

Welcome Letter

Registration Number: 2020 / 739612 / 07
Enterprise Name: THEMBELANI PHARMACY

Date: 2020-12-01

Dear customer

WHAT TO DO AFTER REGISTERING A COMPANY

THEMBELANI PHARMACY (2020 / 739612 / 07)

Congratulations on registering your company. The Companies and Intellectual Property Commission (CIPC) wishes you all the best in your business endeavours.

Registering your company is only the first step in managing it. Throughout its life span, a company is required to maintain its information and legal status with the CIPC. Failure to do so may have serious consequences for your company and your business activities, as it may result in deregistration, investigation, administrative fine or prosecution.

The Companies Act, 2008 places compliance requirements on all registered entities throughout its life cycle, which includes any changes to the company information, annual return filings (which includes filing of annual financial statements or financial accountability supplements) and deregistration. Set out on the next few pages is an easy guide to assist you with managing your company compliance obligations. The table is not a legal document but rather a guide to some of the most pertinent requirements that must be adhered to.

Please ensure that the CIPC always has the latest contact details for the directors or the authorised representative so that important information relating to annual returns, director changes and pending deregistration can be transmitted efficiently and effectively to the correct person. For more information about any of the requirements listed below, please direct your enquiry to:

- Website: www.cipc.co.za
- Fax: 086 517 7224
- Tel: 086 100 2472

Kind regards,
Adv Rory Voller

Physical Address

the dti Campus - Block F
77 Meintjies Street
Sunnyside 0001

Postal Address: Companies

P O Box 429
Pretoria
0001

Docex: 256

Web: www.cipc.co.za
Contact Centre: 086 100 2472 (CIPC)
Contact Centre (International): +27 12 394 9500





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Compliance Activity	Notes	Process/Form
Retrieving your Company MOI Documents and Certificates for E-Service New Company registration	<ul style="list-style-type: none"> Confirm correct cell phone and e-mail address by editing / updating your customer profile. Go to www.cipc.co.za / click on On-line transactions / login with customer code and password / click on edit customer details. Only the directors may retrieve company documents. Each director must register their own customer code and password. The ID of the director links to all the companies he/she is a director. 	<ul style="list-style-type: none"> Go to www.cipc.co.za Click on On-line transacting Login with customer code and password Click on Certificates and Disclosures Click on MOI Documents – select transaction The system generates the document and send it to the customer's e-mail address.
Annual Returns	<ul style="list-style-type: none"> Due on anniversary date of company's incorporation date. Must be filed within 30 business days of its due date. Must be filed electronically via the CIPC website. A fee is payable at the time of filing that is dependent on the turnover of your business. An Annual return is not the same as a tax return which is filed with SARS. Failure to file the annual returns will result in your company being deregistered. 	A step-by-step guide on how to file annual returns can be viewed on the CIPC Annual Return website (annualreturns.cipc.co.za) by clicking on the link at Step 4.
Financial Statements	<ul style="list-style-type: none"> All companies (except external companies) are required to prepare financial statements within 6 months after its financial year end. Some companies are required to audit financial statements. Please refer to Companies Regulation 28 read with Companies Regulation 26. All companies (except external companies) must file with its Annual Return either Annual Financial Statement or Financial Accountability Supplement. Please refer to section 33 of Companies Act, 2008 read with Companies Regulations 28, 29, 30 and 33. 	Refer to the CIPC website www.cipc.co.za / maintaining your company for detailed explanation of process and requirements.
Changes in directors or auditors	<ul style="list-style-type: none"> CIPC must be notified of any changes in the directorship of your company within <u>10 business days</u> of such change on a form CoR39. CIPC must also be notified of any changes to the auditor (appointment, resignation or removal) of your company within 10 business days of such change on a form CoR44. <p>Note: The appointment of an auditor for certain category of companies, e.g. private or non- profit companies are not mandatory but such may be required if the company reaches certain thresholds. Refer to sections 28 – 31 of the Companies Act, and Companies Regulations 24 – 30 relating to financial record keeping, access to such information and</p>	Refer to the CIPC website www.cipc.co.za / maintaining your company for detailed explanation of process and requirements.

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Memorandum of Incorporation

COR 15.1A

Registration Number: K2020739612
Enterprise Name: THEMBELANI PHARMACY



Tracking Number: 9303583103



Customer Code: TH4957

**MEMORANDUM OF INCORPORATION
OF
THEMBELANI PHARMACY**

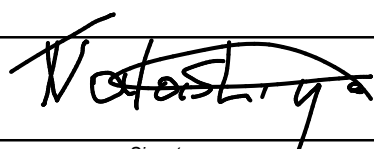
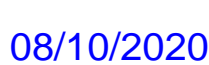
which is a private company, has at least 1 director(s), 1 incorporators and 0 alternate director(s), is authorised to issue no more than 100.00 share(s) of a single class of shares as described in Article 2, and is referred to in the rest of this Memorandum of Incorporation as "the Company".

In this Memorandum of Incorporation -

- a) a reference to a section by number refers to the corresponding section of the Companies Act 2008;
- b) words that are defined in the Companies Act, 2008 bear the same meaning in this Memorandum as in that Act.

Adoption of Memorandum of Incorporation

This Memorandum of Incorporation was adopted by the incorporators of the Company, in accordance with section 13 (1), as evidenced by the following signatures made by each of them, or on their behalf.

Full Name of Incorporator	ID or Passport Number	Cellphone Number	Email Address	Address
VALASHIYA, THEMBELANI	8605056300088	0649165579	vthembelani@gmail.com	Postal: 116 GREAT BRITAIN STREET, JOHANNESBURG, JOHANNESBURG, GAUTENG, _
				Residential: 116 GREAT BRITAIN STREET, JOHANNESBURG, JOHANNESBURG, GAUTENG, _
Signature				
				
Date				

Memorandum of Incorporation

COR 15.1A

Registration Number: K2020739612
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Article 1 - Incorporation and Nature of the Company

1.1 Incorporation

- (1) The Company is incorporated as a private company, as defined in the Companies Act, 2008
- (2) The Company is incorporated in accordance with, and governed by -
 - (a) the provisions of the Companies Act, 2008 without any limitations, extension, variation or substitution; and
 - (b) the provisions of this Memorandum of Incorporation.

1.2 Powers of the Company

- (1) The Company is not subject to any provision contemplated in section 15 (2) (b) or (c).
- (2) The purposes and powers of the Company are not subject to any restriction, limitation or qualification, as contemplated in section 19 (1) (b) (ii).

1.3 Memorandum of Incorporation and Company Rules

- (1) This Memorandum of Incorporation of the Company may be altered or amended only in the manner set out in section 16, 17 or 152 (6) (b).
- (2) The authority of the Company's Board of Directors to make rules for the Company, as contemplated in section 15 (3) to (5), is not limited or restricted in any manner by this Memorandum of Incorporation.
- (3) The Board must publish any rules made in terms of section 15 (3) to (5) by delivering a copy of those rules to each shareholder by ordinary mail
- (4) The Company must publish a notice of any alteration of the Memorandum of Incorporation or the Rules, made in terms of section 17 (1), by delivering a copy of the notices to each shareholder by ordinary mail.

1.4 Optional provisions of Companies Act, 2008 do not apply

- (1) The Company does not elect, in terms of section 34 (2), to comply voluntarily with the provisions of Chapter 3 of the Companies Act, 2008.
- (2) The Company does not elect, in terms of section 118 (1) (c) (ii), to submit voluntarily to the provisions of Parts B and C of Chapter 5 of the Companies Act, 2008, and to the Takeover Regulations provided for in that Act.

Articles 2 - Securities of the Company

2.1 Securities

- (1) The Company is authorised to issue no more than the number of shares of a single class of shares with no nominal or par value as shown on the cover sheet, and each such issued share entitles the holder to -
 - (a) vote on any matter to be decided by a vote of shareholders of the company;
 - (b) participate in any distribution of profit to the shareholders; and
 - (c) participate in the distribution of the residual value of the company upon its dissolution.
- (2) The Company must not make an offer to the public of any of its securities and an issued share must not be transferred to any person other than-
 - (a) the company, or a related person;
 - (b) a shareholder of the company, or a person related to a shareholder of the company;
 - (c) a personal representative of the shareholder or the shareholder's estate;
 - (d) a beneficiary of the shareholder's estate; or
 - (e) another person approved by the company before the transfer is affected.
- (3) The pre-emptive right of the Company's shareholders to be offered and to subscribe for additional shares, as set



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- (a) out in section 39, is not limited, negated or restricted in any manner contemplated in section 39 (3), or subject to any conditions contemplated in that section.
- (4) This memorandum of incorporation does not limit or restrict the authority of the Company's Board of Directors to -
- (a) authorise the company to issue secured or unsecured debt instruments, as set out in section 43 (2); or
 - (b) grant special privileges associated with any debt instruments to be issued by the company, as set out in section 43 (3);
 - (c) authorise the Company to provide financial assistance to any person in relation to the subscription of any option or securities of the Company or a related or inter-related company, as set out in section 44;
 - (d) approve the issuing of any authorised shares of the Company as capitalisation shares, as set out in section 47 (1); or
 - (e) resolve to permit shareholders to elect to receive a cash payment in lieu of the capitalisation share, as set out in section 47 (1).

2.2 Registration of beneficial interests

The authority of the Company's Board of Directors to allow the Company's issued securities to be held by and registered in the name of one person for the beneficial interest of another person, as set out in section 56 (1), is not limited or restricted by this Memorandum of Incorporation.

Article 3 - Shareholders and Meetings

3.1 Shareholders' right to information

Every person who has a beneficial interest in any of the Company's securities has the rights to access information set out in section 26 (1).

3.2 Shareholders' authority to act

- (1) If, at any time, there is only one shareholder of the company, the authority of that shareholder to act without notice or compliance with any other internal formalities, as set out in Section 57 (2), is not limited or restricted by this Memorandum of Incorporation.
- (2) If, at anytime, every shareholder of the Company is also a director of the Company, as contemplated in section 57 (4), the authority of the shareholders to act without notice or compliance with any other internal formalities, as set out in that section is not limited or restricted by this Memorandum of Incorporation.

3.3 Shareholder representation by proxies

- (1) This Memorandum of incorporation does not limit, restrict or vary the right of a shareholder of the Company -
 - (a) to appoint 2 or more persons concurrently as proxies, as set out in section 58 (3) (a); or
 - (b) to delegate the proxy's powers to another person, as set out in section 58 (3) (b).
- (2) The requirement that a shareholder must deliver to the Company a copy of the instrument appointing a proxy before that proxy may exercise the shareholder's rights at a shareholders meeting, as set out in section 58 (3) (c) is not varied by this Memorandum of Incorporation.
- (3) The authority of a shareholder's proxy to decide without direction from the shareholder whether to exercise, or abstain from exercising, any voting right of the shareholder, as set out in section 58 (7) is not limited or restricted by this Memorandum of Incorporation.

3.4 Record date for exercise of shareholder rights

If, at any time, the Company's Board of Directors fails to determine a record date, as contemplated in section 59, the record date for the relevant matter is as determined in accordance with section 59 (3).





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3.5 Shareholders meetings

- (1) The Company is not required to hold any shareholders meetings other than those specifically required by the Companies Act, 2008.
- (2) The right of the shareholders to requisition a meeting, as set out in section 61 (3), may be exercised by the holders of at least 10% of the voting rights entitled to be exercised in relation to the matter to be considered at the meeting.
- (3) The authority of the Company's Board of Directors to determine the location of any shareholders meeting, and the authority of the Company to hold any such meeting in the Republic or in any foreign country, as set out in section 61 (9) is not limited or restricted by this Memorandum of Incorporation.
- (4) The minimum number of days for the Company to deliver a notice of a shareholders meeting to the shareholders, is as provided for in section 62 (1).
- (5) The authority of the Company to conduct a meeting entirely by electronic communication, or to provide for participation in a meeting by electronic communication, as set out in section 63 is not limited or restricted by this Memorandum of Incorporation.
- (6) The quorum requirement for a shareholders meeting to begin, or for a matter to be considered is as set out in section 64 (1) without variation.
- (7) The time periods allowed in section 64 (4) and (5) apply to the Company without variation.
- (8) The authority of a meeting to continue to consider a matter, as set out in section 64 (9) is not limited or restricted by this Memorandum of Incorporation.
- (9) The maximum period allowable for an adjournment of a shareholders meeting is as set out in section 64 (13), without variation.

3.6 Shareholders resolutions

- (1) For an ordinary resolution to be adopted at a shareholders meeting, it must be supported by the holders of more than 50% of the voting rights exercised on the resolution, as provided in section 65 (7).
- (2) For a special resolution to be adopted at a shareholders meeting, it must be supported by the holders of at least 75% of the voting rights exercised on the resolution, as provided in section 65 (9).
- (3) A special resolution adopted at a shareholders meeting is not required for a matter to be determined by the Company, except those matters set out in section 65 (11), or elsewhere in the Act.

Article 4 - Directors and Officers

4.1 Composition of the Board of Directors

- (1) The Board of Directors of the Company comprises at least the number of directors, and alternate directors shown on the cover sheet, each of whom is to be elected by the holders of the company's securities as contemplated in section 68.
- (2) The manner of electing directors of the Company is as set out in section 68 (2), and each elected director of the Company serves for an indefinite term, as contemplated in section 68 (1).

4.2 Authority of the Board of Directors

- (1) The authority of the Company's Board of Directors to manage and direct the business and affairs of the Company, as set out in section 66 (1) is not limited or restricted by this Memorandum of Incorporation.
- (2) If, at anytime, the Company has only one director, as contemplated in section 57 (3), the authority of that director to act without notice or compliance with any other internal formalities, as set out in that section is not limited or restricted by this Memorandum of Incorporation.
- (3) The Company's Board of Directors must not register the transfer of any shares unless the conditions for the



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transfer contemplated in article 2.1 (2) have been met.

4.3 Directors' Meetings

- (1) The right of the Company's directors to requisition a meeting of the Board, as set out in section 73 (1), may be exercised by at least 25% of the directors, if the board has 12 or more members, or by 2 (two) directors, in any case.
- (2) This memorandum of incorporation does not limit or restrict the authority of the Company's Board of Directors to -
 - (a) conduct a meeting entirely by electronic communication, or to provide for participation in a meeting by electronic communication, as set out in section 73 (3); or
 - (b) determine the manner and form of providing notice of its meetings, as set out in section 73 (4); or
 - (c) proceed with a meeting despite a failure or defect in giving notice of the meeting, as set out in section 73 (5), or
 - (d) consider a matter other than at a meeting, as set out in section 74.

4.4 Directors compensation and financial assistance

This Memorandum of Incorporation does not limit the authority of the Company to -

- (a) pay remuneration of the Company's directors, in accordance with a special resolution approved by the Company's shareholders within the previous two years, as set out in section 66 (9) and (10);
- (b) advance expenses to a director, or indemnify a director, in respect of the defence of legal proceedings, as set out in section 78 (4);
- (c) indemnify a director in respect of liability, as set out in section 78 (5); or
- (d) purchase insurance to protect the Company, or a director, as set out in section 78 (7).



COR14.3: Registration Certificate

Registration Number: **2020 / 739612 / 07**
Enterprise Name: **THEMBELANI PHARMACY**

ENTERPRISE INFORMATION

Registration Number **2020 / 739612 / 07**
Enterprise Name **THEMBELANI PHARMACY**
Registration Date **08/10/2020**
Business Start Date **08/10/2020**
Enterprise Type **Private Company**
Enterprise Status **In Business**
Financial Year End **May**
TAX Number **9117376252**

Addresses	<u>POSTAL ADDRESS</u>	<u>ADDRESS OF REGISTERED OFFICE</u>
	116 GREAT BRITAIN STREET JOHANNESBURG JOHANNESBURG GAUTENG 2190	116 GREAT BRITAIN STREET JOHANNESBURG JOHANNESBURG GAUTENG 2190

ACTIVE MEMBERS / DIRECTORS

Surname and First Names	Type	ID Number / Date of Birth	Appointment Date	Addresses
VALASHIYA, THEMBELANI	Director	8605056300088	08/10/2020	Postal: 116 GREAT BRITAIN STREET, JOHANNESBURG, JOHANNESBURG, GAUTENG, _ Residential: 116 GREAT BRITAIN STREET, JOHANNESBURG, JOHANNESBURG, GAUTENG, _

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**Certificate issued by the Commissioner of Companies & Intellectual
Property Commission on Tuesday, December 1, 2020 at 6:19**

Notice of Incorporation

COR 14.1A

Registration Number: K2020739612
Enterprise Name: THEMBELANI PHARMACY



Tracking Number: 9303583103



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INITIAL DIRECTOR DETAILS

Full Name	Occupation	ID Number / Date of Birth & Country	Appoint. Date	Cellphone Number	Address
VALASHIYA, THEMBELANI		8605056300088 South Africa	08/10/2020	0649165579	Postal: 116 GREAT BRITAIN STREET, JOHANNESBURG, JOHANNESBURG, GAUTENG, _ Residential: 116 GREAT BRITAIN STREET, JOHANNESBURG, JOHANNESBURG, GAUTENG, _

*The incorporators confirm that each person named above has consented to being
appointed in terms of section 66(7)(b) as a director of the company, whose Memorandum
of Incorporation is attached.*





Notice of Incorporation

COR 14.1

Registration Number: K2020739612
Enterprise Name: THEMBELANI PHARMACY



Tracking Number: 9303583103



Customer Code: TH4957

INCORPORATOR DETAILS

Full Name: **VALASHIYA THEMBELANI**
Identity / Registration No: **8605056300088**
Postal Address: **116 GREAT BRITAIN STREET, JOHANNESBURG, JOHANNESBURG, GAUTENG, _**

1. The incorporators have incorporated a juristic person to be registered as a:

Private Company

2. The incorporation of the company is to take effect on:

08 October 2020

3. The company's first financial year will end on:

May

4. The company's registered office address is:

Postal Address
**116 GREAT BRITAIN STREET,
JOHANNESBURG,
JOHANNESBURG, GAUTENG, 2190**

Physical Address
**116 GREAT BRITAIN STREET,
JOHANNESBURG, JOHANNESBURG,
GAUTENG, 2190**

5. Number of initial director(s) of the company as listed in Annexure A

1

6. The company name is:

THEMBELANI PHARMACY

7. The company's Memorandum of Incorporation, attached in form CoR 14.1
has no provisions of the type contemplated in section 15(2)(b) or (c).

I declare that the information in this application is true. If I am not the Applicant, I declare
that the Applicant has authorised me to make this application.

Signature

Date

08/10/2020

Certificate issued by the Companies and Intellectual Property Commission
on Thursday, October 08, 2020

Registration Certificate



Registration number 2020/739612/07
Enterprise name THEMBELANI PHARMACY (PTY) LTD

Auditors

Directors

Surname and first names	Status	ID number or date of birth	Director type	Appointment date	Addresses
VALASHIYA, THEMBELANI	ACTIVE	8605056300088	DIRECTOR	08/10/2020	Postal 116 GREAT BRITAIN STREET, JOHANNESBURG, JOHANNESBURG, GAUTENG, _ Residential 116 GREAT BRITAIN STREET, JOHANNESBURG, JOHANNESBURG, GAUTENG, _

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