

THE COMPANIES ACT 2002

COMPANY LIMITED BY SHARES

MEMORANDUM

AND

ARTICLES OF ASSOCIATION

OF

ATRIUM INTERNATIONAL LIMITED

Incorporated this day of 2022

Drawn and filed by:
ARPAN SINGHAL (SUBSCRIBER)
P.O Box 10230
DAR-ES-SALAAM

d) **4649 - Whole of other household goods.**

To carry on the business of import, export and wholesale of household furniture, wholesale of household appliances, wholesale of consumer electronics: such as radio and TV equipment, CD and DVD players and recorders, stereo equipment, video game consoles, wholesale of lighting equipment, wholesale of cutlery, wholesale of china and glassware, wholesale of woodenware, wickerwork and corkware etc. wholesale of pharmaceutical and medical goods, wholesale of perfumeries, cosmetics and soaps, wholesale of bicycles and their parts and accessories, wholesale of stationery, books, magazines and newspapers, wholesale of photographic and optical goods (e.g. sunglasses, binoculars, magnifying glasses), wholesale of recorded audio and video tapes, CDs, DVDs, wholesale of leather goods and travel accessories, wholesale of watches, clocks and jewellery, wholesale of musical instruments, games and toys, sports goods.

e) **2023 - Manufacture of Soap and detergents cleaning and polishing preparations:**

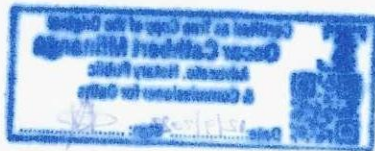
To carry on the business of manufacture of organic surface-active agents, manufacture of soap, manufacture of paper, wadding, felt etc. coated or covered with soap or detergent, manufacture of crude glycerol manufacture of surface-active preparations: such as washing powders in solid or liquid form and detergents, dish-washing preparations, textile softeners, manufacture of cleaning and polishing products: such as preparations for perfuming or deodorizing rooms, artificial waxes and prepared waxes, polishes and creams for leather, polishes and creams for wood, polishes for coachwork, glass and metal, scouring pastes and powders, including paper, wadding etc. coated or covered with these, manufacture of perfumes and toilet preparations: such as perfumes and toilet water, beauty and make-up preparations, sunburn prevention and suntan preparations, manicure and pedicure preparations, shampoos, hair lacquers, waving and straightening preparations, dentifrices and preparations for oral hygiene, including denture fixative preparations, shaving preparations, including pre-shave and aftershave preparations, deodorants and bath salts, depilatories.

f) **4669 - Wholesale of Waste and scrap and other products N.E.C.**

To carry on the business of import, export and wholesale of industrial chemicals: such as aniline, printing ink, essential oils, industrial gases, chemical glues, colouring matter, synthetic resin, methanol, paraffin, scents and flavourings, soda, industrial salt, acids and sulphurs, starch derivatives etc., wholesale of fertilizers and agrochemical products, wholesale of plastic materials in primary forms, wholesale of rubber, wholesale of textile fibres etc., wholesale of paper in bulk, wholesale of precious stones, wholesale of metal and non-metal waste and scrap and materials for recycling, including, collecting, sorting, separating, stripping of used goods such as cars in order to obtain reusable parts, packing and repacking, storage and delivery, but without a real transformation process. Additionally, the purchased and sold waste has a remaining value.

4. The liability of the Members is limited.

5. The share capital of the company is TSh. **200,000,000/=** divided into **20,000** Ordinary Shares of TSh **10,000/=** each, with power for the Company to increase or reduce such capital and to divide the shares in the capital for the time being, whether original or increased, in different classes, and to attach thereto respectively any preferential, deferred, qualified or special rights, privilege or conditions and so that unless the conditions of issue shall otherwise expressly declare every issue of shares, whether preference or otherwise or any such rights privileges or conditions shall not be altered to modified except in accordance with the Articles of Association registered herewith.



THE COMPANIES ACT 2002

COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

OF

ATRIUM INTERNATIONAL LIMITED

PRELIMINARY

INTERPRETATION

1. 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 that provision is as modified by any law for the time being in force.

Unless the context otherwise requires, the expressions defined in the Act or any statutory modification thereof in the force at the date at which these regulations become binding on the company shall have the meaning 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 person bodies corporate, partnership, firms, cooperatives, societies, etc.

The regulations of the Companies Act shall not 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 this regulation the former shall prevail, and in addition to substitution shall be regulations of the company.

8. Subject to and in accordance with the provisions of the Act, the company may purchase or otherwise acquire shares issued by it on such terms as the company may think fit and in the manner prescribed by the Act. All shares purchased by the company shall be cancelled.
9. Except as required by law, no person shall be recognised by the company as holding any share upon any trust, and the company shall not be compelled in any way to recognise (even when having notice thereof) any equitable, contingent, future or partial interest in any share or unit of a share or (except only as by the Articles or by law otherwise provided) any other rights in respect of any share except an absolute right to the entirety thereof in the registered holder.
10. Every person whose name is entered as a member in the register of members shall be entitled without payment to receive a certificate under the seal of the company in accordance with the Act but in respect of a shares held jointly by several persons the company shall not be bound to issue more than one certificate, and delivery of the certificate for a share to one of several joint holders shall be sufficient delivery to all such holders.

LIEN

11. The company shall have a first and paramount lien on share (not being a fully paid share) for all money (whether presently payable or not) called or payable at a fixed time in respect of that share, and the company shall also have a first and paramount lien on all shares (other than fully paid shares) registered in the name of a single person for all money presently payable by him or his estate to the company; but the directors may at any time declare any share to be wholly or in part exempt from the provisions of this regulation. The company's lien, if any, on a share shall extend to all dividends payable thereon.
12. The company may sell, in such manner as the directors think fit, any shares on which the company has a lien, but no sale shall be made unless a sum in respect of which the lien exists is presently payable, nor until the expiration of 14 days after a notice in writing, stating and demanding payment of such part of the amount in respect of which the lien exists as is presently payable, has been given to the registered holder for the time being of the share, or the person entitled thereto by reason of his death or bankruptcy.
13. To give effect to any such sale the directors may authorise some person to transfer the shares sold to the purchaser thereof. The purchaser shall be registered as the holder of the shares comprised in any such transfer, and he shall not be bound to see to the application of the purchase money, nor shall his title to the shares be affected by any irregularity or invalidity in the proceedings in reference to the sale.
14. The proceeds of the sale shall be received by the company and applied in payment of such part of the amount in respect of which the lien exists as is presently payable, and the residue, if any, shall (subject to a like lien of sums not presently payable as existed upon the shares before the sale) be paid to the person entitled to the shares at the date of the sale.

23. Subject to these Articles, any member may transfer all or any of his shares by instrument in writing in any usual or common form or in any other form, which the directors may approve. The instrument shall be executed by or on behalf of the transferor and the transferor shall remain the holder of shares transferred until the transfer is registered and the name of the transferee is entered in the register of members in respect thereof.
24. The instrument of transfer must be left for registration at the registered office of the company together with such fee, accompanied by the certificate of the shares to which it relates and such other evidence as the directors may reasonably require to show the right of the transferor to make the transfer, and thereupon the company shall subject to the powers vested in the directors by these Articles register the transferee as a shareholder and retain the instrument of transfer.
25. The directors may decline to register any transfer of shares, not being fully paid shares to a person of whom they do not approve and may also decline to register any transfer of shares on which the company has a lien.
26. The registration of transfers may be suspended at such times and for such periods as the directors may from time to time determined not exceeding in the whole 30 days in any year.

TRANSMISSION OF SHARES

27. In case of the death of a member the survivor or survivors where the deceased was a joint holder, and the legal personal representatives of the deceased where he was a sole holder, shall be the only persons recognised by the company as having any title to his interest in the shares; but nothing herein contained shall release the estate of a deceased joint holder from any liability in respect of any share which had been jointly held by him with other persons.
28. Any person becoming entitled to a share in consequence of the death or bankruptcy of a member may, upon such evidence being produced as may from time to time properly be required by the directors and subject as hereinafter provided, elect either to be registered himself as holder of the share or to have some person nominated by him registered as the transferee thereof, but the directors shall, in either case, have the same right to decline or suspend registration as they would have had in the case of transfer of the share by that member before his death or bankruptcy.
29. If the person so becoming entitled elects to be registered himself, he shall deliver or send to the company a notice in writing signed by him stating that he so elects. If he elects to have another person registered he shall testify his election by executing to that person a transfer of the share. All the limitations, restrictions, and provisions of these Articles relating to the right to transfer and the registration of transfers of shares shall be applicable to any such notice or transfer as aforesaid as if the death or bankruptcy of the member had not occurred and the notice or transfer were a transfer signed by that member.

38. The provisions of these Articles as to forfeiture shall apply in the case of non-payment of any sum which, by the terms of issue of a share, becomes payable at a fixed time, whether on account of the nominal value of the share or by way of premium, as if the same had been payable by virtue of a call duly made and notified.

CONVERSION OF SHARES INTO STOCK

39. The company may by ordinary resolution passed at a general meeting convert any paid-up shares into stock and reconvert any stock into paid-up shares of any denomination.
40. The holders of stock may transfer the same or any part thereof in the same manner and subject to the same regulations as and subject to which the shares from which the stock arose might previously to conversion have been transferred or as near thereto circumstances admit; but the directors may from time to time fix the minimum amount of stock transferable and restrict or forbid the transfer of fractions of that minimum, but the minimum shall not exceed the nominal amount of the shares from which the stock arose.
41. The holders of stock shall according to the amount of the stock held by them have the same rights, privileges and advantages as regards dividends voting at meetings of the company and other matters as if they held the shares from which the stock arose, but no such privilege or advantage (except participation in the dividends and profits of the company and in the assets on winding up) shall be conferred by any such aliquot part of stock which would not if existing in shares have conferred that privilege or advantage.
42. Such of the Articles of the company as are applicable to paid-up shares shall apply to stock, and the words share and shareholder therein shall include stock and stockholder.

ALTERATION OF CAPITAL

43. The company may from time to time by ordinary resolution: -
- a) Increase the share capital by such sum to be divided into shares of such amount as the resolution shall prescribe.
 - b) Consolidate and divide all or any of its shares capital into shares of larger amount than its existing shares.
 - c) Subdivide its shares or any of them into shares of smaller amount than is fixed by the memorandum; so however that in the subdivision the proportion between the amount paid and the amount (if any) unpaid on each reduced share shall be the same as it was in the case of the share from which the reduced share is derived.
 - d) Cancel shares which at the date of the passing of the resolution in that behalf have not been taken or agreed to be taken by any person or which have been forfeited and diminish the amount of its share capital by the amount of the shares so cancelled.

52. The chairman, if any, of the board of directors shall preside as chairman at every general meeting of the company, or if there is no such chairman, or if he is not present within 15 minutes after the time appointed for the holding of the meeting or is unwilling to act, the members present shall elect one of their number to be chairman of the meeting.
53. The chairman may, with the consent of any meeting at which a quorum is present, and shall if so directed by the meeting, adjourn the meeting from time to time and from place to place, but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place. When a meeting is adjourned for 30 days or more, a notice of the adjourned meeting shall be given as in the case of an original meeting. Except as aforesaid it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.
54. At any general meeting a resolution put to the vote of the meeting shall be decided in a show of hands unless a poll is (before or on the declaration of the result of the show of hands) demanded: -
- a) By the chairman.
 - b) By the least 3 members present in person or by proxy.
 - c) By any member or members present in person or by proxy and representing not less than 10% of the total voting rights of all the members having the right to vote at the meeting; or
 - d) By a member or members holding shares in the company conferring a right to vote at the meeting being shares on which an aggregate sum has been paid up equal to not less than 10% of the total sum paid up on all the shares conferring the right.
- Unless a poll is so demanded a declaration by the chairman that a resolution has on a show of hands been carried or carried unanimously, or by a particular majority, or lost, and an entry to that effect in the book containing the minutes of the proceedings of the company shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against the resolution. The demand for a poll may be withdrawn.
55. If a poll is duly demanded it shall be taken in such manner and either at once or after an interval or adjournment or otherwise as the chairman directs, and the result of the poll shall be the resolution of the meeting at which the poll was demanded on the election of a chairman or on a question of adjournment shall be taken forthwith.
56. In the case of an equality of votes, whether on a show of hands or on a poll, the chairman of the meeting at which the show of hands takes place or at which the poll is demanded shall be entitled to a second or casting vote.
57. Subject to any rights or restrictions for the time being attached to any class or classes of shares, at meetings of members or classes of members, each member entitled to vote may vote in person or by proxy or by attorney and on a show of hands every person present who is a member or a representative of a member shall have one vote, and on a poll every member present in person or by proxy or by attorney or other duly authorised representative shall have one vote for each share he holds.
58. In the case of joint holders 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 joint holders; and for this purpose seniority shall be determined by the order in which the names stand in the register of members.

DIRECTORS: APPOINTMENT, ETC.

66. Until otherwise determined by the company, in General Meeting the Directors shall not be less than two and not more than seven in number.

The following persons shall be the First Directors of the company: -

- a) **ARPAN SINGHAL**
- b) **RAJA JAIPURIA**

67. At the first annual general meeting of the company all the directors shall retire from office, and at the annual general meeting in every subsequent year one-third of the directors for the time being, or, if their number is not 3 or a multiple of 3, then the number nearest one-third, shall retire from office.
68. A retiring director shall be eligible for re-election.
69. The directors to retire in every year shall be those who have been longest in office since their last election, but as between persons who became directors on the same day those to retire shall (unless they otherwise agree among themselves) be determined by lot.
70. The company at the meeting at which a director so retires may fill the vacated office by electing a person thereto, and in default the retiring director shall if offering himself for re-election and not being disqualified under the Act from holding office as a director be deemed to have been re-elected, unless at that meeting it is expressly resolved not to fill the vacated office or unless a resolution for the re-election of that director is put to the meeting and lost.
71. The company may from time to time by ordinary resolution passed at a general meeting increase or reduce the number of directors and may also determine in what rotation the increased or reduced number is to go out of office.
72. The directors shall have power at any time, and from time to time, to appoint any person to be a director, either to fill a casual vacancy or as an addition to the existing directors, but so that the total number of directors shall not at any time exceed the number fixed in accordance with these Articles. Any director so appointed shall hold office only until the next following annual general meeting and shall then be eligible for re-election but shall not be taken into account in determining the directors who are to retire by rotation at that meeting.

POWERS AND DUTIES OF DIRECTORS

73. The business of the company shall be managed by the directors who may pay all expenses incurred in promoting and registering the company, and may exercise all such powers of the company as are not, by the Act or by these Articles, required to be exercised by the company in general meeting, subject, nevertheless, to any of these Articles, to the provisions, as may be prescribed by the company in general meeting; but no regulation made by the company in general meeting shall invalidate any prior act of the directors which would have been valid if that regulation had been made.

82. Unless otherwise determined by the directors, two directors shall constitute a quorum necessary for the transaction of the business of the directors except that where the company has only one director, that sole director shall constitute a quorum.
83. The continuing directors may act notwithstanding any vacancy in their body, but if and so long as their number is reduced below the number fixed by or pursuant to the regulations of the company as the necessary quorum of directors. The continuing directors or director may act for the purpose of increasing the number of directors to that number or of summoning a general meeting of the company, but for no other purpose.
84. The directors may elect a chairman of their meetings and determine the period for which he is to hold office; but if no such chairman is elected, or if at any meeting the chairman is not present within 10 minutes after the time appointed for holding the meeting, the directors present may choose one of their number to be chairman of the meeting.
85. The directors may delegate any of their powers to committee consisting of such member or members of their body as they think fit; any committee so formed shall in the exercise of the powers so delegated conform to any regulations that may be imposed on it by the directors.
86. A committee may elect a chairman of its meetings; if no such chairman is elected, or if at any meeting the chairman is not present within 10 minutes after the time appointed for holding the meeting, the members present may choose one of their members to be chairman of the meeting.
87. A committee may meet and adjourn as it thinks proper. Questions arising at any meeting shall be determined by a majority of votes of the members present, and in the case of an equality of votes the chairman shall have a second or casting vote.
88. All acts done by any meeting of the directors or of a committee of directors or by any person acting as a director shall, notwithstanding that it is afterwards discovered that there was some defect in the appointment of any such director or person acting as aforesaid, or that they or any of them were disqualified, be as valid as if every such person had been duly appointed and was qualified to be a director.
89. A resolution in writing, signed by a majority of the directors for the time being entitled to receive notice of a meeting of the directors, shall be a valid and effectual as if it had been passed at a meeting of the directors duly convened and held. A written notification of confirmation of such resolution in writing sent by a director shall deem to be his signature to such resolution in writing for the purpose of this Article. Any such resolution may consist of several documents in like form, each signed by one or more directors.
90. Any director or member of a committee of directors may participate in a meeting of the directors or such committee by means of a telephone or other audio communications equipment whereby all persons attending or participating the meeting can hear each other. The person or persons participating the meeting in the aforesaid manner shall be deemed for all purposes to be present in person at such meeting.
91. Where the company has only one director, he may pass a resolution by recording it and signing the records.

DIVIDENDS AND RESERVES

99. The company in general meeting may declare dividends, but no dividend shall exceed the amount recommended by the directors.
100. The directors may from time to time pay to the members such interim dividends as appear to the directors to be justified by the profits of the company.
101. No dividend shall be paid otherwise than out of profits or shall bear interest against the company.
102. The directors may, before recommending any dividend, set aside out of the profits of the company such sums as they think proper as reserves which shall, at the discretion of the directors, be applicable for any purpose to which the profits of the company may be properly applied, and pending any such application may, at the like discretion, either be employed in the business of the company or be invested in such investments (other than shares in the company) as the directors may from time to time think fit. The directors may also without placing the same to reserve forward any profits which they may think prudent not to divide.
103. Subject to the rights of persons, if any, entitled to shares with special rights as to dividend, all dividends shall be declared and paid according to the amounts paid or credited as paid on the shares in respect of which the dividend is paid, but no amount paid or credited as paid on a share in advance of calls shall be treated for the purposes of this regulation as paid on share. All dividends shall be apportioned and paid proportionately to the amounts paid or credited as paid on the shares during any portions or portions of the period in respect of which the dividend is paid; but 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.
104. The directors may deduct from any dividend payable to any member all sums of money, if any, presently by him to the company on account of calls or otherwise about the shares of the company.
105. Any general meeting declaring a dividend or bonus may direct payment of such dividend or bonus wholly or partly by the distribution of specific assets and in particular of paid-up shares, debentures or debenture stock of any other company or in any one or more of such ways and the directors shall give effect to such resolution, and where any difficulty arises regarding such distribution, the directors may settle the same as they think expedient, and fix the value for distribution of such specific assets or any part thereof and may determine that cash payments shall be made to any members upon the footing of the value so fixed to adjust the rights of all parties, and may vest any such specific assets in trustees as may seem expedient to the directors.
106. Any dividend, interest, or other money payable in cash in respect of shares may be paid by cheque or warrant sent through the post directed to the registered address of the holder or, in the case of joint holders, to the registered address of the joint holders who is first named on the register of members or to such person and to such address as the holder or joint holders may in writing direct. Every such cheque or warrant shall be made payable to the order of the person to whom it is sent. Any one of two or more joint holders may give effectual receipts for any dividends, bonuses, or other money payable in respect of the shares held by them as joint holders.

BORROWING POWERS

110. The Directors may from time to time in their discretion raise or borrow for any Company's business such sum or sums of money as they think fit.
111. The Directors may secure the repayment 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 or future including its uncalled capital for the time being, or by the issue, at such price, as they may think fit, of bonds or debentures either charged upon the whole any part of the property and assets of the company or not so charged or in such other way as the Directors may think expedient

VOTE OF MEMBERS

112. On a show of hands, every member present in person shall have one vote. On a roll, every member shall have one vote only for the shares of which he is the holder.
113. No member shall be entitled to vote at any general meeting unless all calls or other sums presently by him in respect of shares in the Company have been paid.

ALTERNATE DIRECTORS

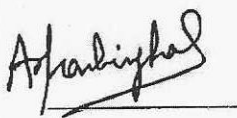
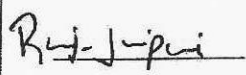
114. Any director shall have the power to nominate any person to act or attend as alternate Director during his absence or during his inability so to act. Such Director shall be subject in all respects to the terms and conditions existing regarding the other Directors and such Alternate Director shall exercise and discharge all the duties of the Director whom he represents.
115. Unless otherwise decided by the Directors the quorum necessary to transact the business of the Directors shall be two Directors personally present.

WINDING-UP

116. 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 members of the Company in special or maybe 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.


ALTERNATION OR ADDITION

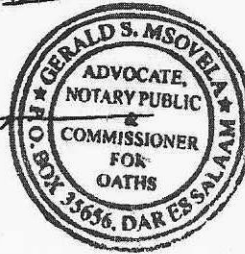
117. Subject to the provisions of the Act and to those contained in the Memorandum of Association the Company may by Special Resolution make alteration or addition so made shall be as valid and effectual as if originally contained in those articles and be subject in like manner to alteration by Special Resolution.

NAMES, ADDRESSES AND DESCRIPTION OF SUBSCRIBERS	NUMBER OF SHARES TAKEN BY EACH SUBSCRIBER	SIGNATURE OF SUBSCRIBER
ARPAN SINGHAL AMAR NATH GUPTA 203, ARG MURLI HEIGHTS, MOTI DOONGRI ROAD, NEAR ABHISHEK HOSPITAL RAJASTHAN -302004-INDIA BUSINESSMAN	3600	
RAJA JAIPURIA 62, JAIPURIA HOUSE, MANGLA MARG BRAHMPURIA, JAIPUR PIN 302002, RAJASTHAN, INDIA BUSINESSMAN	400	

Dated this 6th Day of June 2022

WITNESS to the above signatures.

NAME G. Gerald S. Msovela
 SIGNATURE 
 POSTAL ADDRESS P.O. Box 3566
 DESIGNATION Advocate



Drawn and filed by: -
 ARPAN SINGHAL (SUBSCRIBER)
 P.O. Box 1030
DAR ES SALAAM.

