

**COMPANIES ACT (CAP. 212)**

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**COMPANY LIMITED BY SHARES**

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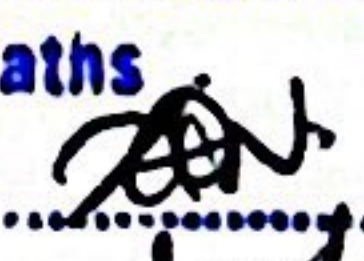
**MEMORANDUM AND ARTICLES OF ASSOCIATION**

**OF**

**DARESA INVESTMENT LIMITED**

**Drawn by:**

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Certified as True Copy of the Original  
**Agness A. Uisso**  
Advocate, Notary Public & Commissioner  
for Oaths  
Sign:   
Date: 16/08/23

**THE COMPANIES ACT, 2002  
COMPANY LIMITED BY SHARES  
MEMORANDUM OF ASSOCIATION  
OF  
DARESA INVESTMENT LIMITED**


1. The name of the company "DARESA INVESTMENT LIMITED"
2. The registered office of the company will be situated in Tanzania.
3. The objects for which the Company is formed are (and it is expressly declared that the several sub-clauses of this clause and all the powers thereof are to be cumulative and in no case is the generality of any one sub-clause nor is any general expression in any sub-clause to be narrowed or restricted by any particularity of expression in the same sub-clause or by the application of any rule of construction *ejusdem generis* or otherwise).
  - a) To undertake and carry on the business of logistics solution provider in any or all of its aspects i.e. multimodal transportation, warehousing, distribution, providing MIS and related documentation, to act as Power of Attorney holders for the customers, to collect the sale proceeds on behalf of the customers and any other services related with the transport
  - b) To purchase and take over the business of transportation through roadways, railway or other means of transpiration.
  - c) To carry on business of transportation, carrier by way of all means of transport by land, sea, inland and water ways
  - d) To carry on a business of beverage service activities by selling and distributing the same to entertainment site, or event venue, as well as to remote areas, hotel, pub, park, and the alike.
  - e) To carry on general business activities in transportation and logistics business and to carry on independently or otherwise any of trades and business of transportation including transportation agent, vehicles mangers, tug owners, freight contractors, clearing and forwarding agent.
  - f) To carry on the business of public carriers, transporters and carriers of goods, passengers, merchandise, documents, parcels, services of pickup and delivery of documents, parcels, door to door/desk service of small, medium, bulk; odd or any size or type of consignments of all types of goods and merchandise including parcels, documents, refrigerated and frozen goods.
  - g) To carry on a business of manufacturing of other general and special purpose machineries such as metal - forming machinery and tools, food, beverage and tobacco processing tools and machinery, textile, apparel and leather products, pumps, compressors, taps and valves, machinery for mining, quarrying and construction, ovens, furnaces and furnace burns

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.

AND it is hereby declare that the word "Company" in this clause, except where used reference of this company, shall be deemed to include any partnership or other body of persons, whether incorporated, and whether domiciled in Tanzania or elsewhere, and that the intention is that each of the objects set in any sub-clause or by the same of the company. None of such sub-clause or the objects herein specified or the powers there by conferred shall deem subsidiary or auxiliary merely to the objects mentioned in the first sub-clause.

4. The liability of the members is limited.
5. The capital of the Company is Tanzania Shillings Thirty Million Only (Tsh 30,000,000/=) divide into 3000 shares of shillings 10000/= each. The company shall have power to increase its capital and to divide the shares in its capital for time being into several class of stock or shares in its capital for the time being into several classes of stock or shares and to attach there to respectively such preferential, deferred or special rights, privileges, or conditions as may be determined by or in accordance with the articles of Articles of Association the Company.

We, the several persons whose names and addresses are subscribed, are desirous of being formed into a company, in pursuance of this memorandum of Association, and we respectively agree to take the number of shares in the capital of the company set opposite our respective names.

Names, Addresses, and Description of Subscribers.	Number of shares taken by each Subscriber	Signature
<p>DARESA LOGISTICS AND GENERAL SUPPLIES LIMITED P.O. Box 984 DAR ES SALAAM</p>	<p>500</p>	<p>EDWIN SOMOKA NKALANI - SECRETARY <i>[Signature]</i></p> 
<p>SAIDI MOHAMEDI MWAPE P.O. Box 984 DAR ES SALAAM.</p>	<p>3</p>	<p><i>Saidi</i></p>

Dated at Dar es Salaam this 20<sup>th</sup> Day of August 2021

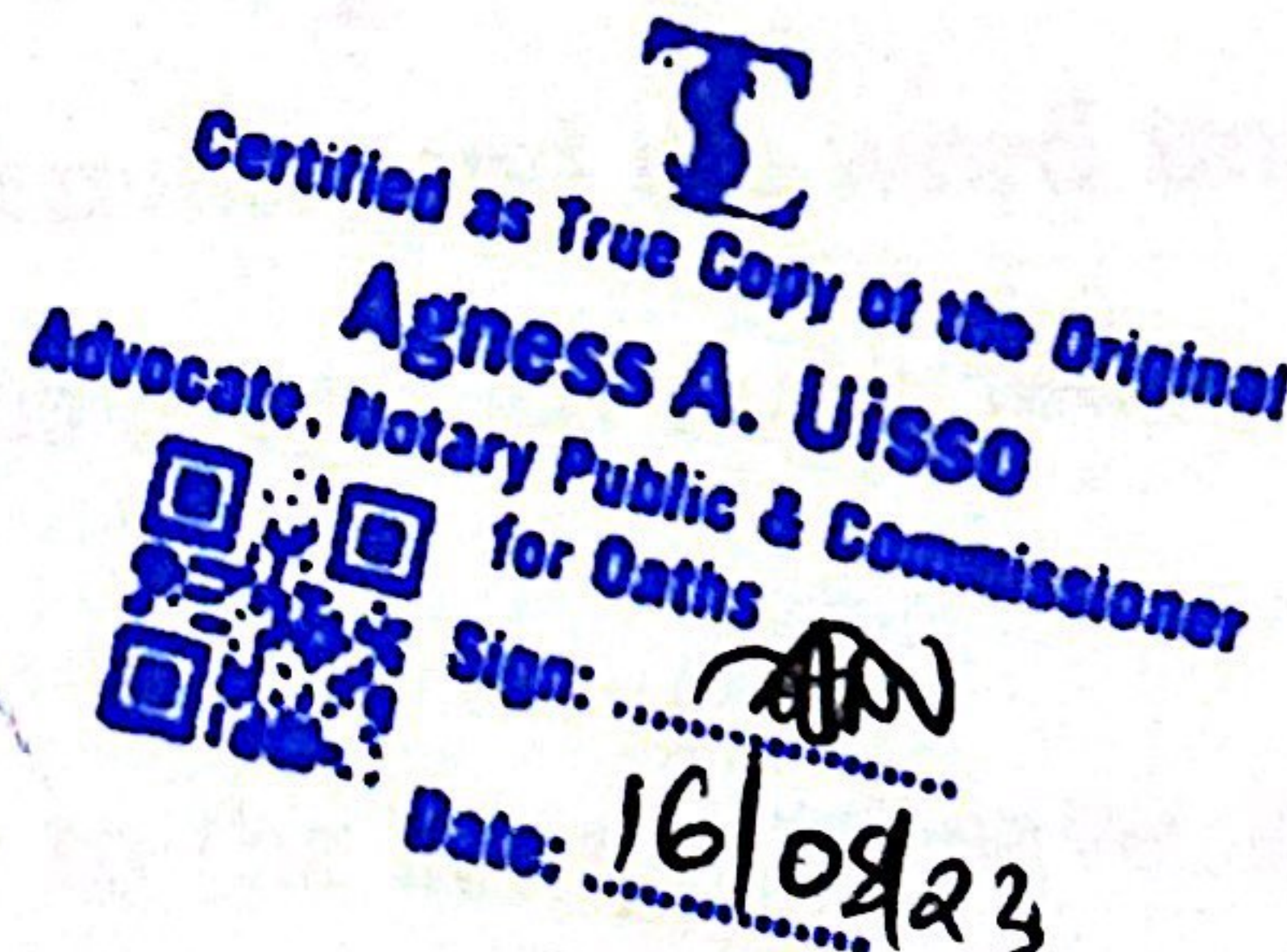
Witness to the above signatures

Name: DOROTHY RICHARD MKWIZU

Signature: [Signature]

Postal Address : P.O. BOX 18000 DARES SALAAM

Qualification : **ADVOCATE**



## **SECRETARY**

28. The secretary shall be appointed by the board for such terms at such remuneration and upon condition as it may think fit, and any secretary so appointed may be removed by the board.

## **WINDING UP**


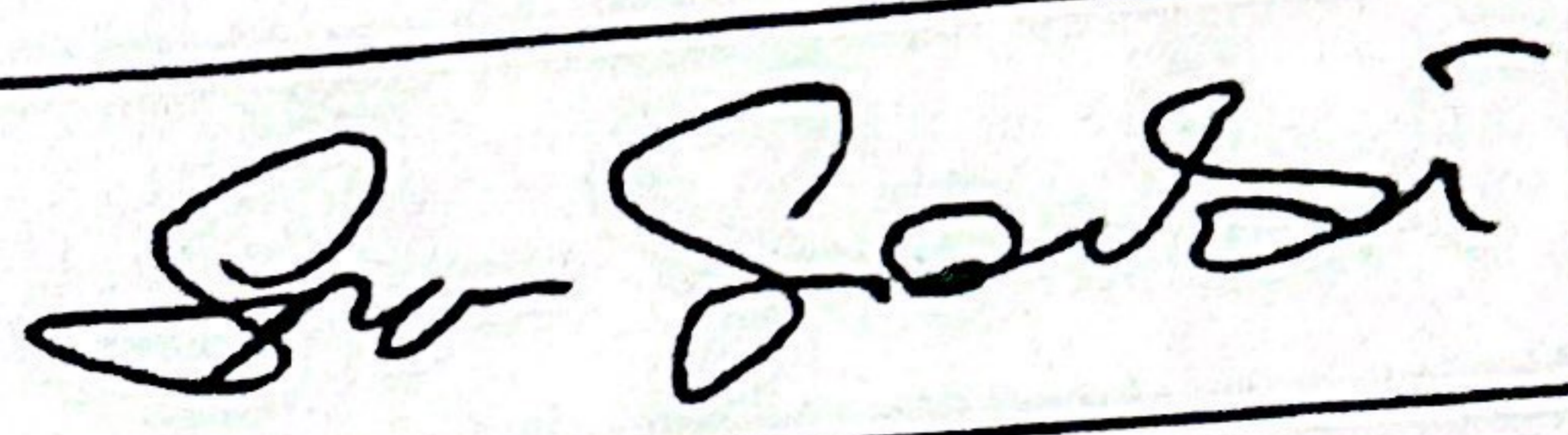
29. With the sanction of a special resolution of the shareholders any part of the assets of the company including any shares in other companies may be divide between the members of the company in special or may be vested in trustees for the benefit of such members and the liquidation of the company may be closed and the company dissolved but so that no member shall be compelled to accept any shares where upon there is any liability.

## **ALTERNATIONAL OR ADDITION**

30. Every director, managing director, agent, auditor, secretary and other officer for the time being of the company shall indemnified out of the assets of the company against any liability incurred by him in defending any proceeding, whether civil criminal in which judgment is given in his favour or in which he is in connection with any application (under sector 481 of the act) in which relief is granted to him by the court.

## **ARBITRATION**

31. If and whenever any dispute or difference shall arise between the company and any of the members or their respective representative touching upon the construction or meaning of any act herein contained or any act matter or thing made or done or omitted to be done with regard to the rights or liabilities arising here under or arising out of the relation existing between the parties by reasons of these Act such differences shall (unless a sole arbitrator be agreed upon) forthwith be referred to the arbitration of three 3) arbitrators, one to be appointed by each party and the third to be appointed by the first two or, in the event of failure to agree within ( cap 15) or any than existing statutory modifications or re-enactment there of shall apply

Names, Addresses, and Description of Subscribers.	Number of shares taken by each Subscriber	Signature
DARESA LOGISTICS AND GENERAL SUPPLIES LIMITED P.O. Box 984 DAR ES SALAAM	500	 EDWIN SOMOKA NKALAWI SECRETARY - <i>[Signature]</i>
SAIDI MOHAMEDI MWAPE P.O. Box 984 Dar es Salaam.	3	

Dated at Dar es Salaam this 20th Day of August 2021

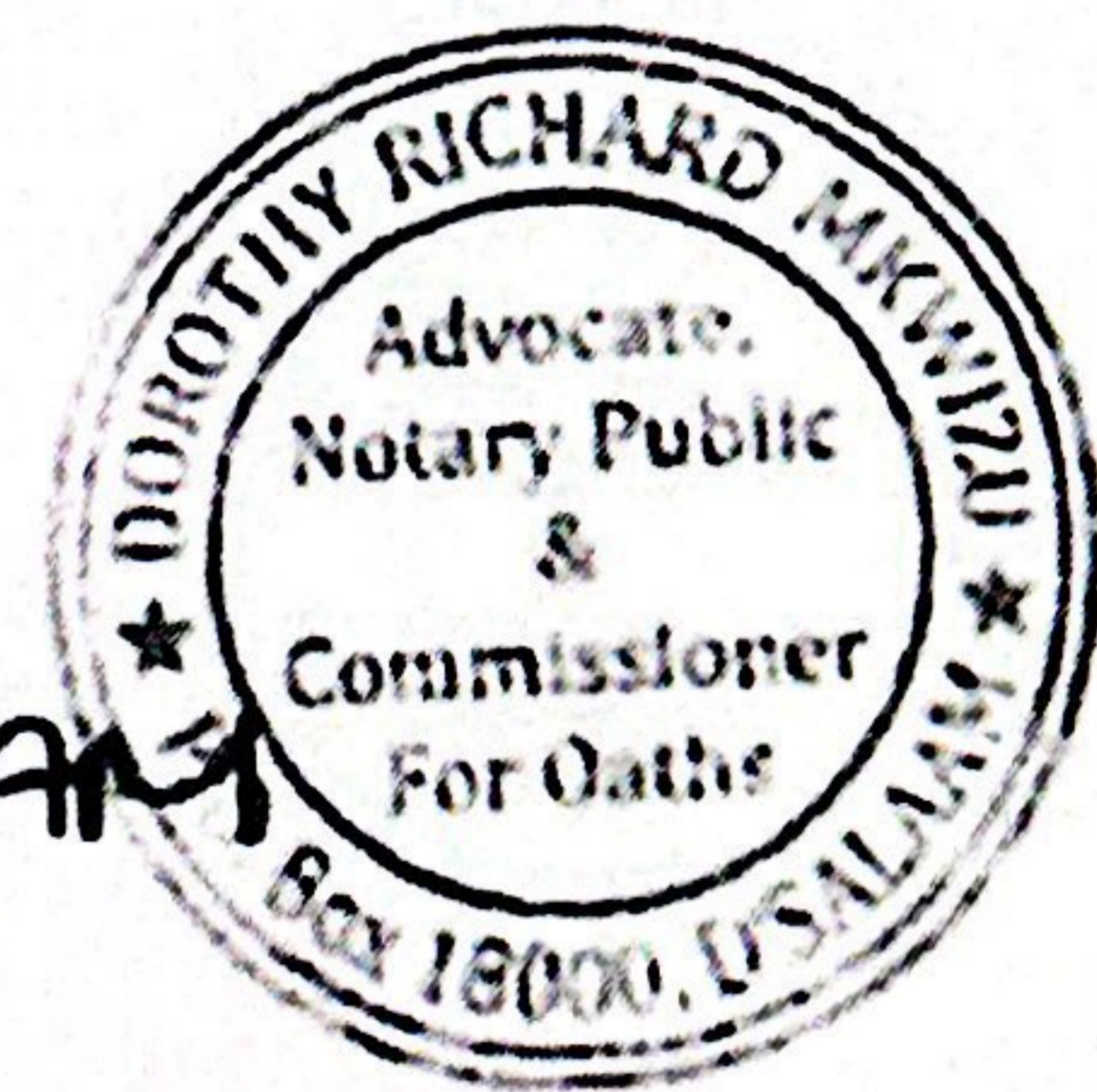
Witness to the above signatures


Name: DOROTHY RICHARD MKWIZU

Signature: *[Signature]*

Postal Address: P.O. BOX 18000 DAR ES SALAAM

Qualification: ADVOCATE



  
 Certified as True Copy of the Original  
**Agness A. Uisso**  
 Advocate, Notary Public & Commissioner  
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