

THE COMPANIES ACT No. 12 OF 2002

COMPANY LIMITED BY SHARES

**AMMENDED MEMORANDUM OF ASSOCIATION
OF
GAINI COMPANY LIMITED
AS PER RESOLUTION DATED 27/11/2024**

Incorporated thisday of 2013

DR. JN BY:

**Potisambo & Co. Advocates,
P.O.BOX 62297,
Dar-es-salaam-Tanzania.
Tel +255 0655/ 0755-861590
E-mail:taweandrew1@yahoo.com
Ushirika Building,
9th Flr, Rm No. 905
Lumumba Street
Dar-es-salaam
Website:www.potisamboadvocates.co.tz**

THE COMPANIES ACT No.12 OF 2002
COMPANY LIMITED BY SHARES
AMMENDED MEMORANDUM OF ASSOCIATION
OF GAINI COMPANY LIMITED

1. The name of the company is **GAINI COMPANY 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 carry on the the business as generaltraders,suppliers,merchants,stockists,wholesalers,retailersand dealers in all types of electrical goods,hardware,building materials, sanitary ware,agriculture,import and export of goods, transportation and general supply.
 - (b) To promote the use of ICT, education for self – reliance and entrepreneurship at all levels of education.
 - (c) To undertake wholesale and retail trading of academic materials such as book, stationery, laboratory equipment, computer and computer accessories, and any other related items or materials.
 - (d) To promote agriculture and food processing, by engaging in training youth in related activities.
 - (e) To undertake wholesale and retail trading of agricultural products, while promoting healthful eating practices.
 - (f) To engage in the promotion of cultural tourism, hospitality, eco- tourism, conservation, and related activities, for the benefit of present and future generations.
 - (g) To promote construction of good shelters, by training youth on how to use low cost housing materials and technologies for improved shelters.
 - (h) To purchase or otherwise acquire, for any interest therein, any properties, lands and properties of any tenure whatsoever in Tanzania or elsewhere and any rights connected with such lands and buildings, and also to acquire as aforesaid any concessions, machinery and plants of any kind which may be necessary and convenient for the Company's business.
 - (i) To borrow or raise or secure the payment of money and of any interest here on in such manner and on such terms as may be deemed expedient and in particular by the issue a par or at a premium of discount of debentures.
 - (j) To lend money to, or grant or provide credit or financial accommodation to any person or company in any case in which such grant or provision is

considered likely directly or indirectly to further any of the objects of the Company or the interest of its members.

- (k) To form, subscribe to and otherwise aid benevolently religious, scientific, national, charitable or other institutions or indirectly to further any of the objects of the Company or the interest of its members.
- (l) To seek for any secure opening for the employment of capital in any part of the world, and with a view thereto to prospect, inquire, examine, explore and test and to employ and dispatch expedition, commissioners, experts and agents.
- (m) To apply for, purchase, take over or otherwise acquire any patent rights, licenses, concessions or inventions copy rights or secret processes which may be useful for the Company's object; and to grant licenses to use the same or sell the same Outrights or on any terms which may in the opinion of the Directors be in the interests of the Company and to make, subsidize in experiments, investigations and researches.
- (n) To establish agencies world -wide for the purpose of carrying out any or all of the business of the Company.
- (o) To procure the Company to be registered or recognized in any foreign country or place.
- (p) To acquire from any sovereign state or authority supreme or local or otherwise any concessions, grants, decrees, rights or privileges whatsoever capable of being turned to account, and to work, develop, carry out, exercise and turn to account the same.
- (q) To advertise all or of the services of the Company in any way that may be thought advisable, including the posting of bills in relation thereto, and the issue of books, pamphlets and price lists and conducting of competitions and giving of prizes thereof.
- (r) To carry on, develop, extend and turn to account any trade, business or operation whatsoever which can in the opinion of the Company be advantageously or conveniently carried on by the company by way of extension of or in connection with all or any of the trade, business and operations which the company is authorized to carry on, or is calculated directly or indirectly to develop any branch of the Company's business or to increase the value of or turn to account any of the Company assets, property or right.
- (s) To establish, promote or otherwise assist any company or companies for the purpose of securing all or any part of the property of furthering any of the objects of this Company.
- (t) To sell, exchange, let, develop dispose of transfer or otherwise deal with the undertaking of the Company as the Company may think fit.
- (u) To improve, manage, develop, mortgage, exchange, let or rent in consideration of a share of profits either in money or kind or otherwise, grant licenses, easements and other rights of and over and in any manner dispose of the property and right of the Company.
- (v) To invest and deal with the monies of the Company not immediately required in such manner as may from time to time be determined.

- (w) To capitalize if and when deemed advisable the whole or any part of the undivided profits of the Company and monies standing to the credit of the Company.
- (x) To purchase, hire or otherwise acquire, equip, operate, repair and maintain motor vehicles, machinery, engines, instruments, equipment, accessories, appliances and articles of every description used in connection with any of the business of the Company.
- (y) To operate as Commission Agents of Foreign buyers, manufactures and suppliers.
- (z) To amalgamate or enter into partnership whether perpetual or terminable, for sharing of profits, union of interest, joint venture, reciprocal concessions or co-operation with any person, firm, association or group of carrying on or engage in or about to carry on or engage in any business or transaction or cause of action which may seem to the Company capable of being conducted so as directly to benefit the Company or to prevent or minimize apprehended loss, damage or cost to the Company.
- (aa) To engage in the said Company, pursuit to its objectives of exploiting potential exports market for benefit of both the country and share-holders, shall always Endeavour to the best of its ability to secure the highest prices offered by the market in the belief that what is good for the country shall also be good for the Company and in imports the Company shall strive to seek the cheapest and most reliable source for the imports with consequent desired result of saving the country precious foreign exchange.
- (bb) To provide for the welfare of persons in the employment of the Company or formerly in the employment of the Company or its predecessors in business and the wives, widows and families of such persons by grants or money pensions or other payments and by providing or subscribing toward places of instruction and recreation and hospitals, dispensaries, medical and other attendance as well as other assistance as the Company may deem fit.
- (cc) To do all or any other matter hereby authorized in any party of the world either alone or in conjunction with or as, by or through factors, trustees or agents.
- (dd) Manufacture of builders' carpentry and joinery
- (ee) Manufacture of plastics products
- (ff) Construction of buildings
- (gg) Construction of roads and railways
- (hh) Construction of utility projects
- (ii) Construction of other civil engineering projects
- (jj) Electrical installation
- (kk) Plumbing, heat and air-conditioning installation
- (ll) Building completion and finishing
- (mm) Renting and leasing of other machinery, equipment and tangible goods
- (nn) Renting and leasing of motor vehicles
- (oo) Other manufacturing n.e.c.
- (pp) Support activities for petroleum and natural gas extraction

- (qq) Other mining and quarrying n.e.c.
- (rr) Support activities for other mining and quarrying
- (ss) Sale of motor vehicles
- (tt) Other telecommunications activities
- (uu) Wholesale of agricultural raw materials and live animals
- (vv) Logging
- (xx) Wholesale of agricultural machinery, equipment and supplies
- (yy) Wholesale of other machinery and equipment
- (zz) Warehousing and storage
- (aaa) Service activities incidental to land transportation
- (bbb) Service activities incidental to water transportation
- (ccc) Cargo handling
- (ddd) Other transportation support activities
- (eee) Real estate activities with own or leased property
- (fff) Real estate activities on a fee or contract basis
- (ggg) Manufacture of basic iron and steel
- (hhh) Manufacture of structural metal products
- (iii) Casting of iron and steel
- (jjj) Manufacture of tanks, reservoirs and containers of metal
- (kkk) Manufacture of rubber tyres and tubes; retreading and rebuilding of rubber tyres
- (lll) Sale of motor vehicle parts and accessories
- (mmm) Wholesale of solid, liquid and gaseous fuels and related products
- (nnn) Manufacture of Aluminium products
- (ooo) Manufacture of Matress and sponge products

LIAELITY.

4. The liability of the members is **Limited.**

CAPITAL

5. The share Capital of the Company is **Tanzanian Shillings Ten Million (T.Shs 10,000,000/=)** divided into **One Hundred (100)** shares of **Tanzanian Shillings One Hundred Thousand (T.Shs 100,000)** each, with power for the Company to increase or reduce the said capital and to issue any part of its capital, original or increased, with or without any preference, priority or special privilege or subject to any postponement of rights or to any conditions or restrictions, and so that unless the condition of issue shall otherwise expressly declared, every issue of shares, whether declared to be preference or otherwise, shall be subject to the powers herein before contained

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

Name, Postal Addresses and Description of Subscribers	Number of shares taken by each Subscriber	Signatures of each Subscribers
1. PETER MTERA CHACHA P.O BOX 2018 MWANZA	75	SIGNED
2. ANTHONY ELIAS BANGE P.O BOX 2018 MWANZA	5	SIGNED
3. HAPPYNESS NYAMKURO P.O BOX 2018 MWANZA	10	SIGNED
4. PILY MTERA CHACHA P.O BOX 2018 MWANZA	10	SIGNED

Dated at Dar-es-salaam this: 28th day of June 2013

WITNESS to the above signatures:

Name: Andrew Tumbete

SIGNED
Signature:

Address: P.O. Box 62297 KSA Co

Qualification: Director