

THE COMPANIES ACT, 2002

(CAP. 212)

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COMPANY LIMITED BY SHARES

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MEMORANDUM

AND

ARTICLES OF ASSOCIATION

OF

NEW JARIFASHION LIMITED

Incorporated this.....day of.....2022

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**DRAWN BY:**

Legis Attorneys  
P.o.Box 3750,  
Dar es Salaam.  
1<sup>st</sup> Floor Golden Tulip,  
Jamhuri Street,  
Dar es salaam.

**THE COMPANIES ACT, 2002 [CAP. 212]**

**COMPANY LIMITED BY SHARES**

**MEMORANDUM OF ASSOCIATION**

**OF**

**NEW JARIFASHION LIMITED**

1. The name of the Company is **NEW JARIFASHION 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 are:-
  - a) To acquire and take over all business that was carried out under the name and style that was trading as **NEW JARIFASHION** together with all its assets and liabilities and to engage on carrying out the business of manufacturing, selling, purchasing, importing, exporting all types of furniture not limited in fittings furniture, toys, wooden packing cases, domestic appliances, windows, doors, articles for construction work, wooden plants and machineries, houses, carriages, sports equipment, chairs.
  - b) To carry on the business of digital money transfer not limited to Tigo pesa, M-pesa Airtel Money, Ezy Pesa, Halopesa, T-pesa and any kind of mobile transfer and bank agency.
  - c) To carry on the business of importers, exporters, buying selling, dealers in hardware, building material, sanitary -ware, wall papers, roofing tiles,

flooring tiles, supplying industrial equipment's agricultural implements and equipment's spares of every description, plumbers, decorators, steel fabrication, machine shop, nickel plating, electric plating, making steel windows, doors, frames and roof tresses.



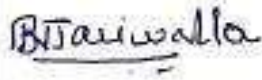
- d) To carry on the business of farming, agriculture, horticulture and floriculture and to cultivate develop and manage any land of the Company and to submit to any process for the purpose of preparing for market any produce or products of farming, agriculture, horticulture and floriculture and to buy, sell, import, export, market, trade and deal in any such or other produce or products of farming, agriculture, horticulture and floriculture and generally to own, lease, manage and run farms.
- e) To carry on the business of general suppliers of different materials, and dealers in products or commodities of all kinds of equipment, hardware, and electrical components.
- f) To carry on the business of importing and exporting textile, clothing and footwear and provide consultancy services in the same.
- g) To carry out the business of building materials, electrical and its accessories, timber, pipes, plumbing, metal and steel fabrication.
- h) To carry on the business of purchasing, selling, renting and leasing of different machinery, equipment and tangible goods for various specified purposes.
- i) To carry on the business of warehousemen and stores of goods, wares and merchandise of every kind and description whatsoever.

- j) To carry on the business of cargo transportation and handling, warehouse and storage inside and outside the country.
- k) To carry on the business of distribution of gaseous fuel through mains to suppliers inside and outside the country.
- l) To carry on the business of insurance agency and brokerage.
- m) To carry on the business of real estate activities not limited to agency, property management with own or leased property.
- n) To carry on the business selling food stuff not limited to fresh fruits, meat, fish, juice, coffee, cafe and other activities related.
- o) To carry on the business of manufacturers, importers and exporters of all kinds of forest products such plywood, veneer, timber and whatsoever.

4. The liability of the members is Limited.

5. The authorized share capital of the Company is **Tanzanian Shillings Five Hundred Million Only (TZS.500,000,000/=)** at the date of registration divided into **One Thousand (1000) ordinary shares of Tanzanian Shillings Five Hundred Thousand (500,000/=)** each with such rights, privileges or conditions as may be determined by or in accordance with the regulations of the Company, and to vary, modify or abrogate any such rights, privileges or conditions in such manner as may for the time being be provided by the regulations of the Company.

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 numbers of shares in the capital of the company set opposite our respective names.


Names, addresses and description of subscribers	Number of shares taken	Signatures
MOHAMED MUBASHIR NOORHUSEIN JARIWALLA. P.O.BOX 812 , DAR ES SALAAM.	400	
SHABBIR NOORHUSSEIN JARIWALLA. P.O.BOX 812, DAR ES SALAAM.	400	
BATUL NOORHUSSEIN JARIWALLA. P.O.BOX 812, DAR ES SALAAM.	200	

DATED at Dar es Salaam this 20th day of October 2022.

WITNESS to the Signatures above:

Name: HANCE STEPHEN MRINDOKO.

Address: P.O.BOX 3750,  
DAR ES SALAAM

Signature: 



Qualification: **ADVOCATE**

**THE COMPANIES ACT, 2002 [CAP. 212]**

**COMPANY LIMITED BY SHARES**

**ARTICLES OF ASSOCIATION  
OF**

**NEW JARIFASHION LIMITED**

**PRELIMINARY**

1. In these Articles and Regulations, unless inconsistent with the subject or context:-

"The Act" means the Companies Act, 2002 Chapter 212 of the Laws of Tanzania.

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

Unless the context otherwise requires, the expression defined in the Act 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.

"The Board" means the Board of Directors for the time being of the Company.

"Dividend" includes bonus.

"Member" means the registered holder of a share or shares in the Company.

"The Seal" means the Common Seal of the Company.

"Secretary" means any person appointed to perform the duties of the Secretary of the Company.

Any words denoting the singular shall include the plural and vice versa, and words denoting the masculine gender shall include the feminine gender and the words denoting persons shall include bodies' corporate societies, and the like.

2. The Regulations contained in Table A of 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 in addition to substitution former modification of the provisions of Table A the following shall be the regulations of the Company:-

***PRIVATE COMPANY***

3. 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 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 Articles be treated as a single member.

(c) An invitation to the public to subscribe for any shares or debenture of the Company is prohibited.

(d) The Company shall not have power to issue share warrants to the bearer.

### ***CAPITAL***

4. The Share Capital of the Company is **Tshs. 500,000,000/=** divided into One Thousand (1000) Ordinary shares of Shillings Five Hundred Thousand (TShs.500,000/=) each.
5. Without prejudice to any special rights previously conferred on the holder of shares or class of shares, any share in the company may be issued any existing with such preferred or other special rights or such restrictions, whether in regard to dividend, voting, return of capital or otherwise, as the company may from time to time by ordinary resolution determine.
6. The rights conferred upon the holders of the shares of any class issued with preferred or other rights shall not, unless otherwise expressly provided by the terms of issue of the shares of that class, be deemed to be varied by the creation or issue of further shares ranking pari passu therewith.

### ***CERTIFICATE***

7. Every person whose name is registered as a member in the register of members shall, without payment, be entitled to a certificate under the Seal of the Company specifying the share or shares held by him and the amount paid up thereon provided that in respect of a share or shares held jointly by several persons the Company shall not be bound to issue more than one certificate, and delivery of a certificate for a share to one of several joint holders shall be sufficient delivery to all.

### ***PROHIBITION OF DEALING IN COMPANY SHARES***

8. The Company shall not give, whether directly or indirectly, or whether by means of a loan guarantee, the provision of security otherwise financial assistance for the purpose of or in connection with the purchase or subscription made or to be made by any person for any shares in the company or its holding Company (if any) nor

shall the Company make a loan for any purpose whatsoever on the security of its shares or those of its holding company (if any) but nothing in this Article shall prohibit transactions mentioned in the proviso to section 61(1) of the Act.

#### ***LIEN***

9. The Company shall have first and paramount lien on every share for any money's (whether presently payable or not) called or payable at a fixed time in respect of that share, and the Company's lien, if any, on a share shall extend to all dividends payable thereon.

#### ***CALLS ON SHARES***

10. The directors may, subject to the provision of these Articles, and to any conditions of allotment, from time to time, make such calls upon the shareholders in respect of all monies unpaid on their shares, as they think fit.

#### ***TRANSFER OF SHARES***

11. All transfers of shares may be effected by transfer in writing in the usual common form under hand only.
12. The instrument of transfer of a share shall be signed by or on behalf of the transferee, and transferee and the transfer shall be deemed to remain the holder of the share until the name of the transferee is entered in the register in respect thereon.
13. The Directors may, in their absolute discretion, and without specifying any ground, refuse to reregister a transfer of any share to any person whom in their opinion is undesirable to the interests of the Company for the any reasons whatsoever to admit to membership. No transfer shall be registered if by reason thereof the number of member would exceed the limit herein before prescribed.

14. The Directors may refuse to register any transfer of a share where the Company has a lien on the share.

#### ***TRANSMISSION OF SHARES***

15. In case of death of a shareholder the survivors or survivor where the deceased was a joint holder, and the executors or administrators of the deceased where he was or sole or only surviving holder, shall be the only persons recognized by the Company as having any title to his shares, but nothing herein contained shall release the estate of a deceased holder (whether sole or joint) from any liability in respect of any share solely or jointly held by him.
16. Subject to any provisions of the Articles, if the person becoming so entitled to a share in consequence of the death or bankruptcy of a member may, upon such evidence as to this title being produced as may from time to time be required by the Directors, and subject as hereinafter provided, be registered himself as a holder of the share or elect to have some person nominated by him registered as the transferee thereof.
17. Subject to any other provisions of the Articles, if the person becoming so entitled shall elect to be registered himself, he shall deliver or send to the company notice in writing signed by him stating that he so elects. If he shall elect to have his nominee registered he shall testify his election by executing to his nominee a transfer of such share. All the limitations, restrictions and provisions of these Articles, relating to the rights 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 executed by such member.

#### ***FORFEITURE OF SHARES***

18. If any member fails to pay the whole or any part of any call on or before the day appointed for the payment thereof the Directors may at any time thereafter during such time as the call, or any part thereof, remains unpaid, serve a notice on him requiring him to pay such call, or such part thereof as remains unpaid together with any accrued interest, and any expenses incurred by the Company by reason of such non-payment.
19. The notice shall name a further day (not being less than fourteen days from the date of the notice) on or before which such call, or any part thereof as aforesaid, are to be paid. It shall also name the place where payment is to be made, and shall state that in the event of non-payment, at or before the time and at the place appointed, the shares in respect of which such call was made will be liable to be forfeited.
20. If the requirements of any such notice as aforesaid are not complied with, and share in respect of which such notice has been given may at any time thereafter, before payment of all calls, interest and expenses due in respect thereof has been made, be forfeited by a resolution of the Directors to that effect.
21. A forfeiture of shares under the preceding Article shall include all dividends declared in respect of the forfeited shares and not actually paid before the forfeiture.
22. A person whose shares have been forfeited shall cease to be a member in respect of the forfeited shares, but shall, notwithstanding, remain liable to pay to the Company all moneys which, at the date of forfeiture were presently payable by him to the Company in respect of the shares, but his liability shall cease if and when the Company receive payment in full of the nominal amount of the share.
23. The provisions of these regulations as to forfeiture shall apply in the case of non-payment of any such which, by the time of issue of a share, becomes payable at

a fixed time, whether on account of the amount of the share, or by way of premium, as if the same had been payable b been payable by virtue of a call dully made and notified.

#### **INCREASE OF CAPITAL**

24. The Company may from time to time by Ordinary Resolution increase the share capital by such sums, to be divided into shares of such amount, as the resolution shall prescribe.
25. The Company, by the resolution increasing the capital may direct that the new shares or any of them be offered in the instance either at per or at a premium of (subject to the provisions of section 60 of the Act) at a discount to all the holders for the time being of shares held by them respectively or may make any other provisions as to the issue of the new shares. In default of any such direction or so far as the same shall not extend the new shares shall be at the disposal of the Board, which may offer, allot, grant options over or otherwise dispose of them to such persons and on such terms as it shall think fit.
26. Unless otherwise stated in the terms of the issue of the new shares shall be subject to the same provisions with reference to the payment of calls, lien, transfer, transmission, forfeiture, and otherwise as the original share capital.

#### **ALTERATION OF CAPITAL**

27. The Company may, by ordinary resolution:-
  - (a) Consolidate and divide all or any of its share capital into shares of larger amount than its existing shares; or
  - (b) Sub-divide its existing shares or any of them into shares of smaller amount than is fixed by the Memorandum of Association subject, nevertheless, to the provision of section 64(1) (d) of the Act.

- (c) Cancel any shares which, at the date of the passing of the resolution, have not been taken or agreed to be taken by any person, and diminish the amount of its capital by the amount of shares so cancelled.
28. The Company may by special resolution reduce its share capital and any capital redemption fund in any manner and with and subject to any incident authorised and consent required by law.

#### ***BORROWING POWERS***

29. The Directors may exercise all the powers of the Company to raise or borrow for the purpose of the Company's business such sum or sum 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 its undertaking, 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 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, debentures, debenture stock, and other securities, either charged upon the whole or any part of the property and assets of the company, or not charged, whether outright or as security for any debt, liability, or obligation of the Company or of any third party, or in such other way as the Directors may think expedient.

#### ***GENERAL MEETINGS***

30. Subject to the provision of section 133 (1) of the Act, General Meetings shall be held once at least in every calendar year at such time not being more than fifteen months after the holding of the last preceding General Meeting, and at such place as may be determined by the Board. Such General Meetings shall be called "Annual General Meetings", and all other meetings of the Company shall be called "Extraordinary General Meetings"

31. The Directors may, whenever they think fit, convene an Extraordinary General Meeting, and they shall, on the request in writing of the holders of not less than one-tenth of the issue capital of the Company upon which all calls or other sums then due have been paid, forthwith proceed to convene an Extraordinary General meeting, and the provisions of Section 134 of the Act shall apply.

If at any time there are not within Tanzania sufficient Directors capable of acting to form a quorum any Director or any two members of the Company may convene an Extraordinary General Meeting.

#### ***NOTICE OF GENERAL MEETINGS***

32. Subject to the provisions of section 135 and 136 (a) of the Act twenty one day's notice at the least exclusive of the day on which the notice is served or deemed to be served, but inclusive of the day for which notice is given, specifying the place, the day, and the hour of meeting and, in case of special business, the general nature of the business shall be given in manner hereinafter mentioned, or in such other manner, if any, as may be prescribed, or the Company in general meeting, to such persons, as are, under the regulations of the Company, entitled to receive notices from the Company, but with the consent of all the members entitled to receive notice of some particular meeting obtained in writing that such meeting may be convened by such, shorter notice than seven days or without notice and in such manner as those members may think fit.
33. The accidental omission to give notice of a meeting or the non-receipt of a notice of a meeting by any member shall not invalidate the proceedings at any meeting.

#### ***PROCEEDINGS AT GENERAL MEETINGS***

34. All business shall be deemed special that is transacted at an Extra-Ordinary General Meeting, and all business that is transacted at an Annual General Meeting, with the exception of the declaration and sanctioning a dividend, the

consideration of the accounts, balance sheets and the ordinary report of the Directors and Auditors, and other officers in the place of those retiring by rotation, and the appointment and fixing or remuneration of the Auditors.

35. No Business shall be transacted at any General Meeting unless a quorum of members is present at the time when the meeting proceeds to business, save as herein otherwise provided two members personally present shall be a quorum
36. Within half an hour from the time appointed for the meeting a quorum is not present, the meeting, if convened upon the requisition of members, otherwise than pursuant to Article 11 shall be dissolved; in any other case it shall be adjourned to the same time and place, and if at the adjournment meeting a quorum is not present within half an hour from the time appointed for the meeting the members present be a quorum. It shall not be necessary to give notice of any such adjourned meetings.
37. The Chairman, if any, of the board of Directors, shall preside as Chairman at every General Meeting of the Company. If there is no such Chairman, or if, at any meeting, he is not present within fifteen minutes after the time appointed for the meeting or is unwilling to act as Chairman, the Directors present shall choose one of their number to act, or if one Director be present, or if all Directors present decline to take Chair the members present shall choose one of their number to be chairman.
38. 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 ten days or more, notice of the adjourned meeting shall be given as in the case of an original meeting. Save 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.

39. At any General Meeting a resolution put to the vote of the meeting shall be decided on a show of hands, unless a poll is before or on the declaration of the result of the show of hands, demanded by a member present in person or by proxy and entitled to vote, and, unless a poll is so demanded, a declaration by the Chairman that the resolution has, on a show of hands, been carried, or carried unanimously, or by a particular majority or not carried by a particular majority, or lost, and an entry to that effect in the proceedings of the Company, shall be conclusive evidence of the fact without proof of the number or proportion of votes recorded in favour of or against such resolution.
40. A demand for a poll shall not prevent the continuance of a meeting for the transaction of any business other than the question of which a poll has been demanded.
41. Any ordinary resolution of the Company determined without any General Meeting and evidenced by writing under the hands of a majority of the Directors and of the members of the Company holding three-fourths 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.

#### ***VOTES OF MEMBER***

42. On a show of hands every member present in person shall have one vote and for this purpose a person who is present as the representative of a corporation shall be treated as if he was a member present in person and on a poll every member present in person or by proxy shall have one vote for each share of which he is the holder.

43. No member shall be entitled to be present or to vote at any General Meeting, either personally or by proxy, or as proxy for another member, or to exercise any privilege as a member, unless all calls or other sums presently payable by him in respect of shares in the Company have been paid, whether such shares are held by him alone or jointly with any other person or persons.
44. No objection shall be raised to the qualification of any voter except at the meeting or adjourned meeting at which the vote objected to is given or tendered, and every vote not disallowed at such meeting shall be valid for all purposes. Any such objection made in due time shall be referred to the Chairman of the meeting, whose decision shall be final and conclusive.
45. On a poll votes may be given either personally or by proxy.

#### ***DIRECTORS***

46. Until otherwise determined by the Company in General meeting the number of Directors shall not be less than two and not more than seven.

The following persons shall be the first Directors of the Company: -

1. **MOHAMED MUBASHIR NOORHUSEIN JARIWALLA.**
2. **SHABBIR NOORHUSSEIN JARIWALLA.**
3. **BATUL NOORHUSSEIN JARIWALLA.**

47. 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.
48. The remuneration of the Directors shall from time to time be determined by the Company in General Meeting.

#### ***POWERS OF DIRECTORS***

49. The business of the Company shall be managed by the Directors, who may pay all expenses incurred in getting up and registering the Company, and may exercise all such powers of the Company, as are not by the statutes or by these Articles required to be exercised by the Company in General meeting, subject nevertheless to any regulations of these Articles, to the provisions of the statutes, and to such regulations, being not inconsistent with the aforesaid regulations or provisions, as may be prescribed by extraordinary resolution of the Company in general meeting but no regulations made by prescribed by Extraordinary Resolution of the Company in general meeting but no regulations made by the Company in General Meeting shall invalidate any prior act of the Directors which would have been valid if such regulation had not been made. The general powers given by this Article shall not be limited or restricted by any special authority or power given to the Board by any other Article.

#### ***DISQUALIFICATION OF DIRECTORS***

50. The office of a Director shall ipso facto be vacated:-
- (a) if he is found to be lunatic or becomes of unsound mind;
  - (b) if he becomes bankrupt or compounds with his creditors;
  - (c) if he absents himself from meetings of the Directors for a continuous period of six months without special leave of absence from the Directors and the Directors resolve that his office be vacated;
  - (d) if, by Extraordinary Resolution, he is removed from office;
  - (e) if by notice in writing to the Company he resigns from office.
  - (f) if, pursuant to any law, he is prohibited from acting as a Director.

#### ***ALTERNATE DIRECTORS***

51. Any Director who is unable for any reason whatsoever (like his absence from Tanzania, inability to act as such Director, etc.) to carry out his duties as a Director may with a written approval of the Directors appoint and nominate any person as his alternate to act in his place (for him). Such Alternate Director shall in all other respects be subject to and bound the terms and conditions, rules and regulations, existing with reference to and affecting the Directors in the same manner, as the Director for whom he acts is whom he represents. 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***

52. The Secretary shall be appointed by the Board for such term at such remuneration and upon such conditions as it may think fit, and any Secretary so appointed may be removed by the Board.

#### ***PROCEEDINGS OF DIRECTORS***

53. The Directors may meet together for the dispatch of business, adjourn and otherwise regulate their meetings, as they think fit. Questions arising at any meeting shall be decided by a majority of votes. In case of any equality of votes, the Chairman shall have a second or casting vote. A Director may, and the Secretary on the requisition of a Director shall at any time summon a meeting of the Board. The Board shall elect a Chairman to chair the meetings and determine the period for which he is to hold office.
54. The quorum necessary for the transaction of the business of the Board shall be fixed by the Board; otherwise two Directors may form a quorum.

#### ***DIVIDENDS***

55. The profit of the Company available for dividend and resolved to be distributed shall be applied in the payment of dividends to the members in accordance with

their respective rights and priorities. The Company in General meeting may declare dividends accordingly.

56. No dividend shall be payable except out of the profits of the Company or in excess of the amount recommended by the Board.
57. Where any asset, business or property is bought by the Company as from a past date (whether such date be before or after the incorporation of the Company) upon the terms and the Company, shall as from that date take the profits and bear the losses thereof, such profits or losses as the case may be shall, at the discretion of the Board, be credited or debited wholly or in part to revenue account, and in that case the amount so credited or debited shall, for the purpose of ascertaining the funds available for dividend, be treated as a profit or loss arising from the business of the Company and available for dividend accordingly. If any shares or Securities are purchased cum-dividend or interest, such dividend or interest when paid may at the discretion of the Directors be treated as revenue and it shall not be obligatory to capitalize the same or any part thereof.

#### **RESERVES**

58. The Directors may before recommending any dividends whether preferential or otherwise, carry to reserve out of the profits of the Company such sums as they think proper and may also carry to reserve any premiums, received upon the issue of shares, securities or obligations of the Company. All sums standing to reserve may be applied from time to time, at the discretion of the Directors for meeting depreciation or contingencies or for special dividends, or bonuses, or for equalizing dividends or for repairing, improving or maintaining any of the property of the Company, or for such other purpose as the Directors may think conducive to the objects of the Company or any of them, and pending such development as the Directors think fit. The Directors may divide the reserve into such special funds as they think fit, and may consolidate into one fund any special funds or any parts of any special funds into which the reserve may have been divided as they think fit.

The Directors may also without placing the same to, reserve carry over any profits, which they may think it not prudent to divide.

#### **ACCOUNTS**

59. The Directors shall cause proper books of account to be kept with respect to:-
- (a) All sums of money received and expended by the Company and the matters in respect of which the receipt and expenditure takes place;
  - (b) All sales and purchase of goods by the Company; and
  - (c) The assets and liabilities of the Company.
60. The books of accounts shall, be kept at the office or (subject to the provisions of the statutes) at such other place or places as the Directors think fit, and shall always be open to the inspection of the Directors.

#### **THE SEAL**

61. The seal shall not be affixed to any instrument except by the authority of a resolution of the Directors and shall be so affixed in the presence of at least one Director and the Secretary or some other person approved by the Directors, both of whom shall sign every instrument to which the seal is so affixed in their presence.

#### **AUDIT**

62. Auditors shall be appointed and their duties regulated in accordance with the Act.

#### **NOTICE**

63. Any notice or document may be served by the Company upon any member, either personally or by sending it through the post in a prepaid letter, envelope or wrapper, addressed to such member at his registered place of address.

#### **WINDING UP**



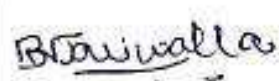
64. With the sanction of a special Resolution of the shareholders any part of the assets of the company including any shares in other companies may be divided between the members of the Company in specie or may be vested in trustees for the benefit of such members and the liquidation of the Company may be closed and the Company dissolved but so that no member shall be compelled to accept any shares whereupon there is any liability.

#### ***INDEMNITY***

65. Save and except so far as the provisions of the statutes, the Directors, Auditors and Secretary and other officers for the time being of the Company and the trustees, if any, for the time being acting in relation to any of the officers of the Company shall be indemnified out of its assets against all costs, charges, expenses, losses and liabilities sustained or incurred by him in the conduct of the Company's business or in the discharge of his duties.

#### ***ALTERATIONS OR ADDITIONS***

66. 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 those Articles and be subject in like manner to alteration by special Resolution.

Names, addresses and description of subscribers	Number of shares taken	Signatures
MOHAMED MUBASHIR NOORHUSEIN JARIWALLA, P.O.BOX 812 , DAR ES SALAAM.	400	
SHABBIR NOORHUSSEIN JARIWALLA. P.O.BOX 812, DAR ES SALAAM.	400	
BATUL NOORHUSSEIN JARIWALLA. P.O.BOX 812, DAR ES SALAAM.	200	

DATED at Dar es Salaam this 20th day of October 2022.

WITNESS to the Signatures above:

Name: HANCE STEPHEN MRINDOKO.

Address: P.O.BOX 3750,  
DAR ES SALAAM

Signature: 



Qualification: ADVOCATE.