

THE UNITED REPUBLIC OF TANZANIA

THE COMPANIES ACT, 2002

(CAP 212)

THE COMPANY LIMITED BY SHARES

MEMORANDUM AND ARTICLES OF ASSOCIATION

OF

MATA METALS AND MINERALS LIMITED

DRAWN BY:

NAME: JOSEPH KUTTIKATT GEORGE

DESCRIPTION: SUBSCRIBER

ADDRESS: THALAKKOTT, PO, THRISSUR
PIN: 680501, KERALA, INDIA.

THE COMPANIES ACT, 2002

(CAP 212)

PRIVATE COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION

OF

MATA METALS AND MINERALS LIMITED

- 1.** The name of the Company is **"MATA METALS AND MINERALS LIMITED"**
- 2.** The Company's registered office is to be situated in the United Republic of Tanzania.
- 3.** The Company's objectives are: -
 - a) To carry on the business of trading in Gold, mining and quarrying, gold dealer, maintaining mineral diagnostic laboratories, diagnostic kits, elution, electro wining and regeneration of minerals.
 - b) To carry on the business of sales, manufacturing, supplying, packaging, distribution, importing and exporting of all sort of Explosives of types and description whatsoever.
 - c) To carry on the business of Financing, project financing, control and manage finance subsidies, coordinate of otherwise assist any company or companies in which the company has a direct or indirect financial interest.
 - d) To carry on the business and engage into the activities as general dealers of chemicals for mining, agricultural chemicals, water treatment chemicals, school and laboratory chemicals in Tanzania and the world over.
 - e) To carry on the business of supply of spare parts and equipment necessary for carrying out all the company activities.
 - f) To carry on the business of warehousing, garage, transporters, clearing and forwarding agents, road haulage, sea and air charters including container operations.
 - g) To carry on the business of Accommodation and Hotels.
 - h) To carry on business as importers and sellers, suppliers of water pumps or all types for agriculture and related fields.

- i) To carry on the business of sourcing, formulating, mixing and packaging of all sorts of agricultural manure and agricultural seeds and supplying the same in the United Republic of Tanzania or elsewhere.
- j) To carry on the business of organic food production projects, installation of solar and wind power equipment and give advice on all other renewable energy alternatives for research and development in agriculture and agro-processing industries in Tanzania and elsewhere.
- k) To purchase or otherwise, acquire, erect, maintain, reconstruct and adapt any buildings works, plant machinery and other things found to be necessary or convenient for the purposes of the company.
- l) To manufacture, buy, sell and generally deal in any plant, machinery, tools, goods, or things of any description which in the opinion of the Company is in connection with any of its objects.
- m) Generally, to purchase, take on lease, hire or otherwise acquire any real or personal property or any interest therein and any rights easements or privileges which the Company may think necessary or convenient with reference to any of the objects of the Company, or capable or being profitably dealt with in connection with any of the Company's property or rights for the time being.
- n) To carry on the business of Construction of Civil engineering projects
- o) To carry on the business and engage into the activities of importing, exporting, buying and selling of all types of minerals, quarrying and exploration for metals, minerals and precious stones of all kinds and their preparations for sale or use.
- p) To carry on the business and engage into the activities of manufacturing, formulating and packaging of all sorts of minerals, metals and metal products and supplying the same to industrialists and dealers in Tanzania and world over, importers, exporters, buyers and sellers.
- q) To carry on the business of provision of specialized services in the field of Elution and technical consultations and carry out inspection operations of Elution plant, Machines and Equipments in sites.

- r) To carry on the business of supplying, installation and maintenance of fire fighting systems, preparation and operation of Laboratories and mobile workshops in mining sites.
- s) To import, distribute and supplying manufacture, buy, sell and generally deal in any plant, machinery, tools, goods, or things of any description which in the opinion of the Company is in connection with any of its objects
- t) To construct, erect, equip and carry on the business of petrol stations with all usual or convenient buildings, petrol and oil pumps, plants, machinery, articles and things required for purpose of the said business or commonly supplied or dealt with by persons engaged in such business.
- u) To invest in and acquire any such shares, stock, debentures, stocks, scrip, bonds, notes, securities, obligations, funds, or loans, by original subscription, tender, purchase, participation in syndicates, exchange or otherwise, and whether or not fully paid up and to subscribe for the same either conditionally or otherwise and to guarantee the subscription thereof, and to exercise and enforce all rights and powers conferred by or incident to the ownership thereof and to vary and transpose from time as may be considered expedient and of the company's investments for the time being.
- v) To acquire by purchase, lease, exchange, hire, or otherwise and protect and prolong and renew, whether in the United Republic of Tanzania or else where in the World any patents, patents rights, licenses, secret, process, trade marks, designs, protections, and concessions or any other intellectual property rights and to disclaim, alter, modify, use and turn to account and to manufacture under or grant license or privileges in respect thereof.
- w) To carry on the activities and business importer and manufacturers of different types of goods ranging from mining, textiles, food and beverages, natural forests products, spare parts, hardware, electrical, plumbing, and households.
- x) To acquire or undertake the whole or any part of the business, goodwill, and assets of any person, firm or company carrying on or proposing to carry on any of the business which the company is authorized to carry on and undertake all or any of the liabilities of such a person, firm or company as part of the

consideration for such acquisitions, or to acquire an interest in, amalgamate with or enter into partnership or into any arrangement for sharing profits, or corporation, or otherwise assisting any such person, firm of a company, or of subsidizing or otherwise assisting any such person, firm or company, and to give or accept, by way of consideration for any of the Acts or things aforesaid or property acquired, any shares, debentures stock or securities that may be agreed upon, and to hold and retain, or sell, mortgage and deal with any shares, debentures, stock or securities so received.

- y) To borrow and raise money in any manner and to secure the repayment of any money borrowed, raised or owing by mortgage charge, standard security, lien or other security upon the whole or any part of the company's property or assets (whether present or future) including its uncalled capital and also by a similar mortgage, charge standard security, lien or security to secure and guarantee the performance by the company of any obligation or liability it may undertake or which may become binding on it.
- z) To draw, make, accept, endorse, discount, negotiate, execute, and issue Cheques, bills of exchange, promissory notes, warrants, debentures, and other negotiable or transferable instruments.
- aa) To oppose any proceedings or applications which may seem calculated directly or indirectly to prejudice the company's interests.
- bb) To acquire by subscription or otherwise hold, sell, deal with and dispose of, place and underwrite shares stocks, debentures, debenture stocks, or any other securities issued or guaranteed by any company constituted or carrying on business in any part of the world, and any such securities of any such company as aforesaid.
- cc) To promote any other company for the purpose of acquiring the whole or any part of it if it appears likely to assist or benefit the company or to enhance the value of any property of business of the company, and to place or guarantee the placing of, underwrite subscribe for, or otherwise acquire all or any part of the shares or securities of any such company as aforesaid.

- dd) To sell or dispose of the whole or any part of the business or property of the company for such consideration as the company may think fit.
- ee) To act as agent or brokers and as trustees for any person, firm, or company and undertake and perform sub-contracts.
- ff) To remunerate any person, firm or company rendering services to the company either by cash payment or otherwise
- gg) To distribute among the members of the company in kind any property of the company properly distributable amongst the members
- hh) To purchase, take on lease or otherwise acquire and to rebuild, alter, reconstruct any land or property of any tenure for the purpose the manufacture, sale or warehousing of the products aforesaid.
- ii) To pay all or any expenses incurred in connection with the formation, promotion and incorporation of the company or to contract with any person, firm or company to pay the same.
- jj) To give or award pensions, annuities, gratuities and superannuation of other allowances or benefits or charitable and generally to provide advantages, facilities and services for any persons who are or have been Directors or employees of the company, or the holding of the company or the company or a fellow subsidiary of the company or the predecessors in business of the company or of any such subsidiary, holding of fellow subsidiary company and to the wives, widows, children and other relatives and dependents of such person.
- kk) To enter into any arrangement with any Governments or authorities supreme, municipal, Local or otherwise any of them and to obtain from any such Governments, Authority, persons or company any rights, privileges, characters, contracts, licenses and concessions which the company may think it desirable to obtain and to carry out, exercise and comply therewith.

- ll) To procure the Company to be registered or recognized in any part of the world and to discover and develop, research, manufacture, and process and sell of any medicinal products in any material whatsoever which shall be discovered thereto.

- mm) To do all or any of the things authorized in any part of the world and either as principals, agents, contractors, or otherwise, and by or through agents, brokers, subcontractors, or otherwise and either alone or in conjunction with others.
- nn) To distribute among the members in specie any property of the company or any proceeds of sale or disposal of any property of the company but so that no distribution amounting to a reduction of capital shall be made except with the sanction (if any for the time being required by law.
- oo) To support and subscribe to any charitable or public objects and institution, society or club which may be for the benefit of the company or its employees or may be connected with any town or place where the company carried on business.
- pp) To carry on the business of industrialists ranging from small scale to large scale projects, manufacturers of different type of products and goods, to carry on activities of commercial farming, establish poultry farms animal husbandry, dairy farming, producer of animal feeds, and food processors, conduct research in crops, seeds, crops diseases, animals diseases, and seeds growing, cultivation, production processing, dressing of whatever kind ranging from composite seeds to hybrid seeds, crop farmers, farmer growers and planters.
- qq) To do all such other things as may be deemed incidental or conducive to the attainment of the company's objectives or of any powers given to it by the Companies Act, 2002 of the United Republic of Tanzania as amended.

AND SO THAT:


- (i) None of the provisions set forth in any sub-clause of this clause shall be restrictive construed but the widest interpretation shall be given to each such provision, and none of such provisions shall, except where the context expressly so requires, be in any way limited or restrictive by reference from any other provisions set forth in such sub clause, or by reference to inference form the terms of any other sub clause of this clause, or by reference to or inference form the name of the company.



- (ii) The Word "Company" in this Clause except were used in reference to the Company, shall be deemed to include any partnership or other body of persons, whether incorporated or unincorporated and whether domiciled in the United Republic of Tanzania or elsewhere.
- (iii) In this Clause the expression "The Act" means the Companies Act, 2002 as amended but so that any reference in this clause to any provision of the act shall be deemed to include a reference to any statutory modification or re-enactment of the provision for the time being in force.

4. The Liability of the Members is Limited.

5. The Company's share capital is **TSHS. 2,000,000,000/=** divided into **200,000 Shares of TSHS. 10,000/=** each, with the power of increase or to divide the shares in the capital for the time being, into different classes having such rights, privileges and advantages as to voting and otherwise, as the Articles of Association may from time to time prescribe.

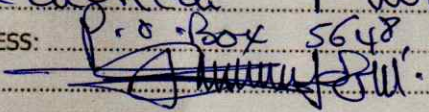
We, the persons whose names and addresses are subscribed, desire to be formed into a company, in pursuance of this memorandum of association, and we respectively agree to take the number of shares in capital of the company set opposite our respective names.

NAMES, ADRESSES AND DESCRIPTION OF SUBSCRIBER	NUMBER OF SHARES TAKEN BY EACH SUBSCRIBER	SIGNATURE
1. SANTHOSH PAWAR BHEEMA RAO PAWAR HOUSE, TOWN HALL ROAD, KUNNAMKULAM PO, THRISSUR, PIN: 680503, KERALA – INDIA	100,000	

2. BALAJI SHAHAJI SALUNKHE NEAR SHRIRAM TEMPLE, PARE, SANGLI PIN:415311, MAHARASHTRA - INDIA	50,000	
3. JOSEPH KUTTIKATT GEORGE KUTTIKATT HOUSE, THALAKKOTTUKARA PO, THRISSUR, PIN: 680501, KERALA - INDIA	50,000	
TOTAL	200,000	

Dated at SINGIDA this 18th day of April, 2024

BEFORE ME:

NAME: GEORGE MWANDU
 POSTAL ADDRESS: P.O. Box 5648, DAR es Salaam
 SIGNATURE: 
 QUALIFICATION **ADVOCATE.**



**THE COMPANIES ACT, 2002
(CAP 212)**

A COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

OF

MATA METALS AND MINERALS LIMITED

PRELIMINARY:

1. In these articles, if not inconsistency with the subject or context, the words and expressions standing on the left side shall bear the meanings set opposite them respectively on the right side thereof

INTERPRETATION: -

- 1.1. **"The Act"** means the Companies Act, 2002 including its amendment thereto
- 1.2. **"The Seal"** Means the common seal of this Company;
- 1.3. **"Capital"** Means the initial capital of this Company and the sum of the aggregate per value of all outstanding shares with per value of the Company's shares;
- 1.4. **"The Company"** shall mean MATA METALS AND MINERALS LIMITED;
- 1.5. **"Chief Executive Officer"** means the Chief Executive officer of the Company from time to time appointed by the Directors of the Company;
- 1.6. **"Member"** a person who holds shares in the Company;
- 1.7. **"Person"** means any individual, firm, Company, corporation, trust, government, state or Agency of a state, joint venture, the public company, the estate of a deceased individual, limited liability company, partnership, incorporated or unincorporated association of persons.
- 1.8. **"Resolution of Directors"** except otherwise required by laws, memorandum or these articles of this company means a resolution: -
 - (a) approved at a duly convened and constituted meeting of Directors of the company or of a committee of Directors of the Company by

the affirmative vote of a simple majority of the Directors present at the meeting who voted and did not abstain from voting or;

- (b) consented to a resolution in writing by three-quarter of all Directors of the Company or of all members of a Committee as the case may be: except that where the Director is given more than one vote, he shall be counted by the number of votes he casts for the purpose of establishing a majority;

- 1.9. **"Resolution of Members"** except otherwise required by the Act, the Memorandum or Articles of this Company a resolution of members shall be approved at a duly convened and constituted meeting of the Members of the Company;
- 1.10. **"Securities"** means shares and debt obligations of every kind, and options, warrants and rights to acquire shares or debts obligations;
- 1.11. **"Surplus"** means the excess, if any at the time of the determination of the total assets of the company over the aggregate of its total liabilities, as shown in its books of accounts plus the company's capital.
- 1.12. **"The Memorandum"** means the Memorandum of Association of this Company as originally drafted or as amended from time to time;
- 1.13. Save for what has been stated any words or expressions defined in the Act shall bear the same meaning in these Articles. The regulations contained in Table A of the first schedule to the Act shall apply to the Company unless expressly excluded;
- 1.14. Whenever singular, masculine, feminine or Neuter gender words were used in this Articles shall equally where the context so requires include the others or vice versa;
- 1.15. A reference to Money in this Article is unless otherwise stated shall be referred as a reference to the currency in which shares of the company were issued according to the provisions of the Memorandum;
- 1.16. A reference in these Articles to voting in relation to shares shall be construed as a reference to voting by members holding the shares except that it is the votes allocated to the shares that shall be counted and not the number of members who actually voted and a reference to shares being present at a meeting shall be given a corresponding construction.

REGISTERED SHARES

2. Every Member holding registered shares in the Company shall be entitled to a certificate of shares signed by a director or officer of the Company and under the seal of the company specifying the shares held by him and the signature of the director or officer of the company and the seal may be facsimiles.
3. If several persons are registered as joint shares/holders of any shares first the said persons shall be treated as one person and any one of such persons may give an effectual receipt for any dividend payable in respect of such shares.

SHARES

4. Shares in the company shall be issued for money, services rendered, personal properties, an estate in real property, a promissory note or other binding obligation to contribute money or property or combination of money and property as shall be determined by a resolution of Directors.
5. A share issued by the company upon conversion of, or in exchange for another share or a debt obligation to a company or any other security in the company shall be treated for all purposes as having been issued for money equal to the consideration received or deemed to have been received by the company in respect of the said other share, debt or security obligation.
6. The shares shall be at the disposal of the Directors, and (save as otherwise directed by the Company in the General Meeting) they may allot or otherwise dispose of them to such persons at such times and generally on such term and conditions as they think proper and no share shall be issued at a discount.
7. The company may pay commission to any person in consideration of his subscribing agreeing to subscribe, whether absolute or conditionally for any share in the company provided that the commission shall not exceed 10 percent of the price at which such shares are issued or at amount equivalent thereto and such commission may be paid, in whole or in part in cash or fully or partly paid shares of the company as may be arranged and such subscription of shares shall be dully delivered to the Registrar of the Companies for registration and the said

subscription amount shall be dully stated in the Balance sheets and Annual Returns of the Company.

FORFEITURE OF SHARES

8. If a member fails to pay any call or installment of a call or installment of a call on the day appointed for payment thereof the Directors may, at any time thereafter during such time as any part of such call or installment remains unpaid, service of notice on him requiring payment of so much of the call or installment as is unpaid together with any interest which may have accrued and any expenses incurred by reason of such non-payment. Such notice shall state the place at which the payment required by such notice is to be made.

9. An entry in the Book of the Company of the forfeiture of any shares, or that any have been sold to satisfy a lien of the company, shall be sufficient evidence as against all persons claiming to be entitled to such shares that the said shares were properly forfeited or sold; and such entry and receipt of the Company for the price of such shares shall constitute a good title to such shares, and the name of the purchaser shall be entered in the Registrar of Members as a member of the company and he shall not be bound to see to the application of the purchase money nor shall his title to the said shares be affected by any irregularity or invalidity in the proceedings in reference to the forfeiture or sale. The remedy if any of the former Holder of such shares, and of any person claiming under or through him, shall be against the Company and in damages only.

LIEN

10. The company shall have first and paramount lien and charge on all the shares registered in the name of a Member (whether solely or jointly with others) for all moneys due to the company from him or his estate, either alone or jointly with any other person, whether a member or not. The Registration of a transfer of shares shall operate as a waiver of the company's lien (if any) on such shares. The Company's lien (if any) on a share shall extend to all dividends and other moneys payable in respect thereof.

CALLS ON SHARES

11. The Directors may from time to time make calls upon the members in respect of any moneys unpaid on their shares, and each member shall (subject to receiving at least 14 days' notice specifying the times of payment) pay to the company at the time or times specified, the amount called on his shares.

12. On the trial of any action for the recovery of any money due for any call it shall be sufficient to prove that the name of the member sued is entered in the register of members of the company as the holder or one of the holder of the shares in respect of which such debt accrued; that the resolution making the calls is dully recorded in the minute book and that notice of such call was dully given to the member sued in pursuance of this presents, and it shall not be necessary to prove the appointments of Directors who made such call, nor any matters whatsoever but the proof of the matters aforesaid shall be conclusive evidence of the debt.

TRANSFER OF SHARES

13. No transfer of any shares in the capital of in the Company to any person whether already a member of the company or not shall be made or registered without the previous sanction of the Directors, who may, without assigning any reason, decline to give such sanction and shall so decline in the case of any transfer the registration of it would involve a contravention of existence of a Private Company Limited by shares.

14. Subject to any limitations in the memorandum, registered shares in the company may be transferred by written instrument of transfer.

15. The company shall not treat the transferee of shares as a member of the company unless the transferee's shares are registered and his name has been entered in the book of companies' member register by the registrar of companies.

TRANSMISSION OF SHARES

16. The executor or administrator of the deceased member, or the guardian of member who has become insane, or the trustee of a bankrupt member shall only be the person(s) recognized or entitled to be transmitted the shares of the deceased or of a member who has become insane but they shall not be entitled to exercise any rights as members of the company until further production of evidence that the prospective assignees or successors or guardian has been granted the said assignment by the court of competent jurisdiction herein referred as probate of a will (executor) or having letters of administration of estate of the deceased (administrator) or has undergone what we call trustee arrangement (trustee) and the said assignees or successors shall be acceptable by the company even if the deceased, bankrupt member or insane member is domiciled outside the United Republic of Tanzania and issued by a foreign court with competent jurisdiction to try the matter. For the purpose of ascertaining whether the said foreign or local court has jurisdictions to try the matter the Directors of the Company shall seek legal advice from appropriate Advocate and they may also require an indemnity to be given by the said successors or assignees above.

17. Any person who is entitled to a share or shares in consequence of death of a member or a member who has become insane or bankrupt by operation of laws may be registered as member upon such evidence of entitlement by operation of laws being produced as may reasonably be required by Directors and such person shall apply for the same to be registered as member whereby the company shall transfer shares of the deceased member or a person who has become insane or bankrupt to him.

18. Any person who has become entitled to a share or shares in consequence of death of a member, bankruptcy of a member or insanity of member my forthwith request in writing to a company that some other person to be named by him be registered as the transferee of such shares instead of him and the said request shall be treated as if it were transfer of shares.

ALTERATION OF CAPITAL

19. A company may either by resolution of members or by resolution of Directors amend the Memorandum to increase or reduce its authorized Capital and in connection therewith in respect of un issued shares (if any) increase or reduce the number of such shares or shares' per value; or divide shares including issued shares of a class of series into a larger number of shares of the same class or series; or combine the shares, including issued shares of a class or series into a smaller number of shares of the same class or series.

20. The Capital of the Company may by a resolution of Directors be increased by transferring an amount of the surplus of the company (if any) to a capital.

PROCEEDINGS AT GENERAL MEETINGS

21. 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. Two members personally present shall be a quorum.

22. The Chairman (if any) of the Board of Directors shall preside at every General Meeting but if at any meeting he shall not be present within fifteen minutes after the time appointed for holding the same or shall be unwilling to act as a chairman the Member present shall choose a Director or if no Director be present, or if all Directors present decline to take the chair, they shall choose a member present to be chairman of the meeting.

23. 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 demanded by the Chairman or by at least two members personally presented and entitled to vote at the meeting or by the holder or holders present in person or by proxy of at least one twentieth part of the issued ordinary share capital of the company and unless a poll is so demanded a declaration by the chairman that a resolution has on a show of hands been carried unanimously, or by a particular majority, or lost, or not carried, or carried by a particular majority, and entry to that effect in the minute Book of the company, shall be conclusive evidence thereof without proof of the

number or proportion of the votes recorded in favour of or against such resolution.

24. A resolution in writing signed by every member of the company shall have the same effect and validity as an ordinary Resolution of the company passed in general meeting duly convened and constituted, but this provision shall not apply to a resolution of winding up the company or to a resolution passed in respect of any matter which by the Act or these presents is required to be dealt with in General Meeting of the Company.

VOTES OF MEMBERS

25. The instrument appointing a proxy shall be in writing under the hand of the appointer or of his attorney dully authorized in writing or if the appointer is a corporation, either under its common Seal or under the hand of an officer or attorney dully authorized.

26. An instrument appointing a proxy shall be substantially in the following form or in the after mentioned below form attached with dully power of attorneys in writing if the appointer is a corporation or under its common seal.

MATA METALS AND MINERALS LIMITED

I/We.....being a member of the above Company with.....shares HEREBY APPOINT.....of.....to be my proxy to vote for me/us at the meeting of Members to be held on the..... day of.....and at any adjournment thereof.

(Any restrictions on voting to be inserted here)

Signed this day of,
.....

MEMBER.

DIRECTORS

27. Unless and until otherwise determined by the Company in General Meeting the number of Directors shall not be less than two or more than ten. The following persons shall be the First Directors of the Company: -

(i) PAWAR BHEEMA RAO SANTHOSH

(ii) KUTTIKATT GEORGE JOSEPH

28. The Directors shall be paid out of the funds of the Company all their traveling and other expenses properly and necessarily expended by them in or about the performance of their duties as Director and they shall be entitled to be paid out of the funds of the company as remuneration for their services such sums as the company may in general meeting determine.

POWERS OF DIRECTORS

29. Subject to the provisions of the Act, the memorandum and the articles and to any directions given by special resolution, the business of the company shall be managed by the directors, who may exercise all the powers of the company. No alteration of the memorandum or articles and no such directions shall invalidate any prior act of the directors which would otherwise have been valid. The powers given by this article shall not be limited by any special power given to the directors by the articles and a meeting of directors at which a quorum is present may exercise by the directors.

30. The directors may by power of attorney appoint any person to be the attorney or agent of the company for such purpose and on such conditions as they determine, including authority for the attorney or agent to delegate all or any of his powers.

31. The directors may exercise all the powers of the company borrow money, and to mortgage or charge its undertaking, property and uncalled capital, or any part thereof, and to issue debentures, debenture stock, and other securities whether outright or as security for any debt, liability or obligation of the company or of any third party.

32. The company may exercise the powers conferred upon the company by Act with regard to the keeping of a branch registered, and the directors may (subject to the provisions of the Act) make and vary such regulations as they may think fit respecting the keeping of any such register.

DISQUALIFICATIONS OF DIRECTORS

The office of Director shall be vacated, if the Director: -

33. Becomes bankrupt in this Territory or in any territory which is declared to be a reciprocating territory under the Bankruptcy Act Cap 25 or becomes insolvent or enters into any arrangement with creditors; or
34. Becomes prohibited from being a director by reason of any order made under the Companies Act; or
35. Is found Lunatic or becomes of unsound mind; or
36. Resigns his office by notice in writing to the company; or
37. If he absents himself from the meetings of the Directors during a continuous period of six months without special leave of absence from the other Directors and they pass a resolution that he has by reason of such absence vacated office.
38. A Director may hold any other office or place of profit under the Company (except that of Auditor) upon such terms as to remuneration, Tenure of office, and otherwise as may be determine by the Board.
39. A Director of the Company may also accept office as a Director of any company promoted by the company or in which the company is interested and may subscribe for or otherwise acquire shares in such company and shall not be accountable (unless otherwise agreed) for any benefit received by him as a Director or Member of such company. A Director may act by himself or his firm in a professional capacity for the company and he or his firm shall be entitled to remuneration for his services as if he were not a Director.
40. A Director shall be capable of contracting or participating in the profits of any contracts with the company in the same manner as if he were not a Director, subject nevertheless to the provision that he shall declared the nature of his interest in any contract or proposed contract in which he is interested in manner required by the Act but such declaration shall not be necessary where the Board

is already aware of the interest of such Director and, subject to such declaration being made a Director may vote as a Director in respect of any such contract or proposed contract in which he is so interested as aforesaid and his vote shall be valid.

41. A general notice that a Director is a member of any specified firm or company, and is to be regarded as interested in any subsequent transaction with such firm or company shall be a sufficient disclosure under this clause and after such general notice it shall not be necessary to give any special notice relating to any particular transaction with such firm or company.

ROTATION OF DIRECTORS

42. Subject to any agreement for the time being subsisting the Company may by extra ordinary resolution remove any Director before the expiration of the period of office and may by an ordinary resolution appoint another person in his stead. The person so appointed shall be subject to retirement at the same time as if he had become a Director on the day on which the Director in whose place, he is appointed was elected a Director.

PROCEEDING OF DIRECTORS

43. The quorum necessary for the transaction of the business of the Directors may be fixed by the Directors and unless so fixed shall be two.
44. The resolution in writing signed by all Directors for the time being in United Republic of Tanzania (including, if any Director shall be absent from The United Republic of Tanzania, the alternative or substituted Director, if any, appointed by him) shall be as valid and effectual, as a resolution passed at a duly convened and constituted meeting of the Directors; notwithstanding that the same may be signed at different times and places.
45. It shall not be necessary to give notice of a meeting or by the chairman to any Director for the time being absent from the United Republic of Tanzania.

46. Any minutes of any meeting of the Directors of the Company if purporting to be signed by the Chairman of such meeting or by the Chairman of the next succeeding meeting shall be conclusive evidence, without any further proof, of facts therein stated.

CHIEF EXECUTIVE OFFICER/MANAGING DIRECTOR

47. The Directors may from time to time appoint one or more of them or of their number to be a Chief Executive Officer, Managing Director, Joint Chief Executive Officers or Joint Managing Director of the Company, or to be head of any other executive officers of the company including the office of the Chairman and may, subject to any contract between the company and him or them and from time to time terminate or remove his or their appointment as Chief Executive Officer, Managing Director, Joint Chief Executive Officer, Joint Managing Director or Head of Executive officers of the Company and appoint another or others thereto.

48. The Directors may from time to time entrust upon a Chief Executive Officer, Managing Director or any other Executive Officers of the company for the time being and as The Directors may think fit such powers and authorities to act for the company and the said executive officers of the company may be paid in addition to the remuneration payable and stated in clause 50 and 51 of these Articles.

REMUNERATION AND EXPENSES OF DIRECTORS

49. With the prior or subsequent approval by a resolution of members, the Directors may by a resolution of Directors fix remuneration of Directors with respect to services to be rendered in any capacity of the company.

50. The Directors shall be paid all their traveling allowances and any other expenses necessarily expended or incurred by him or them in performing the business and works of the company, attending meetings, committee of the company, and in case the Director performed or was required to perform an extra service(s) in respect of company's business he shall be entitled to receive a remuneration to be fixed by a disinterested quorum of other directors.

OFFICERS

51. The Company may by a resolution of Directors appoint officers of the Company when it is necessary or expedient such as Chairman of the Board of Directors, Vice Chairman of the Board of Directors, Chief Executive Officer, Secretaries and Treasurers, and such other officers as may from time to time deemed desirable.
52. The officers of the company shall perform such duties as shall be prescribed or described at the time of their appointment and subject to any modification in such duties as may be prescribed thereafter by resolution of Directors and their remunerations shall be fixed by Directors' resolution.
53. The officers of the Company shall hold their office until their successors are duly elected, qualified and employed in case of any misconduct they may be removed from office at any time with or without cause by Director's Resolution and the said vacancy to be filled by others.

THE SEAL OF THE COMPANY

54. The company shall have its seal which shall have been duly adopted by Directors' Resolution and the said Seal when affixed to any written instrument shall be witnessed and attested to by the Signature by the Signature of not less than two Directors or one Director and any other person Dully from time to time authorized by resolution of Directors plus the company's Registered Power of Attorney.

INDEMNIFICATION/RATIFICATION

55. Subject to any limitations hereinafter provided the company may ratify any act done by any person so longer as he acted on behalf of the company and in relation to the best interest, honestly and in good faith and the company may indemnify against all expenses, including legal fees, and against all judgments, fines and amounts paid in settlement and reasonable incurred in connection thereto and Every Director or other officer of the Company shall be entitled to be indemnified out of the assets of the company against all losses or liabilities which he may sustain or incur in or about the execution of the duties of his office or otherwise in relation thereto.

56. A person shall be counted as he has acted in good faith, honestly and to the best interest of the company and he is subject to indemnification only if in the case of criminal proceedings he has no reasonable cause to believe that his conduct was unlawful and the decision of the Directors thereto shall be based on whether the said person has no reasonable cause to believe that his conduct was unlawful, is in absence of fraud sufficient to the purposes of these Articles unless a question of law is involved and the termination of any proceeding, order, settlement, conviction, nolle prosequere by themselves do not create a presumption that the person acted honestly, in good faith and with a view to the best interests of the company or his conduct was lawful except if he has been successful in defense of any proceeding referred herein above.
57. The Company may purchase and maintain insurance in relation to any person who is or was a director, an officer or a liquidator of the company, or who at the request of the company is or was serving as Director, an officer or a liquidator, or having any other capacity is or was acting for another company or a partnership, joint venture, trust against the person in that capacity whether or not the company has or would have the power to indemnify the person against the liability as provided in these Articles.

DIVIDENDS

58. The Director by a resolution of Directors declare and may from time to time pay to the Members such interim Dividends as appear to the Directors to be justified by the profits or surplus of the company according to the estimate formed by them thereof and such payments above shall be in form of money, shares or other property and notice of payment of dividend shall be given to each member in a manner prescribed in the Act.
59. The Directors may deduct from any dividends payable to any member all sums of money (if any) presently payable by him to the Company on account of calls or otherwise and any share(s) issued as dividend by the company shall be treated for all purposes as having as having been issued for money.

60. No dividends shall be payable or declared unless the directors determine that immediately if the dividend will be payable still the company shall be able to satisfy its liabilities as they become due in the ordinary course of its business and other than its deferred taxes and in absence of fraud the decision of the Directors as to the realizable assets, liability and capital of the company is conclusive unless a question of law involved.

ACCOUNTS

61. 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 that the Company shall as from that date take the profits or bear the losses thereof, such profits or losses, as the case may be, shall, at the discretion of the Directors, be credited or debited wholly or in part to the revenue accounts, and in that case the amount so credited or debited shall, for the purpose of ascertaining the fund available for dividend be treated as a profit or loss arising from the business of the Company and available for dividend accordingly.

62. For the purpose of making up the Company's Balance sheet or Profit and Loss Account the Directors may estimate the value of any of the Company's property and assets the value of which cannot be accurately and definitely ascertained, and in so doing may rely upon reports, estimates and valuations made by any Director, officer or employee of the Company or by any other person, and shall not be liable for any error in estimates made in bona fide exercise of the discretions hereby conferred on them.

NOTICES

63. Any Notice, information or written statement to be given by the Company to members may be served in the case of members holding registered shares in any way by which it can reasonably be expected to reach each member or by mail addressed to each member at the address shown in the share register and in the case of members holding shares issued to bearer, in the manner provided in the Memorandum.

64. Any summons, notice, order, document, process, information or written statement to be served on the Company may be served by leaving it, or by sending it by registered mail addressed to the company, at registered office, or by leaving it with, or by sending it by registered mail to the registered agent of the company.

PENSION

65. The Directors may establish and maintain or procure the establishment and maintenance of any non-contributory pension or superannuation funds for the benefit of, and give or procure the giving of donations, gratuities, pensions, allowances or emoluments to any persons who are or were at any time in the employment or service of the Company or any company which is a subsidiary of the Company or is allied to or associated with the Company or with any such subsidiary, or who are or were at any time directors or officers of the company or of any such other company as aforesaid or who hold or held any salaried employment or office in the Company of such other company or any persons in whose welfare the company or any such other company as aforesaid is or has been at any time interested, and to the wives, widows, families and dependents of any such persons as aforesaid and may do any of the matters aforesaid either alone or in conjunction with any such other company as aforesaid Subject always to the proposal being approved by resolution of members, a director holding any such employment or office shall be entitled to participate in and retain for his own benefit any such donation, gratuity, pension allowance or emolument.

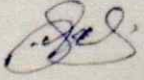
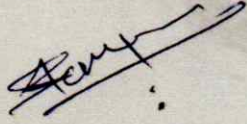

VOLUNTARY WINDING UP AND DESOLUTION

66. The Company may voluntarily commence to wind up and dissolve by a resolution of members but if the Company has never issued shares, it may voluntarily commence to wind up and dissolve by resolution of directors.

CONTINUATION

67. The Company may by resolution of Members or by resolution passed unanimously by all Directors of the Company continue as a Company incorporated under the laws of a jurisdiction outside the United Republic of Tanzania in the manner under the said jurisdiction.

We, the undersigned, subscribe our names to these Articles of Association.

NAMES, ADRESSES AND DESCRIPTION OF SUBSCRIBER	NUMBER OF SHARES TAKEN BY EACH SUBSCRIBER	SIGNATURE
1. SANTHOSH PAWAR BHEEMA RAO PAWAR HOUSE, TOWN HALL ROAD, KUNNAMKULAM PO, THRISSUR, PIN: 680503, KERALA – INDIA	100,000	
2. BALAJI SHAHAJI SALUNKHE NEAR SHRIRAM TEMPLE, PARE, SANGLI PIN:415311, MAHARASHTRA – INDIA	50,000	
3. JOSEPH KUTTIKATT GEORGE KUTTIKATT HOUSE, THALAKKOTTUKARA PO, THRISSUR, PIN: 680501, KERALA - INDIA	50,000	
TOTAL	200,000	

Dated at SINGIDA this 18th day of April, 2024

BEFORE ME:

NAME: GEORGE MWANDU

POSTAL ADDRESS: P.O. Box 5648, Dor es Salaam

SIGNATURE 

QUALIFICATION **ADVOCATE**

