



TANZANIA



Register of Companies Detailed information

Information date and time: 05/11/2020 13:36:37

Last update date and time: 05/11/2020 13:01:00

Registration date and time: 23/01/2001 00:00:00

1. **Status:** Registered
2. **Incorporation number:** 40667
3. **Company:** COLOUR & COMPOUNDS LIMITED
4. **Company type:** Private company Limited by shares
5. **Registered office:** Region Dar Es Salaam, District Ilala, Ward Buguruni, Postal code 12102, Street NIL, Road NYERERE, Plot number 13, Block number B, House number NIL
6. **Contacts:** Email: pgparesh@gmail.com, Mob no/Tel no: 255754206294, P.O.Box 5636
7. **Business activity:** 2022 - Manufacture of paints, varnishes and similar coatings, printing ink and mastics, Main activity
2029 - Manufacture of other chemical products n.e.c., Main activity
8. **Directors / Directors in the country of origin:** Paresh Gunvantrai Patel, British
Unitt Prafil Kumar, British
Madhukar Laxmanrao Saindrane, Indian
9. **Authorised share capital:** 5300000000 TZS
10. **Class of shares:** Class Ordinary: 106000 shares, 50000 TZS/share, 5300000000 TZS
11. **Shareholders:** TAUSI TRUST LIMITED Class Ordinary 5999 shares taken
Paresh Gunvantrai Patel Class Ordinary 1 shares taken
Madhukar Laxmanrao Saindrane Class Ordinary 1 shares taken

Information ordered by: Paresh Gunvantrai Patel

NOTE. Information printed from the Register of Company is true and complete as per extract generation date and time. Please be advised to refer to the Online Registration System at BRELA (ors.brela.go.tz) for an up-to-date information regarding given Company.



Princ. Asst. Registrar of Companies

**THE COMPANIES ORDINANCE
(CAP.212)**

COMPANY LIMITED BY SHARES

MEMORANDUM

AND

ARTICLES OF ASSOCIATION

OF

AFPOL EAST AFRICA LIMITED


Incorporated this day of 2000.

DRAWN BY:-

**PARESH GUNVATRAI PATEL
(DIRECTOR)
P.O. Box 9881
DAR ES SALAAM.**

HEREBY CERTIFY THAT THIS IS A TRUE
COPY OF THE ORIGINAL
DAMIAN VICTUS
Advocate, Notary Public & Commissioner For Oaths
Signature: 
Date: 

THE COMPANIES ORDINANCE CAP. 212
COMPANY LIMITED BY SHARES
MEMORANDUM OF ASSOCIATION
OF
AFPOL EAST AFRICA LIMITED

1200/1
080488 5-12001


1. The name of the company is **AFPOL EAST AFRICA LIMITED**
2. The Registered office of the Company will be situated in the Republic Tanzania
3. The objects for which the Company is established are:-
 - (a) (i) To Carry on the business as principals, agents or manufactures representatives of importing, exporting, buying, selling or otherwise dealing in or hiring both wholesale and retail supplies:
 - (a) (ii) Industrial Raw Materials:-
Linear low Density Polyethylene, low Density Polyethylene
High Density Polyethylene, poly vinyl carbonate and Poly propylene, polystyrene, masterbatch, stabilisers, inks, solvents, waxes, chemicals and P.E.T.
 - (b) To buy, sell, import or export, alter and exchange, let on hire export, deal in all kinds of articles and things which may be required for the purpose of any of the said businesses, or commonly supplied or dealt in by persons engaged in any such business or which may seem capable of being profitably dealt with in connected with any of the said business.
 - (c) To carry on the business as general merchandise and to buy, sell, import, export, manufacture and to deal in goods, stores,

consumable articles of merchandise and trade of every kind and description, both wholesale and retail and to act as manufacture's representatives and agents, commission agents, brokers and to transact every kind of agency business whether in respect of manufactures or consumer goods, agriculture, commercial or financial matters.

- (d) To carry on any other business which may seem to the company capable of being conveniently carried on the connection with the above or calculate directly to enhance the value of or render profitable and of the Company's property or rights.
- (e) To established deposits and agencies in different parts of the world for the purpose of carrying on any or all of the business of the company.
- (f) To carry on the business of general merchants, general store-keepers universal providers, importers, exporters and wholesales and/or retail traders of or otherwise dealers of an in cotton, silk and woollens goods and textile fabrics of all kinds.
- (g) To enter into any arrangements and contracts with Government or authority (Supreme, municipal local or otherwise) or an corporations, companies person having objects that may seem conducive to the Company's object or any characters, contracts, decrees rights privileges and concessions

- (l) To purchase, take on lease, option or license, exchange or otherwise acquire in any part of the world, prospecting rights and contracts, lease, options, mineral properties grants, concessions, charters privileges, licenses or authorities of and over mines, land and minerals or other properties either absolutely or conditionally.
- (m) To borrow or raise or secure the payment of money in such manner as the company shall think fit and in particular by the issue of debenture stock, certificates or other securities. Perpetual or otherwise charged upon all or any other company's rights and property (present and future) including any uncalled capital or without any such security and to purchase, redeem or pay off any such security of loan.
- (n) To amalgamate with, or enter into partnership or into any arrangement for sharing profits union of interest, corporations joint ventures, reciprocal concession or otherwise with any person or Company carrying or engage in or about to carry on or engage in any business transaction which this company is authorized to carry on or engaged in any business or transaction capable of being conducted so directly or indirectly to benefit this company and to take or otherwise acquire shares and securities of any such company and sell, hold, re-issue with or without guarantee, or otherwise deal with the same.
- (o) To promote another Company for the purpose of acquiring all or any of the property and liabilities of this company, or for any other purpose which may seem directly or indirectly calculated to benefit this Company.
- (p) To sell or dispose of the undertaking and property of the Company or any part thereof, for such consideration as the Company may think fit, and in particular for shares, debentures, or securities of any other Company having objects all together or in part similar to these of this Company.
- (q) To carry on the business by wholesale or retail of automotive spares and part of all description tyres and tubes, batteries, battery solution and other spares, accessories and goods a may be conveniently sold there with and all things capable of being used therewith or in the maintenance, repair an manufactures thereof.

- (n) To undertake and execute any contracts for work involving the supply or use of any machinery and to carry out any ancillary or other work comprised in such contracts, carrying passengers and goods in Tanzania.
- (o) To construct, erect, maintain and alter an buildings, machinery plant works necessary or convenient for the purpose of the Company.
- (p) To generally purchase, take on lease or in change his or otherwise acquire any real and personal property and any right or privileges which the Company may think necessary or conveniently for the purpose of ITS business and in particular any land, buildings, assessment, machinery plant and stock -in-trade.
- (q) To invest and deal with moneys of the Company not immediately required upon such securities and in such manner as the Company may from time to time determine.
- (r) To remunerate any person or company for services rendered or to be rendered in placing or assisting to place or guaranteeing the placing of the company or the conduct of its business.
- (s) To distribute any part of the property of the company in specie among the members.
- (t) To lend and advance money and give credit to such persons or Companies as may seem expedient and in particular to members of the company and to guarantee the performance of contract by such person.
- (u) To draw, make, accept, endorse discount, execute and issue cheques, promissory notes, bills of exchange ,bills of lading, warrants, debentures and negotiable or transferable instruments.

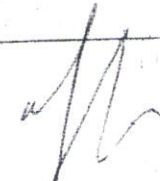

- (aa) To do all or any of the above things in any part of the world as principals, agents, contractors, trustees, or otherwise alone or in conjunction with others
- (bb) To pay the expenses of the preliminary and incidental to the promotion establishment and registration of the Company or of any other Company promoted, formed, established or registered by the company and all brokerage, discount and other expenses lawfully payable which may at any time and from time to time deemed expedient for taking placing or under-writings all or any of the shares or debentures or other obligations of the Company of any company promoted, formed, established or registered by the Company.
- (cc) To obtain all powers and authorities necessary to carry out or extend any of the above objects.

The objects set forth in any sub-clause of this clause shall not except when the context expressly so required, be in anywise limited or restricted by reference to or inference from the terms of any sub-clause or by the name of the company. None of such sub-clause or the objects there in specified or the powers thereby conferred shall be deemed subsidiary or auxiliary merely to the objects mentioned in the first sub-clause of this clause on the company shall have power to exercise all or any of the world and not withstanding that the business undertaking, property or acts proposal to be transacted acquire, dealt with or performance do not fall within the objects of the first sub-clause of this clause.

AND it is hereby declared that the word COMPANY in this clause, shall be deemed to include any partnership or other body, or persons, whether incorporated, and whether domiciled in East Africa elsewhere and the intention is that the objects specified in which paragraph of this clause shall except where otherwise expressed in paragraph.


4. The liability of the Members is Limited.
5. The initial share capital of the Company is Tshs.5,000,000/= divide into 100 shares of Shs 50,000/= each and the Company shall have the power to divide the original or any increased capital into several classes, and to attach thereto any preferential, deferred, qualified or other special rights, privileges, restrictions or conditions.

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

NAME, ADDRESS & DESCRIPTION OF SUBSCRIBERS	NUMBER OF SHARES TAKEN	SIGNATURE
1. DOLALAN LIMITED PAUSILIPPE CH DES TRIOS-PORTES 11 2006 NEUCHATEL SWITZERLAND.	60	
2. TULSI LIMITED P.O. Box 785 BRITISH VIRGIN ISLAND	40	 TULSI LIMITED P. O. Box 785 BRITISH VIRGIN ISLAND


DATED AT DAR ES SALAAM this 8th day of Jan 2000.

WITNESS to the above SIGNATURE:-

SIGNATURE.....  Sajjad Jusab

POSTAL ADDRESS: ASSAD ASSOCIATES
CERTIFIED PUBLIC ACCOUNTANT
P.O. Box 3204
DAR-ES-SALAAM

QUALIFICATION: Accountant & Auditor -

I HEREBY CERTIFY THAT THIS IS A TRUE
COPY OF THE ORIGINAL
DAMIAN VICTUS
Advocate, Notary Public & Commissioner For Oaths
Signature: 
Date: 6/11/2020

THE COMPANIES ORDINANCE CAP.212
COMPANY LIMITED BY SHARES
ARTICLES OF ASSOCIATION

OF

AFPOL EAST AFRICA LIMITED.

PRELIMINARY:-

1. In these Regulations:-

“ The Ordinance “ means the Companies Ordinance Chapter 212 of the law of Tanzania.

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

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

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

The Regulation of table “A” in the first schedule to the Companies Ordinance (hereinafter called Table “A”) shall apply to the Company, save in so far as they are varied or excluded hereby, but in case of any conflict between the provisions herein, and the provision under Table “A” the former shall prevail, and in addition to substitution shall be the regulations of the Company.

PRIVATE COMPANY:-

2. The Company's is a Private Company and accordingly:-

(a) the right to transfer shares is restricted in manner hereinafter prescribed.

TANZANIA

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Registrar of Companies

- (b) The number of members of the Company (exclusive of persons who are in the employment of the Company and of person who having been formerly in such employment of the Company were while in such employment to be members of the Company) is limited to fifty, provided that where two or more persons hold one or more shares in the Company they shall for the purpose of this regulation be treated as a single member. Any invitation to the public subscribed for any shares or debentures of the Company is prohibited.
- (c) The Company shall not have the power to issue shares warrants to bearer.

TRANSFER OF SHARES

- 3. The Directors may in the their directions and without assigning any reason thereof refuse to register the transfer of any shares to any person who it shall in their opinion be undesirable for any reason whatever to admit to membership.
- 4. Subject to clause 2 and 3 here of the right to members to transfer Their shares shall be restricted as follows:
 - (a) No share shall be transferred to a person who is not a member so long as any member or any person selected by Directors as one who it is desirable in the interest of the Company to admit to membership.
 - (b) Every shareholder or trustee in bankruptcy any person who May desire to sale or transfer any such shareholder shall Give notice in writing to the Directors that he desires to make such sales or transfer, such notice shall constitute the board of Directors of the Company as his agent for Company at price to be agreed upon between the party giving such notice and the board, or incase of difference to be determined by an auditor of the Company.
 - (c) Upon price of such shares being agreed on determined as Per clause (b) above, the board shall forthwith give notice To such of the shareholders another than the shareholders Desiring to sale of transfer the said share, starting the Number and price of such shares inviting the person To whom notice is sent to stating within 21 days

From the date of such notice whether he is willing to Purchase any, if so what maximum number of such Shares. At the expiration of such 21 days notice the board shall apportion such shares amongst the share holder(if more than one) who shall have expressed their desire to purchase the same and as far may be promoted according to the number of shares already held by them respectively of it there be only one such shareholder, the whole of such shares be sold to him, provided that no shareholder be obliged to take more than the maximum number of such shares started in his answer to the notice. Up on such apportionment made or such on shareholder notifying his intention to purchase, as the case may be, the part desiring to sell or transfer such shares shall be bound upon payment of the said price to transfer the shares to the respective shareholders of to the single shareholder who shall have agreed to purchase the same.

5. GENERAL MEETING: NOTICE OF THE GENERAL MEETING AND PROCEEDINGS AT THE GENERAL MEETING:-

Articles 39 to 53 Table "A" shall apply subject to the following variations:-

- (a) A general Meeting, Ordinary or Extraordinary may with consent in writing of all members, be convened on a shorter notice than seven days or without notice.
- (b) Two Members present either personally or by proxy shall form a quorum.
- (c) Any ordinary resolution of the Company determinate without any general meeting and evidence by writing under the hands of majority of the Directors and or the members of the Company shall be valid and effectual as an ordinary resolution duly passed at general meeting of the company.

6. DIRECTORS:

- (a) Until otherwise determined by the Company in general meeting the Directors shall not be less than two and not more than seven in number.
- (b) The following persons shall be the first Directors of the Company:-

1. **HITESH D. DASAI**
2. **MICHAEL A. FISHER**
3. **PARESH G. PATEL**

- 7 The shareholding qualification for the Directors may be fixed by the Company in general meeting, and unless and until so fixed no qualification shall be required.
- 8 The quorum of Directors for transaction business shall, unless otherwise fixed by the Directors be two.
9. The Directors be entitled to Director fees every year as determined by the board.
10. The Directors may from time to time borrow or raise any moneys for the purpose of the Company which may exceed the issued share capital of the company.

BORROWING POWERS.

11. The Directors may raise or borrow for the purpose of the Company's business such sums of money as they think fit and they may secure the repayment of or raise any such sum or sums as aforesaid by mortgage or charge upon the whole or any part of the property and assets of the Company, presents and future, including its uncalled or un issued capital or by the issue, at such price as they may think fit, or bonds or debentures, either charged, upon the whole or any part of the property and assets of the company, or not charged, or in such other way as the Directors may think expedient, the directors may give financial guarantee in respect of company.

ALTERNATE DIRECTORS

12. Each Directors may nominate a person, who shall be approved off in Writing by the other Directors, to act as altenate in his place during his absence from Tanzania or inability to act as such Director. Such Alternate Director shall be subject in all other respect to the term and conditions existing with reference to the Directors of the Company and such alternate Director when acting shall exercise and discharge all duties and function of the directors being unable to act during the absence of inability to act as Directors whom he represents he may subject to the like approval of the other Directors appoint a duly qualified person to act in his place.

SECRETARY

13. The secretary shall be appointed by the board for such terms at such Terms at such remuneration and upon such conditions as it may think fit, and any secretary so appointed may be removed by the Board.

WINDING UP

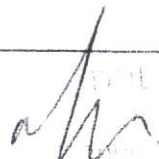

14. With the sanction of a special Resolution on the shareholders any part of the assets of the Company including any shares in other Companies may be divided between the Members of the Company is special or may be vested in Trustees for the benefit of such member and the liquidation of the Company may be closed and the Company Dissolve but so that no member shall be compelled to accept any shares whereupon there is only liability.

INDEMNITY

15. Every Director, Agent, Auditor, Secretary and other office 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 345 of Ordinance) in which relief is granted to him by the Court.

ALTERATION OR ADDITIONS

16. Subject to the provisions of the Ordinance and to those contained in the Memorandum of Associations the Company may by Special Resolution make alterations or addition so made shall be as valid and effectual as if originally contained in those Article and be subject in like manner to alteration by special Resolution.

NAME, ADDRESS & DESCRIPTION OF SUBSCRIBERS	NUMBER OF SHARES TAKEN	SIGNATURE
1. DOLALAN LIMITED PAUSILIPPE CH DES TRIOS-PORTES 11 2006 NEUCHATEL SWITZERLAND.	60	
2. TULSI LIMITED P.O. Box 785 BRITISH VIRGIN ISLAND	40	 TULSI LIMITED P. O. Box 785 BRITISH VIRGIN ISLAND

DATED AT DAR ES SALAAM this 8th day of Jun 2000.

WITNESS to the above SIGNATURE:-

SIGNATURE..... Sajjad Jusab

POSTAL ADDRESS:..... ASSAD ASSOCIATES
 CERTIFIED PUBLIC ACCOUNTANT
 P.O. Box 3204
 DAR-ES-SALAAM

QUALIFICATION: Accountant & Auditors.

I HEREBY CERTIFY THAT THIS IS A TRUE COPY OF THE ORIGINAL
 DAMIAN VICTUS
 Advocate, Notary Public & Commissioner For Oaths
 Signature: [Signature]
 Date: 6/7/2020