

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

COMPANY LIMITED BY SHARES

MEMORANDUM

AND

ARTICLES OF ASSOCIATION

OF

BARMAKI LOGISTICS LIMITED

INCORPORATION THIS.....DAY OF.....2023

Prepared by:

HAMZA MASHAKA MBUGI

(Subscriber)

P.O.Box 1732

DAR ES SALAAM - TANZANIA

**THE UNITED REPUBLIC OF TANZANIA
CERTIFICATE OF INCORPORATION**

NO.....

I HEREBY CERTIFY

THAT

BARMAKI LOGISTICS LIMITED

In this..... Day of..... Incorporated under the
Companies Act. 2002, and that the Company is Limited by shares

Given under my hand at Dar es Salaam, this..... day of.....

Two thousand and Twenty-Three

Registrar of Companies

SEAL

THE COMPANIES ACT 2002

COMPANY LIMITED BY SHARES

MEMORANDUM AND ARTICLES OF ASSOCIATION

OF

BARMAKI LOGISTICS LIMITED

1. The name of the Company is **BARMAKI LOGISTICS 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 for are: -
 - a) To carry on business of Transport, Clearing & Forwarding, cargo and travel agents, commission agents, customs insurance agents, manufacturers' representatives, cargo superintendents, packers, machinery haulage specialist, warehousing, motorcars, lorries, oil tank and transporters in Tanzania and the neighboring countries and in such other place or places as may from time determined by the company.
 - b) To carry on the business as traders, suppliers, general merchants, importers and exporters, dealers in all type of agricultural machinery, implements, equipments, spare parts, tyres, tubes, tools and accessories for all types of automobiles, motor vehicle and all kinds of industrial projects machinery and equipment, building materials, hardware, wood products, electrical appliances/goods, fishing gears computer and computer accessories, office equipments, foodstuffs, cosmetics, oils, paints, textile pieces goods, all types of leather goods, shoes, bags, and other similar goods
 - c) To carry on business of supplying stationery, office equipment, writing materials, teaching aids and other educational establishments as agents, to buy and sell stationary, office equipments and 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.
 - d) To purchase, own or otherwise acquire lands, real property, easements, rights and other property, real or personal for the purpose and conducive to the objects of the company including farming and cultivation of agricultural products.



- e) To transact any and every description of agency, commission, commercial, industrial, manufacturing, mercantile and financial business and to carry on as shipping agents, commission agents, customs agents, provisional merchants, stockiest, importers, exporters, omnibuses and coach proprietors and carries, boat owners, ship owners, amusement carriers, boat owners, amusement carriers and job masters.
- f) To purchase or otherwise acquire lands, real property, easements, rights and other property, real or personal for the purpose and conducive
- g) To acquire and undertake the whole or any part of the business property and liabilities of any person, firm or company carrying on any business which the company as authorized to carry on, or possess property suitable for the company.
- h) To adapt means of making known the products of the company as may seem expedient and in particular by advertising in the press, by circulars, by purchase and exhibition of works, art or interest, by publication of books and periodicals, and by granting prizes, rewards and donations.
- i) To enter into arrangements with any Government or authorities (supreme, municipal, local or otherwise) or any corporation, companies or persons having objects that may seem conducive to the company's objects or any of them, and to obtain from such government, authority, corporation, companies or persons, any charters, contracts, decrees, rights, privileges and concessions.
- j) To enter into (partnership or into) any arrangements for sharing profits, union of interest, co-operation, joint venture, reciprocal, concession, or otherwise with any persons, firm or company carrying on or engaged in or about to carry on or engage in any business or transaction capable of being conducted so as directly or indirectly to benefit this company and to lend money to, guarantee the contracts of, or otherwise assist, and sell hold, reissue with or without guarantee, or otherwise deal with the same.
- k) To promote any other company for the purpose at all or any of the property, and undertaking, or any business or operation which may appear likely to assist on benefit this company, or enhance the value of the property or business of this company, and to place or guarantee the placing of, underwrite, subscribe for or otherwise acquire all or any part of the shares or securities of each company as aforesaid.
- l) To sell or otherwise dispose of the whole or any part of the business or property of the company either together or in portions, for such consideration as the company thinks fit, and in particular for shares, debentures, or securities of any company purchasing the same.
- m) To take all necessary and proper steps with the authorities, national, local, municipal, or otherwise of any place in which the company may have interests, and to carry on any negotiations or operations for the purpose of directly carrying out the objects of the company or furthering the interests of its members, and to oppose any step taken by any other company or persons which may be considered likely, directly or indirectly, to prejudice the interest of the company or its members.

- n) To procure the registration of the company in or under the laws of any place outside Tanzania.
- o) To purchase, sell, subscribe for, underwrite, or otherwise acquire and hold shares, stocks or other interest in, or obligations of any other company or corporation.
- p) To act as agents, or brokers and as trustee for any person or company and to undertake and perform sub-contracts and to do all or any of the above business in any part of the world, and either as principals, agents, trustees, contractors or otherwise, and either alone or jointly with others and either by or through agents, sub-contractors, trustees or otherwise.
- q) To do all things as are incidental or conclusive to the attainment of the above objects or any of them.
- r) To carry on any business whether manufacturing or otherwise which may seem to the company capable of being conveniently carried on in connection with any of the above business or objects or calculated directly or indirectly to enhance the value of or render profitable any of the company's property or rights for the time being.
- s) To purchase, lease, license, take in exchange or otherwise acquire, any lands, buildings, hereditaments, or premises whether freehold or leasehold, or any estates or interests in such lands, buildings, licenses of any descriptions which the company may think useful of any of its objects or purchases, and to develop, work dispose of or otherwise turn to account the same.
- t) Generally to purchase, take on lease in exchange, hire or otherwise acquire any movable or immovable property and any rights or privileges which the company may think necessary or convenient for the purpose of its business and in particular any land leases, options over lands or leases, stands, buildings, servitude machinery, plant and also any concessions, licenses and trade marks and other rights in Tanzania and any where in the world either solely or jointly with others and pay thereof in cash or in shares of the company or partly in cash and partly in stock of the company or partly in cash and partly in shares or in stock of the company or otherwise.
- u) To amalgamate with any other company having objects altogether or in any part to similar to those of this company.
- v) To distribute any of the property of the company in species among the members.
- w) To do all such other things as are incidental or conducive to the attainment of the above objects.
- x) To establish, promote and otherwise assist any company or companies for the purpose of acquiring any of the property or furthering any of the objects of this company.

AND it is hereby declared that the word "Company" in this clause, except where used in reference of this company, shall be deemed to include any partnership or other body of persons, whether incorporated or not incorporated, and whether domiciled in Tanzania or elsewhere and the intention is that each of the objects set forth in any sub-clauses or the objects herein specified or the powers thereby conferred shall be deemed subsidiary or auxiliary merely to the objects mentioned in the first sub-clause, but the company shall have full powers to exercise all or any of the powers conferred by any part of this clause and notwithstanding that the business, undertaking, property or acts proposed to be transacted, acquired, dealt with, undertaken, property or acts proposed to be transacted, acquired, dealt with or performed do not fall within the objects of the first sub-clause of the clause.

4. The liability of the members is Limited.
5. The authorized share capital of the company is Tanzania Shillings 10,000,000/= divided into 10,000 shares of Shillings 1,000/= each, with power for the company to increase or reduce the said capital and to issue any part of its capital, original or increased, with or without any preference, any postponement of rights or to any conditions or restrictions and so that unless the conditions of issue of shares, whether declared to be preference or otherwise, shall be subject to the power here in before contained.

WE, the several persons whose names, addresses and descriptions 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 opposite our respective names.

NAMES, ADDRESSES OF SUBSCRIBERS	NUMBER OF SHARES TAKEN BY EACH SUBSCRIBER	SIGNATURE OF SUBSCRIBERS
1. HAMOOD AHMED HAMOOD AL-ESRY P.O.BOX 31090 DAR ES SALAAM -TANZANIA	2000	
2. AISHA SALIM MOHAMED AL ESRY P.O.BOX 31090 DAR ES SALAAM – TANZANIA	8000	

Dated at Dar es Salaam this.....day of.....2023

WITNESS to the above signature:

NAME..... Paul Mbuya

SIGNATURE..... [Signature]

ADDRESS..... Box 11963 Dar es Salaam

QUALIFICATION..... Advocate



THE COMPANIES ACT 2002
COMPANY LIMITED BY SHARES
ARTICLES OF ASSOCIATION
OF
BARMAKI LOGISTICS LIMITED

1. PRELIMINARY

In these regulations:

“**The Act**” means the Companies Act 2002 of the Laws of Tanzania.

When any provision of the Act is referred to, the reference is to 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 word 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, cooperative societies, etc.

The regulation of the Table “A” in the First Schedule to the Companies Act (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 the substitution for or modification of the provisions of Table “A” the following shall be 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 proscribed.
- b) The number of members of the company (exclusive of persons who are in the employment of the Company and of the persons who having been formerly in the employment of the company were 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.
3. The Directors may in their discretion and without assigning any reason therefore refuse to register the transfer to any person whom it shall in their opinion be undesirable for any reason whatsoever to admit to membership.
4. Subject of Clauses 2 and 3 hereof the right of members to transfer their shares shall be restricted as follows: -
- a) No share shall be transferred to a person who is not a member or to any person not selected by the Directors as one who it is desirable in buying the shares. All share transfers shall be confirmed by the Board of Directors.
 - b) Every shareholder or trustee in bankruptcy, or any person who may desire to sell or transfer any such share 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 his agent for the sale of the said shares in one or more lots at the discretion of the Board to 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 the price of such shares inviting the person to whom notice is sent to state within 21 days the Board shall allocate the said shares to or 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, provided that no member shall be obliged to take more than the maximum of such shares stated in his answer to the said notice. Upon such apportionment being made 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 who shall have agreed to purchase, the same.

GENERAL MEETING
NOTICE OF THE GENERAL MEETING AND PROCEEDING AT
GENERAL MEETING

5. Articles 40 to 55 of 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 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 be not less than two and not more than six.
 - b) The following persons shall be the first Directors to the Company: -

1. HAMOOD AHMED HAMOOD AL-ESRY

2. AISHA SALIM MOHAMED AL ESRY

7. The share holding qualifications 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 duly called and constituted.
9. A resolution in writing signed by all the Directors then in Tanzania shall be valid and effectual as if it had been passed at a meeting of the Directors dully called and constituted.
10. The Directors may from time to time borrow or raise moneys for the purpose 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 any sum or sums of moneys 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 part of the property and assets of the Company present and future, including its uncalled or unissued capital or by the issue, at such prices as they may think fit, of bonds or debentures, either charged upon the whole or any of the property and assets

of the Company, not charged, or such other way as the Directors may think expedient.

ALTERNATIVE DIRECTORS

12. Each Director may nominate a person, who shall be approved of in writing by the other Directors, to act as alternate in his place during his absence from Tanzania or inability to act as such Director. Such Alternate Directors shall be subject in all other respects to the terms and conditions existing with reference to the Directors of the Company, discharge all the duties and functions of the Director being unable to act during the absence or inability to act and may at any time remove any alternate director so appointed by him from office and 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 on such terms and conditions and shall discharge all duties on such remuneration and upon such conditions as it may think fit.

INDEMNITY

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

SEAL

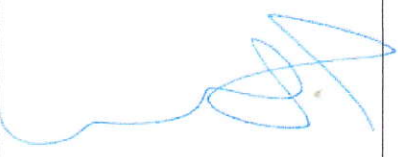

15. The seal of the Company shall not be affixed to any instrument except by authority of a resolution of the Board of Directors or such other persons as the Director may appoint for that purpose.

ALTERATION OR ADDITIONS

16. Subject to the provisions of the Act and to those contained in the Memorandum of Association, the Company may by special resolution make alterations or additions to the Articles of Association and any such alterations or additions 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.

WINDING UP

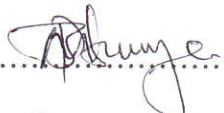
17. With the sanction of the special resolution of the shareholders, any part of the Company including any shares in other Companies may be divided between the members of the company in species or may be vested in Trust for the benefit of such members.

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2. AISHA SALIM MOHAMED AL ESRY P.O.BOX 31090 DAR ES SALAAM - TANZANIA	8000	

Dated at Dar es Salaam this.....day of.....2023

WITNESS to the above signature:

NAME..... Paul Mbuya

SIGNATURE..... 

ADDRESS..... Box 11963

QUALIFICATION..... Advocate

