to be given pursuant to these Articles shall be in writing and may be served by the Company upon any member either personally or by sending it through the post in a prepaid letter addressed to such member at his registered address as appearing in the register of members or by leaving at that address.
90. All notices directed to be given to the members shall, with respect to any share to which persons are jointly entitled, be given to whichever of such persons is named first in the register of members, and any notice so given shall be sufficient notice to the holders of such share.
91. Any member described in the register of members by an address not within Tanzania, who shall from time to time give the Company an address within Tanzania at which notices may be served upon him, shall be entitled under these Articles if he had a registered address within Tanzania, but, save as aforesaid, and as provided by the Act, only those members who are described in the register of members by an address within Tanzania shall be entitled to receive notices from the Company.
92. Every person who becomes entitled to a share shall be bound by any notice in respect of that share which, before his name is entered in the Register of Members, has been duly given to a person from whom he derives his title.
93. A notice may be given by the Company to the persons entitled to any share in consequence of the death or bankruptcy of a member by sending it through the post in a prepaid letter addressed to them by name or by the title of representatives or trustees of such deceased or bankrupt member, at the address (if any) in Tanzania supplied for the purpose by such persons as aforesaid, or (until such an address has been supplied) by giving the notice in the manner in which the same would have been given if the death or bankruptcy had not occurred.
94. Any notice or other document, if served or sent by post, shall be deemed to have been served or delivered at the expiration of 48 hours from the time when the

envelope containing the same was posted and in any other case at the time at which the letter would be delivered in the ordinary course of post.

### REDEMPTIONS

95. (1) The Company may, at any time, give to each member not less than two weeks' notice of its intention to redeem any part (but not all) of the redeemable preference shares then in issue (a "Redemption Notice").
- (2) Any Redemption Notice shall be in writing and shall specify the date fixed for redemption ("the Redemption Date"), the number of redeemable preference shares of each holder to be redeemed on the Redemption Date and the amount payable on redemption of each redeemable preference share to be redeemed.
- (3) The amount payable on redemption in respect of each redeemable preference share to be redeemed shall be such amount as shall be determined by the Directors.
- (4) If any share certificates have been issued in respect of redeemable preference shares to be redeemed then, on each Redemption Date the holders of the redeemable preference shares to be redeemed who have share certificates in respect of such redeemable preference shares shall be bound to deliver to the Company the certificate of such redeemable preference shares for cancellation, and thereupon the Company shall pay to (or to the order of) such holders the amounts payable in respect thereof and such payment shall be made through a bank if the Company shall think fit. If any certificate delivered to the Company shall include redeemable preference shares not redeemed on the occasion for which it is so delivered, the Company shall forthwith issue without charge a fresh certificate for such redeemable preference shares.
- (5) Redemption of redeemable preference shares shall be made pro-rata to the holdings of the holders of redeemable preference shares and the amounts payable on redemption shall be provided out of the share premium account of the Company and/or the profits and reserves of the Company which may lawfully be utilized to redeem the redeemable preference shares or the proceeds of a fresh issue of shares. Such profits shall not include unrealized Capital profits.
- (6) Redeemable preference shares shall not be redeemable at the option of the holders of such redeemable preference shares.

### UNTRACEABLE MEMBERS

96. (1) The Company shall be entitled to sell at the best price reasonably

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## WINDING UP

97. (1) If the Company shall be wound up the liquidator shall apply the assets of the Company in satisfaction of creditors' claims in such manner and order as he thinks fit.
- (2) The assets available for distribution among the members shall then be applied in the following priority:
- (a) First, in the payment to the holders of redeemable preference shares in respect of each redeemable preference share held by them of a sum equal to the nominal value and share premium paid on each redeemable preference share at the time of allotment to the extent that there are sufficient assets available to enable such payment to be made;
  - (b) Second, in the payment to the holders of the ordinary shares in respect of each ordinary share held by them of a sum equal to the nominal value of each such ordinary share to the extent that there are sufficient assets available to enable such payment to be made; and
  - (c) Third, the surplus assets of the Company (if any) shall be divided among the members.
98. If the Company shall be wound up the liquidator may, with the sanction of an extraordinary resolution of the Company and any other sanction required by the Act, divide amongst the members in specie or kind the whole or any part of the assets of the Company (whether they shall consist of property of the same kind or not) and may, for such purpose set such value as he deems fair upon any property to be divided as aforesaid and may determine how such division shall be carried out as between the members or different classes of members. The liquidator may, with the like sanction, vest the whole or any part such assets in trustees upon such trusts for the benefit of the contributories as the liquidator, with the like sanction, shall think fit, but so that no member shall be compelled to accept, any shares or other securities whereon there is any liability.

## INDEMNITY

99. Subject to the provisions of the Act but without prejudice to any indemnity to which a Director may otherwise be entitled, every Director or other officer or Auditor 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 judgment is given in his favour or in which he is acquitted or in connection with any application in which relief is granted to him by the Court from liability for negligence, default, breach of trust in relation to the affairs of the Company.

*Dr.*

Names, Postal Address and Description	Number of Shares taken by each Subscriber	Signature of Subscriber
Noorali Noordin Jafferjee Tarmal Building, Ronald Ngala road, Sabasaba, P.O. Box 81292-80100, Mombasa, Kenya	100	
Mukarram Noordin Jafferjee Tarmal Building, Ronald Ngala road, Sabasaba, P.O. Box 81292-80100, Mombasa, Kenya	100	
Murtaza Noordin Jafferjee Tarmal Tarmal Building, Ronald Ngala road, Sabasaba, P.O. Box 81292-80100, Mombasa, Kenya	100	

Dated this 21<sup>ST</sup> day of DECEMBER 2020

WITNESS to the above signatures:

Name: BENSON ADAM MAHUNA

Signature:

Postal Address: G7165 DAR ES SALAAM

Qualification: ADVOCATE

