

THE UNITED REPUBLIC OF TANZANIA



Certificate of Incorporation

No. _____

I HEREBY CERTIFY that
STEEL CENTRE LIMITED

this day incorporated under the Companies Ordinance
(Cap. 212), and that the Company is Limited.

GIVEN under my hand at Dar es Salaam

this _____ day of _____

one thousand nine hundred and _____

Certified as True Copy of the Original
Sign: *Lucy Vitalis* Date: 12/2/2022
LUCY VITALIS
Advocate, Notary
Public & Commissioner for Oaths

FREDERICK JONATHAN
ADVOCATE
Certified True Copy of the Original
Sign: *Jonathan* Date: 05/02/16

Certified as a True Copy of the Original
Sign: *Michael Mwangati* Date: 28/2/2018
MICHAEL MWANGATI
Advocate, Notary
Public & Commissioner for Oaths



Registrar of Companies.

THE COMPANIES ORDINANCE (CAP 212)

COMPANY LIMITED BY SHARES

MEMORANDUM

AND

ARTICLES OF ASSOCIATION

OF

STEEL CENTRE LIMITED

Incorporated

9th day of JANUARY 1996

FREDERICK JONATHAN
ADVOCATE

Certified True Copy of the Original.

Sign: Jonathan Date: 05/02/16

Drawn by:-

MR. Hitendrakumar Manibhai Patel
Director & Promoter
P.O.Box 1364
DAR ES SALAAM.

Certified as True Copy of the Original
Sign: Lucy Date: 11/2/2022
LUCY VITALIS
Advocate, Notary
Public & Commissioner for Oaths

Certified as True Copy of the Original
Sign: [Signature] Date: 30/2/2018
MUNIRU MWANGATI
Advocate, Notary
Public & Commissioner for Oaths

TANZANIA



Certified as True Copy of the Original
Sign: *Lucy Vitalis* Date: 12/1/2022
LUCY VITALIS
Advocate, Notary
Public & Commissioner for Oaths

Certificate of Incorporation

No. 9153

I HEREBY CERTIFY THAT

STEEL CENTRE

..... 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 9th day of January,

One thousand nine hundred and Ninety Six

FREDERICK JONATHAN
ADVOCATE

Certified True Copy of the Original

Sign: *Jonathan* Date: 05/02/16

Certified as a True Copy of the Original
Sign: *Michael Mwangati* Date: 30/2/08
MICHAEL MWANGATI
Advocate, Notary
Public & Commissioner for Oaths

Frederick Jonathan
Registrar of Companies

THE UNITED REPUBLIC OF TANZANIA

Certified as True Copy of the Original
Sign: Lucy Date: 11/2/2022
LUCY VITALIS
Advocate, Notary
Public & Commissioner for Oaths



29153

Certificate of Change of Name

I HEREBY CERTIFY THAT

STEEL CENTRE _____

_____ Limited
having, with the sanction of a Special Resolution
of the said Company, and with the approval of the
Registrar signified in writing changed its name, is
now called the STEELMASTERS _____

_____ Limited,
and I have entered such new name on the Register
accordingly.

Given under my hand at Dar es Salaam
this 11TH day of DECEMBER

One thousand nine hundred and NINETY SIX

FREDERICK JONATHAN
ADVOCATE
Certified True Copy of the Original
Sign: Jonathan Date: 05/02/16

Certified as a True Copy of the Original
Sign: [Signature] Date: 20/2/2022
M. MICHAEL MWANGANI
Advocate, Notary
Public & Commissioner for Oaths

ASST. Registrar of Companies

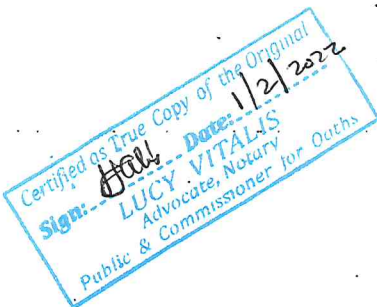
THE COMPANIES ORDINANCE (CAP. 212)

COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION

OF

STEEL CENTRE LIMITED



1. The name of Company is STEEL CENTRE 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 traders, general suppliers, general merchants, textile and hardware merchants, printers and stationer, wholesale, subwholesale and retail or both, commission agents, importers and exporters and to buy and sell hire manufacture barter trade and deal in property goods produce articles and merchandise of all kinds and to transact and every description of agency, commission commercial, industrial manufactural, merchantile insurance and financial business and manufacturerers representatives, road, bridge, building and dam contractors, building maintenance and repairing, decorators, removers, gardeners, designers and industrial & commercial plumbers etc.
 - (b) To carry on business of manufacturers, importers, exporters, wholesale and retail dealers of all types of steel, iron, aluminium copper, including all types of iron bars, nails screws, gutterings and all types of stainless steel product.
 - (c) To carry on business of manufacturers, importers, exporters, wholesalo and retail, dealers of galvanizing of all types of steel and iron, all types of building materials, locks and Keys, furniture makers, industrial and agricultural tools & equipments makers, electrical repairers, agents, dealers retailers and wholesalers of textile and hardware merchants, all types of electrical & electronic equipments, merchineries all types of petrolium products, rubber products, farming & agriculture products, all types of spices, jams pickles & tasty take away business.

FREDERICK JONATHAN
ADVOCATE

Certified True Copy of the Original

Sign: [Signature] Date: 05/02/15

- (d) To carry on the business of glassware, crockery, cutlery, readymade garments ironmongery machinery turners, spareparts of every description and other household fittings and requirements and other articles and commodities of personal and household use and consumptio provisions optical, photographic and other instruments apparatus, and generally in all manufactured goods of all types and merchandise of all kinds.
- (dd) To carry on business as motor garages proprietors motor car & motor cycle manufactures and dealers, motor car agents and motor engines metal & alloy makers, motor car & cab proprietors mechanical, electrical and general engineers oil petrol and accessories merchants & dealers painters and decorators carriers of passengers & goods boat proprietors & contractors generally, in all types of tours & transport business & jobs.
- (e) To carry on business in Tanzania and elsewhere the buying, selling, letting on hire, hire purchase, or easy payment systems and manufactu- ring and contractors of and dealers in motor-cars, taxicabs, authomobi- trancars, chars-a-bancs, motor lorries, vans, wagons of all kinds and descriptions, cycles motor cycles, coached, carriages, and all other vehicles of kinds whatsoever, whether manufacturing or otherwise.
- (f) To act as agents for any company or companies engaged in life- insurance fire insurance, marine insurance, insurance of motor cars lorries machinery and other things, insurance of owners and users of vehicles and other insurance of all kinds.
- (g) To carry on the business of importers, dealers and distributors of kerosene, petrol, motor spirit, mineral oil crude oil, petroleum, lubricating oil, grase and all other kinds of mineral and petroleum products.
- (h) To carry on any other business which may seem to the Company capable of being conveniently carried on in connection with the above or calcuated directly or indirectly to enhance the value of or render profitable any of the Company's property of rights.
- (i) To establish depots and agencies in different parts of the world for the purpose of carrying on any or all of the business of the Company.
- (j) To carry on the business of genral merchants, general store-keepers, universal providers, importers, ex-porters and wholesale and/or retail traders of or otherwise dealers of and in cotton, silk, and woolen goods and textile fabrics of all kinds.
- (k) To enter into any arrangements and contracts with Government or Authorities supreme, minicipal, local or otherwise or any corporations, companies or persons having objects that may seem conducive to the Company's objects or any of them and to obtain from any such Govern- ment Authority, Corporation, Company, or persons, any characters, contracts, decrees, rights, privileges and concessions.

Certified as True Copy of the Original
Sign: *Lucy Vitalis* Date: 1/2/2022
LUCY VITALIS
Advocate, Notary
Public & Commissioner for Oaths

FREDERICK JONATHAN
ADVOCATE
Certified True Copy of the Original
Sign: *Jonathan* Date: 05/02/16

- (u) Generally to purchase, take on lease or in exchange hire or otherwise acquire any real and personal property and any rights or privileges which the Company may think necessary or conveniently for the purpose of its business and in particular any land, buildings casements machinery plant and stock-in-trade.
- (v) To invest and deal with moneys of the Company not immediately required, upon such securities and in such manner as the Company may from time to time determine.
- (w) To remunerate any person or Company for services rendered or to be rendered in placing or assisting to place or guaranteeing the placing of the shares in the Company's capital, or any debentures or other securities of the Company or the conduct of its business.
- (x) To distribute any part of the property of the Company in specie among the members.
- (y) To lend and advance money and give credit to such persons or companies as may seem expedient and in particular to members of the Company and customers and others having dealing with the Company and to guarantee the performance of contracts by such person.
- (z) To draw, make accept endorse, discount, execute and issue cheque promissory, bills of exchange, bills of lading, warrants, debentures and other negotiable or transfereable instruments.
- (aa) To do all or any of the above things in any part of the world as principals, agents, contractors, trustees or otherwise alone or in conjunction with others.
- (bb) To pay the expenses of and preliminary and incidental to the promotion establishment and registration of the Company or of any other company promoted, formed established or registered by the Company and all brokerage, discount and other expenses lawfully payable which may at any time and from time to time be deemed expedient for taking, placing or underwriting all or any of the shares of debentures, or other obligations of the Company of of any Company so promoted, formed, established or registered by the Company.
- (cc) To obtain, all powers and authorities necessary to carry out or extend any of the above objects.

Certified as True Copy of the Original
Sign: *[Signature]* Date: 12/20/2022
LUCY VITALIS
Advocate, Notary
Public & Commissioner for Oaths

The objects set forth in any sub-clause of this clause shall not except when the context expressly so required, be in anywise limited or restricted by reference or inference from time the terms of any sub-clause or by the name of the Company. None of such sub-clause of the objects therein specified or the powers thereby conferred shall be deemed subsidiary or auxiliary merely to the objects mentioned in the first sub-clause of this clause, but the Company shall have full power to exercise all or any of the powers conferred by any part of this clause in any part of the world and notwithstanding that the business undertaking, property or acts proposed to be transacted, acquired, dealt with or performed to not fall within the objects of the first sub-clause of this clause.

FREDERICK JONATHAN
ADVOCATE

Certified True Copy of the Original

Sign: *[Signature]* Date: 05/02/16

N:

AND it is hereby declared that the word "COMPANY" in this Clause shall be deemed to include any partnership or other body of persons, whether incorporated or unincorporated, and whether domiciled in East Africa or elsewhere and the intention is that the objects specified in each paragraph of this Clause shall except where otherwise expressed in such paragraph of this Clause shall except where otherwise shall in no wise be limited or restricted by reference to or interference from the terms of any other paragraph or the name of the Company.

4. The liability of the members is limited.

5. The initial capital of the Company is Shs. 1,000,000/- divided into 1000 Ordinary Shares of Shs. 1,000/- each and the Company shall have the power to divide the original or any increased capital into several classes, and to attach thereto any preferential, deferred qualified, or other special rights, privileges, restrictions or conditions.

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	Signatures
Dolomite Trading Limited, 23/25 BUCK'S ROAD, DOUGLAS ISLE OF MAN IMI JDA.	75	
YASWANTILAO KAOJIBHAI PATEL, P. O. BOX 1364, DAR ES SALAAM. Director.	15	MIRDHA
HITENDRAKUMAR MANIBHAI PATEL, 261, BACHA HIGH ROAD, LONDON SW17 7BD, ENGLAND. Director.	10	H Patel FREDERICK JONATHAN ADVOCATE Certified True Copy of the Original.

DATED at Dar es Salaam ^{10th} day of October 1995

WITNESS to the above Signatures:

Certified as True Copy of the Original
 Sign: Lucy Vitalis Date: 12/10/22
 Advocate, Notary Public & Commissioner for Oaths

Signature: A. H. Mubwandu
 Postal Address: MANAGEMENTS & TAX CONSULTANTS LTD.
 Qualification: MANAGEMENTS & TAX CONSULTANTS LTD.
 DAR ES SALAAM

THE COMPANIES ORDINANCE (CAP. 212)

COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION
OF
STEEL CENTRE LIMITED



PRELIMINARY

1. In these Regulations:-

"The Ordinance" means the Companies Ordinance Chapter 212 of the Laws of Tanzania.

When any provision of the Ordinance is referred to, the reference is that provision as modified by any law for the time being in force.

Unless the context otherwise require, the expression 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 words importing the singular shall include the plural and vice versa, and the words importing the masculine gender shall include females, and the words importing person shall include bodies corporate, partnership, firms, Co-operative Societies etc.

The Regulations 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 former modification of the provisions of Table "A" the following shall be the regulations of the Company.

FREDERICK JONATHAN
ADVOCATE

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PRIVATE COMPANY

Sign: Jonathan Date: 02/11/2022

2. The Company is a private Company and accordingly:-

(a) The right to transfer shares is restricted in manner herein after 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 were while 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 debenture of the Company is prohibited.
- (d) The Company shall not have power to to issue 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 shares 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.
 - (b) Every shareholder or trustee in bankruptcy, or any person who may desire to sell or transfer any such shares and every person 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 the Company as his agent for the sale of such shares to 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 determination 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 share, 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 is sent to state 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 prorata according to the number of shares already held by them respectively, or if there be only one such shareholder, the whole of such share shall be sold to him, provided that no shareholder shall be obliged to take more than the maximum number of such share stated in his answer to the said notice. Upon such apportionment being made or such one shareholders notifying his intention to purchase, as the case may be 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 or to the single shareholder who shall have agreed to purchase the same.

Certified as True Copy of the Original
Sign: *[Signature]* Date: 11/2/2022
LUCY VITALIS
Advocate, Notary
Public & Commissioner for Oaths

FREDERICK JONATHAN
ADVOCATE
Certified True Copy of the Original
Sign: *[Signature]* Date: 05/02/16

GENERAL MEETINGS: NOTICE OF GENERAL MEETINGS AND PROCEEDINGS AT GENERAL MEETINGS

5. Articles 39 to 53 Table "A" shall 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 threefourths of the issued shares 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 not less than two and not more than seven in number.
- (b) The following persons shall be the first Directors of the Company.

MR. HITENDRAKUMAR MANIBHAI PATEL
 MR. YASWANTRAO RAOJIBHAI PATEL

Certified as True Copy of the Original
 Sign: *Lucy Vitalis* Date: 1/2/2022
LUCY VITALIS
 Advocate, Notary
 Public & Commissioner for Oaths

7. The shareholding, qualification for the 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 as a 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 purpose of the Company which may exceed the issued share capital of the Company.

FREDERICK JONATHAN
 ADVOCATE
 Certified True Copy of the Original
 Sign: *Jonathan* Date: 05/01/2022

BORROWING POWERS

11. The Directors may raise or borrow for the purpose of the Company business such sum or sums of money 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 or bonds or debentures, either charged upon the whole or any part of the property and assets of 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 Director, 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 and discharge all duties and functions of the Director being unable to act during the absence or inability to act as the Director whom he represent 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 remove by the Board.

WINDING UP

14. With the sanction of a Special Resolution of the Shareholders any of the assets of the Company including any shares in other companies may be divided between the Member of the Company in specie 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 whereupon there is any liability.

INDEMNITY

15. 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 increased by him to defending any proceedings, whether civil or criminal, in which judgement is given in his favour or in which he is acquitted or in connection with any application (under Section 345 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 of the Company may by Special resolution make alteration of 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.



FREDERICK JONATHAN
ADVOCATE
Certified True Copy of the Original
Sign: Jonathan Date: 05/02/16

P.
A

Name, Addresses and Description of Subscribers	Number of shares taken by each Subscriber	Signatures
<p>Dolomite Trading Limited, 23/25 BUCK'S ROAD, DOUGLAS, <u>ISLE OF MAN IMI 3DA.</u></p> <p>YASWANTHRAO RAOJIHAI PATEL, P. O. BOX 1364, <u>DAR ES SALAAM.</u></p> <p>Director.</p> <p>HITENDRAKUMAR MANIBHAI PATEL, 261, BACHAM HIGH ROAD, LONDON SW17 7BD, <u>ENGLAND.</u></p> <p>Director.</p>	<p>752 N. 28</p> <p>15</p> <p>10</p>	<p>Nipat</p> <p>H Patel</p>

DATED at Dar es Salaam *17/10* day of *October* 199*5*

WITNESS to the above Signatures:

FREDERICK JONATHAN
ADVOCATE
Certified True Copy of the Original.
Sign. *F. Jonathan* Date.....

Signature *A. K. Kibwambwa*
Postal Address *P.O. Box 22571 DC*
KARIAKOO MANAGEMENT LTD
Qualification *MANAGEMENT & TAXATION CONSULTANT*
P. O. Box 22571
DAR ES SALAAM

Certified as True Copy of the Original
Sign: *Lucy Vitalis* Date: *11/2/2022*
LUCY VITALIS
Advocate, Notary
Public & Commissioner for Oaths

Certified as True Copy of the Original
Sign: *[Signature]* Date: *20/8/2018*
MICHAEL MWANGATI
Advocate, Notary
Public & Commissioner for Oaths