

THE COMPANIES ACT, NO. 12 OF 2002

COMPANY LIMITED BY SHARES

**Memorandum  
and  
Articles of Association  
of  
EMPORIO TILES TANZANIA LIMITED**

Incorporated this                      day of                      2017

Drawn by: Mr. Mohammad Rijaz Kodiyl  
Subscriber  
Dar es Salaam  
Tanzania

Certified True Copy of the Original  
Said Ismail Hamza  
Advocate, Notary Public & Commissioner  
for Ombudsman  
Signature:   
Date: 19/09/2025

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THE COMPANIES ACT [CAP 212 R.E. 2002]  
COMPANY LIMITED BY SHARES  
MEMORANDUM OF ASSOCIATION  
OF  
EMPORIO TILES TANZANIA LIMITED

TANZANIA  
Stamp Duty Shs 2500/- Paid  
Receipt No. 559880 of 16/11/2019  
Ministry of Companies

1. The name of the Company is EMPORIO TILES TANZANIA 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 provide, render, outsource services including building construction; repair; installation services, maintenance, including installation of sanitary ware & bathroom fittings, installation of heating equipment and its repairs, installation of shower cubicles, spa bath, saunas, Jacuzzis & steam enclosures, installation of modular kitchen, kitchen equipment & kitchen cabinets, pre laying and laying of tiles and laminated floors, designing and laying of glass mosaics, wallpapering, painting, plumbing;
  - (b) To carry on business as agents for builders and to undertake the supplying of all kinds of building materials, general merchants, traders, suppliers, brokers, distributors, packers, and to buy, prepare, render marketable, sell, pledge, charge and deal in wholesale or retail goods;
  - (c) To carry on the business as general traders, importers, exports, commission agents and dealers in all kinds of aluminum and metal products including but not limited to building products such as hardware, marble, granite, natural stones, wooden products, sanitary wares, tiles and bathroom fittings and dealers in stone, sand, lime, bricks, timber, hardware and all other building requisites;
  - (d) To establish and to carry on the business of, distributing, dealing, importing/exporting, manufacturing/producing, trading, outsourcing, treating, processing, refining, purchasing, selling, retailing and generally to deal in either as principal or as agents either solely, in partnership, joint venture or any other arrangements, of tiles of all kinds including ceramic tiles, vitrified tiles, non-vitrified tiles, glazed tiles, unglazed tiles, pavement tiles, industrial tiles, acid resistant tiles, non-ceramic tiles, cement tiles; laminated floors, engineered wood floors; glass mosaic; tile adhesives and grouts, mixers, shutters not of metal and other building materials, (nonmetallic rigid pipes for building, asphalt, pitch and bitumen, nonmetallic transportable buildings, monuments, not of metal) and other building materials, ceramic products, ceramic stains, ceramic filter discs, mechanical tooling for ceramic industry, pumps, organic/inorganic compounds and allied products and apparatus

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for lighting, heating, steam generating, cooking, refrigerating, drying, ventilating, water supply and sanitary purposes including hobs and hoods (burners and chimney), kitchen ranges, exhaust fans, Instantaneous electric heater, showers, pumped electric showers, power showers, bathroom accessories, bath fittings, bathroom fittings, sanitary wares, kitchen sinks, modular kitchen, kitchen equipment & kitchen cabinets, kitchen accessories, bath tubs, shower panels, shower cubicles, spa bath, saunas, Jacuzzis, steam enclosures (cubicles), taps, mixer taps, faucets, toilets, toilet seats, toilet bowls, urinals, wash basins, water closets, flushing cisterns, jet spray, jet apparatus and parts and including all kind of furniture, fittings and fixtures for all the aforesaid goods and allied products.

- (e) To enter into any agreement with government, authority and to obtain from such authority any arrangements, rights, awards, tenders, which the government may think is desirable to obtain and to carry out and comply with such arrangement, rights, awards tenders and concessions;
- (f) To purchase, take on lease or in exchange or acquire by license, concession, grant or otherwise any land, buildings, easements, rights and privileges machinery, plant and other effects whatsoever in the United Republic of Tanzania ("Tanzania") and elsewhere which the Company may from time to time think proper to be acquired for Fertilizer manufacturing and distribution or any of its purposes;
- (g) To acquire and carry on in such manner and in such place or places, either in Tanzania or elsewhere, as the Company may think requisite or proper any other business, whether manufacturing or otherwise, which may seem to the Company capable of being conveniently carried on in connection with any of the above specified objects, or calculated directly or indirectly to enhance the value of or render profitable any of the Company's property or rights;
- (h) To purchase, take on lease, hire or otherwise acquire in Tanzania or elsewhere any rights on movable or immovable property or any rights or interest herein, which the Company may think necessary or convenient for effecting any of its objects, and in particular any lands, plantations, houses, factories, warehouses, plant, machinery, patents, concessions, trademarks, trade names, copyrights, licenses, stock, material or property of any description, and to work, use, maintain and improve, sell, let, surrender, mortgage, charge, disposal of or otherwise deal with the same or any other property of the Company, including in respect of any manufacturing and distribution rights belonging to the Company, the grant of licenses or authorities to any person, corporation or company to work the same;
- (i) To develop, improve and utilize any land acquired by the Company, or in which the Company is interested, and lay out and prepare the same for building purpose, construct, alter, pull down, decorate, maintain, fit up and improve buildings, roads and conveniences, and to plant, pave, drain, maintain, let on building lease or building agreement any such land, and advance money to, and enter into contracts and arrangements of all kinds with

  
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Advocate, Notary Public & Commissioner  
for Ombudsman  
Sign:   
Date: 19/09/2024

builders or tenants of and other interested in any such land;

- (j) To manufacture, buy, sell and deal in or with any plant, machinery, apparatus, tools, boxes, cases, paper and other materials, goods and articles of any description which in the opinion of the Company may be conveniently dealt in or with by the Company in connection with or for the benefit of its undertaking;
- (k) To acquire and hold, but not to trade or deal in shares, stocks, debentures stocks, bonds, obligations and securities issued or guaranteed by any Company constituted or carrying on business in Tanzania or elsewhere, and any debentures, debenture stocks, bonds, obligations or securities issued or guaranteed by any government, sovereign ruler, commissioners, public body or authority, supreme, municipal, local or otherwise, whether in Tanzania or abroad;
- (l) To subscribe for, conditionally or unconditionally, to underwrite, issue on commission or otherwise, and convert any such stocks, shares or securities as mentioned in the last preceding paragraph;
- (m) To apply for, purchase or otherwise acquire and protect and renew in any part of the world, any patents, patent rights, trade and service marks, designs, licenses, concessions and the like, conferring any exclusive or non-exclusive or limited right to their use, or any secret or other information as to any invention which may seem capable of being used for any of the purposes of the Company, or the acquisition of which may seem directly or indirectly to benefit the Company and to use, exercise, develop or grant licenses in respect of, or otherwise turn to account the property, rights or information so acquired, and to expend money in experimenting upon, testing or improving any such patents, inventions or rights;
- (n) To erect, maintain or alter, on any land, any factories, warehouses, storehouses, or buildings for carrying on, or to be used in connection with the business of the Company;
- (o) To purchase or otherwise acquire or undertake the whole or any part of the business, assets and liabilities, including shares, stocks, bonds, debentures, mortgages, deeds of bond and security or other obligations, or any, or either of them, of any other Company, corporation or person carrying on any business which the Company is authorized to carry on, or possessed of any property or right suitable for the purposes of the Company, and acquire the business of any company or corporation, if deemed expedient, by amalgamation with such company or corporation instead of by purpose in the ordinary way;
- (p) To pay for any business or undertaking, or any property or rights acquired by the Company, either in cash or shares, with or without preferred or deferred rights in respect of dividend or repayment of capital or otherwise, or by any securities which the Company has power to issue, or partly in one mode and partly in another and generally on such terms as the Company shall determine;

  
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Advocate, Notary Public & Commissioner  
for Oaths  
Sign:   
Date: 19/09/2022







- (q) To engage in any business or transaction within the limits of the Company's objects, in conjunction with any other person, corporation or company, and to hold shares, stocks or bonds in any such company or corporation;
- (r) To sell the business or undertaking of the Company or any part thereof, including any shares, stocks, bonds, debentures, mortgages, deeds of bond and security or other obligations or securities, or any of them, patents, trademarks, trade names, copyrights, licenses or authorities or any estate, rights, property, privileges or assets of any kind;
- (s) To accept payment for the business or undertaking of the Company or any part thereof, or for any property or rights sold or otherwise disposed of or dealt with by the Company, either in cash, by installments or otherwise, or in shares or bonds of any company or corporation, with or without deferred or preferred rights in respect of dividends or payment of capital or otherwise, or by means of a mortgage, or by debentures, debenture stock or mortgage debentures or bonds of any company or corporation and generally on such terms as the Company shall determine;
- (t) To promote, form, subsidize and establish any companies or corporations;
- (u) To invest any moneys of the Company and to hold, sell or otherwise deal with such investments and to receive moneys for investment;
- (v) To enter into arrangements for profit-sharing with any of the Directors or employees of the Company or of any company in which the Company may for the time being hold a share or shares, to establish or support, or aid in the establishment and support, of associations, institutions or conveniences calculated to benefit employees of the Company or its predecessors in business or of any companies in which the Company owns shares or the dependents or connections of such persons, and to grant pensions, allowances and gratuities to Directors or employees or their dependents and to make payments towards insurance, and to subscribe or guarantee money for charitable or benevolent objects, or for any exhibition, or for any public, general or useful object;
- (w) To borrow, raise or secure the payment of the money in such manner as the Company shall think fit, and in particular by the issue of debentures or debenture stock, perpetual or otherwise, deeds of bond and security, bonds or mortgages charged upon all or any of the property of the Company (both present and future), including its uncalled capital for the time being;
- (x) To draw, make, accept, endorse, discount, execute and issue bills of exchange, promissory notes, debentures and other negotiable or transferable instruments;
- (y) To underwrite the shares, stock or securities of any other company and to pay underwriting commissions and brokerage on any shares, stock or securities issued by the Company;

  
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Advocate, Notary Public & Commissioner  
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Sign:   
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- (z) To distribute any of the property of the Company amongst the Members in species or otherwise, but so that no distribution amounting to a reduction of capital be made except with the sanction (if any) or the time being required by law;
- (aa) To do all or any of the above things in any part of the world, and either as principals, agents, contractors, trustees or otherwise, and either by or through trustees, agents or otherwise and either alone or in conjunction with others;
- (bb) To do all such acts and things as are incidental or conducive to the attainment of the above objects. It is hereby declared that the word "company" except where used in reference to the Company shall be deemed to include any partnership, or other body of persons whether incorporated and whether not existing or hereinafter to be formed;
- (cc) It is furthermore expressly declared that the intention is that the objects set forth in each of the foregoing paragraphs of this clause shall be construed in the most liberal way and shall in no way be limited or restricted by reference to any other paragraph or by any inference drawn from the terms of any other paragraph.
4. The liability of the members is limited.
5. The authorized share capital of the Company at the date of registration of this Memorandum of Association is **Tanzania Shillings One Billion only (TZS1,000,000,000)** divided into **1,000,000 shares of Tanzania Shillings One Thousand (TZS 1,000)** each with power for the Company to increase or reduce such capital and to divide the shares in the capital for the time being, whether original or increased, in different classes, and to attach thereto respectively any preferential, deferred, qualified or special rights, privileges or conditions and so that unless the conditions of issue shall otherwise expressly declare every issue of shares, whether preference or otherwise, or any such rights, privileges or conditions shall not be altered or modified except in accordance with the Articles of Association registered herewith.

We, the several persons whose names, addresses and descriptions are subscribed, are desirous of being formed into a company in pursuance of this Memorandum of Association and we respectively agree to take the number(s) of shares in the capital of the Company set opposite our respective names.

  
Certified True Copy of the Original  
**Said Ismail Hanyu**  
Advocate, Notary Public & Commissioner  
for Ombudsman  
Sign:   
Date: 19/09/2022

| Name Addresses and Descriptions of subscribers   | Number of shares Taken by each Subscriber | Signatures of subscribers  |
|--|---|--|
| ABC MERCHANTILE FZCO<br>SHOWROOM S3B5SR05<br>DUBAI<br>UNITED ARAB EMIRATES   | 325,000                                   | Signed by: <br><br>Signed by:  |
| MOHAMMAD RIJAZ KODIYIL<br>SUHARAS, COURT ROAD<br>P.O TALIPARAMBA, KANNUR<br>670141, KERALA, INDIA  | 10,000                                    |   |
| MOHAMMED SHAREEF PAZHAYILLATH<br>MUBARAK MANZIL PANAMBRA<br>THENHIPALAM PO, MALAPPURAM<br>673636, KERALA, INDIA                                    | 150,000                                   |   |
| DHARANIDHAR REDDY<br>KONDAMADUGULA<br>D NO 1-5/2<br>ANKIREDDY PALEM, GUNTUR- 522005<br>ANDHRA PRADESH, INDIA                                       | 10,000                                    |    |
| MOHAMMAD SHAHEEN<br>BAVUVALAPPIL<br>BAVUVALAPPIL HOUSE, SHAMEELA<br>VILLA,<br>NEAR CHURCH ROAD, MATTOOL<br>CENTRAL,<br>P.O. MATTOL, KANNUR- 670302 | 5,000                                     |   |

DATED this... 05 Day of... APRIL ..... 2017

WITNESS to the above signatures: -

FULL NAME: Asma Hilal

SIGNATURE: 

QUALIFICATION: ADVOCATE

ADDRESS: .....





authorized.

70. The instrument appointing a proxy and the power of attorney or other authority (if any) under which it is signed, or a notarially certified copy of such power or authority, shall be deposited at the Office not less than twenty-four hours before the time appointed for holding the meeting or adjourned meeting, or in the case of a poll not less than twenty-four hours before the time appointed for the taking of the poll at which the person named in the instrument proposes to vote, and in default the instrument of proxy shall not be treated as valid. Deposit of proxies
71. An instrument of proxy may be in the usual common form or in such other form as the Directors shall prescribe. The proxy shall be deemed to include the right to demand, or join in demanding, a poll, and shall (except and to the extent to which the proxy is specially directed to vote for or against any proposal) include power generally to act at the meeting for the Member giving the proxy. A proxy, whether in the usual or common form or not shall, unless the contrary is stated thereon, be valid as well for any adjournment of the meeting as for the meeting to which it relates, and need not be witnessed. Form of proxies
72. A vote given in accordance with the terms of an instrument of proxy shall be valid, notwithstanding the previous death or insanity of the principal or revocation of the proxy, or of the authority under which the proxy was executed, or the transfer of the share in respect of which the proxy is given, provided that no intimation in writing of such death, insanity, revocation or transfer shall have been received by the Company at the Office before the commencement of the meeting or adjourned meeting at which the proxy is used. Intervening death or insanity of principal not to revoke proxy

#### DIRECTORS

73. Unless and until otherwise determined by the Company in a General Meeting the Directors shall not be less than two nor more than five in number. The first directors of the Company shall be:- Number of Directors
1. MOHAMMAD RIJAZ KODIYIL
  2. MOHAMMED SHAREEF



3. DHARANIDHAR REDDY KONDAMADUGULA  
4. MOHAMMAD SHAHEEN BAVUVALAPPIL

74. The Directors shall be paid out of the funds of the Company by way of remuneration for their services, such sum as the Company in General Meeting may from time to time determine. The Directors shall also be paid all reasonable traveling, hotel and other expenses incurred by them in connection with attending and returning from Board Meetings or otherwise in connection with the business of the Company. Remuneration of Directors
75. Any Director who serves on any committee or who devotes special attention to the business of the Company or who otherwise performs services which, in the opinion of the Board, are outside the scope of the ordinary duties of a Director, may be paid such extra remuneration by way of salary, percentage of profits or otherwise as the Board may determine, which shall be charged as part of the Company's ordinary working expenses. Extra remuneration
76. The office of a Director shall be vacated in any of the following events, namely:- Vacation of office of Directors
- (a) If (not being an Executive Director holding office as such for a fixed term) he resigns his office by writing under his hand left at the Office.
  - (b) If he has a receiving order made against him or compounds with his creditors.
  - (c) If he be found lunatic or of unsound mind.
  - (d) If he be absent from meetings of the Directors for six months without leave and the Directors resolve that, by reason of such absence, his office be vacated.
  - (e) If he be removed from office pursuant to Article 82.
77. A Director may hold any other office or place of profit under the Company (other than the office of Auditor) and may act Power of Directors to