



THE COMPANY ACT 2002

COMPANY LIMITED BY SHARES

MEMORANDUM

AND

ARTICLES OF ASSOCIATION

OF

CAPITAL QUARRIES LIMITED

.....
Incorporated this

day of

2016
.....

DRAWN BY: -
ABDALLAH AHMED MBARAK
(SUBSCRIBER)
P. O. BOX 182
DODOMA



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THE COMPANIES ACT 2002
COMPANY LIMITED BY SHARES
MEMORANDUM OF ASSOCIATION
OF
CAPITAL QUARRIES LIMITED

1. The name of the company is "CAPITAL QUARRIES LIMITED"
2. The Registered office of the Company will be situated in Tanzania
3. The objects for which the Company is established are:-
 - (a) To carry on the business as quarry master and stone merchants and to buy, sell get work snape, renew carve polish, crush and prepare for market or use stone or all kinds and also to carry on the business as road and pavement makers and repairs and manufacturers of and dealers in lime, cement, mortar and asphalt, bitumen gravel stones and concrete materials of all kinds and description and all other kinds of construction of which stone is required.
 - (b) To carry on all or any of the business of transport, carriage and haulage contractors, owners and charter of road vehicles, aircraft and ships and boats of every description and carriers of goods and passenger by road, rail, water or air and to establish, acquire, maintain and operate transport service of every description both public and private and all services ancillary thereto and for such purposes or as independent undertakings to purchase, take in exchange, charter, hire, build, contract or otherwise acquire and to own, operate, work, manage, maintain, repair, service and deal with and in road vehicles, aircraft and vessels of every supplies therefore and to conduct any such business within the country or any other state in Africa or Europe or Asia and or any other foreign country.
 - (c) To carry on the business of builders, contractors for construction works, renovation, decoration or demotion and to purchase otherwise acquire land for houses, offices, workshops and building premises.
 - (d) To engage and or carry on the business of road constructions, engineering, general civil works, buildings, renovations, office partitions, decoratories, maintainers of dilapidated buildings, plumbing, furniture manufactures, suppliers and exporters, residential and office furnishers and general to be designers and fabricators of all kinds of gadgets whatsoever, to be timber processors, sawmillers and suppliers of all kinds of timber, to be hardware and building materials suppliers, manufactures of electrical equipments and suppliers of same.
 - (e) To carry on the business of building contractors, masonry and general construction contractors and among other things to construct, execute, carry out, equip, improve, work and advertise railways, tramways, docks harbours, sharves, canals, water-courses, irrigations, reclamations, sewage, drainage and other sanitary works, water, gas, electric and other supply works, houses building and erections of every kind
 - (f) To provide the business of tour operators, travel agents, tourist agents and contractors, insurance forwarding and general agents, aircraft and ship owners, charters, hotels, apartment and lodging house keepers, caterers, advertising agents and generally to facilitate travelling and provide for

tourists and travellers or promote and provisions of facilities of every description and in particular by means of booking or travel ticket and hotel and lodging accommodation, providing guides, safe deposits, inquiry bureaux and baggage transport and arranging and operating tours.

- (f) To carry on or any of the trades and business of farmers, planters, graziers, breeders of the dealers in live stock market gardeners, arboriculturists, agriculturists horticulturists and dairymen and any other trade or business in connection with arboriculture, agriculture or horticulture.
- (g) To carry on the business of importers, exporters, buying selling, dealers in hardware, building materials, sanitary-ware, wall papers, roofing tiles, flooring tiles, supplying industrial equipments agricultural implements and equipment's spares of every description, plumbers, decorators, steel fabrication, machine shop, nickel plating, electric plating, making steel windows, doors, frames and roof trusses
- (h) To carry on business of minerals, oils, agricultural inputs, establishing farms and carrying on farming business, farm products, farm equipments and business of agency in agriculture related business. To act as agents or brokers and as trustees for any person or company and to undertake and perform sub-contracts and to all or any of the above business in any part of the world, and either as principle, agents, real estates, trustees, contractors or otherwise, and either alone or jointly with others and either by or through agents, sub-contractors, trustees or otherwise
- (i) To carry on the business of real estate agents, property managers, and realty administrators of buildings, services of letting or valuation, builders, contractors for construction works, renovation, decoration and demolition and to purchase otherwise acquire land for houses, offices, workshops and building premises.
- (j) To search for minerals and mines and to process and market minerals and gemstones of any kind whatsoever obtained from various sites in the United Republic of Tanzania and to purchase or otherwise acquire, hold, sell, exchange, work, exercise, develop, turn to account and dispose off gold, diamonds, any interests in the same, respectively, and to carry on the business of cutting and polishing precious stones, diamonds out of rough precious and semi-precious stones.
- (k) To maintain, repair, assemble, design, manufacture, import, export, purchase and sale of electronics, electric, and telecommunication equipment's of domestic, and industrial use, installation, designing, and consultancy services, assembly of electronic, electric and telecommunication appliances, establish, run and manage the electronics media industry as well as vocational training, and generally deal with all type of electric, electronic and telecommunication as well as mechanical in any manner as authorized by this memorandum or in any way connected to or incidental to the object of this company. To cooperate, collaborate, associate, ally, amalgamate, combine, join, league, link, mingle, unite with any company, partnership, government department, ministry, local authority, Non-governmental organization, private sector and institution, and any entity in furtherance of the objectives of the company

- (l) To carry on business as traders, merchants, manufactures, representatives, commission agents, importers, exporters, warehouse, shipping and forwarding agents, packers, carriers and freight contractors and to import, export, buy, sell, barter, exchange, store, pack, ship, transport and otherwise deal with foodstuff and consumable goods and articles of every description, household goods and textiles, metals, wood, plastic, paper and paper products, timber, articles and things manufactured therefrom, clothing, footwear, electrical apparatus and equipment, machinery, tools and materials, articles, merchandise, commodities, motor vehicles, spares, industrial machinery and goods of every description
- (m) To buy, sell (both to persons residing on the company's premises and to non-residents), import, produce, manufacture or otherwise deal in food and food products, meat, groceries, fruit, confectionery, wine, spirit, beer and alcoholic beverages, tobacco, druggist supplies, beverages, linen, furniture and furnishings and other articles required in the said businesses. To appropriate any part of the property of the company for the purpose or and to build or let shops, offices, and other places of business and to use or lease any part of the property of the company not required for the purposes aforesaid for any purpose for which it may be conveniently used or let.
- (n) To carry on all or any of the businesses of manufacturers, buyers, sellers, exporters, importers of and dealers in pharmaceuticals, medicinal, chemical, industrial and other preparations, veterinary and surgical instruments and appliances, medicines, medical preparations, liniments and lotions, and as chemist and druggists and to manufacture, refine, distil, manipulate, compound, prepare for market and deal in all kinds of chemical, medical and other articles, preparations, ingredients, commodities, products, substances and things necessary or which may be conveniently used or dealt with in connection with the company's business.
- (o) To carry on all or any business of travel agents, transport, cartage and haulage contractors, garage proprietors, owners and charterers of road vehicles, aircraft and ships, tugs, barges and boats of every description, lighter men and carriers of good passengers by road, rail, water or air, carmine, cartage contractors and agent, forwarding, transport and commission agents, customs agents, stevedores, harbingers, cargo superintendents, packets, four travel expedition and safari operators, travel tickets and commission agents, haulers, warehousemen, storekeepers, engineers, electricians and job masters.
- (p) To carry on the business of providing insurance solutions and policy, to corporate customers and organizations that ensure security and stability of their employees in the business operations including, but not limited to, the provision of employees benefit insurance solutions;

- (q) To initiate, develop and maintain group insurance policies which include group life, group short-term, long-term and permanent total disability products, personal accidental death (and dismemberment), war and terror risks, kidnap and ransom.
- (r) To carry on the business as insurance agents, brokers and underwriting agents in all classes of insurance and as insurance advisers and consultants, pensions and investment advisers, consultant assessors, average adjusters and mortgage brokers; to carry on the business of an insurance and guarantee company in all its branches.
- (s) To carry on the business as insurance agents, commission agents, brokers, importers, exporters, manufacturers, land and estate agents, technical advisors, clearing and forwarding agents, managing agents, general business consultants, garage and lake vessels, boat builders, petrol and service stations owners, motels, camps, safari lodges, cafes, snacks, refreshment rooms, licensed victuallers, owners of recreation places and sports and amusements, all businesses and trades incidental or similar thereto or required to be or capable of being carried on in conjunction therewith.
- (t) To act as agents and brokers, insurance loss assessors, adjusters, surveyors and as trustees for any person or company and to undertake and perform subcontracts and to do all or any of above things in any parts of the world, either alone or jointly with others and by or through agents, subcontractors, trustees or otherwise.
- (u) To carry on the business as suppliers, importers, exporters, market and dealers in laboratories and medical equipment, surgical instruments, appliances and of artificial limbs, eyes and other aids for the relief of defects of body or sight or hearing and to make and deal in all requisites for hospitals, patient and invalids.
- (v) To engage in and or otherwise carry on the business of medical, surgical, ophthalmic and rehabilitation, Aid products, scientific medical supplies and professional medical service providers services, medical tools and apparatus, to carry on or otherwise engage in the business of manufacture, selling pharmaceuticals, medical equipment, laboratory equipment, organize market survey into the supply of medicines, equipment, surgical instruments and any type of equipment which may be used to enhance the foregoing objects, maintaining diagnostic laboratories, Diagnostic kits, medical service consultants, all businesses and trades incidental, analogous, similar thereto, required to be or capable of being carried on in conjunction therewith.
- (w) To carry on the business of supplying of stationery, office equipment, writing materials, teaching aids and other educational establishment and as agents, school uniforms and stationers in all their business and to buy and sell stationery, office requirements and equipment, all types of books, sundry goods and to act as general merchants and commission agents of print and bind and manufacture stationers and other requirements.

- (x) To carry on all or any of the stationers, printers, lithographers, stereotypes, electrotypes, engravers, photographers, printers, photolithographic, typesetting machine operators, die sinkers, envelope makers, book binders, account book manufacturers, machine, rulers, numerical printers, paper makers, paper baffles and account book makers, box makers, cardboard manufactures, type of foundries, photographers, manufacturers, manufacturers of and dealers in playing, visiting railways, festivals invitation complimentary and fancy cards and valentine, dealers in parchment stamp, agents for payment of stamps and other duties, advertising agents, designers, screen printing T-shirts, stickers, draftsman, manufacture of sellers, publishers and dealers in materials used in the manufacture of paper, cabinet makers, file rack makers and dealers in or manufacturers of any other articles or things of a character similar of analogous to the foregoing or any of them or connected therewith and to deal in the manufacture of and sell by wholesale or retail of school chalks and secretarial services.
- (y) To carry on business as dealers and distributors of security equipments, alarms and systems, siren, fire alarms, fire getting equipments, fire extinguishers and apparatus, safety devices safes, locks, security devices of all kinds including radios, telephones, electric wires, television radar's, electronic rays and other electrical equipment's, flares, signal rockets, firearms ammunition, explosives, steel helmets, bullet proof vests, armoured glass, armoured cars, armoured plantings, batons, security clocks both mechanical and electrical steel gates, burglar bars fencing and all other matter necessary in connection with such business.
- (z) To carry on all or any business of publishing, printing, distributing and selling of business, management, industrial, scientific, academic, communications, financial, agricultural, social and environmental information technology periodicals, brochures and books and any other reading materials.
- (aa) To carry on the business as general traders, suppliers, merchants, stockists, wholesalers, retailers and dealers in all types of electrical goods, hardware, building materials, spare parts and maintenance, tyres, tubes, tools and accessories for all types of automotive, motor vehicles, agricultural machinery, implements, equipment, all kinds of industrial projects machinery and equipment, timber, fishing gears, groceries, computers, office equipments, cooking oils, foodstuffs, cosmetics, oils, paints, hinges, screws, iron mongery, textiles piece goods, all types of leather goods, shoes, bags and other similar goods.
- (bb) To carry on all or any of the business of transport, carriage and haulage contractors, owners and charter of road vehicles, aircraft and ships and boats of every description and carriers of goods and passenger by road, rail, water or air and to establish, acquire, maintain and operate transport service of every description both public and private and all services ancillary thereto and for such purposes or as independent undertakings to purchase, take in exchange, charter, hire, build, contract or otherwise acquire and to own, operate, work, manage, maintain, repair, service and deal with and in road vehicles, aircraft and vessels of every supplies therefore and to conduct any such business within the country or any other state in Africa or Europe or Asia and or any other foreign country.

- (cc) To carry on the business of establishing and running shops, shopping malls, provision stores, supermarkets, department stores, groceries, food and shops of all kinds and description and generally to deal with such activities.
- (dd) To carry on the business of revenue collection, gate collection and to provide consultancy services on accountancy, business, assurance, economic, legal, tax and all financial matters.
- (ee) To carry on the business of miners and mining in all their branches and for the said purpose to peg, purchase, take on lease, or exchange or otherwise acquire concessions, grants, easements, options, claims, properties, cassettes and effects supposed to contain minerals, diamonds, or other precious stones, and any interest therein, and to explore, mine, work, excise, develop and turn to account mines and mining rights and any undertaking connected therewith.
- (ff) To carry on the business of buying and selling of all types of minerals and gemstones including diamonds found in the United Republic of Tanzania and to engage in exportation of rough, cut and polished minerals and gemstones including diamonds to different parts of the world and to open up lapidaries and to acquire mine workings and mining grounds in Tanzania.
- (gg) To carry on the business of import and export of all minerals and gemstones including diamonds and all other business connected or incidental thereto.
- (hh) To carry on the business as management packing systems, agents, consultants or representatives of foreign or local manufacturers, industries or other like organizations in any type of goods, products, commodities and services.
- (ii) To carry on the business of financial and managerial consultants and to act as managers, advisors and consultants in the field of accountancy, auditing, business management and in any other business which may be useful carried in conjunction therewith.
- (jj) To carry out the business of construction of water dams, and to supply water to individual residents, schools, hospitals and to provide water purification chemicals that will include treatment of sewerage waste and provision of engine pumps and repair of pumps.
- (kk) To conduct auditing, tax assessment, preparation of financial accounting and other related works.
- (l) To provide educational services on business, economic, computer skills, accountancy, financial management studies and all other courses.
- (mmm) To carry on the business of dealing in importing, exporting, marketing, manufacturing, stocking, buying, selling whether by wholesale or retail of various

categories of goods and merchandise and to act as insurance agents, commission agents, brokers and manufacturers representatives in all fields. To be agent of foreign company and to establish business enterprises whether small scale industries and generally deal in all kinds of general merchants and to import, export and all either by merchandise and articles of all description

- (nn) To carry on the business as general distributors of all sorts and types of products and services to individuals, offices, industries, shops, schools, factories, hospitals, army, military, ministries and all other government offices, universities and all other places where the services of a supplier are needed.
- (oo) To carry on the business of establishing and running supermarkets, department stores, shopping malls, provision stores, groceries and shops of all kinds and description and generally to deal with such activities.
- (pp) To carry on the business of marketing, services, consultancy and selling of all types of information technologies, computer systems, conference systems, telecommunication systems, security systems, public address systems, data communication and to train, research, install and after sale services of electronic systems, voice and data networks and any other systems or components which the company may think fit, necessary or incidental to this business.
- (qq) To carry on the business as exporters, traders, suppliers, general merchants, stockists, wholesalers, retailers and dealers in business of scrapers, agricultural machinery, implements, equipment and all kinds of industrial projects machinery.
- (rr) To carry on the business as general food processors, packers, to be general suppliers of foods stuffs and agricultural crops, grain millers, food mixers, general exporters of fresh fruits, vegetables and flowers, to act as agents of buying and selling all kinds of food stuffs, agricultural equipments of every description, and generally to deal in any other business connected therewith.
- (ss) To purchase or acquire freehold, leasehold or other immovable property and movable property generally and also rights, privileges and easements over or in respect of any property movable or immovable, and to pay for the same in cash or in any other manner agreed upon, and to take over and assume liabilities for payments of all moneys owing whatsoever under and by virtue of any mortgages, charges or other existing and charged upon any and all such property as may be purchased at any time by the Company from any Government, person, firm or company and to do all things and execute such documents and deeds as may be necessary to that end.
- (tt) To advance money to any person or persons or corporations, either with or without interest upon the security of freehold or leasehold property by way of mortgage, or upon marketable security and in particular to advance money to shareholders in the company, and others, upon the security of or for the purpose of enabling the person borrowing the same to effect or purchase, or enlarge or repair any house of building or to purchase the free simple or any term or terms of years of any property in

Tanzania, or elsewhere upon such terms, and conditions as the Company may think fit

- (uu) To carry on the business of clearing and forwarding agents, commission agents, transporters, freighters, hauliers, customs bonded warehouse and godown keepers, cargo and travel agents, insurance agents, tourist agents, manufacturers' representatives, road contractors, cargo superintendents, packers, machinery haulage specialists, warehousemen, engineers, electricians, motor cars, cabs, omnibus, lorries, oil tank and coach proprietors and transporters, civil transport contractors and transporters by any other means of conveyance of people and goods in Tanzania and the neighbouring countries and in such other place or places as may from time to time be determined by the company, engage in and or otherwise carry on the business as transporters and transport agents, freight forwarders.
- (vv) To carry on the business of spare parts for different types of machines and instruments including motor vehicles, cars, trucks, lorries or other vehicles, agricultural implements, mining implements and any other machinery, tool maker, metal workers, boil makers and any other kind of machine whatsoever.
- (ww) To engage in and carry out the business of proprietors and managers of hotels, restaurants, cafes, road houses, motels, safari and holiday camps, caravan sites, guest houses, apartment housekeepers, refreshment and tea rooms, milk and snacks bars, tavern, beer house and lodging housekeepers and to provide food and catering services to individuals, private and public institutions and to industrial and business concerns.
- (xx) To purchase, take on lease and otherwise acquire for investment or resale any estate, land, buildings, easements and other rights and interests in immovable property or any tenure in Tanzania and elsewhere and to sell let or lease exchange or otherwise dispose of or grant rights over any immovable property, belong to the company,
- (yy) To purchase, take or lease or in exchange, hire or otherwise acquire and hold any state or interest in any lands buildings, easements, rights, licenses secret processes, machinery, plants, stock, in trade and real or personal property of any kind.
- (zz) To accept payment for any property or rights sold or otherwise disposed or dealt with by the company either in cash, by installment or otherwise or in fully or partly paid up shares of the company or corporation, with or without deferred or preferred or guaranteed rights.
- (aaa) To carry any other trade or business whatever which can in the opinion of the Board of Directors be advantageously carried on by the Company in connection with the above business or the general business of the company.

- (bbb) To act as agents for the sale and purchase of any stocks shares or securities or for any other monetary or mercantile transactions
- (ccc) To act as executors and trustees of wills and settlements made by customers and others and undertake and execute trusts of all kinds.
- (ddd) To do all or any of the above things in any part of the world and either as principals, agents, trustees, contractors or otherwise, and either alone or in conjunction with others and either or through agents, sub-contractors, trustees and otherwise.
- (eee) To remunerate any person, firm or company rendering services to this company, whether by cash payments or by allotment to him or them of shares or securities of the Company credited and paid in full or in part, otherwise.
- (fff) To accept for safe custody and keep for customers of the company all kinds of securities valuables and things.
- (ggg) To lend money on any terms that may thought fit, and particularly to customers or other person or corporations having dealing with societies and to give any guarantees that may be expedient:
- (hhh) To advance money to shareholders in the company, and other to the purpose of enabling the person borrowing the same erect or purchase, or enlarge or repair any house or building or to purchase the fee simple or any less estate or interest in, or to take a demise for any term or terms of years of any freehold or leasehold property upon such terms and conditions as the company may think fit.
- (iii) To invest and deal with the moneys of the Company not immediately required, upon such securities and in such manner as may from time to time be determined.
- (jjj) To distribute among the members in pieces any property of the company, or any proceeds of sale or disposal of any property of the company.
- (kkk) To draw, make, accept, endorse, discount execute and issue promissory notes, bills of lading, warrants, debentures and negotiable or transferable instruments.
- (lll) To act as agents or brokers, and as trustees for any person firm or company, and to undertake and perform sub-contracts and also to act in any other business of the company through or by means of agents, brokers, sub-contractors or others.
- (mmm) To obtain any provisional order, ordinance or act of Parliament for enabling the Company to carry any of its objects into effect, or for affecting any modification of the Company's constitution, or any other purpose which may seem expedient, and to oppose any proceedings or applications which may seem calculated, directly or indirectly to prejudice the company's interest.
- (nnn) To take or otherwise and hold shares in any other company having objects altogether or in part similar to this company, or carrying on any business capable of being conducted so as directly or indirectly to benefit the company.

10001 To transact or carry on all kinds of Agency business and in particular in relation to the investment of money, the sale of property and the collection and receipt of money

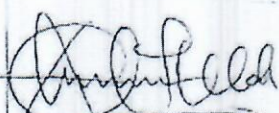


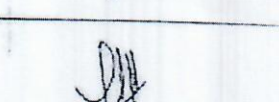



That the meaning of any general word or words in any paragraph of this clause shall not be restricted by being construed ejusdem generis with any particular word or words in the same paragraph.

4. The Liability of the Members is Limited.
5. The capital of the Company is Shillings 100,000,000/= divided into 100 shares of Shillings 1,000,000/= 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.

[Handwritten mark]

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 by each Subscriber	Signature
ABDALLAH AHMED MBARAK P. O. BOX 182 DODOMA	15	
SALIM AHMED MBARAK P. O. BOX 182 DODOMA	14	
SABRY AHMED MBARAK P. O. BOX 182 DODOMA	14	
FAHMY AHMED MBARAK P. O. BOX 182 DODOMA	14	
HILMY AHMED MBARAK P. O. BOX 182 DODOMA	14	
LUTFAHMED MBARAK P. O. BOX 182 DODOMA	14	
ADIL MBARAK SALMIN P. O. BOX 182 DODOMA	14	

Dated at DAR ES SALAAM this 25 day of August 2016

Witness to the above signatures:

Name : ANDREW ANGE

Signature : 

Postal Address : DAR ES SALAAM

Qualification : NOTARY PUBLIC

