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AUGUSTINE M. KUSALIKA

21/01/2022

TANZANIA



## Register of Companies Detailed information

**Information date and time:** 28/09/2021 10:50:53

**Last update date and time:** 17/08/2021 10:42:00

**Registration date and time:** 30/10/1981 00:00:00

- Status:** Registered
- Incorporation number:** 8514
- Company:** NYANZA ROAD WORKS LIMITED
- Company type:** Private company Limited by shares
- Registered office:** Region Mwanza, District Ilemela, Ward Ilemela, Postal code 33205, Street Bwiru, Road Bwiru, Plot number 66/67, Block number A, House number IL/BW/ 66/67
- Contacts:** Email: ikpatel@nyanzaroad.com, Mob no/Tel no: 0713325035, P.O.Box 1273

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Notary Public & Commissioner of Oaths

18/01/2022

7. **Business activity:** 4100 - Construction of buildings  
4290 - Construction of other civil engineering projects  
4210 - Construction of roads and railways  
4220 - Construction of utility projects  
0899 - Other mining and quarrying n.e.c.  
4390 - Other specialized construction activities  
0990 - Support activities for other mining and quarrying  
0161 - Support activities for crop production  
0162 - Support activities for animal production  
5229 - Other transportation support activities  
4659 - Wholesale of other machinery and equipment  
4663 - Wholesale of construction materials, hardware, plumbing and heating equipment and supplies  
4752 - Retail sale of hardware, paints and glass in specialized stores  
4753 - Retail sale of carpets, rugs, wall and floor coverings in specialized stores  
4759 - Retail sale of electrical household appliances, furniture, lighting equipment and other household articles in specialized stores  
7710 - Renting and leasing of motor vehicles  
7730 - Renting and leasing of other machinery, equipment and tangible goods  
6810 - Real estate activities with own or leased property  
6820 - Real estate activities on a fee or contract basis  
7110 - Architectural and engineering activities and related technical consultancy  
7120 - Technical testing and analysis  
7490 - Other professional, scientific and technical activities n.e.c.  
3100 - Manufacture of furniture  
2392 - Manufacture of clay building materials  
2394 - Manufacture of cement, lime and plaster  
2396 - Cutting, shaping and finishing of stone  
2395 - Manufacture of articles of concrete, cement and plaster  
2393 - Manufacture of other porcelain and ceramic products  
2391 - Manufacture of refractory products  
4923 - Freight transport by road  
5210 - Warehousing and storage  
4311 - Demolition  
4312 - Site preparation  
4321 - Electrical installation  
4322 - Plumbing, heat and air-conditioning installation  
4329 - Other construction installation  
4330 - Building completion and finishing
8. **Directors / Directors in the country of origin:** INDRA KHIMJI PATEL, Tanzania  
AVINASH KHIMJI PATEL, Tanzania  
SUBHAS KHIMJI PATEL, Tanzania  
NARENDRA KHIMJI PATEL, Tanzania  
JAY RAJNIKANT PATEL, Tanzania
9. **Company secretary / Company secretary in the country of origin:** KIRITKUMAR MORAR SIDPARA, Tanzania
10. **Authorised share capital:** 3000000000 TZS
11. **Class of shares:** Class Ordinary: 3000000 shares, 1000 TZS/share, 3000000000 TZS
12. **Shareholders:** INDRA KHIMJI PATEL Class Ordinary 200000 shares taken  
AVINASH KHIMJI PATEL Class Ordinary 200000 shares taken  
SUBHAS KHIMJI PATEL Class Ordinary 200000 shares taken  
NARENDRA KHIMJI PATEL Class Ordinary 200000 shares taken  
JAY RAJNIKANT PATEL Class Ordinary 200000 shares taken

Information ordered by: INDRA PATEL

NOTE. Information printed from the Register of Company is true and complete as per extract generation date and time. Please be advised to refer to the Online Registration System at BRELA (ors.brela.go.tz) for an up-to-date information regarding given Company.



Princ. Asst. Registrar of Companies

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AUGUSTINE M. KUSALIKA  
Notary Public & Commissioner of Oaths

18/05/2022

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AUGUSTINE M. KUSALIKA  
Notary Public & Commissioner for Oaths

THE COMPANIES ORDINANCE (CAP. 212)

COMPANY LIMITED BY SHARES

MEMORANDUM

AND

ARTICLES OF ASSOCIATION

OF

HYALEA ROAD WORKS LIMITED

Incorporated this *30<sup>th</sup>* day of *October* 19*81*

INDRA KILMJI PATEL  
A PROPRIETOR OF THE COMPANY  
P.O. BOX 1273  
MWANZA.

Certified True Copy of the Original  
Sign: *[Signature]* Date: *24/5/2022*  
MASHUKURA MUSTAPHA SALUM  
Advocate, Notary  
Public & Commissioner for Oaths

Certified as True Copy of the Original:

AUGUSTINE M. KUSALIKA  
Notary Public, An Commissioner of Oaths

THE COMPANIES ORDINANCE (CAP. 212)

COMPANY LIMITED BY SHARES

MEMORANDUM

AND

ARTICLES OF ASSOCIATION

OF

NYANZA ROAD WORKS LIMITED

Incorporated this 30<sup>th</sup> day of October 1984

INDIRA KHIMJI PATEL,  
A PROPRIETOR OF THE COMPANY  
P.O. BOX 1273  
NYANZA.

Certified as True Copy of the Original  
AUGUSTINE M. KUSALIKA  
Notary Public & Commissioner of Oaths  
2016

THE UNITED REPUBLIC OF TANZANIA

Certificate of Incorporation

9514  
No.....

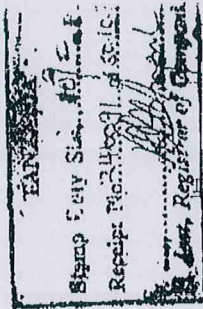
I HEREBY CERTIFY that NYANZA ROAD WORKS  
LIMITED is this day Incorporated under the Companies  
Ordinance (Cap. 212) and that the Company is Limited.

Given under my hand at Dar es Salaam  
this 30<sup>th</sup> day of October One thousand nine  
hundred and eighty one.

Sd. R. B. Mugulur'  
Asst. Registrar of Companies.

S E A L

Certified True Copy of the Original  
Sign: MASHUKURA Date: 24/5/2022  
MASHUKURA MUSTAPHA SALUM  
Advocate, Notary  
Public & Commissioner for Oaths



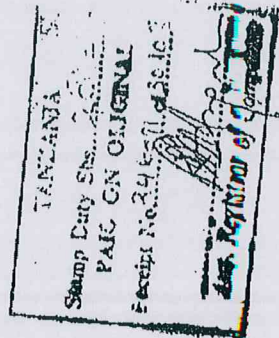
THE COMPANIES ORDINANCE (CAP. 212)

COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION

OF

NYANZA ROAD WORKS LIMITED



1. The name of the Company is "NYANZA ROAD WORKS LIMITED".
2. The Registered Office of the Company will be situated in Mainland, Tanzania.
3. The objects for which the Company is established are:-
  - a) To carry on the trade or business of builders and contractors for construction work of any kind, and for the alteration, improvements, and destruction of any building of structure and to carry on the trade or business of civil constructional, electrical and general engineers, and to enter into any contracts in relation to, and to alter, repair, pull down and restore, either alone or jointly with any other persons, firms, or companies, works of all descriptions including, but not limited to roads, bridges, warehouses, factories, mills, wharves, docks, piers, godowns, dwelling houses, flats, hotels, safari and game lodges, engines, machinery, railways, tramways, rolling stock, ships and vessels of every description, electric works water works, drainage and sewage works and buildings and structures of every description.
  - b) To carry on the business of transporters and running omnibus motor cars and other public or private conveyance and garage proprietors, cars, carriages, cabs and fly or other vehicles dealers, manufacturers and repairers, dealers in motor accessories of all kinds and to transport passengers and goods and generally to carry on the business of private and/or common carriers.
  - c) To carry on all or any of the business of stationers, printers, plumbers, decorators, electrical wiring general merchants, general store-keepers, universal providers, importers, and exporters and wholesale and/or retail traders of or otherwise dealers of and in hardware, electrical goods sanitaryware and all types of building materials, glassware, crockery, cutlery, ironmongery, textiles, textile piecegoods, ready-made garments, footwear, hosiery sundries and other household fittings and requirements and other articles and commodities of personal and household drugs wines, spirits liquors, surgical optical photographic and other instruments apparatus and materials and generally in all manufactured goods of all types of and merchandize of all kinds.
  - d) To carry on the business as developers of immovable property of all kinds and whether urban or rural and to construct erect and maintain either by the Company or by any other person firm or company buildings, structures, houses, flats, shops, hotel, factories godowns, sewers, roads, street and all other works erections and things of any descriptions whatsoever either upon land acquired by the Company or upon other land and generally to alter develop and improve land and other property.
  - e) To carry on the business of timber and timber merchants, timber yard and saw mill proprietors.
  - f) To establish depots and agencies in different parts of the world for purpose of carrying on any or all of the businesses of the

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Sign: ~~MAA~~ Date: 24/5/2022  
MASHUKURA MUSTAPHA SALUM  
Advocate, Notary  
Public & Commissioner for Oaths

- g) To carry on the business of importers, dealers and distributors of kerosene, petrol, motor spirit, mineral oil crude oil; petroleum, lubricating oil, grease and all other kinds of mineral and petroleum products.
- h) To carry on any other business which may seem to the Company capable of being conveniently carried on in connection with the above or calculated directly or indirectly to enhance the value of or render profitable any of the Company's property or rights.
- i) To establish depots and agencies in different parts of the world for the purpose of carrying on any or all of the business of the Company.
- j) To carry on the business of general merchants, general store-keepers, universal providers, importers, exporters and wholesale and/or retail traders of or otherwise dealers of and in cotton, silk, and woollen goods and textile fabrics of all kinds.
- k) To enter into any arrangements and contracts with Government or Authorities (supreme, municipal, Local or otherwise) or any corporations, companies or persons, having objects that may seem conducive to the Company's object or any of them and to obtain from any such Government Authority, Corporation, Company, or persons any characters, contracts, decrees, rights, privileges and concessions.
- l) To purchase, take on lease, option or licence, exchange, or otherwise acquire in any part of the world, prospecting rights and contracts, leases, options, mineral properties, grants, concessions, charters, privileges, licences or authorities of and over mines, land and mineral or other properties either absolutely or conditionally.
- m) To borrow or raise or secure the payment of money in such manner as the Company shall think fit, and in particular by the issue of debenture stock, certificates or other securities, perpetual or otherwise charged upon all or any other Company's rights and property (present and future) including any uncalled capital or without any such security and to purchase, redeem, or pay off any such security or loan.
- n) To amalgamate with, or enter into partnership or into any arrangement for sharing profits, union of interest, co-operation, joint venture, reciprocal concession or otherwise with any person or company carrying on or engage in, or about to carry on or engage in any business or transaction which this Company is authorised to carry on, or engage in any business or transaction capable of being conducted so directly or indirectly to benefit this Company. And to take or otherwise acquire shares and securities of any such Company, and sell, hold re-issue with or without guarantee, or otherwise deal with the same.
- o) To promote another company for the purpose of acquiring all or any of the property and liabilities of this Company, or for any other purpose which may seem directly or indirectly calculated to benefit this Company.
- p) To sell or dispose of the undertaking and property of the Company or any part thereof, for such consideration as the Company may think fit, and in particular for shares, debentures, or securities of any other Company having objects altogether or in part similar to those of this Company.
- q) To carry on the business by wholesale or retail of automotive spares and parts of all description tyres and tubes batteries battery solution and all other spares accessories and goods as may be conveniently sold therewith and all things capable of being used therewith or in the maintenance, repair and manufacture thereof.

- r) To carry on the business of saw mills and the preparation of timber for market and the manufacture of and dealing in all articles made of or principally made of wood.
- s) To construct, erect, maintain and alter any buildings, machinery plant works necessary or convenient for the purpose of the Company.
- t) To undertake and execute any contracts for work involving the supply or use of any machinery and to carry out any ancillary or other work comprised in such contracts, carrying passengers and goods in Tanzania.
- u) Generally to purchase, take on lease or in exchange hire or otherwise acquire any real and personal property and any rights or privileges which the Company may think necessary or conveniently for the purpose of its business and in particular any land, buildings, easements machinery plant and stock-in-trade.
- v) To invest and deal with moneys of the Company not immediately required upon such securities and in such manner as the Company may from time to time determine.
- w) To remunerate any person or company for services rendered or to be rendered in placing or assisting to place or guaranteeing the placing of the shares in the Company's capital, or any debentures or other securities of the Company or the conduct of its business.
- x) To distribute any part of the property of the Company in specie among the members.
- y) To lend and advance money and give credit to such persons or companies as may seem expedient and in particular to members of the Company and customers and others having dealing with the Company and to guarantee the performance of contracts by such person.
- z) To draw, make accept endorse discount execute and issue cheques promissory notes bills of exchange, bills of lading, warrants debentures and other negotiable or transferable instruments.
- aa) To do all or any of the above things in any part of the world as principals, agents, contractors trustees or otherwise alone or in conjunction with others.
- bb) To pay the expenses of and preliminary and incidental to the promotion establishment and registration of the Company or of any other company promoted, formed established or registered by the Company and all brokerage, discount and other expenses lawfully payable which may at any time and from time to time be deemed expedient for taking, placing or under-writing all or any of the shares or debentures, or other obligations of the Company or of any Company so promoted, formed, established or registered by the Company.
- cc) To obtain all powers and authorities necessary to carry out or extend any of the above objects.

The objects set forth in any sub-clause of this clause shall not except when the context expressly so required, be in anywise limited or restricted by reference to or inference from the terms of any sub-clause or by the name of the Company. None of such sub-clause or the objects therein specified or the powers thereby conferred shall be deemed subsidiary

or

auxiliary merely to the objects mentioned in the first sub-clause of this clause, but the company shall have full power to exercise all or any of the powers conferred by any part of this clause in any part of the world and notwithstanding that the business undertaking, property or acts proposed to be transacted, acquired, dealt with or performed do not fall within the objects of the first sub-clause of this clause.

AND it is hereby declared that the word "COMPANY" in this clause shall be deemed to include any partnership or other body of persons, whether incorporated or unincorporated, and whether domiciled in East Africa or elsewhere and the intention is that the objects specified in each paragraph of this clause shall except where otherwise expressed in such paragraph be independent main objects and shall in no wise be limited or restricted by a reference to or inference from the terms of any other paragraph or the name of the Company.

4. The liability of the members is limited.

5. The initial capital of the Company is Shs. 300,000/- divided into 300 shares of Shs.1,000/- each and the Company shall have the power to divide the original or any increased capital into several classes, and to attach thereto any preferential, deferred, qualified or other special rights, privileges, restrictions or conditions.

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:

Certified as True Copy of the Original  
 AUGUSTINE M. KUSALIKA  
 Notary Public & Commissioner of Oaths  
 24/10/2022

Names, Addresses and Descriptions of Subscribers	Number of shares taken	Signature
INDRA KHIMJI PATEL A DIRECTOR OF THE COMPANY P.O.Box 1273 MWANZA	20	(I K PATEL)
RAJNIKANT KHIMJI PATEL A DIRECTOR OF THE COMPANY P.O.Box 940 MWANZA	20	(R K PATEL)
AVINASH KHIMJI PATEL A DIRECTOR OF THE COMPANY P.O.Box 940 MWANZA	20	(A K PATEL)
SUBHASH KHIMJI PATEL A DIRECTOR OF THE COMPANY P.O.Box 1273 MWANZA	20	(S K PATEL)
NARENDRA KHIMJI PATEL A DIRECTOR OF THE COMPANY P.O.Box 940 MWANZA	20	(N. K PATEL)

Mwanza  
 DATED at Mwanza this 23rd day of October 1961

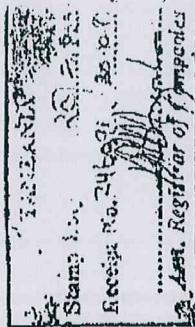
WITNESS to the above Signatures:

Signature:.....

Postal Address:..... P.O.Box 746 Mwanza

Qualification:..... ACCOUNTANT

Certified True Copy of the Original  
 Sign: MASHUKURA MUSTAPHA SALIM  
 Date: 24/10/2022  
 Advocate, Notary Public & Commissioner for Oaths



THE COMPANIES ORDINANCE (CAP. 212)

COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

OF

NYANZA ROAD WORKS LIMITED



PRELIMINARY

1. In these Regulations:-

"The Ordinance" means the Companies Ordinance Chapter 212 of the Laws of Tanzania.

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

Unless the context otherwise requires, the expressions defined in the Ordinance or any statutory modification thereof in force at the date at which these Regulations become binding on the Company, shall have the meanings 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, Co-operative Societies etc.

The Regulation of Table 'A' in the First Schedule to the Companies Ordinance (hereinafter called Table 'A' shall 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 Table 'A' 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 having been formerly in the employment of the Company were while in such employment and have continued after the determination of such employment to be members 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.

TRANSFER OF SHARES

3. The Directors may in their discretion and without assigning any reason thereof refuse to register the transfer of any share to any person whom 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 to 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 or 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 such shares to any member or members of the Company at a price to be agreed upon between the party giving such notice 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 or 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 shares 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 the same and as far as may be pro rata according to the number of shares already held by them respectively, or if there be only one such shareholder, the whole of such shares shall be sold to him, provided that 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 the single shareholder who shall have agreed to purchase the same.

GENERAL MEETINGS: NOTICE OF GENERAL MEETINGS AND PROCEEDINGS AT GENERAL MEETINGS

5. Articles 39 to 53 Table "A" shall apply subject 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 threefourths 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.

DIRECTORS

6. 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.

- 7 -

b) The following persons shall be the first Directors of the Company

1. INDIRA KHIMJI PATEL
2. RAJIBRANT KHIMJI PATEL
3. AVIHASH KHIMJI PATEL
4. SUBHASH KHIMJI PATEL
5. HARENDRA KHIMJI PATEL

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 moneys for the purposes of the Company which may exceed the issued share capital of the Company.

#### BORROWING POWERS

11. The Directors may raise or borrow for the purpose of the Company's business such sum or sums of money as they think fit and they 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 and future, including its uncalled or unissued capital or by the issue, at such price as they may think fit or bonds or debentures, either charged upon the whole or any part of the property and assets of the Company, or not charged, or in such other way as the Directors may think expedient.

#### ALTERNATE DIRECTORS

12. Each Director may nominate a person, who shall be approved of in writing by the other Director, to act as Alternate in his place during his absence from Tanzania or inability to act as such Director. Such Alternate Director shall be subject in all other respects to the terms and conditions existing with reference to the Directors and discharge all duties and functions of the Director whom he represents and in the case of an Alternate Director being unable to act during the absence or inability to act as the Director whom he represents he may subject to the like approval of the other Directors appoint a duly qualified person to act in his place.

#### SECRETARY

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

#### WINDING UP

14. 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 Member of the Company in specie 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.

INDEMNITY

15. 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 to 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 (under Section 345 of the Ordinance) in which relief is granted to him by the Court.

ALTERATION OR ADDITIONS

16. Subject to the provision of the Ordinance and to those contained in the Memorandum of Association of the Company may by Special Resolution make alteration or addition so made shall be as valid and effectual as if originally contained in these Articles and be subject in like manner to alteration by Special Resolution.

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 AUGUSTINE M. KUSALIKA  
 Notary Public & Commissioner of Oaths  
 21/10/2022

Names, Addresses and Descriptions of Subscriber	Number of shares taken	Signature
INDRA KHIMJI PATEL A DIRECTOR OF THE COMPANY P.O.Box 1273 MWANZA	20	<i>I Patel</i> (I K PATEL)
RAJNIKANT KHIMJI PATEL A DIRECTOR OF THE COMPANY P.O.Box 940 MWANZA	20	<i>R Patel</i> (R K PATEL)
AVINASH KHIMJI PATEL A DIRECTOR OF THE COMPANY P.O.Box 940 MWANZA	20	<i>A Patel</i> (A K PATEL)
SUBHASH KHIMJI PATEL A DIRECTOR OF THE COMPANY P.O.Box 1273 MWANZA.	20	<i>S Patel</i> (S K PATEL)
NAKENDRA KHIMJI PATEL A DIRECTOR OF THE COMPANY P.O.Box 940 MWANZA.	20	<i>N Patel</i> (N K PATEL)

Mwanza

DATED at Mwanza on this 23rd day of October 1981

WITNESS to the above signatures:

Signature: . . . *[Signature]* . . . . .  
 Postal Address: . . . P.O. Box 746, Mwanza  
 Qualification: . . . ACCOUNTANT

Certified True Copy of the Original  
 Sign: *[Signature]* Date: 24/10/2022  
 MASHUKURA MUSTAPHA SALUM  
 Advocate, Notary  
 Public & Commissioner for Oaths