PHARMACY COUNCIL



APPLICATION FOR ALTERATION (Under Section 35 (1) of Pharmacy Act, 2011)

Registrar, Pharmacy Council, P.O. Box 1277, **Dodoma**.

APPLICATION FOR CHANGE OF: 1. PREMISES LOCATION 2. BUSINESS NAME 3. BUSINESS OWNERSHIP
NAME OF PREMISES: VASCO PHARMACENICAL - CITY FIN 0100388
TYPE OF BUSINESS: Retail Pharmacy Wholesale Pharmacy Warehouse
PHYSICAL ADDRESS: Plot No. 535 Street: MAKAO MARYA Ward. LEVOLOSI District/Municipal. ARUSHA Region: ** Regi
OWNERSHIP:
Directors (Names): 1 SOD IDLISA MRINKO Qualification: CEO 2 ASHINONI MCONZA Qualification: COO 3. Qualification:
SUPERINTENDANT INFORMATION: Full Name: GDDPPS Y KINAIA ODEMARY PIN: 0103456 Residential Address: GOKON ONE Tel: 0754451548 Email: Godpe 7 octomery Dynail.com Contract commencement date: 18/06/2005 Cessation date. 17/06/2021
NAME OF THE NEW PREMISES: RAHMS PHARMACEUTICAL LIMITED TYPE OF BUSINESS: Retail Pharmacy Wholesale Pharmacy Warehouse
PHYSICAL ADDRESS: Plot No. 535 Street MAKAO NAPA Ward LEVOLOS/ District/Municipal ARUSHA Region ARUSHA POSTAL ADDRESS: CONTACT. No. 07545937110748100030

NEW OWNERSHIP: (IF DIFFERENT FROM PREVIOUS ONE)
Directors (Names):
1_SOO IDRICA MRINO Qualification: CEO
2 ASHINUNI LUDI MARNZA Qualification: COO
3 Qualification:
SUPERINTENDANT INFORMATION: (IF DIFFERENT FROM PREVIOUS ONE) Full Name: GODFREY ODEMARY KINAIA PIN:
Residential Address: SOKONI ONE Tel: 0754451548. Email: godgregodeman Dyman co Contract commencement date: 18/06/2025 Cessation date 17/06/2026
SECTION C: REASON(S) FOR PARTICULAR ALTERATION
1. MANAGEMENT ISSUES.
2
<u> </u>
OFOTION DE ADDITIONATION
Name of Applicant: SOUD IDRICA MRINGS
(Contact/email if different from the above)
Address: 13176 ARUSHA Tel: 0754-59371 E-mail: vascopharmaceubical Ogm
Signature of Applicant Date
SECTION E: APPLICANT DECLARATION
I hereby declare to the best of my sanity that the information provided is valid and there are mutual agreements of terms between parties.
Signature of Applicant
SECTION F: REQUIRED ATTACHMENT
Please attach the following documents depending on your proposed changes:
1. TAX CLEARANCE CERTIFICATE
2. Copy of lease agreement or title deed
3. Memorandum of Understanding
4. Certificate of registration from BRELA
5. Copy of Director(s) ID
6. Original Premises Registration Certificate (For Alteration No. 1 or 2)



MKATABA WA UPANGAJI

Mkataba huu ni kati ya ndugu LIBERATH ROCKY MASHELLE wa Arusha,mwenye nyumba iliyopo kata ya Levolosi Arusha mjini ambaye atatajwa kama MWENYE NYUMBA na RAHIMS PHARMACEUTICAL LIMITED Arusha ambaye atatajwa kama MPANGAJI katika mkataba hii.Na makubaliano ni kama ifuatavyo:

- 1. Mwenye nyumba amekubali kumpangishia Rahims pharmaceutical limited nyumba kwa ajili ya kufanya bihashara kwa muda wa miaka miwili kuanzia tarehe 01/03/2025 hadi 28/02/2027,na baada ya kumalizika kwa kipindi cha mkataba ikiwa mpangaji atapendelea kuongeza kipingi kingine cha upangaji nae mwenye nyumba asipokuwa na sababu za kumkatalia utafanyika mkataba mwingine kufuatana na majadiliano na makubaliano na maafikiano ya wakati huo
 - Kodi ya upangaji ni Tsh 1,000,000/=(milioni moja tu) kwa mwezi mmoja,ambayo italipwa yote kwa miaka miwili,katita mkataba huu mwenye nyumba atadhibitisha kupokea jumla ya tsh 24,000,000/=(milioni ishirini na nne tu) ikiwa ni kodi ya miaka miwili tu.
 - Mpangaji haruhusiwi kupangisha nyumba ya bihashara kwa mpangaji mwingine zaidi yake wala haruhusiwi kufanya aina yoyote ya marekebisho bila kupata idhini ya mwenye nyumba kwanza
 - 4. Mpangaji atawajibika kuchangia matumizi ya umeme na maji kila mwezi kikamilifu bila kulimbikiza madeni nan i mbali na upangaji huu.
 - 5. Mpangali atawajibika kutunza nyumba hio katika hali ya usafi na siku ya kuhama atawajibika kukabidhi nyumba ikiwa katika hali ya usafi kama alivyokabidhiwa hapo mwanzoni.
 - 6. Mpangaji akiukatiza upangaji wake yeye mwenyewe kabla ya kufikia mwisho wake hafakuwa na haki ya kumdai mwenye nyumba amfidie kwa kipindi ambacho atakuwa amekwisha kulipia nab ado kutumika labda iwe ni mwenye nyumba ndiye aliyeukatiza upangaji huu.
 - 7. Mpangaji atawajibika kuomba kwa mwenye nyumba kipindi kingine cha upangaji huu miezi mitatu kabla ya mkataba huu kufika mwisho wake,naye endapo atakubaliwa awe tayari kulipia mara tu kipindi kingine kinapoanza.

Mkataba huu tumeandikishana hapa mjini Arusha,tumeusoma,tumeulewa na kukubali ya kwamba ni sawa kwa kuziweka sahihi zetu tukiwa na akili timamu bila ya kulazimishwa wala kushawishiwa leo tarehe 27/02/2025

SAHIHI YA MWENYE NYUMBA:

BERATHY ROCK MASHELLE

SHAHIDI WA MWENYE NYUMBA:

EDSON A OLOTY

SAHIHI YA MPANGAJI:

RAHIMS PHARMACEUTICAL LIMITED (SOUD MRINGO)

SAHIHI YA SHAHIDI WA MPANGAJI:

THE COMPANIES ACT 2002 (CAP 212)

COMPANY LIMITED BY SHARES

Memorandum

And

Articles of Association

Of.

RAHIMS PHARMACEUTICAL LIMITED.

Drawn by:

JOSEPH MSANGI (LLB) LAWYER - CONSULTANT. P.O. Box 11514 ARUSHA - TANZANIA

TANZANIA



Certificate of Incorporation

Section 15

NO.....

I HEREBY CERTIFY THAT

RAHIMS PHARMACEUTICAL LIMITED.

Is this day incorporated under the Companies Act 2002, and that the Company is Limited.

GIVEN under my hand at Dar Es Salaam this Day of January TWO THOUSAND AND TWENTY TWO.

SNR. ASST. REGISTRAR OF COMPANIES

THE COMPANIES ACT 2002

(CAP 212)

COMPANY LIMITED BY SHARES

Memorandum Of Association

Of

RAHIMS PHARMACEUTICAL LIMITED.

- 1. The name of the Company is RAHIMS PHARMACEUTICAL 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 business of manufactures, buyers, sales and distributing agents of and dealers in all kinds of pharmaceuticals, medicine and medicated preparations, patent, medicines, drugs, herbs and pharmaceutical, medicinal, proprietary and industrial preparations, compound and articles of all kinds, and to manufacture, make up, buy, sell and deal in all articles, substances and things commonly or conveniently used in or for making up, preparing or parking any of the products in which the company authorised to deal or which may be required by customers of or persons having dealings with the company and to buy, sell, supply, store, stock, maintain, or otherwise deal in all kinds and varieties of generic and patent/non patent medicines, drugs, mixtures, formulation, tablets, drugs, pills, pharmaceutical and medical products, needles, syringes, injection, vaccines, sera, immunogens, phylacogens, chemical and surgical dressings, kits and instruments and to takeover/ establish operate and maintain diagnosis centers.
- b. To carry on the business of healthcare services and to design, manufacture, produce, supply and provide advanced surgical tools and supplies, sutures and wound care products, needles and syringes, diagnostics imaging agents, contrast media for diagnostic imaging, vascular therapy apparatus, respiratory devices, endomechanical, soft tissue repair energy, oximetry and monitory, airway and ventilation, vascular, sharp safety and clinical care products, generic pharmaceuticals, active pharmaceuticals, ingredients and dosage pharmaceuticals or medical character necessary or suitable for proper treatment of sick or injured person or patients and to carry on business as merchants of and dealers in, first aid appliances medical and surgical accessories, hospital fittings and requisites, and in all accessories and supplies required for use in the treatment of and care of sick and injured, and to buy, sell, manufacture and deal in all articles, goods, wares, materials and

substances, and to construct, own, operate, manage, furnish, and equip with all necessary conveniences, furniture and equipments hospitals, radiotherapy units, private hospitals, nursing homes, convalescent homes, crèches, hydropathical, establishments and similar healthcare undertakings, with all suitable accommodations for the treatment and care of patients, and to do all things usually dealt in by persons carrying on the above mentioned business or any of them or likely to be required in connection with any any of the said business.

- C. To manufacture, formulate, formulate, process, develop, refine, import, export, wholesaler/ or retail trade all kind of pharmaceuticals, antibiotics, drugs, medicines, biological, neutroceuticals, healthcare, ayurvedic and dietary supplements products, medical preparations, vaccines, chemical products, dry salters, mineral water, wines, cordials, liquors, soups, broths and other restoratives or foods and to deal in medical goods such as surgical instruments, contraceptives, photographic goods, oil, perfumes, cosmetics, patent medicines, soap, artificial limbs, hospitals requisites, proprietary medicines, veterinary medicines and tinctures extract and to carry on the business of vialling, bottling, repacking, processing of tablets, capsules, syrups, injections, ointments, etc and also to carry on business of chemists, druggist, buyers, sellers, agents, distributors and stockiest of all kind of pharmaceuticals and allied products.
- To acquire, establish, run and maintain hospital(s) reception and treatment of person d. suffering from illness, or mental defect or for the reception and treatment of person during convalescence or to persons requiring medical attention, or rehabilitation, to provide medical relief to the public in all branches of medical sciences by all available means to run, own, manage, administer, diagnostic centers, scan center, nursing homes, clinic, dispensaries, maternity homes, child welfare and family planning centers, clinical, pathological testing laboratories, x-ray and ECG clinics, to act as consultants and advisors providing technical know-how, technical services and allied services for the establishment, operations and improvement of nursing homes, hospitals, clinics, medical institutions, medical centers, diagnostics centers and laboratories, to carry out medical research by engaging in the research and development of all fields of medical sciences, and in therapies of medical treatment, so as to afford medical relief in a better way, to provide research facilities for carrying on research, basic and applied, in all systems and discipline or medical and surgical knowledge to develop pharmaceutical standardization of indigenous medical plant, to encourage and discover new medical and/ or surgical management of diseases and infections, and to investigate and make known the nature and merit of investigation and findings and research in the said field and to acquire any process upon such terms as may seem expedient and to improve the same and undertake the manufacture of any product developed, discovered or improved and/ or to give license for the manufacture for the some to other and either to market the same on such terms as may be deemed fit, to provide, encourage, initiate or promote facilities for the discovery, improvement or development of new method of diagnosis understanding and treatment of diseases.
- e To establish and run health portal, web sites, medical transcription centers, data processing/computer center, retail chains, e-commerce, and to offer wholesale, retail, e-commerce facilities, health constancy and data processing and other services that are

normally offered by health portal, web sites, medical transcription centers, data processing/ and computer centers, retails chain etc. to individuals, business and other type of customers and to impart training of electronic data processing, computer software and hardware, to customers and others and to carry on the business of manufactures, producers, makers, convertors, repairs, importer, exporter, buyers, sellers, retailers, wholesalers, suppliers, indenters, packers, movers, preservers, stockiest, agents, subagents, merchants, distributors, consignors, jobbers, brokers, concessionaires, or otherwise deal in computed data processors, calculators, tabulators, machines, appliances, accessories, device and instruments of every kind and activation for use for industrial, commercial, scientific, medical statistical or any other purpose and any other product or products thereof or materials, articles, software and hardware used in the operation of or otherwise in connection therewith or ancillary thereof.

- f. To carry on all or any of the business manufactures, buyers, sellers, and distributing agents of and dealers of all kinds of patent, pharmaceutical, medical, medicated preparations, patent medicines, drugs, herbs, and of in pharmaceutical medicine, proprietary and industrial preparations, compounds and articles of all kinds, and to manufacture, make up, prepare, buy, sell and deal in all articles, substance and things commonly or conveniently used in or for making up, preparing or parking any of the products in which the company is authorised to deal, or which may be required by customers of or persons having dealings with the company.
- To invest in pharmaceutical and related assets, including, among other items, investment in pharmaceutical companies, products, business, divisions, technologies, devices sales force and other marketing capabilities, development projects and related activities, licenses, intellectual and similar property rights, premises and equipments, royalty rights and all other assets needed to operate a pharmaceutical business and to invest (including long term investments in, and acquisition of shares of pharmaceutical companies) any monies of the companies in such investments and in such manner as may from time to take on lease or in exchange or otherwise acquire any real and personal property and rights or privileges.
- h. To enter into joint venture or other arrangement for sharing profits with any person or Company carrying on or engaged in or about to carry on any business or transaction which the Company is authorized to carry on or possessed of any property or rights suitable for the purposes of this Company.
- To take or otherwise to acquire and hold shares in any Company, Cooperation or Cooperative society or the like having, the objects altogether or in part similar to those of this Company conducted so as to directly or indirectly this Company.
- j. To promote any company or companies for the purpose of acquiring all or any of the property, rights and liabilities of the company, or for any other purpose which may seem directly or indirectly calculated to benefit this company.

- k. To obtain any Provisional Order, Act of Parliament enabling the company to carry any of its objects into effect or for effecting any modification of the company's constitution, or for any other purpose which may seem expedient and to oppose any proceedings, or applications which may seem calculated directly or indirectly, to prejudice the company's interests.
- 1. To do all or any of the above things in any part of the world and as principals, managing agents, agents contractors, trustees or otherwise, and by or through trustees, managing agents, agents, or otherwise, and either alone or in conjunction with others.
- m. To do all such other things incidental or conductive to the attainment of the above objects.
- n. The objects set forth in any sub-clause of this clause shall not, except when the context expressly so requires, be in any wise limited or restricted by reference to or interference from the terms of any other sub-clauses or by the name of the company.

None of such sub-clauses or the objects therein specified or the powers thereby conferred shall be deemed subsidiary or, auxiliary merely to the objects mentioned in the first sub-clause or this clause, but the Company shall have full power to exercise all or any of the power conferred by any part of this clause in any part of the world and notwithstanding that the business, undertaking, property or acts proposed to be transacted, acquired, dealt with or performed do not fall within the objects of the first sub-clause of this clause.

- 4. The liability of the members is Limited.
- The Share Capital of the Company is Five Hundred Million Shillings, (500,000,000/-) divided into Five Thousand Shares (5,000) of One Hundred Thousand Shillings each (Tshs. 100,000/-). The company shall have the power to increase or decrease the capital, or consulting the shares, to divide the shares in the original or any increase capital into several classes and to attach thereto respectively and from time to time to alter or modify any preferential, qualified, special or deferred rights, privileges and conditions.

We, the several persons whose names, addresses and descriptions are described, 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 nominal capital of the company set opposite our respective names.

NAME, ADRESS AND DESCRIPTION OF SUBSCRIBERS	NUMBER OF SHARES	SIGNATURES
1. SOUD IDRISA MRINGO P.O. Box 13176 Arusha - Tanzania	1500	
2. ASHINUNI SUDI MGONZA P.O. Box 13176 Arusha - Tanzania.	1000	ABa

Dated at Arusha this 4th Day of January 2022.

WITNESS to the above Signatures:

Name: IJMAEL

Signature: ...

Address: ...

Qualification: ADVOCATE

MHOL

Notary Poslic a

COMMISSIONE! FOR

OATHS

THE COMPANIES ACT 2002

(CAP 212)

COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

OF

RAHIMS PHARMACEUTICAL LIMITED.

PRELIMINARY.

1. In these regulations:-

The Act means The Companies Act, Cap 212 of the Law of Tanzania.

When any provision of the Act is referred to, the reference is that provision is as modified by any law for the time being in force.

Unless the context otherwise requires, the expressions defined in the act or any statutory modification thereof in the force at the date at which these regulations become binding on the Company, shall have the meaning so defined.

Any words importing the singular include the plural and vice versa and words importing the masculine gender shall include females and the words importing persons shall include bodies, corporate, partnership, firms cooperatives, societies etc.

The regulations of the Company Act shall not apply to the Company, save as so far as they are varied or excluded hereby, but in case any conflict between the provisions herein, and the provisions under this regulations the former shall prevail, and in addition to substitution shall be under the regulations of the Company.

Private Company

- 2. The Company is a private company and accordingly the following shall have effect:
 - (a) The right to transfer shares is restricted in the manner hereinafter prescribed
 - (b) The number of the member of the Company (exclusive of persons who are in the employment of the Company and persons who having been formally in the employment and have continued after determination of such employment to be member of the Company) shall not at any time exceed fifty. Provided that where two or more persons hold one or more shares in the Company jointly they shall for the purpose of this article be treated as a single person.

- (c) Any invitation of the public to subscribe for any shares or debenture of the Company is prohibited.
- (d) The Company shall not have power to issue share warrants to bearers.

Calls of Shares

- 3. The Directors may, subject to any conditions of allotment, from time to time make calls upon the members in respect of any moneys unpaid on their shares (whether on account of the nominal value of the shares or by way of premium) provided that(except as otherwise fixed by the conditions of allotment) no call on any share shall be payable at less than thirty days from the date appointed for payment of the last preceding call, and each member shall (subject to the being given at least fourteen days' notice specifying the time or times and the place of payment) pay to the company at the time or times and place so specified the amount called on his shares.
- 4. The joint holders of a share shall be jointly and severally liable to pay all calls in respect thereof.
- 5. If a sum called in respect of share is not paid before or on the day appointed for payment thereof, the person from whom the sum is due shall pay interest upon the sum at the rate of the eight per centum per annum from the day appointed for the payment thereof to the time of the actual payment, but the directors shall be at liberty to waive payment of that interest wholly or in part.
- 6. The provisions of these regulations as to the liability of joint holders and as to payment of any sum which, by the terms of issue of a share, becomes payable at a fixed time, whether on account of the amount of the share or by way of premium, as if the same had become payable by virtue of a call duly made and notified.
- 7. The Directors may, if they think fit, receive from any member willing to advance the same all or any part of the money unpaid upon the shares held by him beyond the sums actually called upon thereon as a payment in advance of calls which shall extinguish, so far as the same shall extend, the liability upon the shares in respect of which it is advanced, and the company may pay interest upon the money so received, or so much thereof as from time to time exceeds the amount of the calls then made thereof as from time to time exceeds the amount of the call then made upon the shares of respect of which it has been received, at such rate as the member paying such sum and the directors agree.

Certificates

8. Every member, upon becoming the holder of any shares be entitle after payment to receive within two months after allotment or lodgment of the transfer (or within such other period as the conditions of issue shall provide) one Certificate for all the shares of each class held by him (and, upon transferring a part of his holding of shares of any class, to a Certificate for the balance of such holding) or several Certificates each for one or more of his shares upon payment for every Certificate after the first such reasonable sum as the Directors may determine. Every Certificate

shall be sealed with the seal and shall specify the number, class and distinguishing numbers (if any) of the shares in which it relates and the amount or respective amounts paid thereon in respect of a share or shares held jointly by several persons. The company shall not be bound to issue more than one Certificate and delivery of a Certificate for a share to one joint holder shall be sufficient delivery of the old Certificate.

9. If a Share Certificate be worm out, defaced, lost or destroyed it may be renewed on payment on such terms (if any) as to evidence, indemnity and the payment of expenses reasonably incurred by the company in investigating evidence as the Directors may determine but otherwise free of charge, and (in the case of the defacement or wearing out) on delivery of the old Certificate.

Lien

- 10. The company shall have a lien on every share not being a fully paid share for all money (whether presently payable or not) called or payable at fixed time in respect of that share, and the company shall also have a lien on all share (other than fully paid shares standing registered in the name of the single person for all money presently payable by him or his estate to the company; but the directors may at any time declare any share to be wholly or in part exempt from the provisional of this regulation. The company's lien, if any, on a share shall extend to all dividend payable thereon.
- 11. The company may sell, in such manner as the directors think fit, any share on which the company has a lien, but no sale shall be made unless some sum in respect of which the lien exist is presently payable, nor until the expiration of fourteen days after a notice in writing stating and demanding payment on such part of the amount in respect on which the lien exists as is presently payable, or the person been given thereto by reason of his death or bankruptcy.
- 12. For giving effect for any such sale the directors may authorized some person to transfer the sare sold to the purchaser thereof. The purchaser may be registered as the holder of the shares comprised in any such transfer and he shall not bound to see the application of the purchase money, nor shall his title to the shares be affected by any regularity or invalidity or in the proceedings in reference to the sale.
- 13. The proceeds of the sale shall be receive by the company and applied in payment of such part of the amount in respect of which the lien exists as is presently payable, and the residue shall (subject to a like lien for sums not presently payable as existed upon the shares prior to the sale) be paid to the person entitle to the shares at the date of the sale.

Transfer of Shares

14. The director may in their absolute and uncontrolled discretion decline to register any transfer of any share whether or not it is fully paid share and subject to the provisions of these Articles, the shares shall under the control of directors who may allot or dispose of the same to any person or persons and at such price either at par or at premium or subject to the such manner as they

think fit with full power to give any shares at such price either par premium and for such time and for such consideration as the Director think fit.

- 15. Subject to Clause 2 and 3 hereof the right of members to transfer their share shall be restricted as follows:
 - (a) No share shall be transferred to a member who is not a member or any person deemed by directors to be one that is undesirable in buying the shares. All shares transfer shall be confirmed by board of directors.
 - (b) Every shareholder or trustee in bankruptcy, or any person may desire to sell or transfer any shares and every of the shares to the board of directors or any member or members of the Company at price to be agreed upon between the party giving such notice and the board, person representative of the diseased shareholder shall give notice in writing to the directors that he/she desire to make such sale or transfer. Such notice shall constitute the board of directors of the Company as his/her agent for the sale of the said shares to any member or members of the Company at the price to be agreed upon between the party giving such notice and the board, or in the case of a difference to be determined by the Auditor of the Company.
 - (c) Upon price of such shares being agreed on and determined as per Clause (b) above, the board shall forthwith give notice to such of the shareholders other than the shareholders desired to sell or transfer the said shares, stating the number and price of such share inviting the person to whom notice is sent to state within 21 days from the date of such notice whether he/she is willing to purchase any, if so, what maximum number of such shares. At such shares amongst the shareholders (if more than one) who shall have expressed their desire to purchase the same and as far as any be prorata according to the number of shares already held by them respectively, or if there be only on such shareholder, the whole of such shares shall be obliged to take more than maximum of such shares stated in his/fier answer to the said notice.

Upon such appointment being made or such one shareholder notifying his/her intention to purchase, as the case may be, the party desiring to sell or transfer such shares shall be bound upon payment of the said price to transfer shares to the respective shareholders or to the single shareholder who shall have agreed to purchase the same

Transmission of Shares

16. In case of the death of a member, the survivor of survivors where the deceased was a joint holder, and the personal representatives of the deceased where he was a sole holder or the only survivor of joint holders, shall be the only persons recognized by the company as having any title to his interest in the shares; but nothing herein contained shall release the estate of a deceased member from any liability in respect of any share which had been jointly held by him.

- 17. A person becoming entitled to a share in consequence of the death or bankruptcy of a member may, upon such evidence being produced as may properly be required by the directors and subject as hereinafter provided, either elect by notice to the company to be registered as holder of the share, or elect to have some person nominated by him registered as the transferee in which case he shall execute the appropriate instrument of transfer. All the articles relating to the right to transfer of shares shall apply to any such notice or transfer as if it were an instrument transfer executed by the member and the death or bankruptcy of the member had not occurred.
- 18. A person becoming entitled to a share by reason of the death or bankruptcy of the holder shall have the rights to which he would be entitled if he were the registered holder of the share, except that he shall not, before being registered as the holder of the share, be entitled in respect of it to exercise any right conferred by member ship in relation to meetings of the company.

Forfeiture of Shares

- 19. If a member fails to pay any calls 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 serve a notice on him requiring payment of so much of the call or installment as unpaid, together with any interest which may have accrued.
- 20. The notice shall name a further day (not earlier than the expiration of fourteen day from the date of the notice) on or before which the payment required by the notice is to be made, and shall which the call was made will be liable to be forfeited
- 21. If the requirements of any such notice as aforesaid are not complied with any share in respect of which the notice has been given may at any time thereafter, before the payment required by the notice has been made, be forfeited by a resolution of the directors to that effect.
- 22. Forfeited shares may be sold or otherwise disposed of on such terms and in such manner as the directors think fit, and at any time before a sale or disposition the forfeiture may be cancelled on such terms as the directors think fit.
- 23. A person whose shares have been forfeited shall cease to be a member in respect of the forfeited shares, but shall, notwithstanding, remain liable to pay to the company all moneys which at the date of forfeited were presently payable by him to the date of forfeited, but his liability shall cease if and when the company receives payment in full of the nominal amount of the shares.
- 24. A statutory declaration in writing that the Declarant's is a director of the company, and that the share in the company has been duly forfeited on a date stated in the declaration, shall be conclusive evidence of the facts therein stated as against all persons claiming to be entitled to the shares. The company may receive the consideration, if any given for the share on any sale or disposition thereof and may execute a transfer of the share in favor of the person to whom the share is sold or disposed of and he shall be thereupon be registered as the holder of the share and shall not be bound to see the application of the purchase money, if any, or his title to the share be

affected by any irregularity or invalidity in the proceedings in reference to the forfeiture, sale or disposal of the share.

25. The provision of these regulations as to forfeiture shall apply in the case of non-payment of any sum which, by the terms of issue of share, becomes payable at a fixed time, whether on account of the amount of the share, or by way of premium, as if the same had been payable by virtue of a call made and notified.

Conversion of Shares into Stock

- 26. The company may by ordinary resolution convert any paid-up shares into stock, and reconvert any stock into paid-up shares of any denomination.
- 27. The holder of stock may transfer the same, or any part thereof, in the same manner, and subject to the same regulations, as, and subject to which, the shares from which the stock arose might previously to conversion have been transferred, or as near thereto as circumstances admit but the directors may from time to time fix the minimum amount of stock transferable, and restrict or forbid the transfer of fractions of that minimum, but the minimum shall not exceed the amount of the shares from which the stock arose.
- 28. The holders of stock shall according to the amount of the stock held by them, have the same rights, privileges and advantages as regard dividends, voting at meeting of the company and other matters as if they held the shares from which the stock arose, but no such privileges or advantage (except participation in the dividends and profits of the company) shall be conferred by any such aliquot part of stock as would not if existing in shares, have conferred that privileges or advantages.
- 29. Such of the regulations of the Company as are applicable, to paid-up shares shall apply to stock, and the word words 'share' and 'shareholder' therein shall include 'stock and 'stockholder'

Alteration of Capital

- 30. The company from time to time by ordinary resolution increase the share capital by such sum, to be divided into the shares of such amount, as the resolution shall proscribe.
- 31. Subject to any direction to the contrary that may be given by the company in general meeting, all new shares, shall before issue, be offered to such persons as at the date of the offer are entitled to received notice from the company in general meeting in proportion, as nearly as the circumstances admit, to the amount of existing shares to which they are entitled. The offer shall made by the notice specifying the number of shares offered, and limiting a time, within which the offer, if not accepted, will be deemed to be declined, and after expiration of that time or after receipt of intimation from the person to whom offer is made that declines to accept the shares offered, the directors may dispose of the those shares in such manner as they think most beneficial to the company. The directors may likewise to disposes of any new shares which (by reasons of the ration which the new shares bear to shares held by person entitled to an offer of new shares) cannot, in the opinion of the directors, be conveniently offered under this regulation.

- 32. The new shares shall be subject to the same provision with reference to the payment of calls, lien, transfer, transmission and forfeiture or otherwise as the shares in the original shares capital.
- 33. The company may be by ordinary resolution-
 - (a) Consolidate and divide all or any of its shares capital into shares of large amount than its existing shares.
 - (b) Subdivide existing shares, or any of them into shares into smaller amount than is fixed by memorandum of association subject, nevertheless to the provision of section 51(1)(d) of the Act.
 - (d) Cancel any shares which at the date of the passing of the resolution, have not been taken or agreed to be taken by any person.
- 34. The company may by special resolution, reduce its shares capital and any capital redemption reserve fund in any manner and with, and subject to, any incident authorized, and consent required by law.

Loan by the Company

35. No part of the funds of the company shall be employed in the purchase of or in loans upon the security of the Company's shares. The company shall not, except as authorised by the Act, give any special assistance for the purpose of or connection with any purchase of share in the Company.

GENERAL Meetings, Notice of General Meeting and Procedures of the General Meeting

- 36. The regulations of the Company Act shall apply to the following variations;
 - (a) A General Meeting, Ordinary or Extraordinary may with the consent in writing of all members, be convened on a shorter notice than seven days or without notice.

(b) All members present either personally or by proxy shall form a quorum.

(c) Any Ordinary resolution of the Company determined without any General Meeting and evidenced by writing under the hands of all members or their proxies.

General Meetings

- 37. A general meeting shall be held at such time, not being less than one month nor more than three months after the incorporation of the company, and at such place, as the directors may determine.
- 38. A general meeting shall be held once in every calendar year at such time (not being more than fifteen months after the holding of the last preceding general meeting) and place as may be prescribed by the company in general meeting or, in default as such time in the third month following that in which the anniversary of the company's incorporation occurs and at such place

as the directors shall appoint. In default of the general meeting being so held, a general meeting shall be held in the month following, and may be convened by any two members in the same manner as nearly as possible as that in which meetings are to be convened by the directors.

- 39. The general meetings referred to in regulation 5 shall be called ordinary general meetings; all other general meetings shall be called extraordinary general meetings.
- 40. The directors may, whenever they think fit, convene an extraordinary general meeting, and extraordinary general meetings shall also be convened on such requisition in default, may be convened by such requisitions, as provided by section 11 of the Act. If at any time there are not within Tanzania sufficient directors capable of acting to form a quorum, any director or any two members of the company may convene an extraordinary general meeting in the same manner as nearly as possible as that in which meetings may be convened by the directors.

Notice of General Meetings

- 41. Subject to the provisions of section 117(2) of the Act relating to special resolutions, seven days notice at the least (exclusive of the day on which the notice is served or deemed to be served, but inclusive of the day for which notice is given) specifying the place, the day and the hour of meeting and, in case of special business, the general nature of that business shall be given in manner hereinafter mentioned, or in such other manner, if any, as may be prescribed by the company in general meeting, to such persons as are, under the regulations of the company, entitled to receive notice of some particular meeting, that meeting may be convened by such shorter notice and in such manner as those members may think fit.
- 42. The accidental omission to give notice of a meeting to, or the non-receipt of notice of a meeting, any members shall not invalidate the proceedings at any meeting.

Proceedings at General Meetings

- 43. All business shall be deemed special that is transacted at an extraordinary meeting, and all that is transacted at an ordinary meeting with the exception of sanctioning a dividend, the consideration of the accounts, balance sheets and the ordinary report of the directors and auditors, the election of directors and other officers in the place of those retiring by rotation, and the fixing of the remuneration of the auditors.
- 44. 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; save as herein otherwise provided, three members personally present shall be a quorum.
- 45. If within half an hour from the time appointed for the meeting a quorum is not present, the meeting, if convened upon the requisition of members shall be dissolved, in any other case it shall stand adjourned to the same day in the next week, at the same time and place, and if at the adjourned meeting a quorum is nor present within half an hour from the time appointed for the meeting, the members present shall be a quorum.

- 54. Every Director shall have power to nominate any person to act or attend as an alternate director in his place during his absence from Tanzania and on such appointment being made the alternate director shall be subject in all respect to the terms and conditions existing with reference to the other directors and such alternate director while acting in the place of such absent director for whom he is an alternate.
- 55. The director shall elect from amongst their own body a Chairman and if need be, a vice Deputy Chairman of the Board of Directors on such terms and for period (subject always to the provisions of these presents) as they may think fit.
- 56. In addition to their usual remuneration, the directors shall be paid such traveling, hotel and other expenses as may reasonably be incurred in connection with their attendance at meetings of directors. The company in general meeting may fix the shareholding qualification for directors; unless and until so fixed no qualification shall be required. The directors may be power of attorney appoint any person to be attorney, or argent of the Company for such purposes and on such conditions as they determiner, including authority for the attorney or agent to delegate all or any of his power.
- 57. A resolution in writing signed by all directors then in Tanzania shall be valid and effected as if it had been passed at a Meeting of directors duly called and constituted.

Powers and Duties of Directors

58. The business of the company shall be managed by the directors, who may pay all expenses incurred in getting up and registering the company, and may exercise all such powers of the company, as are not, by the Act, or by these articles, required to be exercised by the company in general meeting, subject, nevertheless, to any of these articles, to the provisions of the Act and to such regulations, being not inconsistent with the aforesaid regulations or provisions, as may be prescribed by the company in general meeting; but no regulation made by the company in general meeting shall invalidate any prior act of the directors which would have been valid if that regulation had not been made.

Proceedings of Directors

- 59. The directors may meet together for the dispatch of business, adjourn, and otherwise regulate their meetings as they think fit. Questions arising at any meeting shall be divided by a majority of votes. In case of an equality of votes the chairman shall have a second or casting vote. A director may, and the secretary on the requisition of a director shall, at any time summon a meeting of the directors.
- 60. The quorum necessary for the transaction of the business of the directors may be fixed by the directors, and unless so fixed shall, when the number of directors exceeds three, be three, and when the number of directors does not exceed three, be two.
- 61. The continuing directors may act notwithstanding any vacancy in their body but, if and so long as their number is reduced below the number fixed by or pursuant to the regulations of the

company as the necessary quorum of directors, the continuing directors may act for the purpose of increasing the number of directors to that number, or of summoning a general meeting of the company, but for no other purpose.

- 62. The directors may elect a chairman of their meetings and determine the period for which he is to hold office; but if no such chairman is elected, or if at any meeting the chairman is not present within five minutes after the time appointed for holding the same, the directors present may choose one of their number to be chairman of the meeting.
- 63. The directors may delegate any of their powers to committees consisting of such member or members of their board as they think fit; any committee so formed shall in the exercise of the powers so delegated conform to any regulations that may be imposed on it by the directors.
- 64. A committee may elect a chairman of its meetings; if no such chairman is elected, or if at any meeting the chairman is not present within five minutes after the time appointed for holding the same, the members present may choose one of their numbers to be chairman of the meeting.
- 65. A committee may meet and adjourn as it thinks proper Questions arising at any meeting shall be determined by a majority of votes of the members present, and in case of an equality of votes the chairman shall have a second or casting vote.
- 66. All acts done by any meeting of the directors or a committee of directors, or by any person acting as a director shall, notwithstanding that it is afterwards discovered that there was some defect in the appointment of any such director or person acting as aforesaid, or that they or any of them were disqualified, be as valid as if every such person had been duly appointed and was qualified to be a director.

Disqualification of Directors

- 67. (1) The office of director shall be vacated, if the director-
 - (a) without the consent of the company in general meeting, holds any other office of profit under the company except that of managing director or manager, or

(b) becomes bankrupt or

(c) becomes prohibited from being a director by reason of any order made under sections 213 or 269 of the Act;

(d) is found lunatic or becomes of unsound mind, or

(e) resigns his office by notice in writing to the company, or

- (f) is directly or indirectly interested in any contract with the company or participates in the profits of any contract with the company; or
- (g) is punished with imprisonment for a term exceeding six months without the option of a fine:
- (2) A Director shall not vote in respect of any contract in which he is interested or any matter arising of his interest in manner required by section 150 of the Act.

Votes of Members

- 68. Subject to any rights of restriction attached to any share or class or classes of shares, on a show of hands every member (being an individual) present in person or (being a Corporation) present by a duly authorized representative, not being himself a member entitle to vote, and on a poll every member shall have one vote for each share of which he/she is the holder.
- 69. No member shall be entitle to vote at any general meeting or at separate meeting of the holders of any class of shares in the Company unless all calls or other sums presently payable by him in respect of shares in Company have been paid.
- 70. No objection shall be raised to the qualification of any vote except at the meeting or adjourned meeting at which the vote disallowed at such meeting shall be valid for all purposes.
- 71. An instrument appointing a proxy may be in the following form, or any other form which the directors shall approve –

"	as my pro nay be) gene	oxy, to vote eral meeting	for me an	d on my
Signed this Day of	20"			

- 72. The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll.
- 73. The directors shall cause minutes to be made in books provided for the purpose-
 - (a) of all appointments of officers made by the directors;
 - (b) of the names of the directors present at each meeting of the directors and of any committee of the directors.
 - (c) of all resolutions and proceedings at all meetings of the company, and of the directors, and of committees of directors, and every director present at any meeting of directors or committee of directors shall sign his/her name in a book to be kept for that purpose.

Corporations Acting By Representatives at Meetings.

74. Any corporation which is a member of the company may by resolution of its directors or other governing body authorize such persons as it think fit to act as its representative at any meeting of the company or of any class of members of the company, and the person so authorized shall be entitled to exercise the same powers on behalf of the corporation which he represents as that corporation could exercise if it were an individual member of the company.

Accounts

- 75. The directors shall cause proper books of account 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.
- 76. The Director shall from time to time determine whether, in any particular case or class of cause, or generally and to what extent and what times and places and under what conditions or regulations, the account and books of the Company, or any of them, shall be open to the inspection of the members, and no member (not being a Directors) shall have any right of inspecting any account or books or document of the Company, except as conferred by the Statutes or authorized by the Directors or by a resolution of the Company in General Meeting
- 77. The books of account shall be kept at the registered office of the company, or at such other place or places as the directors think fit, and shall always be open to the inspection of the directors.
- 78. The directors shall from time to time in accordance with section 123 of 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.
- 79. The profit and loss account shall show, arranged under the most convenient heads, the amount of gross income, distinguishing the several sources from which it has been derived, and the amount of gross expenditure, distinguishing the expenses of the establishment, salaries and other like matters. Every item of expenditure fairly chargeable against the year's income shall be brought into account, so that just balance of profit and loss may be laid before the meeting and, in cases where any item of expenditure which may in fairness be distributed over several years has been incurred in any one year, the whole amount of such item shall be stated, with the addition of the reason why only a portion of such expenditure is charged against the income of the year.
- 80. A copy of every balance sheet (including every document required by law to be annexed thereto) which is to be laid before the company in general meeting together with a copy of the auditor's report shall, not less than seven days before the date of the meeting, be sent to all persons entitled to receive notices of general meetings of the company.

Minutes

81. The Directors shall cause proper minutes to be made in books to be provided for the purpose of all appointments of officers made by the Directors of the proceedings of all meetings of Directors and committees of Directors and of the attendance thereat, and of the proceedings of all meetings of the company and all business transacted, resolution passed and orders made at such meeting, and any such minute of such meeting if purporting to be signed by the Chairman of

such meeting of the Company or Director or Committee, as the case may be, shall be sufficient evidence without and further proof of the facts therein stated.

The Seal

82. The seal of the company shall not be affixed to any instrument except by the authority of a resolution of the board of directors, and in the presence of a director and of the secretary or such other person as the directors may appoint for the purpose and that directors and the secretary or other person as aforesaid shall sign every instrument which the seal of the company is to affixed in their presence.

Authentication of Documents

83. Any Director or the Company Secretary or any person appointed by the Directors for the purpose shall have power to authentication any documents effecting the constitution of the company (including the Memorandum and Articles of Association) and any resolution passed by the Company or the Board and any boos, records, documents and accounts relating to the business of the company, and to certify copies thereof or extract there from as true copies or extract, and where any books, record, documents or accounts are elsewhere than at the office, the local manager or other Officer of the Company having the custody therof shall be deemed to be a person appointed by the Directors as aforesaid.

Secretary

84. The Secretary shall be appointed by the Directors for such time, at such nomination and upon such conditions as they may think fit, and secretary so appointed may be removed by them. The Directors may from time to time by resolution appoint an assistant or deputy secretary to exercise the functions of the Secretary.

Andit

85. Auditor shall be appointed and their duties regulated in accordance with section 170 to 179 of the Company Act.

Dividends and Reserve

- 86. The company in general meeting may declare dividend, but no dividend shall exceed the amount recommended by the directors.
- 87. The directors may from time e to time pay to the members such interim dividends as appear to the directors to be justified by the profits of the company.
- 88. No dividends shall be paid otherwise than out of profits.
- 89. Subject to the rights of persons, if any, entitle to shares with special rights as to dividends, all dividends shall be declared and paid according to the amount paid on the shares, but if and so

long as nothing is paid up on any of the said shares in the company dividends may be declared and paid according to the amount of the shares. No amounts paid on a share in advance of calls shall, while carrying interest, be treated for the purpose of this Article as paid on the share.

- 90. The directors may, before recommending dividend, set aside out of the profit of the company such sums as they think proper as reserve or reserves which shall, at the discretion of the directors, be applicable for meeting contingencies or for equalizing dividends, or for any other purpose to which the profits of the company may be properly applied, and pending such application may, at the like discretion, either be employed in the business of the company or be invested in such investments (other than shares in the company) as the directors may from time to time think fit.
- 91. If several persons are registered as joint holders of any share, anyone of them may give effectual receipts for any dividends or other moneys payable on or in respect of the share.
- 92. Any dividend may be paid by cheque or warrant sent to the post by registered address of the member or person entitled thereto or in the case of joint holders to anyone of such joint holders at his registered address or to such person and such address as the member or person entitled or such joint holders as the case may be direct. Every such cheque or warrant shall be made payable to the order of the person to whom it is sent or to the order of such other person as the member or person entitled or such joint holders as the case may direct.
- 93. No dividend shall bear interest against the company.

Notices

- 94. Notice to be given to or by any person pursuant to the Article shall be in writing except that a notice calling a meeting of directors need not be in writing. The Company may give any notice to a member whether personally or by sending it by post in prepaid envelope addressed to the member whether his registered address, or by leaving it at that address where a notice is sent by post, service of the notice shall deemed to be effected at the expiration of (seventy two) hours after the letter containing the same was posted. A member whose registered address in not within Tanzania and who gives to the Company address within Tanzania which notices may be given to him/her shall be entitled to receive any notice from the Company.
- 95. (1) A notice may be given by the company to any member either personally or by sending it by post to him to his registered address, or (if he has no registered address within Tanzania) to the address, if any, within the country supplied by him to the company for the giving of notices to him.
 - (2) Where a notice is sent by post, service of the notice shall be deemed to be effected by properly addressing, prepaying and posting a letter containing the notice, and unless the contrary is proved, to have been effected at the time at which the letter would be delivered in the ordinary course of post.

- 96. If a member has no registered address within Tanzania and has not supplied to the company an address within Tanzania for the giving of notices to him, a notice addresses to him and advertised in a newspaper circulating in the neighborhood of the registered office of the company shall be deemed to be duly given to him at noon on the day on which the advertisement appears.
- 97. Notice of every generally meeting shall be given in some manner hereinbefore authorized to every member except those members who (having no registered address within Tanzania have not supplied to the company an address within Tanzania for the giving of notices to them. No other person shall be entitled to receive notice of general meeting.

Alteration or Addition

98. Subject to the provisions of the Act and to those contained in the Memorandum and Articles of Association, Company may be Special resolution make alteration or additions to the Articles of Association and any alteration or addition so make shall be as valid and effectual as if originally contained in these Articles and be subject in like manner by Special Resolution.

Indemnity

99. Every Director, Managing Director, Agent, Auditor, Secretary and other Officer for the time being of the Company shall be indemnified out of the assets of the Company against any liability incurred by him in defending any proceedings, whether civil or criminal, in which judgment is given in his favour or in which he is acquitted or in connection with any application under section 481 of the Act, in which relief is granted to him by the Court.

Winding Up

100. If the Company shall be wound up the liquidator may, with the sanction of an Extraordinary Resolution of the Company, divide among the members in specie or kind any such division may be otherwise than in accordance with the existing rights of the members, but so that if any division is resolved on otherwise than in accordance with such rights, the members shall have the same right of dissent and consequential rights as if such resolution were a Special Resolution sanctioning a transfer or sale to another Company duly passed pursuant to the said section 342 of the Act. A Special Resolution sanctioning a transfer or to another company duly passed pursuant to the said section may in like manner authorized the distribution of any shares or other consideration receivable by the liquidator amongst rights, and any such determination shall be binding upon all members subject to the rights of dissent and consequential rights conferred by the said section.

We, the several persons whose names, addresses and descriptions are described, are desirous of being formed into a Company in pursuance of this Articles of Association and we respectively agree to be the Subscribers of the Company in terms of the Act.

NAME, ADRESS AND DESCRIPTION OF SUBSCRIBERS	number of shares	SIGNATURES
1. SOUD IDRISA MRINGO P.O. Box 13176 Arusha - Tanzania	1500	Sold I
2. ASHINUNI SUDI MGONZA P.O. Box 13176 Arusha - Tanzania.	1000	Alpa

JMMISSIONEF

Dated at Arusha this 4th Day of January 2022.

WITNESS to the above Signatures:

Name: !UMAEL Signature:

Address: Jijuja-

Qualification: ADVOCATE

22



TANZANIA



Certificate of Incorporation of a Company

Section 15

No: 154980156

I HEREBY CERTIFY THAT

RAHIMS PHARMACEUTICAL LIMITED

is this day incorporated under the Companies Act, 2002 and that the Company is Limited.

GIVEN under my hand at Dar es Salaam this 4th day of FEBRUARY TWO THOUSAND AND TWENTY TWO.



Sasa

PRINC ASST. REGISTRAR OF COMPANIES



19770930-23110-00001-15

INA : ASHINUNI SUDI
Given Name
IINA LA MWISHO : MGONZA
Last Name

TAREHE YA KUZALIWA : 30 SEP 1977
Date of Birth
JINSI : F
Sex
SAINI:
Signature







19750905231240000121

Krambulisho taki ni mali ya Sarikali ya Janhufi ya Meungano wa Tanzaria. Hunduswi kudhanya mahadiliko ya aina yoyete wala kumpatis asu, ambaye hanhusuali sukitunia. Kanali kazina katena Kalo una polisi na Ofei kikipbea, su kubanbusi isasifa kanili kazina katena Kalo una polisi na Ofei kikipbea.

The identity Card in the property of the Government of The United Republic of Textorina, is about not be tempored with or allowed to pass time the possession of unauthorised person, is fast or destroyed the text and discountableoses should immediately be reported to the Local is fost or destroyed the Textorina of the Cardina of the United Republic of Textorina the Cardina of the Cardina of

DIRECTOR GENERAL.

PHARMACY COUNCIL



PREMISES REGISTRATION CERTIFICATE

Made under Section 34 (1) of the Pharmacy Act Cap.311

FIN: 0100388

This is to certify that the premises owned by M/S Vasco Pharmaceutical Co. Ltd - City Branch of P.O.Box 13176,

Arusha located at Plot No. 535, Block X, Makao Mapya, Levolosi, Arusha Municipality/District in Arusha Region has been registered for Retail Only to sell pharmaceutical and related products with Facility Identification Number (FIN) 0100388

Issued in: July 2012

Expires on: 30 June 2030

AND STAMP

25-03-2025

DATE:

CONDITIONS

- The premises and the manner in which the business is conducted must conform to the category of pharmacist business registered
 This certificate does not authorize the holder to sell or supply medicines, medical devices and diagnostics illegally to unlicensed premises
- 3. Any changes such as ownership, superintendent pharmacist, business name, physical address and location of the registered premises shall be approved by the Pharmacy Council
- 4. This certificate is non transferable to other premises or to any other person
- 5. Both certificate and business permit shall be displayed conspicuously in the registered premises



