

THE COMPANIES ACT, 2002 CAP 212

COMPANY LIMITED BY SHARES

MEMORANDUM

AND

ARTICLES OF ASSOCIATION

OF

PARMAN MEDTECH TANZANIA LIMITED.

Incorporated the _____ day of _____ 2026

DRAWN BY:

AJAY SURYAKANT SOMANI

P.O.BOX 3020

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THE COMPANIES ACT, 2002
COMPANY LIMITED BY SHARES
MEMORANDUM OF ASSOCIATION
OF
PARMAN MEDTECH TANZANIA LIMITED

1. Name of the Company

The name of the Company is **PARMAN MEDTECH TANZANIA LIMITED**.

2. Registered Office

The registered office of the Company shall be situated in the **Tanzania Mainland**.

3. Objects of the Company

The objects for which the Company is established are:

- a) To design, develop, manufacture, assemble, process, sterilize, package, label, store, market, distribute, import, export, and sell medical devices, medical consumables, laboratory apparatus, surgical and medical instruments, surgical appliances and supplies, dental equipment and supplies, orthodontic goods and appliances, and hospital and clinical furniture and equipment, including but not limited to operating tables, examination tables, hospital beds, and allied medical equipment.

- b) To establish, operate, and maintain manufacturing plants, workshops, clean rooms, laboratories, testing and calibration facilities, quality control units, warehouses, and logistics facilities required for medical device manufacturing and supply.




- c) To provide installation, commissioning, servicing, maintenance, repair, training, technical support, and after-sales services in relation to the Company's medical and healthcare products.
 - d) To obtain, hold, maintain, and comply with all registrations, licenses, approvals, permits, certifications, audits, inspections, and quality management systems required under applicable laws for medical device manufacturing and distribution in Tanzania and other jurisdictions.
 - e) To acquire, own, license, develop, protect, and commercialize intellectual property including patents, trademarks, designs, know-how, tooling, molds, software, documentation, and manufacturing processes relating to medical devices and healthcare products, and to enter into technology transfer, manufacturing, supply, and collaboration agreements.
 - f) To do all lawful acts and things incidental or conducive to the attainment of the above objects.
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4. Liability

The liability of the members is **limited**.

5. Share Capital

The authorized share capital of the Company is **Tanzanian Shillings Ten Million (TZS 10,000,000)** divided into **100 ordinary shares of Tanzanian Shillings One Hundred Thousand (TZS 100,000) each**, with power to increase, reduce, subdivide, consolidate, or reclassify the share capital in accordance with the Articles of Association and the Companies Act, 2002.

Names and Addresses of Subscribers	Number of Shares Taken	Signature of Subscribers
AJAY SURYAKANT SOMANI P.O.BOX 3020 DAR ES SALAAM,TANZANIA	30	
NITESH MANSUKHLAL MANDALIA UNITED ARAB EMIRATES,DUBAI,VILLA 3, L FROUND THE PALM JUMEIRAH	35	
NIRAD JITENDRA PAREKH UNITED ARAB EMIRATES,DUBAI, APARTMENT 08,BUILDING 126, THE GARDENS	35	

We, the persons whose names are subscribed above, desire to be formed into a Company pursuant to this Memorandum of Association and agree to take the number of shares set opposite our respective names.

Dated at: this 01 day of JANUARY 2026

Witness:

Name: PEUDCATUS LUBIGILI

Signature: 

Address: 77399 DAR ES SALAAM

Qualification: ADVOCATE



Seen / Certified as an authentic document / copy of the original document.

Signed: 

For: PERMANENT SECRETARY
MINISTRY OF FOREIGN AFFAIRS
& EAST AFRICAN COOPERATION

Date: 27.01.2026



**THE COMPANIES ACT 2002
ARTICLES OF ASSOCIATION
OF
PARMAN MEDTECH TANZANIA LIMITED**

1. Interpretation

In these Articles, unless the context otherwise requires:

- “Act” means the Companies Act, 2002.
 - “Board” means the Board of Directors of the Company.
 - “Chairman” means the Chairman of the Board.
 - “Managing Director” or “MD” means a Director appointed to manage the day-to-day affairs of the Company.
 - “Clear days” means the period excluding the day of service and the day of the meeting.
 - Words importing the singular include the plural and vice versa.
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2. Private Company

The Company is a private company and accordingly:

- The right to transfer shares is restricted.
 - The number of members shall not exceed fifty.
 - No invitation shall be made to the public to subscribe for shares or debentures.
 - The Company shall not issue bearer share warrants.
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3. Members

The subscribers to the Memorandum and any person admitted by the Board shall be members of the Company.

4. General Meetings

The Company shall hold an Annual General Meeting each year and Extraordinary General Meetings as required in accordance with the Act.

5. Notice of Meetings

All general meetings shall be convened by at least twenty-one clear days' notice in writing, unless a shorter period is consented to in accordance with the Act.

6. Quorum

Two members entitled to vote, present in person or by proxy, shall constitute a quorum.

7. Voting

Each member shall have one vote per share held. In the event of equality of votes, the Chairman shall have a **casting vote**.

8. Directors

The Company shall have not less than two Directors. The first Directors shall be:

1. Ajay Suryakant Somani
 2. Nitesh Mansukhlal Mandalia
 3. Nirad Jitendra Parekh
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9. Chairman

9.1 Appointment

The Board shall appoint one Director as **Chairman of the Board**.

9.2 Powers of the Chairman

The Chairman shall:

- Preside over all meetings of the Board and shareholders
- Provide strategic direction and oversight
- Have final authority on all **Reserved Matters**
- Exercise a casting vote in the event of deadlock

- Approve major strategic decisions including expansion, borrowing beyond limits, asset sale or encumbrance, change of business scope, and entry of new shareholders or strategic partners
- Supervise and evaluate the performance of the Managing Director

The Chairman shall not be required to participate in the day-to-day operations of the Company.

10. Managing Director

10.1 Appointment

The Board may appoint a Managing Director and delegate executive powers subject to Board and Chairman supervision.

10.2 Powers

The Managing Director shall:

- Manage day-to-day operations
- Represent the Company before regulators, banks, suppliers, and customers
- Hire and manage employees
- Execute contracts within Board-approved limits
- Ensure compliance with laws and licenses

10.3 Restrictions

The Managing Director shall not, without prior Board approval:

- Borrow money beyond approved limits
 - Create security or guarantees
 - Dispose of or encumber Company assets
 - Alter shareholding or business objects
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11. Borrowing Powers

The Company may borrow money only pursuant to a Board resolution approved by **at least two Directors**. Shareholder approval shall be required where mandated by law or Board policy.

12. Banking and Signing Authority

All banking transactions, including cheques, electronic transfers, guarantees, loan documents, and security instruments, shall require **joint authorization by at least two signatories**, being:

- Any two Directors; or
- One Director and the Managing Director.

Single-signatory banking authority is prohibited.

13. Board Meetings

Board meetings shall be convened as required. Two Directors shall constitute a quorum.

14. Secretary

The Company Secretary shall be appointed and removed by the Board.

15. Seal




The Common Seal shall be affixed only with Board authorization and shall be signed by one Director and the Secretary or by two Directors.

16. Accounts and Audit

Proper books of account shall be maintained. Auditors shall be appointed and accounts audited in accordance with the Act.

17. Notices

Notices shall be served in writing personally or by post in accordance with the Act.

Names and Addresses of Subscribers	Number of Shares Taken	Signature of Subscribers
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NITESH MANSUKHLAL MANDALIA UNITED ARAB EMIRATES,DUBAI,VILLA 3, L FROUND THE PALM JUMEIRAH	35	
NIRAD JITENDRA PAREKH UNITED ARAB EMIRATES,DUBAI, APARTMENT 08,BUILDING 126, THE GARDENS	35	

Dated at: this 09 day of JANUARY 2026

Witness:

Name: REVOCATUS LUBIGIT KIMBWE KULLI

Signature: 

Address: 77399 DAR ES SALAAM

Qualification: ADVOCATE

