

THE COMPANIES ORDINANCE (Cap. 212)

COMPANY LIMITED BY SHARES

Memorandum

AND

Articles of Association

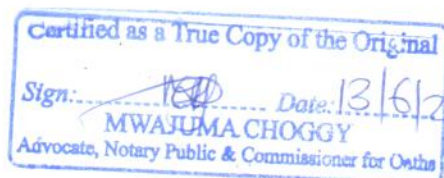
OF

TIMBER & HARDWARES LIMITED.

Incorporated this

1st

April
day of March 1953



PATEL & CO.
ADVOCATES
DAR ES SALAAM,
Tanganyika Territory

TANGANYIKA



Certificate Of Incorporation

No. 1555.

I hereby Certify that

TIMBER & HARDWARES 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 First
day of April, one thousand nine hundred and fifty three.

Sd.

Asst. Registrar of Companies.

Seal of the Registrar
of Companies.

THE COMPANIES ORDINANCE (Cap. 212).

COMPANY LIMITED BY SHARES

Memorandum of Association

OF

TIMBER & HARDWARES LIMITED.

- (1) The name of the Company is "TIMBER & HARDWARES LIMITED."
- (2) The registered Office of the Company will be situate in Tanganyika Territory.
- (3) The objects for which the Company is incorporated are:-
 - (a) To carry on the trade or business of Timber merchants, joiners, furniture makers, manufacturers of wood and wooden articles of every description, to acquire licences or concessions from any authority to fell trees and to purchase, manufacture, sell and generally deal in wood and all materials and things required for or incidental to the felling, cutting, manufacture, preparation, alteration, use, packing, storing, or disposition thereof.
 - (b) To carry on the business of building materials, cement, pipes, hardwares, steel and ironmongery.
 - (c) To carry on the business of importers, exporters and manufacturers of, dealers in hirers, repairers, storers and warehousemen of hardware, electrical goods motor spare-parts and motor accessories, cycles, bicycles and motor-cycles of all sorts and spares and accessories for them.
 - (d) To import, export, manufacture, buy, sell, let on hire, repair, alter and deal in machinery, component parts, accessories and fittings of all kinds for motors and other things and all articles and things referred to in clause (c) thereof or used in, or capable of being used in connection with the manufacture, maintenance, repair or working thereof.
 - (e) To carry on the business of iron founders, mechanical engineers, machinists, fitters, wire drawers, tube

makers, saddlers, galvanisers, joiners, electroplaters, enamellers, painters and packing case and receptacle makers and manufacturers of machinery and implements of all kinds, tool makers, brass-founders, metal-workers, boiler makers, mill-wrights, iron and steel converters, smiths, woodworkers, metallurgists, electrical engineers, water-works, engineers, manufacturers and suppliers of atomic power gas generators, farmers, printers, lithographers and merchants and to buy sell, manufacture, repair convert, alter, let on hire, and deal in machinery implements, rolling stock and hardware of all kinds, and to carry on any other business which may seem to the Company capable of being conveniently carried on in connection with the above, or otherwise calculated, directly or indirectly to enhance the value of any of the Company's property and rights for the time being.

- (f) To carry on the business of running motor omnibuses, taxicars, tractors lorries and motor cars of all kinds, aeroplanes and seaplanes of all sorts and on all such lines as the Company may think fit and transport passengers and goods and generally to carry on business of common carriers by air, land or water by any vehicle whatsoever.
- (g) To carry on the business of chemists, druggists, oilmen, importers and manufacturers of and dealers in pharmaceutical medical industrial and other preparations and articles, compounds, cements, oils, paints, pigments, and varnishes, drugs, dyeware, and paint and colour grinders, makers and dealers in proprietary articles of all kinds and of electrical, chemical, photographic, surgical and scientific apparatus and materials.
- (h) To carry on all or any of the business of importers, exporters, refrigerators, shipowners, shipbuilders, caterers of ship or other vessels, factors, warehousemen, merchants, bankers, ship and insurance brokers, carriers, forwarding agents, warfingers, sheep farmers, planters, stock owners and breeders, pasturers, graziers, preservers and packers of provisions of all kinds quarry masters, brick makers, tanners, saw-millers and carpenters.
- (i) To buy, hire, manufacture, sell, barter, deal and trade in all kinds of provisions, merchandise, produce, metals, minerals, goods storers, chattles, properties and effects of every sort or kind, to transact any and every description of agency, commission, commercial, industrial, manufacturing mercantile and financial business.
- (j) To undertake and execute trusts the undertaking whereof may deem desirable and either gratuitously or otherwise.


or provide pensions and allowances, to make or enter into arrangements for the provisions of policies of life assurance, pensions or other benefits to or for any Directors or employees of the company, or any such predecessor or such company as aforesaid, or the relations, connections or dependent of any such persons, to pay or contribute towards the payment of premiums in respect of any such policies, pensions or benefits, to establish or support funds, trusts and scheme (including funds trusts and scheme providing for payment towards insurance) which may be considered calculated to promote such purposes or benefit.

- q) 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.
- r) To purchase or otherwise acquire letters patent, brevets, d'invention concessions, licences, rights and privileges subjects to royalty or otherwise, and whether exclusive or non-exclusive or limited, or any part interest in such inventions, concessions, licences, inventions, rights and privileges, whether in East Africa or in any other part of the world.
- s) 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 or indirectly carrying out the objects of the company or effecting any modification in to on constitution of the company or furthering the interests of its members, and to oppose any steps taken by any other company or person which may be considered likely directly or indirectly to prejudice the interest of the company or its members.
- t) To take part in formation, mamangement, supervision or control of the business or operations of any company, and for that purpose to act as Directors, Administrators, Managers, Secretaries or any other capacity, and to

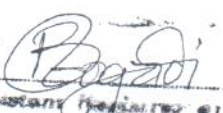
sub-clauses of this clause.

4. The liability of the members is limited.
5. The authorised capital of the company is Shillings 1,500,000/= divided into 1500 shares of shs. 1000/= each.

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 and description	No. of shares taken	Signature
1. Babubhai Meraman Ladwa. Box 275 MASASI Company Director	1	
2. Ramji Ravji Chavda Box 275 MASASI Company Director	1	R. R. CHAVDA

I HEREBY CERTIFY THAT THIS IS A TRUE COPY OF THE ORIGINAL




Registrar (Registrar of Companies)

DATE 18/11/1989

Dated at Dar Es Salaam.....^{5th}.....Day of.....JUNE.....19..51.

Signature  MRS AISHA H. HASSAN

Postal Address BOX 6131, D. E. M.

Qualifications SECRETARY 

S. M. A. KITABWALA
B. A. BARRISTER-AT-LAW
Box 1242, DAR ES SALAAM
ADVOCATE

TANZANIA
 Stamp Duty Shs. 25/-
 Receipt No. 781016 of 5.6.81
 Registrar of Companies

THE COMPANIES ORDINANCE (CAP. 212)
 COMPANY LIMITED BY SHARES
 ARTICLES OF ASSOCIATION OF
 MASASI CONSTRUCTION COMPANY LIMITED

TANZANIA
 Stamp Duty Shs. 40/-
 PAID ON ORIGINAL
 Receipt No. 781016 of 5.6.81
 Stamp Duty Officer

PRELIMINARY

1. In these regulations:

"The Ordinance means the Companies Ordinance Chapter 212 of the laws of Tanganyika.

When any provision of the Ordinance is referred to the reference in 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 meaning so defined.

And 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 for or modification of the provisions of Table 'A' the following 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

REGISTRY OF COMPANIES
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 18/1/89
 Registrar of Companies

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 shares 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 shares 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.

Every shareholder or member who is bankrupt, 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 of Directors of 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 clauses (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 obliged to take more than the maximum 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 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

Articles 39 to 53 to 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 three-fourths of a issued shares of the Company shall be valid and effectual as an ordinary resolution duly passed at a general meeting of the Company.

DIRECTORS

- (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.

(b) The following persons shall be the first Directors to the Company:

- | | |
|-------------------------------------|---------------------------------|
| 1. Babubhai Meraman Ladwa
MASASI | 2. Ramji Ravji Chavda
MASASI |
|-------------------------------------|---------------------------------|

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 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 and sum or sums for 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 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, of bonds or debentures, either charges upon the whole or any part of the property and assets for 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 Directors, 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 of the Company, and such Alternate Directors when acting shall exercise and

discharge all the 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 the 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 specie or may be vested in Trustee 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

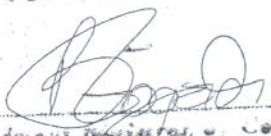
15. Every Director, Managing Director, Agent, Auditor, Secretary and other office for the time being of the Company against any liability incurred by him in defending any proceedings, whether civil or criminal, in which judgement is given in his favour or in which he is acquitted or is in connection with any application (under section 245 of the Ordinance) in which relief is granted to him by the Court.

ALTERATION OR ADDITIONS

16. Subject to the provisions of the Ordinance and to those contained in the Memorandum of Association the Company may by Special resolution make alternations or addition to the Articles of Association and any such 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.

Names, Addresses and description	No. of shares taken	Signature
1. Babubhai Meraman Ladwa Box 275 MASASI Company Director	1	
2. Ramji Ravji Chavda Box 275 MASASI Company Director	1	R. R. CHAVDA.


I HEREBY CERTIFY THAT THIS IS
A TRUE COPY OF THE ORIGINAL.



Address: Registrar of Companies

DATE: 18/4/89

Dated at Dar Es Salaam 5th Day of JUNE 19.81.


Signature MRS AISHA A. HALDAY 

Postal Address: P. O. BOX 6131

Qualifications: SECRETARY

S. M. A. Kitabwalla 15/3/83

Certified as a True Copy of the Original

Sign:  Date: 13/4/2022

MWAJUMA CHOGGY
Advocate, Notary Public & Commissioner for Oaths

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S. M. A. KITABWALLA
B. A. BARRISTER-AT-LAW
Box 1242, DAR ES SALAAM
ADVOCATE