

THE COMPANIES ACT No. 12 OF 2002

COMPANY LIMITED BY SHARES

MEMORANDUM AND ARTICLES OF ASSOCIATION

OF

H.R.P. TRADING CO (T) LIMITED

DRAWN BY:
LAMECK A. MAIBA
(SUBSCRIBER)
P.O BOX 100072
DAR ES SALAAM

THE COMPANIES ACT No. 12 of 2002

COMPANY LIMITED BY SHARES

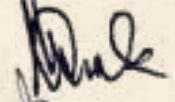

**MEMORANDUM OF ASSOCIATION
OF
H.R.P. TRADING CO (T) LIMITED**

1. The name of the Company is **"H.R.P. TRADING CO (T) LIMITED"**.
2. The registered office of the Company is situated in **Tanzania**.
3. The objects for which the Company is established are: -
 - a. 4620 - Wholesale of agricultural raw materials and live animals.
 - b. 5221 - Service activities incidental to land transportation.
 - c. 5229 - Other transportation support activities.
 - d. 4752 - Retail sale of hardware, paints and glass in specialized stores.
 - e. 4773 - Other retail sale of new goods in specialized stores.

AND IT IS HEREBY DECLARED that the word "Company" save when used in reference to this Company, in this clauses shall be deemed to include any partnership or other body of persons, whether domiciled in Tanzania or elsewhere and the intention is that the objects specified otherwise expressed in each paragraph of this clause shall except where otherwise expressed in such paragraph be independent main objects and shall in no wise be limited or restricted by a reference to or inference from the terms of any other paragraph or the name of the company.

4. The liability of the members is Limited.
5. The authorised share capital of the Company is Tanzania Shilling Twenty Million (TZS 20,000,000) divided into One Thousand (1,000) Shares of Tanzania Shillings Twenty Thousand (TZS 20,000) 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.

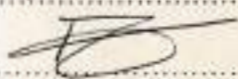
Names and Postal Addresses of Subscribers	Description of Subscribers	Number of Shares taken by each Subscriber	Signature of Subscribers
LAMECK ALPHAXAD MAIBA P.O. BOX 100072 DAR ES SALAAM	Natural Person	50	
ROHAN JAYENDRAKUMAR PARMAR P.O. BOX 100072 DAR ES SALAAM	Natural Person	950	

DATED at Dar es Salaam this 23rd day of JAN 2023

WITNESS to the above Signatures:

Name: DAMIAN VICTUS

Address: P.O. Box 6992 DSM

Signature: 

Qualification: ADVOCATE



THE COMPANIES ACT No. 12 of 2002

COMPANY LIMITED BY SHARES

**ARTICLES OF ASSOCIATION
OF**

H.R.P. TRADING LIMITED

THE COMPANIES ACT No. 12 of 2002

PRELIMINARY

The Regulations contained in Table A in the First Schedule to the Companies Act (Act No. 12 of 2002) shall not apply to this Company except in so far as the same are repeated or contained in these Articles.

INTERPRETATION

In these regulations: -

- (A) Words denoting the singular number only shall include the plural number also and vice versa;
- (B) Words denoting the masculine gender only shall include the feminine gender also;
- (C) Words denoting persons only shall include corporations;

"The Company" shall mean **H.R.P. Trading Co (T) Limited**

- (D) "Month" shall mean a calendar month;
- (E) "Dividend" shall include bonus;
- (F) "A Director" shall include Alternate Director;
- (G) "The Directors" shall include, and mean the Directors for the time being of the Company, and "the Board" shall mean the Directors or any of them acting as the Board of the Company;
- (H) "Paid-up" shall include credited as paid up;
- (I) "Tanzania" means the Mainland of the United Republic of Tanzania.
- (J) "The Secretary" shall include a temporary or assistant Secretary or any person appointed by the Board to perform the duties of Secretary;
- (K) "The Seal" means the Common Seal of the Company;
- (L) "The Act" shall mean the Companies Act (Act No. 12 of 2002) or any statutory re-enactment or modification thereof for the time being in force, and reference to any section or provision of the Act shall include a reference to any statutory re-enactment or modification of such section or provision for the time being in force;
- (M) "The Register" shall mean the Register of Members of the Company.

conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favor of or against such resolution.

47. If a poll is duly demanded it shall be taken in such manner as the Chairman directs, and the result of the poll shall be deemed to be the resolution of the meeting at which the poll is demanded. A demand for a poll may be withdrawn at any time before the next business is proceeded with.
48. In the case of an equality of votes, whether on a show of hands or on a poll, the Chairman of the meeting at which the show of hands takes place or at which the poll is demanded shall be entitled to a second or casting vote.
49. All polls shall be taken forthwith at the relevant meeting.
50. A demand for a poll shall not prevent the continuance of a meeting for the transaction of any business other than the question on which a poll has been demanded.
51. Notwithstanding anything to the contrary herein contained, the Company shall not engage in, agree to, perform or undertake any of the following matters unless the shareholders of **H.R.P. Trading Co (T) Limited** have first approved of such matter by special resolution as contemplated in that company's statutory documents:
- a) Any amendment to the Memorandum and Articles of Association of the Company.
 - b) The granting of any options or rights to convert any shares in the Company shares of a different class or for the issue of shares in the Company.
 - c) Any alteration to the authorized share capital of the Company.
 - d) Any resolution for the winding-up or dissolution of the Company.
 - e) The listing of any of the shares in the capital of the Company on any exchange or securities exchange and/or any public offer of any shares of the Company.
 - f) The delegation of any powers of the Board to any person, including the grant of any power of attorney.
- The payment of any remuneration to any director of the Company other than in terms of such director's contract of employment with the Company, and the powers of the board shall be limited accordingly.

VOTES OF MEMBERS

52. All votes at meetings of members shall be conducted on a poll. On a poll every member present in person or by proxy shall have one vote for each share of which he is the holder.
53. 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.

54. 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.
55. On a poll votes may be given either personally or by proxy.
56. The instrument appointing a proxy shall be in writing under the hand of the appointer or his attorney duly authorized in writing, or, if the appointer is a corporation, either under seal or under the hand of an officer or attorney duly authorized. A proxy need not be a member of the Company.
57. Any corporation which is a member of the Company may by resolution of its Directors or other governing body authorize such person as it thinks fit to act as its representative at any meeting of the Company, or at any meeting of any class of members of the Company, and the person so authorized shall be entitled to exercise the same power on behalf of the corporation which he represents as the corporation could exercise if it were an individual member of the Company.
58. The instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed, or a notarial certified copy of that power or authority shall be deposited at the registered office of the Company not less than forty-eight hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument purposes to vote, and in default, the instrument of proxy shall not be treated as valid.
59. The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll and generally to act at the meeting for the person giving the power.
60. 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 was given, provided that no intimation in writing of such death, insanity, revocation or transfer shall have been received by the Company at its registered office before the commencement of the meeting or adjourned meeting at which the proxy is intended to be used.

DIRECTORS

61. Until otherwise determined by the Company in General Meeting the number of the Directors shall not be less than two or more than five. The following persons shall be the first Directors of the Company: -

1. LAMECK ALPHAXAD MAIBA
2. ROHAN JAYENDRAKUMAR PARMAR

provision by the issue of fractional certificates or by payments in cash or otherwise as they think fit for the case of shares, debentures or securities becoming distributable in rations, and also where necessary to deliver a proper contract for registration as required by the Act to authorize any person to enter on behalf of all members interested into an agreement with the Company providing for the allotment to them respectively, credited as fully paid up, of any further shares to which they may be entitled upon such capitalization, and any agreement made under such authority shall be effective and binding on all such members.

92. A General Meeting may resolve that any surplus moneys arising from the accretion of any capital assets of the Company, or any investment representing the same, or any other undistributed profits of the Company not subject to charge for income tax be distributed among the members upon the footing of the value so fixed in order to adjust the rights of the members so that they receive the same as capital.

ACCOUNTS

93. The Directors shall cause proper books of accounts 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 purchases of goods by the Company; and
 - (c) the assets and liabilities of the Company.
94. The books of account shall, be kept at the registered office or (subject to the provisions of the Act) at such other place or places as the Directors think fit, and shall always be open to the inspection of the Directors.
95. The Directors shall from time to time, in accordance with the Act cause to be prepared and to be laid before the Company in General Meeting such profit and loss accounts, balance sheets and reports as are referred to in that section.
96. A copy of every balance sheet including every document required by law to be laid before the Company in General Meeting together with a copy of the Auditor's report shall not be less than fourteen days before the date of the meeting be sent to all persons entitled to receive notices of General Meetings of the Company.

THE SEAL

97. 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

98. Auditors shall be appointed and their duties regulated in accordance with the provisions of the Act.

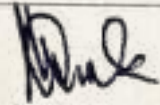

WINDING UP

99. Subject always to article 51, if the Company shall be wound up, the liquidator may, with the sanction of an extraordinary resolution of the Company and any other sanction required by the Act, if any, and having due regard to the respective rights of the holders of different classes of shares to which special rights are attached, divide amongst the members in specie or kind the whole or any part of the assets of the Company and may for such purposes set such value as he deems fair upon any property to be divided as aforesaid and may determine how such division shall be carried out as between the members or different classes of members.

INDEMNITY


100. Save and except so far as the provisions of this Article shall be avoided by any provisions of the Status, the Directors, Auditors and Secretary and other officers for the time being acting for 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.

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

Names and Postal Addresses of Subscribers	Description of Subscribers	Number of Shares taken by each Subscriber	Signature of Subscribers
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JOHAN JAYENDRAKUMAR PARMAR P.O. BOX 100072 DAR ES SALAAM	Natural Person	950	

DATED at Dar es Salaam this 23RD day of JAN 2023

WITNESS to the above Signatures:

Name: DAMIAN VICTUS
 Address: P.O. BOX 6992 DSM
 Signature: 
 Qualification: ADVOCATE

