



THE UNITED REPUBLIC OF TANZANIA
 PRIME MINISTER'S OFFICE
 TANZANIA INVESTMENT CENTRE

FILE BEGINS		ENDS		PART	
FILE TITLE				FILE NUMBER TICC	
CONFIDENTIAL				PP. 10	
				042512	
INDEX HEADINGS					

Officer or Section	For Action F/M	Initials	Date	Action taken vide F/M	Officer or Section	For Action F/M	Initials	Date	Action taken vide F/M	Officer or Section	For Action F/M	Initials	Date	Action taken vide F/M
Asst. Dir. F.1		DR	15/8/13	DR										

FILE NUMBER
 TICC
 PP. 10/042512
 PART

BARAKA

ESIA BUKITAMEN

1511

MINUTE SHEET

Dokezo
No.

MINUTE SHEET

Dokezo
No.

7.

Exd

Certificate of Incentives has been amended
as per M 3 - M 6 and BRELA's letter in
Folio 7 and is hereby submitted for
your approval and signature

18/12/2013

APPROVED BY EXD	
Sign: <i>[Signature]</i>
Date: 18/12/13

[Signature]
DIF

MINUTE SHEET

Dokezo
No. 3.0

BRELA - Urgently

Please confirm current status of the
Company

SIFO I. Dauby
24/9/2013

4.0

SIFO

Please refer Folio 7 which provide current
status of the Company

M
BRELA - 03/10/2013

5.0

SIFO

Please refer Folio 9 which provide current status
of the Company after amendments. Folio 7 provided
former status due to anomalies on forms which
was kept pending.

M
BRELA - 18/11/2013

6.0

DIF

I am forwarding to you, the current status of
Baraka Establishment Ltd as per f(9). The
COI no. 042512 of this Company for establi-
shment of production facilities for drinking water
and juice was drafted erroneously without prior
consultation of BRELA so as they can confirm
current status of the Company.

SIFO I. Dauby
13/12/13

MINUTE SHEET

Dokezo
No.

1.0

Ag EXD done pl.

The approved project has fulfilled the investment requirements, which are: -

(a) Minimum finance investment threshold has been exceeded, the project expects to invest USD 0.875 M

(b) Legal entity has been incorporated under certificate

No. 40951 of 03/12/2001

Based on the above, the letter of approval is hereby submitted for signature in order for the project to comply with the requirements of Section 17 of Tanzania Investment Act, 1997.

Submitted for signature.



N. Senzia
DIF

6th September, 2013

2.0

Ag EXD done pl.

In response to the TIC letter of registration dated 4th September 2013

the project has submitted the required documents namely: -

(a) Company Board Resolution.

(b) Reference letter/Financing from DTB Bank LTD

(c) Lease Agreement as evidence of Land

With the above submission EXD is requested to sign Certificate of Incentives No. 042512 herein attached.

13/09/2013



DIF

TENANCY AGREEMENT

BETWEEN

ENOCK JOSEPH LEMA

AND

BARAKA ESTABLISHMENT LIMITED

DRAWN JOINTLY BY:
VUMILIA M. KIKOTI
ADVOCATE
P.O. BOX 724
MWANZA

6

TICC/PP.10 / 042512

24ST SEPT, 2013

The Chief Executive
Business Registrations and Licensing Agency,
P.O. Box 9393,
DAR ES SALAAM.

Dear Sir,

**RE: APPLICATION FOR THE POSITION OF SHARE HOLDERS OF
BARAKA ESTABLISHMENT LIMITED C.N NO 40951 OF 12TH
MARCH,2001.**

Please refer to the heading above

We request you to furnish us with the current status of **shareholders and directors** of the above mentioned company incorporated in your office as shown above.

This information is necessary for us to process further the company's application for grant of the Certificate of Incentive which is kept pending on this ground

We thank you in advance.

Yours faithfully,

N.Mchome

N.Mchome
For: Executive Director

(7)

THE UNITED REPUBLIC OF TANZANIA
BUSINESS REGISTRATIONS AND LICENSING AGENCY
(Offices: Co-operative Building Lumumba Street)

Telephone: +255-22-
2180139/2181344,2180113/2180141
D/L 2180048,2180385
Fax: +255-22-2180371/2184727/2180411

Email: [mailto:](mailto:ipo@cats-net.com)

ipo@cats-net.com
brela@cats-net.com

Website: www.brela-tz.org



P. O. Box 9393,
DAR ES SALAAM.

(All Official communications should be
addressed to the Chief Executive Officer not
to individuals)
In reply please quote:

Ref: No: MIT/RC/40951/03

3rd October, 2013


**Executive Director,
Tanzania Investment Centre,
P.o.box 938,
Dar es salaam.**

**RE: THE COMPANIES ACT, 2002.
: BARAKA ESTABLISHMENT LIMITED.**

Reference is made to your letter dated 2nd September, 2013.

1. Shareholders:
 - Ali Afif Fawaz - 50 shares.
 - Abdulhanif Remtulla - 50 shares.
2. Directors:
 - Ali Afif Fawadh.
 - Abdulhanif Remtulla.

Note: The Company has filed statutory forms indicating different share structure and directorship but have not been registered due to anomalies.


Noel J. Shani,

ASSISTANT REGISTRAR OF COMPANIES.

2

TICC/PP.10 / 042512

11ST NOV, 2013

The Chief Executive
Business Registrations and Licensing Agency,
P.O. Box 9393,
DAR ES SALAAM.

Dear Sir,

**RE: APPLICATION FOR THE POSITION OF SHARE HOLDERS OF
BARAKA ESTABLISHMENT LIMITED C.N NO 40951 OF 12TH MARCH,
2001.**

Please refer to the heading above

We request you to furnish us with the current status of **shareholders and directors** of the above mentioned company incorporated in your office as shown above.

This information is necessary for us to process further the company's application for grant of the Certificate of Incentive which is kept pending on this ground

We thank you in advance.

Yours faithfully,



N.Mchome
For: Executive Director

This Certificate is issued in accordance with the provisions of Section 17 of the Tanzania Investment Act, 1997 and subject to the conditions prescribed under item 14 and 15 hereafter:—

1. Shareholders

Shareholders	Nationality	Shareholding (%)
Abdulhanif Y. Remtulla	Tanzanian	24
Ali Afif Fawaz	Tanzanian	24
Hussein Ahmad Madi	Tanzanian	26
Hassan Ahmad Madi	Tanzanian	26
2. Proposed Activities : **To establish Production facilities for drinking water and juices**
3. Sector: **Manufacturing** Subsector: **DRINKING water & Juice**
4. Investment cost: Foreign **-** Local **USD 0.879m** Total **USD 0.879m.**
5. Project Financing: Equity **USD 0.421m** Loan **USD 0.458m.** Total **USD 0.879m.**
6. Source, terms and conditions of loan.....
7. Assets to be invested:

Capital items:	Foreign	Local	Total
	-	USD 0.879m.	USD 0.879m.
8. Technology Agreement **None**
9. Date of TIC Registration: **4th September 2013**
10. Implementation period **September 2013 - August 2016**
11. Operative date..... **September 2016**
12. Investment Incentive Grade: As defined in part III Section 19 (1), (2) and Section 20 of the Tanzania Investment Act, 1997
 - (i) Applicable Import Duty **And VAT as per Customs Tariff Act, 1976 & VAT Act, 1997**
 - (ii) Applicable with-holding Tax **As per Income Tax act, 2004 (as amended)**
 - (iii) Eligibility of Capital Allowances **As per Income Tax Act, 2004 (as amended)**
13. Protection of Investment, Arbitration and Transfer of Foreign Currency: as defined in part III Section 21, 22 and 23 of the Act.
14. Conditions attached to this Certificate of Incentives
 - (i) Date of Commencement of investment has to be notified to the Centre.
 - (ii) Certificate not to be transferred, assigned or amended
 - (iii) Failure to commence implementation within two years invalidates Certificate
 - (iv) Failure to operate investment must be notified to the Centre
 - (v) Changes in shareholding, project activities and level of invested capital must be notified to the centre
15. Additional conditions attached to Certificate
Finished goods are not allowed under this Certificate

Signed
Executive Director



00220267

THE UNITED REPUBLIC OF TANZANIA

Certificate of Incentives

(Section 17 of the Tanzania Investment Act, 1997)

No: 042512

This is to certify that

BARAKA ESTABLISHMENT LTD

P.O. BOX 2869

of address

MWANZA

has been granted a Certificate of Incentives to invest in a new, ~~XXXXXX/XXXXXX/XXXXXX~~
~~XXXXXX of the~~ enterprise known as

BARAKA ESTABLISHMENT LTD

PLOT NO. 51, BLOCK M, KISEKE

Which is located at

ILEMELA - MWANZA

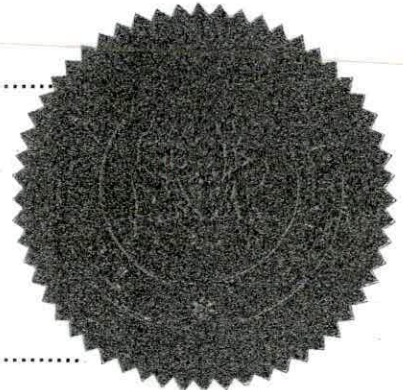
Further particulars required by Section 17 of the Tanzania Investment Act are set out overleaf.

Executive Director

Tanzania Investment Centre
P.O. Box 938, Dar es Salaam

4TH SEPTEMBER 2013

Dated



(9)

THE UNITED REPUBLIC OF TANZANIA
BUSINESS REGISTRATIONS AND LICENSING AGENCY
(Offices: Co-operative Building Lumumba Street)

Telephone: +255-22-
2180139/2181344,2180113/2180141
D/L 2180048,2180385
Fax: +255-22-2180371/2184727/2180411

Email: [mailto:](mailto:ipo@cats-net.com)

ipo@cats-net.com
brela@cats-net.com

Website: www.brela-tz.org



P. O. Box 9393,
DAR ES SALAAM.

*(All Official communications should be
addressed to the Chief Executive Officer not
to individuals)*
In reply please quote:

Ref: No: MIT/RC/40951/07

14th November, 2013

**Executive Director,
Tanzania Investment Centre,
P.o.box 938,
Dar es salaam.**

**RE: THE COMPANIES ACT, 2002.
: BARAKA ESTABLISHMENT LIMITED**

Reference is made to your letter dated 11th November, 2013.

1. Shareholders:

- Ali Afif Fawaz - 1,000 shares.
- Sami Ghaddar - 2,000 shares.
- Ahmed Mahmoud Ghaddar - 1,000 shares.

2. Directors:

- Ali Afif Fawaz.
- Sami Ghaddar.
- Ahmed Mahmoud Ghaddar


Noel J. Shani.

ASSISTANT REGISTRAR OF COMPANIES.

**THE UNITED REPUBLIC OF TANZANIA
BUSINESS REGISTRATIONS AND LICENSING AGENCY
(Offices: Co-operative Building Lumumba Street)**

P. O. Box 9393,
DAR ES SALAAM.

Telephone: +255-22-
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ipo@cats-net.com
brela@cats-net.com

Website: www.brela-tz.org



*(All Official communications should be
addressed to the Chief Executive Officer not
to individuals)*

In reply please quote:

Ref: No: MIT/RC/40951/07

13th December, 2013

**Tanzania Investment Centre,
P.o.box 938,
Dar es salaam.**

RE: THE COMPANIES ACT, 2002.

: BARAKA ESTABLISHMENT LIMITED


Reference is made to your letter dated 11th November, 2013.

1. Shareholders:

- Sami Ghaddar - 2,000 shares.
- Ahmed Mahmoud Ghaddar - 1,000 shares.
- Ali Farhat - 1,000 shares.

2. Directors:

- Sami Ghaddar.
- Ahmed Mahmoud Ghaddar.
- Ali Farhat.


Noel J. Shani,

ASSISTANT REGISTRAR OF COMPANIES.

LIST OF PAST AND PRESENT MEMBERS (Continued from page 4)

(Use additional copies of this sheet if necessary)

	Number of shares or amount of stock held by existing members at date of return	Particulars of shares transferred since the date of the last return (or, in the case of the first return, of the incorporation of the company) by (a) persons who are still members, and (b) persons who have ceased to be members(note 12)		Remarks
		Number / amount transferred	Date of registration of transfer	
1	2000			
2	1000			
3	1000			
4				
5				
6				
7				
8				
9				
10				
11				
12				
13				
14				
15				
16				
17				

LIST OF PAST AND PRESENT MEMBERS (Continued on page 5)
(Use additional copies of this sheet if necessary)

Names and Addresses

1	SAMI GHADDAR, P O BOX 8812, Dar es salaam
2	AHMED MAHMOUD GHADDAR, P O Box 8812, Dar es salaam
3	ALI FARHAT, P O Box 7283, Dar es salaam
4	
5	
6	
7	
8	
9	
10	
11	
12	
13	
14	
15	
16	
17	

Issued share capital

Enter of all the shares in issue at the date of the return.

	Class	Number of shares issued	Aggregate Nominal value
1	Ordinary		
2			
3			
4			
5			

Totals:

	TSH
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List of past and present members
A full list is required if one was not included with either of the last two returns.

There were no changes in the period

A list of changes is enclosed (pages 4 and 5) N/A

A full list of members is enclosed (pages 4 and 5)

I certify that the information given in this return is true to the best of my knowledge and belief.

Signed  Date 18/3/2013

Director/Secretary

Directors

(use additional copies of this sheet if necessary)

Name: SAMI GHADDAR	Business Occupation: Director
Previous name(s):None	Nationality: FRENCH
Address 89/90, Vingunguti Ind Area, P O Box 8812, Dar es salaam	Date of Birth 08.07.1966
Other Relevant past or present directorships	

Name AHMED MAHMOUD GHADDAR	Business Occupation: Director
Previous name(s):None	Nationality LEBANESE
Address Plot 167 Mikocheni B Kinondoni, Dar es salaam	Date of Birth: Adult
Other Relevant past or present directorships	

Name ALI FARHAT	Business Occupation: Director
Previous name(s):None	Nationality LEBANESE
Address Kalenga Street, Upanga, Dsalaam	Date of Birth: 9TH March, 1979
Other Relevant past or present directorships	

Name:	Business Occupation: Director
Previous name(s):None	Nationality:
Address :	Date of Birth:
Other Relevant past or present directorships	

Form 128: Annual Return

RECEIVED PAID Shs 15000/-
 RECEIPT No: 154879
 DATE: 20/03/13

THE UNITED REPUBLIC OF TANZANIA
 BUSINESS REGISTRATION AND LICENCING AGENCY

FF Shs 15000/-
 20/3/13

Annual return of the Company

Pursuant to Section 128 of the Companies Act 2002

Company Number:

40954

Name of the Company
 (Full Name):

BARAKA ESTABLISHMENT
 LIMITED

This information in this return is made up to: 18th March, 2013

Address of registered office of the Company:

Company Type: Private Limited

(if the Company does not have a share capital there must be annexed to the return a statement containing particulars of the total amount of indebtedness of the Company in respect of all mortgages and charges required to be registered under the Act)

Principle business activities: General Trading

If different from the Registered Office, state address where the register of members or any register of debenture holders is kept

Register of Members:-

Register of Debenture holders:-

Company Secretary

Name: Ahmed Mahmoud Ghaddar

Previous Name(s):

Address

FOR OFFICIAL USE ONLY

THE UNITED REPUBLIC OF TANZANIA
BUSINESS REGISTRATION AND LICENCING AGENCY

Filing Fee T.SHS 15,000/=

FORM OF ANNUAL RETURN OF A COMPANY
HAVING A SHARE CAPITAL

The Companies Act 2002, Section 128

BARAKA ESTABLISHMENT LIMITED
2012

Certificate is issued in accordance with the provisions of Section 17 of the Tanzania Investment Act, 1997 subject to the conditions prescribed under item 14 and 15 hereafter:—

Shareholders	Nationality	Shareholding (%)
Sami Ghaddar	French	50
Ahmed M. Ghaddar	Lebanese	25
Ali Farhat	Lebanese	25

2. Proposed Activities : **To establish Production facilities for drinking water and juices**

4. Investment cost: Foreign Local **USD 0.879m.** Total **USD 0.879m.**

5. Project Financing: Equity **USD 0.421m.** Loans **USD 0.458m.** Total **USD 0.879m.**

6. Source, terms and conditions of loan.....

7. Assets to be invested:

Capital items:	Foreign	Local	Total
	-	USD 0.879m.	USD 0.879m

8. Technology Agreement **None**

9. Date of TIC Registration: **4th September 2013**

10. Implementation period **September 2013 - August 2016**

11. Operative date..... **September 2016**

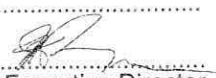
12. Investment Incentive Grade: As defined in part III Section 19 (1), (2) and Section 20 of the Tanzania Investment Act, 1997 **And VAT as per Customs Tariff Act, 1976 & VAT Act 1997**

- (i) Applicable Import Duty **As per Income Tax Act, 2004 (as amended)**
- (ii) Applicable with-holding Tax **As per Income Tax Act, 2004 (as amended)**
- (iii) Eligibility of Capital Allowances **As per Income Tax Act, 2004 (as amended)**

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14. Conditions attached to this Certificate of Incentives
- (i) Date of Commencement of investment has to be notified to the Centre.
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 - (iii) Failure to commence implementation within two years invalidates Certificate
 - (iv) Failure to operate investment must be notified to the Centre
 - (v) Changes in shareholding, project activities and level of invested capital must be notified to the centre

15. Additional conditions attached to Certificate **Finished goods are not allowed under this Certificate**

Signed 
Executive Director



00220142

THE UNITED REPUBLIC OF TANZANIA

Certificate of Incentives

(Section 17 of the Tanzania Investment Act, 1997)

THIS CERTIFICATE REPLACE
THE PREVIOUS ONE NO.
042512 ISSUED ON
4/9/2013

AMENDMENT ON SECTION 1
HAS BEEN EFFECTED

[Signature] No: *[Signature]*
042512

This is to certify that

BARAKA ESTABLISHMENT LTD

of address
P.O. BOX 2869

MWANZA

has been granted a Certificate of Incentives to invest in a new, ~~XXXXXX/XXXXXX/XXXXXX~~
~~XXXXXX/XXXXXX~~ enterprise known as

BARAKA ESTABLISHMENT LTD

Which is located at
PLOT NO. 51, BLOCK M, KISEKE

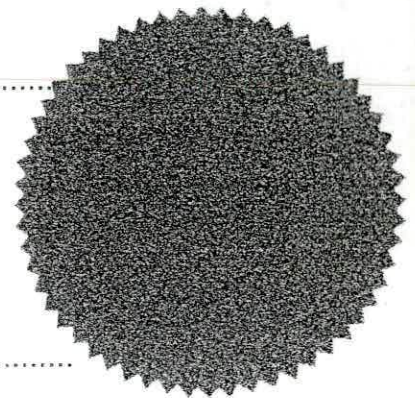
ILEMELA - MWANZA

Further particulars required by Section 17 of the Tanzania Investment Act are set out overleaf.

[Signature]
.....
Executive Director

Tanzania Investment Centre
P.O. Box 938, Dar es Salaam

Dated
16TH DECEMBER 2013



BARAKA ESTABLISHMENT P.O. BOX 2969 - MWANZA

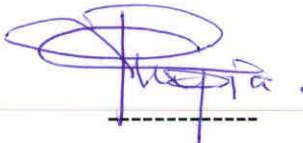
EXTRACT FROM A MEETING OF THE BOARD OF DIRECTORS AND SHAREHOLDERS OF BARAKA ESTABLISHMENT LIMITED

At a duly convened and constituted meeting of the board of directors of Baraka Establishment Limited held at the registered offices of the company on the 10th day of June 2013, the following resolutions were passed:

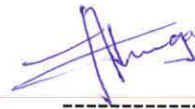
1. That a project for construction of plant facility for manufacturing drinking water and fruit juice be undertaken at Kiseke area, Ilemela District, Plot number 51, Block 'M', Mwanza Region.
2. That funds amounting to US\$ 878,750 be raised by shareholders to facilitate implementation of the project.
3. That the project be registered with Tanzania Investment Centre so as to enjoy fully investment incentives, benefits and protection as statutorily provided for under Tanzania Investment Act, 1997.

Certified True Extract

(By order of the Board)



Chairman



Secretary

BARAKA ESTABLISHMENT LIMITED
DETAILS REGARDING ISSUE OF SHARES

FIRST MEMORANDUM AUTHORISED CAPITAL 3,000,000/- & ISSUED CAPITAL 1,000,000/-

YEAR	SHARE HOLDERS	NO.OF SHARES	VALUE/SHARE	TOTAL ISSUED CAPITAL	NARRATION
2001	MR ALI AFIF FAWAZ	50	10,000	500,000	FIRST ISSUE
	MR ABDUL ISSAK YAKUB REMTULLA	50	10,000	500,000	FIRST ISSUE
	TOTAL	100		1,000,000	

2006 INCREASED AUTHORISED CAPITAL FROM 3,000,000/- TO 50,000,000/- & ISSUED CAPITAL FROM 1,000,000/- TO 40,000,000/-

2006	MR ALI AFIF FAWAZ	1000	10,000	10,000,000	ADDITIONAL ISSUE OF 950 SHARES + 50 SHARES FIRST ISSUE
	MR ABDUL ISSAK YAKUB REMTULLA	1000	10,000	10,000,000	ADDITIONAL ISSUE OF 950 SHARES + 50 SHARES FIRST ISSUE
	MR HUSSEIN AHMAD MADI	1000	10,000	10,000,000	ISSUE OF 1000 SHARES
	HASSAN AHMAD MADI	1000	10,000	10,000,000	ISSUE OF 1000 SHARES
	TOTAL	4000		40,000,000	

2010	MR ALI AFIF FAWAZ	2000	10,000	20,000,000	1000 SHARES BOUGHT FROM MR HASSAN AHMAD MADI
	MR SAMI GHADDAR	2000	10,000	20,000,000	1000 SHARES BOUGHT FROM MR ABDUL & 1000 FROM HUSSEIN
	TOTAL	4000		40,000,000	

2012	MR SAMI GHADDAR	2000	10,000	20,000,000	
	MR AHMAD GHADDAR	1000	10,000	10,000,000	1000 SHARES BOUGHT FROM MR ALI FAWAZ
	MR ALI FARHAT	1000	10,000	10,000,000	1000 SHARES BOUGHT FROM MR ALI FAWAZ
	TOTAL	4000		40,000,000	

DTB

DIAMOND
TRUST
BANK

Ref No: DTBT/NRB/47/13

July 24, 2013

To whom it concern,


Dear Sir/Madam,

RE: CONFIRMATION OF ACCOUNT

This is to confirm that BARAKA ESTABLISHMENT LTD BOX 8812 Dar es Salaam have been maintaining TZS 0804172001 & USD 0804172002 accounts with us since April 2013 and their dealings with us have been satisfactory till date

This certificate has been issued at the specific request of BARAKA ESTABLISHMENT LTD, without any risk and responsibility on the bank or any of its officials.

Yours truly,
For and on behalf of
DIAMOND TRUST BANK TANZANIA LIMITED


Shanista Karim
BRANCH MANAGER


Zainab Rashid
ASST BRANCH MANAGER

TANZANIA



Certificate of Incorporation

No. 40951

I HEREBY CERTIFY THAT

BARAKA ESTABLISHMENT

..... Limited

is this day incorporated under the Companies Ordinance (Cap. 212) and that the Company is Limited.

Given under my hand at Dar es Salaam

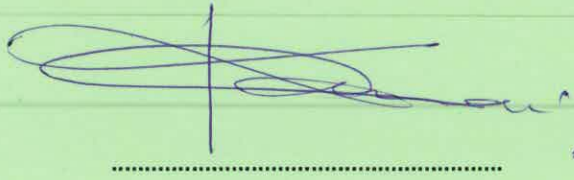
this 12th day of MARCH

TWO THOUSAND AND ONE

Asst. Registrar of Companies [Signature]

IN WITNESS WHEREOF the parties hereto have executed these presents in the manner and on the dates herein after appearing.

SIGNED and DELIVERED by the said **ENOCK JOSEPH LEMA** who is known to me personally in my presence this 6th day J of JUNE 2013.



BEFORE ME:

NAME: VUMILIA KIKOTI

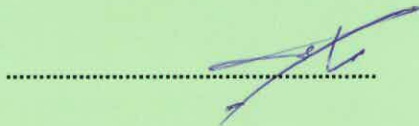
SIGNATURE: 

POSTAL ADDRESS: 724

QUALIFICATION: ADVOCATE



SEALED with the common seal of the said **BARAKA ESTABLISHMENT** and DELIVERED in my presence this 6th day of JUNE 2013.



NAME: BARAKA ESTABLISHMENT
MWANZARA BRANCH
SIGNATURE: Box: 28319
POSTAL ADDRESS: 2865 Mtw

QUALIFICATION: Lawyer

BEFORE ME:

NAME: VUMILIA KIKOTI

SIGNATURE: 

POSTAL ADDRESS: 724

QUALIFICATION: ADVOCATE



- 4) That the Landlord undertakes:
 - a) Within three weeks to install grill on the fence wall of the demised property.
 - b) The Landlord agrees that if the Tenant pays the agreed Rent and complies with all obligations under this agreement he may quietly hold and enjoy the demised property during the term without any interruptions or disturbance by the Landlord or any person claiming under or in trust for him.
 - c) To allow the Tenant to fix any material on the fence grill that will obscure visibility to the demised property
 - d) To fix the main gate to the demised property within two weeks.
 - e) The Landlord ensures the Tenant that the demised property is connected with electricity and water. Moreover the Landlord shall not be under any liability to the Tenant or any other person if because of strikes, lockouts, rationing or any other the said services becomes unavailable.
 - f) The land lord shall pay all the property tax in respect of the premises.
5. That this agreement may be terminated by either party giving to the other parts three months notice of intention to do so.
6. That if the Tenant is desirous of renewing this agreement shall give a notice to the Landlord of his intention to do so three months prior to lease the demised premises to the Tenant.
- 7) That in the event this agreement is renewed it shall be so renewed on the terms and conditions to be agreed upon between parties hereto.
- 8) This Tenancy agreement shall be governed by the Laws of the United Republic of Tanzania.

Moreover the Tenant shall replace paint of the house or any part of it of the same quality in case the same is dirtied.

- j) The Tenant shall not subject any building, fixture or fitting on the demised property to any stress beyond that which is designed to bear and in particular shall not overload the floor, roofs or structure of the demised property, use it in any manner which causes or might cause undue restraint or interference with it, not to install any machinery on the demised property which is unduly noisy or causes dangerous vibrations or overload the electrical wiring or apparatus associated with it in or serving the demised property.
- k) The Tenant shall not do anything on the demised which may be a nuisance or annoyance to any neighbouring property or other part of the building.
- l) The Tenant shall not do any unlawful undertaking on the demised property.
- m) The Tenant shall cultivate and manage the garden forming part of the demised property in a proper manner, keep it free from weeds and vermin and not to destroy maim, move or make any alteration to any trees, plants, lawn, paths and other arrangement of the garden except those expressly permitted by the Landlord.
- n) The Tenant shall give the Landlord or anyone authorized by him in writing, access to the demised property for the purposes of inspecting the condition of the demised property, or how it is being used, affixing to the demised property a notice that it is to be let or sold, viewing the demised property as a prospective buyer or mortgagee, valuing the demised property and inspecting and decorating the demised property.

3) That the Tenant undertakes:

- a) To pay the agreed rent without any deductions whatsoever.
- b) To pay all electricity and water bills for the respective utilities used during the term of this agreement.
- c) That the Tenant shall not assign, underlet, or otherwise part with possession of any part of the demised property.
- d) That the Tenant shall not allow any trade or other waste to accumulate on the demised property or discharge any noxious matter or trade waste or effluent from any building or drain on the demised property into sewer of the demised property which has or might have a damaging effect on the demised property or the sewer or water in them.
- e) The Tenant shall at own cost construct a workshop measuring 29 meter length and 8.5 meter width on the left side of the back yard of the demised property using materials appropriate for the said workshop and upon expiry of this tenancy agreement the same shall be removed at own costs or may be left for Landlord use.
- f) The Tenant shall at own cost dig and construct one underground water storage tank measuring 6.5meters length and 3.4meters width on the right side of the back yard of the demised property. in case the tenant wants to construct another underground water tank shall first obtain a written consent from the Landlord.
- g) The Tenant shall construct a temporary store using temporary materials measuring 13meters length and 8meters width on the front right side of the demised property.
- h) The Tenant shall not in any way alter any part of the main building of the demised property.
- i) The Tenant shall after consultations with the Landlord repair or replace immediately by new article of a similar kind and quality any fixtures and fittings, plants or equipment in the demised property which becomes in need of repair or replacement.

TENANCY AGREEMENT

THE AGREEMENT made this^{6th} day of JUNE 2013 between **ENOK JOSEPH LEMA** OF P.O. BOX 6459 MWANZA (hereinafter referred to as the Land Lord) of the one part and **BARAKA ESTABLISHMENT LIMITED** of P.O. BOX 2869 Mwanza (hereinafter referred to as the tenant of the other part).

WHEREAS the Landlord is the lawful registered owner of Commercial cum Residential premises being and situated on Plot NO. 51 Block 'M' Kiseke Mwanza City (hereinafter referred to as the demised premises).

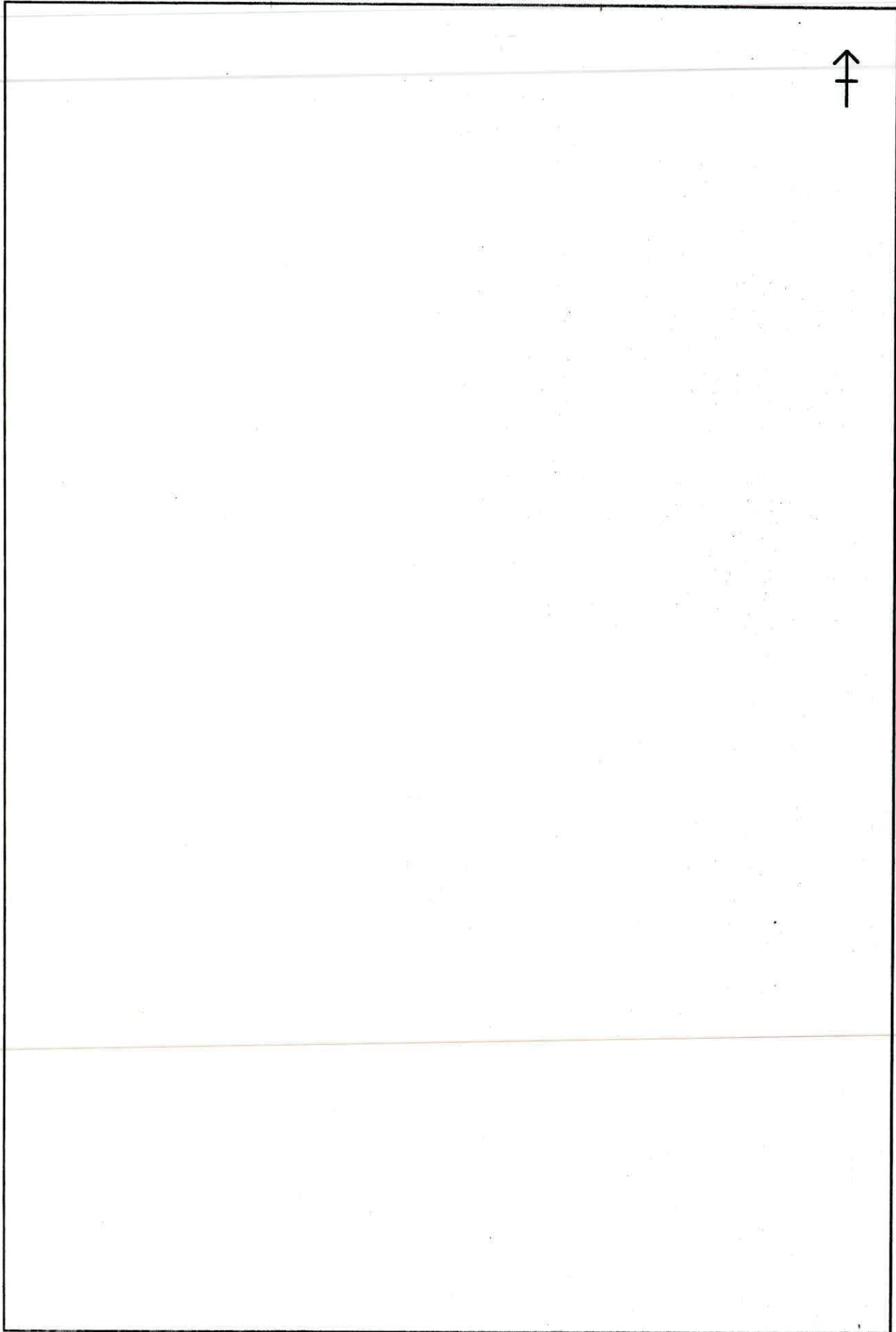
AND WHEREAS the Landlord is desirous of leasing the demised premises and the Tenant is ready and willing to rent the same on the terms and conditions hereinafter appearing.

NOW THIS AGREEMENT WITNESSETH AS FOLLOWS:

- 1) That this agreement shall be for a period of Five (5) years commencing on the 7th day of June 2013 and expiring on the 6th day of June 2018.
- 2) That the rent in respect of the demised premises shall be US DOLLARS 35000 for the Five (5) years payable as follows:
 - a) Upon commencement of this agreement the Tenant shall pay the Landlord the sum of US DOLLARS 15000 in a lump sum, this representing the amount of rent for three (3) months.
 - b) That upon receiving the above sum the Landlord shall within three weeks make sure that he fixes gate and grills on the fence wall surrounding the demised premises.
 - c) That if the Landlord fails to comply with clause 2 clause herein above he shall reimburse the Tenant the whole sum of US DOLLARS 15000 without any deductions whatsoever.
 - d) That upon the Landlord complying with clause 2 sub clause b the Tenant shall pay the Landlord in lump sum the remaining rent of amounting to US DOLLARS 20,000 without any deduction
 - e) That the rent payable above shall be subject to deductions of Rental income of 10% and 1% stamp duty for the said two years of Tenancy agreement payable by the Landlord.



SKETCH MAP SHOWING PROJECT LOCATION



Investment Breakdown ~~US\$/Tshs.M~~

Land/Building	218,750/=
Plant	250,000/=
Vehicles	250,000/=
Furniture & Fittings	40,000/=
Pre-expenses	20,000/=
Others	—
Working Capital	100,000/=
TOTAL	\$ 878,750/=

Contact Details:

Name: ALI AFIF FAWAZ

Title: DIRECTOR

Telephone: 0784 222221

Fax: —

Email:

Payments to be made payable to:

TANZANIA INVESTMENT CENTRE
STANDARD CHARTERED BANK TANZANIA LTD.
SWIFT ADDRESS: SCBLTZTX
ACCOUNT NO.: 8702006002000

APPLICATION SUMMARY

Company Name: BARAKA ESTABLISHMENT LIMITED

Certificate of Incorporation Number: 40951 Status: NEW

Certificate of Incorporation Date: 12TH MARCH 2001.

Post Box: 2869

Town: MWANZA.

Sector: MANUFACTURING

Sub-Sector: BOTTLING DRINKING WATER AND FRUIT JUICES.

Investment Financing Plan in Million US\$/Tshs.

Foreign Equity	Local Equity	Foreign Loan	Local Loan
.....	\$ 420,750	\$ 458,000

Project Objectives: TO ESTABLISH PROCESSING AND BOTTLING FACILITIES FOR DRINKING WATER AND JUICES.

Capacity: 4000 Cartoons of Juice per day
 4000 cartoons of Juices per day.

Employment: Foreign: 5 Local: 92 Total: 97

Implementation Period: 3 YEARS.

Project Location

Site/Plot/Block No.: PLOT N° 51, BLOCK "M"

Street: KISEKE ROAD District: ILEMELA Region: MWANZA.

(Attach sketch map showing project location)

Shareholders	Nationality	%
ALI AFIF FAWAZ	TANZANIAN	17%
ABDULHANIF. I. Y. REMTULLA	TANZANIAN	17%
.....
.....
.....

7. The intended capital investment of the Company in terms of Section 2(2) of the Act is Tshs./US\$ 878,750/=
8. The month and day of the financial year end is 31 DECEMBER.

Note: *failure to provide all the required information will result in the return of the application by the Centre.*

I/We enclose a cheque/cash made payable to the Tanzania Investment Centre for Tshs./US\$

ALI AFIF FAWAZ Being the Registration Fees. *In the event this application is unsuccessful we understand that this fee will not be refunded.*

I, ALI AFIF FAWAZ of Post Office Number 2869

MWANZA do solemnly and sincerely declare that I am a director/~~duly~~

authorized agent of BARAKA ESTABLISHMENT LIMITED

AND that all the requirements of the Tanzania Investment Act, 1997 in respect of matters precedent to the registration of the business enterprise under the Act and incidental thereto have been complied with, AND I make this solemn declaration conscientiously believing the same to be true.

Declared at Dar-es-Salaam MWANZA

The 5th day of August 2013


Applicant

Before me:



UNITED REPUBLIC OF TANZANIA

THE TANZANIA INVESTMENT ACT

(No. 26 of 1997)

APPLICATION FOR REGISTRATION

(Made under Regulation 42)

To: The Executive Director
Tanzania Investment Centre
P. O. Box 938
DAR ES SALAAM
Tanzania

1. I/we ALI AFIF FAWAZ
(director/directors/agent of BARAKA ESTABLISHMENT LIMITED
(name of business enterprise) apply for registration of BARAKA ESTABLISHMENT LTD
under Section 17 of the Act and Part IV of the Investment Regulations, 2002.

2. The registered office of the company will be situated at PLOT 10, BLOCK "V"
MBUGANI STREET - MLANGO MMOJA, NYAMAGANA
DISTRICT - MWANZA.

Copies of the following documents are attached to this application:

- (i) The Memorandum and Articles of Association/or partnership agreement
 (ii) Certificate of Incorporation/Registration
 (iii) A copy of the Project Profile or Feasibility Study showing the implementation period, programme of implementation and operative date
 (iv) Evidence of financing and evidence of land ownership for the project

3. The Head Office of the Company will be situated at PLOT N° 51, BLOCK "M"
KISEKE AREA, ILEMELA DISTRICT - MWANZA.

4. The Principal Officers of the Company are
① ALI AFIF FAWAZ
② ABDULHANIF I. Y. REMTULLA

5. Auditors of the Company are
TO BE APPOINTED LATER.

6. The authorized share capital of the Company is Tshs. ~~US\$~~ 3,000,000 = DIVIDED
INTO 300 ORDINARY SHARES OF TSHS. 10,000 = EACH.





TANZANIA INVESTMENT CENTRE

REGISTRATION FORM

FOR

CERTIFICATE OF INCENTIVES

**(Tanzania Investment Act 1997, Section 17 and 18,
and the Investment Regulations:
Regulation 42, Government Notice No. 318A of 2002)**

Tanzania Investment Centre
9A & B Shaaban Robert Street
P. O. Box 938
DAR ES SALAAM
Tel. 022 2116328
Fax. 022 2118253
e-mail: information@tic.co.tz
Website: www.tic.co.tz

(Please fill the form in duplicate)

BARAKA ESTABLISHMENT

P.O. BOX 2869 - MWANZA

①

Date: 4th August 2013

The Executive Director,
Tanzania Investment Centre,
P.O. Box 938 ,
Dar es salaam.
TANZANIA.



Dear Madam,

RE: PROJECT FOR PROCESSING BOTTLING SPRING DRINKING WATER AND FRUIT JUICE:

We are in the process to establish a plant for processing and bottling facilities for drinking water and fruit juices. The project location will be at **Kiseke Area, Ilemela District, Plot number 51, Block M, Mwanza Region**. It is due to this reason that we kindly submit our application for TIC Certificate of Incentives to facilitate smooth implementation of our programme.

Attached herewith please find the following basic documents for your perusal and necessary action:

1. One (1) duly completed and signed Application Form for TIC Certificate.
2. A copy of our Certificate of Incorporation
3. A copy of the company's Memorandum and Articles of Association
4. Evidence of Land Ownership for Project Location.
5. A letter of credibility from our Banker
6. Company Board Resolution to register with TIC
7. A copy of our Business Plan.

Thanking you for your kind consideration

Yours' sincerely,

Ali Afif Fawaz.
DIRECTOR



TIC Evaluation Report

Name of the Company
Baraka Establishment Ltd

Post Box	Plot No. 51 Block 'M' Kiseke	COI Number	40951	Contact	Ali Afif Fawaz
Post Office	2869	COI Date	03/12/2001	Designation	Managing Director
Region	Mwanza	Application F. No	11301	Phone	0
Country	Tanzania	Status	New	Direct Phone	0
		Sector	Manufacturing	Cell Phone	0784 222221
		Sub Sector	Drinking Water and Juice	Fax	0
		File No	042512	E-Mail Address	0

Project Location		Investment Finance Plan in Millions USD												
Plot/Block	Plot No. 51 Block 'M'	<table border="1"> <tr> <th>Foreign Equity</th> <th>Local Equity</th> <th>Foreign Loan</th> <th>Local Loan</th> </tr> <tr> <td>0</td> <td>0.421</td> <td>0</td> <td>0.458</td> </tr> </table>	Foreign Equity	Local Equity	Foreign Loan	Local Loan	0	0.421	0	0.458				
Foreign Equity	Local Equity		Foreign Loan	Local Loan										
0	0.421		0	0.458										
Street	Ilemela													
District	Ilemela													
Region	Mwanza													

Shareholders Detail			Investment Breakdown (USD Million)	
Name	Nationality	(%)	Land/Building	0.219
Abdulhanif I.Y. Remtulla	Tanzania	50	Plant	0.25
Ali Afif Fawaz	Tanzanian	50	Vehicles	0.25
			Furniture & Fittings	0.04
			Pre-expenses	0.02
			Others	0
			Working Capital	0.1
			Total	0.879

Employment	97	Evaluated By	wf officer3
Capacity	4000 cartoons	Drawn By	wf registry1
Project Turn Over		Project Type	Local

Description

Bottling of drinking water and Juices

Recommendations

Be approved subject to providing evidence as required by section 17 of Tanzania Investment Act, 1997

Decision

APPROVED BY EX.

Sign: *[Signature]*

Date: *04/09/13*

TICC/PP.10/042512/3

4th September 2013

Tanzania Investment Centre
Standard Chartered Bank (T) Ltd
US Dollar A/C 8702006002000
T.Shs A/C 0102006002000

We wish you every success in the implementation of the project.

Yours sincerely,
Tanzania Investment Centre



Abdi S. Kagomba
AG. EXECUTIVE DIRECTOR

Copy to: Permanent Secretary,
Ministry of Finance,
P. O. Box 9111,
DAR ES SALAAM

Permanent Secretary,
Ministry of Industry, Trade and Marketing,
P.O. Box 9503,
DAR ES SALAAM

Commissioner General,
Tanzania Revenue Authority,
P. O. Box 11491,
DAR ES SALAAM

3

TICC/PP.10/042512/3

4th September 2013

Managing Director,
Baraka Establishment Ltd,
P.O. Box 2869,
DAR ES SALAAM

**RE: CERTIFICATE OF INCENTIVES FOR WATER AND JUICES
PRODUCTION PROJECT AT ILEMELA MWANZA**

We wish to acknowledge receipt of your project proposal of establishing and operating bottling of drinking water and Juices as presented in the TIC P.A. 1 Form No. 11301 and Feasibility Study with a projected investment amounting to USD 0.879m.

We are pleased to inform you that your investment proposal is now officially registered by TIC and therefore the project will be granted a Certificate of Incentives under authority conferred upon TIC under Part III, Section 17 (1-8) of the Tanzania Investment Act, 1997.

Also be informed that you will have to submit a project implementation Progress Report on the implementation of the project in every six months for centre's information and review. Guidelines for the preparation of the report are contained in annexure attached to this letter. Please do not hesitate to contact the Centre for any clarification if the need arises. Also note that a facilitation fee equivalent to US\$ 1000.00 is payable at the ruling exchange rate prior issuance of the Certificate of Incentives. Please make deposit direct to the bank as per bank details below:

*Tanzania Investment Centre
Standard Chartered Bank (T) Ltd
US Dollar A/C 8702006002000
T.Shs A/C 0102006002000*

.../2

This Certificate is issued in accordance with the provisions of Section 17 of the Tanzania Investment Act, 1997 and subject to the conditions prescribed under item 14 and 15 hereafter:—

1. Shareholders

Shareholders	Nationality	Shareholding (%)
Abdulhanif Y. Remtulla	Tanzanian	24
Ali Afif Fawaz	Tanzanian	24
Hussein Ahmad Madi	Tanzanian	26
Hassan Ahmad Madi	Tanzanian	26

2. Proposed Activities : **To establish Production facilities for drinking water and juices**
3. Sector: **Manufacturing** Subsector: **Drinking Water & Juice**
4. Investment cost: Foreign **—** Local **USD 0.879m** Total **USD 0.879m.**
5. Project Financing: Equity **USD 0.421m.** Loans **USD 0.458m.** Total **USD 0.879m.**
6. Source, terms and conditions of loan.....

7. Assets to be invested:

Capital items:	Foreign	Local	Total
	—	USD 0.879m.	USD 0.879m.
8. Technology Agreement **None**
9. Date of TIC Registration: **4th September 2013**
10. Implementation period **September 2013 - August 2016**
11. Operative date **September 2016**
12. Investment Incentive Grade: As defined in part III Section 19 (1), (2) and Section 20 of the Tanzania Investment Act, 1997
 - (i) Applicable Import Duty **And VAT as per Customs Tariff Act, 1976 & VAT Act, 1997**
 - (ii) Applicable with-holding Tax **As per Income Tax act, 2004 (as amended)**
 - (iii) Eligibility of Capital Allowances **As per Income Tax Act, 2004 (as amended)**
13. Protection of Investment, Arbitration and Transfer of Foreign Currency: as defined in part III Section 21, 22 and 23 of the Act.
14. Conditions attached to this Certificate of Incentives
 - (i) Date of Commencement of investment has to be notified to the Centre.
 - (ii) Certificate not to be transferred, assigned or amended
 - (iii) Failure to commence implementation within two years invalidates Certificate
 - (iv) Failure to operate investment must be notified to the Centre
 - (v) Changes in shareholding, project activities and level of invested capital must be notified to the centre
15. Additional conditions attached to Certificate
Finished goods are not allowed under this Certificate

Signed
Executive Director



5

THE UNITED REPUBLIC OF TANZANIA

00220267

Certificate of Incentives

(Section 17 of the Tanzania Investment Act, 1997)

No: 042512

This is to certify that

BARAKA ESTABLISHMENT LTD

P.O. BOX 2869

of address

MWANZA

has been granted a Certificate of Incentives to invest in a new, ~~XXXXXXXXXXXX~~
~~XXXXXXXXXX~~ enterprise known as

BARAKA ESTABLISHMENT LTD

PLOT NO. 51, BLOCK M, KISEKE

Which is located at

ILEMELA - MWANZA

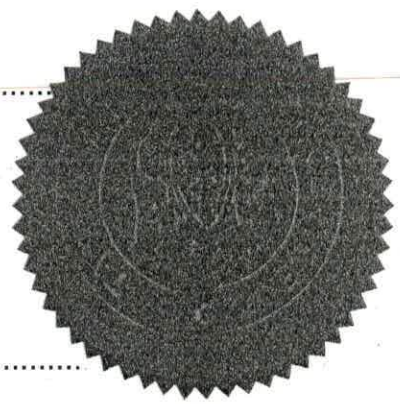
Further particulars required by Section 17 of the Tanzania Investment Act are set out overleaf.

Executive Director

Tanzania Investment Centre
P.O. Box 938, Dar es Salaam

4TH SEPTEMBER 2013

Dated



THE COMPANIES ORDINANCE

(CAP - 212)

COMPANY LIMITED BY SHARES

MEMORANDUM

And

ARTICLES of ASSOCIATION

of

BARAKA ESTABLISHMENT LIMITED

Incorporated.....day of.....19

Drawn by:

MR. ABDULHANIF ISSAK YAKUB
P.O.BOX 8812
DAR ES SALAAM

THE UNITED REPUBLIC OF TANZANIA

STAKABADHI YA SERIKALI

EXCHEQUER RECEIPT

37896794

1

	Sh.	\$	Cts.
1	000		

NIMEPOKEA KWA

Received from

BARAKA ESTABLISHMENT LIMITED

KIASI

Amount

JUMLA YA SHILINGI (Kwa maneno)

The sum of Shillings (Words)

ONE THOUSAND US DOLLAR ONLY

NA SENTI

And Cents

KWA MALIPO YA

In respect of

CERTIFICATE OF INCENTIVES

KWA FEDHA TASLIMU/HUNDI

NAMBA By Cash/Cheque No.

DL

KITUO - Station

SAHIHI YA MPOKEAJI

Receiving Officer's

CHEO - Title

TAREHE - Date

Signature

[Signature]

SIPO

12-08-13

IIC - MWANZA



TANZANIA
12000 PAID
Stamp Duty No. 1320/590
2-3-2001
OF ORIGINAL RECEIPT No. 1320/590
Stamp Duty Officer
M.P.

THE COMPANIES ORDINANCE (CAP.212)

COMPANY LIMITED BY SHARES

TANZANIA
Stamp Duty 6000/- Paid
Receipt No. 1320/590
2-3-01
M.P.
Registrar of Companies

ARTICLES OF ASSOCIATION

OF

BARAKA ESTABLISHMENT LIMITED

PRELIMINARY

In these Articles, unless inconsistent with the subject or context:

“The Board” means the Board of Directors for the time being of the company;

“Dividend” includes bonus;

“Member” means the registered holder of a share or shares in the company;

“The Ordinance” means the Companies Ordinance (Cap. 212);

“The Seal” means the Common Seal of the company;

“Secretary” means any person appointed to perform the duties of the secretary of the company;

14. To lend money and/or guarantee the performance of the contracts or obligations of any company firm or person, and the payment and repayment of the capital and principal of and dividends, interest or premium on, any stock, shares and securities of any company, whether having objects similar to those of the company or not, to give all kinds of indemnities, and to make and receive subvention payments.
15. To borrow or raise or secure the payment of money by bank overdraft, by mortgage, or by the issue of debenture or debenture or debenture stock, perpetual or otherwise, or in such other manner as the company shall think fit, and for the purpose aforesaid or for any other lawful purpose to charge all or any of the company's property or assets, present and future, including its uncalled capital, and collaterally or further to secure any securities of the company by a trust deed or other assurance.
16. To issue and deposit any securities which the company has power to issue by way of mortgage or secure any such less than the nominal amount of such securities, and also by way of security for the performances of any contract or obligations of the company or of its customers or of any other company or personal having dealing with company, or in whose business or undertakings the company is interested.
17. To receive money on deposit with or without interest thereon.
18. To establish or promote, or join in the establishment or promotion of any other company whose objects shall include the taking over of any of the assets and liabilities of the company or the promotion of which shall be calculated to advance its interests.
19. To amalgamate with any other company, whose objects are or include objects similar to those of the company.
20. To distribute any of the company's property or assets among the members in specie.
21. To do all such acts and things as are incidental or conducive to the attainment of the above objects. It is hereby declared that the word "company" except where used in reference to the company shall be deemed to include any partnership, or other body of persons whether incorporated or not incorporated and whether not existing or hereinafter to be formed.

6. To pay for any assets acquired by the company by shares, bonds, cash or otherwise.
7. To sell, improve, manage, develop, lease, mortgage, pledge or otherwise charge or encumber, dispose or, turn to account of otherwise deal with all or any part of the immovable or movable property of the company.
8. To manufacture, buy, sell, exchange, alter, improve, manipulate prepare for market and otherwise deal in all kinds of plant, machinery, apparatus, tools, utensils, hardware and other substances, materials and things whatsoever.
9. To carry on the trade or business of warehousemen, removers, stores, packers, and carriers of personal property of every description.
10. To apply for purchase, or otherwise acquire and protect and renew in any part of the world any patents, patent rights, brevets d'invention, trade marks, designs, licences, concessions, and the like, conferring any exclusive or non-exclusive or limited rights to their use, or any secret of other information as to any invention which may seem capable of being used for any of the purpose of the company; or the acquisition of which may seem calculated directly or indirectly to benefit the company, and to use, exercise, develop, or grant licences in respect of, or otherwise turn to account the property, rights or information so acquired, and to expend money in experimenting upon, testing or improving any such patents, inventions or rights.
11. To acquire any such shares, stocks, debenture, debenture stock scripts, bonds, notes, securities, obligations, funds or loan by original subscription, tender, purchase, participant in syndicates, exchange or otherwise, and to guarantee the subscription thereof, and to exercise, and enforce all rights and powers conferred by or incidental to the ownership thereof, and to vary and transport from time to time as may be considered expedient any of the company's investments for the time being.
12. To acquire and take over the whole or any part of the business, property and liabilities of any company or person carrying on any business which the company is authorised to carry on, or possessed of any property or assets suitable for the purpose of the company.
13. To pay for any property or assets acquired by the company either in cash or full or partly paid shares or by the issue of securities or obligations, or partly in one mode and partly in another and generally on such terms as may be determined.

TANZANIA
12000 PAID
13-201590
STAMP DUTY No. 13-2001
ORIGINAL RECEIPT No. 2-3-2001
STAMP DUTY OFFICER

600
2-3-2001
13201590
STAMP DUTY OFFICER

THE COMPANIES ORDINANCE (CAP. 212)
COMPANY LIMITED BY SHARES
MEMORANDUM OF ASSOCIATION
OF
BARAKA ESTABLISHMENT LIMITED

1. The name of the Company is "BARAKA ESTABLISHMENT 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:
 1. To open up a factory which will be engaged in the Production of Plastic household goods, Plastic shoes, Candles, chewing gum, etc.
 2. To open up a plantation of rubber that will supply raw materials for the intended factory, of which the surplus will be sold locally as well as exporting.
 3. To carry on business in Tanzania and elsewhere the buying, selling, letting on hire, purchase, or easy payment systems and manufacturing and contractors of and dealers in motor cars, taxi, cabs, automobiles, tramcars, chars-abancs, motor lorries, vans wagon of all kinds and descriptions, cycle, motor cycles, coaches, carriages, and all other vehicles of kinds whatsoever, whether manufacturing or otherwise.
 4. To carry on any other business whether manufacturing or otherwise which may seem to the company capable of being conveniently carried on in connection with the above objects or calculated directly or indirectly to enhance the value of or more profitable any of the company's property or interests.
 5. To purchase, take on lease and otherwise acquire for investment or resale any estate, land, buildings, easements and other rights and interests in immovable property of any tenure in Tanzania and elsewhere and to sell, let or lease, exchange or otherwise dispose of or grant rights over any immovable property, belonging to the company.

THE UNITED REPUBLIC OF TANZANIA



Certificate of Incorporation

No.

I hereby certify that

BARAKA ESTABLISHMENT LIMITED

Is this day incorporated under the Companies Ordinance (Cap. 212). And that the

Company is Limited

GIVEN under my hand at Dar Es Salaam this.....day

of..... One thousand nine hundred and.....





Register of Companies

22. It is furthermore expressly declared that the intention is that the objects set forth in each of the foregoing paragraphs of this clause shall be construed in the most liberal way and shall in no way be limited or restricted by reference to any other paragraph or by any inference drawn from the terms of any other paragraph.

4. The liability of the Members is limited.

5. The share capital of the company is Shs, 3,000,000/= divided into 300 ordinary shares of shs. 10,000/= each with power for the company to increase or reduce such capital and to divide the shares in the capital for the time being, whether original or increased, in different classes, and to attach thereto respectively any preferential, deferred, qualified or special rights, privileges or conditions and so that unless the conditions of issue shall otherwise expressly declare every issue of shares, whether preference or otherwise, or any such rights, privileges or conditions shall not be altered or modified except in accordance with the Articles of Association registered herewith.



We, the several persons whose names addresses and descriptions are subscribe, are desirous of being formed into a company in pursuance of this Memorandum of Association, and we respectively agreed to take the number of shares in the capital of the company set opposite our respective names.

Names, Addresses and Occupations Of Subscribers	Number of shares taken by each Subscriber	Signatures of Subscribers
1. ALI AFIF FAWAZ P.O.BOX 8812 DAR ES SALAAM DIRECTOR	50	
2. ABDULHANIF I.Y. REMTULLA P.O.BOX 8812 DAR ES SALAAM DIRECTOR	50	

DATED this 02nd day of March 19 2001

WITNESS to the above signatures




Names, Addresses and Occupations Of Subscribers	Number of shares taken by each Subscriber	Signatures of Subscribers
1. ALI AFIF FAWAZ P.O.BOX 8812 DAR ES SALAAM DIRECTOR	50	
2. ABDULHANIF I.Y. REMTULLA P.O.BOX 8812 DAR ES SALAAM DIRECTOR	50	

DATED this 02nd day of March 19 2001

WITNESS to the above signatures:



THE SEAL

98. The seal not be affixed to any instrument except by the authority of a resolution of the Directors and shall be so affixed in the presence of at least one Director and the Secretary or some other person approved by the Directors, both of whom shall sign every instrument to which the seal is so affixed in their presence.
99. Auditors shall be appointed and their duties regulated in accordance with the Ordinance.

NOTICE

100. Any notice or document may be served by the company upon any member, either personally or by sending it through the post in a prepaid letter, envelope or wrapper, addressed to such member at his registered place of address.
101. Any member whose registered place of address is not in Tanzania may from time to time notify in writing to the company address in Tanzania which shall be deemed his registered place of address within the meaning of the last preceding Article. If he shall not have named such an address, he shall not be entitled to any notices.
102. Any notice or document sent by post shall be deemed to have been served within three days of the following that on which the letter, envelope or wrapper containing the same is posted, and in providing such service it shall be sufficient to prove that the letter, envelope, or wrapper containing the notice was properly stamped, addressed and put into the post office.
103. Save as hereinbefore provide, notice of every General Meeting shall be given to every member of the company.

INDEMNITY

104. Save and except so far as the provisions of this Articles shall be avoided by any provisions of the Ordinance, the Directors, Auditors and secretary and other officers for the time being acting for the company and the trustees, if any, for the time being acting in relation to any of the officers of the company shall be indemnified out of its assets against all costs, charges, expenses, losses and liabilities sustained or incurred by him in the conduct of the company's business of in the discharge of his duties.

92. Whenever such resolution as aforesaid shall have been passed, the Directors shall make all appropriations and applications of the undivided profits resolved to be capitalised thereby and all allotments and issue of fully paid shares, debentures of securities, if any, and generally shall do all acts and things required to give effect thereto, with full power to the Director to make such provision by the issue of the fractional certificated or by payment in cash or otherwise as they think fit for the case of shares, debentures or securities becoming distributable in registration as required by the Ordinance to authorise any person to enter on behalf of all allotment to them respectively, credited as fully paid up, of any further shares to which they may be entitled upon such capitalisation, and any agreement made under such authority shall be effective and binding on all such members.
93. A General Meeting may resolve that any surplus moneys arising from the accretion of any capital assets of the company, or any investment representing the same, or any other distributed profits of the company not subject to charge for income tax be distributed among the members upon the footing of the values so fixed in order to adjust the rights of the members so that they receive the same as capital.

ACCOUNTS

94. The Directors shall cause proper books of accounts to be kept with respect to:
- (a) all sums of money received and expended by the company and the matters in respect of which the receipt and expenditure takes place;
 - (b) all sales and purchases of goods by the company; and
 - (c) the assets and liabilities of the company.
95. The books of account shall, be kept at the office or (subject to the provisions of the Ordinance) at such other place or places as the Directors think fit, and shall always be open to the inspection of the Directors.
96. The Directors shall from time to time, in accordance with sections 123 and 124 of the Ordinance, 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.
97. A copy of every balance sheet including every document required by law to be laid before the company in General Meeting together with a copy of the Auditor's report shall not be less than fourteen days before the date of the meeting be sent to all persons entitled to receive notices of General Meetings of the company.

88. The Directors may retain any dividends and bonuses payable on shares on which the company has a lien and may apply the same in or towards satisfaction of the liability in respect of which the lien exists.
89. No unpaid dividend bonus or interest shall bear interest as against the company.

RESERVES

90. The Directors may before recommending any dividends whether preferential or otherwise, carry to reserve out of the profits of the company such sums as they think proper and may also carry to reserve any premiums received upon the issue of shares, securities or obligation of the company. All sums standing to reserve may be applied from time to time at the discretion of the Directors for meeting depreciation or contingencies or for special dividends or bonuses, or for equalising dividends or for repairing improving or maintaining any of the property of the company, or for such or other purposes as the Directors may think application may at the like discretion either be employed in the business of the Directors may divide the reserve into such special funds as they think fit, and may which the reserve may have been divided as they think fit. The Directors may also not prudent to divide.

CAPITALISATION OF PROFITS AND RESERVES

91. Subject to all necessary sanctions and consents, if any, being obtained, the company in General Meeting may, upon the recommendation of the Directors, resolve that it is desirable to capitalise any undivided profits of the company not required for paying the fixed dividends on any preference shares (including profits carried and standing to the credit or any reserve or reserves or other special account), and accordingly that the Directors be authorised and directed to appropriate the profits resolved to be capitalised to the members who would have been entitled to receive the same such sums been distributed in cash in accordance with their right, and to apply such profits on their behalf, either in or towards paying up the amounts, if any, for the time being unpaid on any shares held by such members respectively, or in paying up in full unissued shares, debentures or securities of the company of a nominal amount equal to such profits, such shares, debentures or securities to be allotted and distributed credited as fully paid up, to and amongst such members in the proportion aforesaid, or partly in the other; provided that a share premium account and a capital redemption reserve fund may, for the purpose of this Articles, only be applied in the paying up of unissued shares to be issued to members of the company as fully paid bonus shares.

companies held by it, and any other accretions to capital assets of the company may be distributed by the Board, either in cash or (as regards shares in other companies or other assets capable of being distributed in specie) in specie amongst the shareholders by way of special capital bonus or accretion to the capital of the ordinary shares in the company held by them, and in proportion to the amount paid up on those shares. Provided that no such distribution shall be made unless:

- (a) it shall have been sanctioned by resolution of the company in General Meeting;
- (b) the Directors are satisfied that the assets of the company exclusive of the sum or assets proposed to be distributed, are of a value at least equal to the aggregate amount of the company's debts and liabilities and its paid-up share capital.

85. All dividends shall be declared and paid according to the amounts paid on the shares during any portion or portions of the period in respect of which the dividend is paid but if any share is issued on terms providing that it shall rank for dividend as from a particular date, such share shall rank for dividend accordingly.

86. The Directors may if they think fit from time to time pay to the members in respect of those shares in the capital of the company which confer on the holders thereof deferred rights as well as in respect of those shares which confer on the holders thereto preferential rights with regard to dividend such interim dividends as appear to the Directors to be justified by the profits of the company, and provided that the Directors act bona fide they shall not incur any responsibility to the holders of shares conferring a preference for any damage that they may suffer by reason of the payment of an interim dividend on any shares giving deferred rights.

The Directors may also pay yearly or at other suitable intervals to be settled by them any dividend which may be payable at a fixed rate if they are of the opinion that profits justify the payment.

87. The Directors may deduct from any dividend or bonus payable to any member all sums of money, if any presently payable by him to the company on account of calls or otherwise.

All acts done by any meeting of the Board or a committee of Directors, or by any person acting as a Director, shall as regards all persons dealing in good faith with the company, notwithstanding that it be afterwards discovered that there was some defect in the appointment of any such Director or person acting as aforesaid. In 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.

79. A resolution in writing, signed by all the Directors for the time being shall be so effective as a resolution passed at a meeting of the Directors duly convened and held, and may consist of several documents in the like form each signed by one or more of the Directors.
80. A meeting of the Directors at which a quorum is present shall be competent to exercise all powers and discretions for the time being exercisable by the Directors.

DIVIDENDS

81. The profits of the company available for dividend and resolved to be distributed shall be applied in the payment of dividends to the members in accordance with their respective rights and priorities. The company in General Meeting may declare dividends accordingly.
82. No dividend shall be payable except out of the company or in excess of the amount recommended by the Board.
83. Where any asset, business or property is bought by the company as from a past date (whether such date be before or after the incorporation of the company) upon the terms and the company, shall as from that date take the profits and bear the losses thereof, such profits or losses as the case may be shall, at the discretion of the Board, be credited or debited wholly or in part to the revenue account, and in the case the amount so credited or debited shall, for the purpose of ascertaining the funds available for dividend, be treated as a profit or loss arising from the business of the company and available for dividend accordingly. If any shares or securities are purchased cum-dividend or interest, such dividend or interest when paid may at the discretion of the Directors be treated as revenue and it shall not be obligatory to capitalise the same or any part thereof.
84. Sums representing appreciations over costs prices or written down book values, realised on the sale or disposal by the company of any of its capital assets, fully paid bonus shares received by the company in respect of shares in other

ALTERNATE DIRECTORS

72. Any Director who is unable for any reason whatsoever to carry out his duties as a Director may with the approval of the Directors appoint any person as his alternate to act for him. Such alternate shall in all respect be bound by the rules and regulations affecting the Directors in the same manner as the Directors for whom he acts is bound. The appointment of an alternate director shall not be considered an assignment of the office subject to the provisions of section 152 of the Ordinance.

PROCEEDINGS OF DIRECTORS

73. The Directors may meet together for the despatch of business, adjourn and otherwise regulate their meetings, as they think fit. Questions arising at any meeting shall be decided 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 Board. The Board shall elect a Chairman of their meetings and determine the period for which he is to hold office.
74. The quorum necessary for the transaction of the business of the Board may be fixed by the Board, and unless so fixed be two.
75. 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 summoning a General Meeting of the company, but for no other purpose.
76. The Board may delegate any of its powers, other than its power to borrow and make calls, to committee, consisting of such member or members of its body as it thinks fit, and committees so formed shall in the exercise of the powers so delegated conform to any regulations that may be imposed on it by the Directors.
77. The meetings and proceedings of any such committee consisting of two or more members shall be governed by the provisions of these Articles regulating the meeting and proceedings of the Directors, so far as the same are applicable and are not superseded by any regulations made by the Directors under the last preceding Article.

(whether by way of salary, commission or profits or otherwise) of any person so appointed and any directors of the company may retain any remuneration so payable to them.

69. The Directors may from time to time and at any time by power of attorney under the seal appoint any company, firm or person or any fluctuating body of persons, whether nominated directly or indirectly by the board, to be the attorney or attorneys of the company for such purpose and with such powers, authorities and discretions (not exceeding those vested in or exercisable by the Board under these Articles) and for such period and subject to such conditions as they may think fit, and any such power of attorney may contain such provisions as they may think fit, and any such power of attorney may contain such provisions for the protection and convenience of persons dealing with any such attorney as the Board may powers, authorities and discretions vested in him.
70. The Directors shall cause minutes to be made in books provided for the purpose of:
- (a) all appointments of officers made by the Directors;
 - (b) all the names of the Directors present at each meeting of the Directors and of any committee of Directors; and
 - (c) all resolutions and proceedings of General Meetings and of Meetings of the Directors and Committees.

DISQUALIFICATION OF DIRECTORS

71. The office of a Director shall ipso-facto be vacated:

- (a) if he be found lunatic or becomes of unsound mind;
- (b) if he becomes bankrupt or compounds with his creditors;
- (c) if he absents himself from the meetings of the Directors for a continuous period of six months without special leave of absence from the Directors and the Directors resolve that his office be vacated;
- (d) if, by Extraordinary resolution, he be removed from office;
- (e) if he shall pursuant to the Status be prohibited from acting as a Director.

There shall be no share qualification for a Director.

64. The remuneration of the Directors shall from time to time be determined by the company in General Meeting.
65. The Directors shall be entitled to be repaid all travelling, hotel and other expenses incurred by them in and about the business of the company, including their expenses of travelling to and from Board and Committee or General Meetings.
66. If any Director, being willing, shall be called upon to perform extra services for the purpose of the company, the company shall remunerate such Directors by a fixed sum or percentage of profits, or otherwise, as may be determined by the Board, and such remuneration may be either in addition to, or in substitution for, his remuneration above provided.

POWERS OF DIRECTORS

67. 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 Statutes or by these Articles to any regulations of these Articles required to be exercised by the company in General Meetings, subject nevertheless to any regulations of these Articles, to the provisions of the Statutes, and to such regulations, being not inconsistent with the aforesaid regulations or provisions, as may be prescribed by Extraordinary resolution of the company in General Meeting but no regulation made by the company in General Meeting shall invalidate any prior act of the Director which would have been valid if such regulation had not been made. The general powers given by these Articles shall not be limited or restricted by any special authority or power given to the Board by any other Article.
68. The Directors may arrange that any branch of the business carried on by the company or any other business in which the company may be interested shall be carried on by or through one or more subsidiary companies, and they may, on behalf of the company make such arrangements as they think advisable for taking the profits or bearing the loss of any branch or business so carried on or for financing, assisting or subsidising any such subsidiary company or guaranteeing its contract, obligations or liabilities, and it may appoint, remove and re-appoint any persons (whether members of its own body or not) to act as directors or managing directors or managers of any such company or any other company in which the company may be interested and may determine the remuneration

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

DIRECTORS

62. Until otherwise determined by the company in General Meeting the number of the Directors shall not be less than two or more than five. The first Director shall be:
1. MR. ALI AFIF FAWAZ
 2. MR. ABDULHANIF I.Y.REMTULLA

3. At any General Meeting a resolution put to the vote of the meeting shall be decided on a show of hands, unless a poll is, before or on a declaration or result of the show of hands, demanded by a member present in person or by proxy and entitled to vote, and, unless a poll is so demanded, a declaration by the Chairman that a resolution has on a show of hands, been carried, or carried unanimously, or by a particular majority or not carried by a particular majority, or lost, and an entry to that effect in the proceedings of the company, shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against such resolution.
49. If a poll is dully demanded it shall be taken in such manner as the Chairman directs, and the result of the poll shall be deemed to be resolution of the meeting at which the poll is demanded. A demand for a poll may be withdrawn at any time before the next business is proceeded with.
50. In the case of an equality of votes, whether on a show of hands or on a poll, the Chairman of the meeting at which the show of hands takes place or at which the poll is demanded shall be entitled to a second or coasting vote.
51. A poll demanded on the election of a chairman or on a question of adjournment shall be taken forthwith. A poll demanded on any other question shall be taken at such time as the Chairman of the meeting directs, not being more than fourteen days from the date of the meeting.
52. A demand for a poll shall not prevent the continuance of a meeting for the transaction of any business other than the question on which a poll has been demanded.
53. On a show of hands every member present in person shall have one vote and for this purpose a person who is present as the representative of a corporation shall be treated as if he was a member present in person. On a poll every member present in person or by proxy shall have one vote for each share of which he is the holder.
54. No member shall be entitled to be present or to vote at any General Meeting, either personally or by proxy, or as proxy for another member, or to exercise any privilege as a member unless all calls or other sums presently payable by him in respect of shares in the company have been paid, whether such shares are held by him alone or jointly with any other person or persons.
55. No objection shall be raised to the qualification of any voter except at the meeting or adjourned meeting at which the vote objected to is given or tendered, and every vote not disallowed at such meeting shall be valid for all purpose. Any such objection made in due time shall be referred to the Chairman of the meeting. Whose decision shall be final and conclusive.

PROCEEDINGS AT GENERAL MEETINGS

43. All business shall be deemed special that is transacted at an extraordinary General Meeting, and also all business that is transacted in an Ordinary general Meeting, with the exception of the declaration and sanctioning of a dividend, the consideration of the accounts balance sheet and the ordinary report of the Directors and Auditors, the election of Directors and other officers in the place of these retiring by rotation, and the appointment and 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 two members personally present shall be a quorum. For the purpose of this Article a corporation, being a member, shall be deemed to be personally present if represented by proxy.
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, otherwise than pursuant to Article 63 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 adjournment meeting a quorum is not present within half an hour from the time appointed for the meeting the members present shall be a quorum. It shall not be necessary to give notice of any such adjourned meetings.
46. The Chairman, if any, of the Board of Directors, shall preside as Chairman at every General Meeting of the company. If there is no such chairman, or if at any meeting he is not present within fifteen minutes after the time appointed for the meeting or is unwilling to act as Chairman, the Directors present shall choose one of their number to act, or if one Director only be present he shall preside as Chairman. If no Directors be present, or if all the Directors present decline to take the chair the members present shall choose one of their number to be Chairman.
47. The Chairman may with the consent of any meeting at which a quorum is present and shall if so directed by the meeting adjourn the meeting from time to time and from place to place, but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place. When a meeting is adjourned for ten days or more, notice of the adjourned meeting shall be given as in the case of an original meeting. Save as aforesaid it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.

GENERAL MEETINGS

38. Subject to the provision of section 112 of the Ordinance, General Meetings shall be held at least once in every calender year at such time not being moe than fifteen months after the holding of the last preceding General Meeting, and at such place as may be determined by the Board. Such General Meeting shall be called "Ordinary General meetings", and all other meetings of the company shall be called "Extraordinary General Meetings".
39. The Directors may, whenever they think fit, convene an Extraordinary General Meeting, and they shall, on the request in writing of the holders of not less than one-tenth of the issued capital of the company upon which all calls or other sums then due have been paid forthwith proceed to convene an Extraordinary General Meeting, and the provision of section 114 of the Ordinance shall apply.
40. 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.

NOTICE OF GENERAL MEETING

41. Subject to the provisions of Section 113 and 117 of the Ordinance twenty one 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 the business, shall be given in a 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 from the company, but with the consent of all the members entitled to receive notice of such particular meeting obtained in writing that such meting 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 or the non-receipt of a notice of a meeting any member shall not invalidate the proceedings at any meeting.

33. The company, by the resolution increasing the capital may direct that the new shares or any of them be offered in the instance either at par or at a premium or (subject to the provisions of section 38 of the Ordinance) at a discount to all the holders for the time being of shares of any class or classes in proportion to the number of such shares held by them respectively or may make any other provisions as to the issue of the new shares. In default of any such direction or so far as the same shall not extend the new shares shall be at the disposal of the Board, which may offer, allot, grant options over or otherwise dispose of them to such persons and on such terms as it shall think fit.
34. Unless otherwise stated the terms of the issue of the new shares shall be subject to the same provisions with reference to the payment or calls, lien transfer, transmission, forfeiture, and otherwise as the original capital.

ALTERATION OF CAPITAL

35. The company may by Ordinary Resolution:
- (a) Consolidate and divide all or any of its share capital into shares of larger amount than its existing share; or
 - (b) Sub-divide its existing shares or any of them, into shares of smaller amount than is fixed by the Memorandum of Association subject, nevertheless, to the provisions of Section 51 (1) (d) of the Ordinance:
 - (c) 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, diminish the amount of its capital by the amount of shares so cancelled.
36. The company may by special resolution reduce its share capital and any capital redemption fund in any manner and with and subject to incident authorised and consent required by law.

BORROWING POWERS

37. The Directors may exercise all the powers of the company to borrow money and to mortgage or charge its undertaking, property and uncalled capital or any part thereof and to issue debenture stock and other securities whether outright or as security for any debt, liability, or obligation of the company or of any third party.

27. Notwithstanding any such forfeiture as aforesaid, the Directors may, at any time before the forfeited share has been otherwise disposed of, permit the share so forfeited to be redeemed upon the terms of payment of all calls and interest due upon and expense incurred in respect of the share, and upon any further or other terms they may think fit.
28. Every share which shall be forfeited shall thereupon become the property of the company, and may be either cancelled or sold, or re-allocated or otherwise disposed of either to the person who was before forfeiture the holder thereof, or entitled thereto, or to any other person, upon such terms and in such manner as the Board shall think fit, and whether with or without all or any part of the amount previously paid on the share being credited as paid. The Directors may, if necessary, authorise some person to transfer a forfeited share to any such other person as aforesaid.
29. 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 forfeiture, were presently payable by him to the company in respect of the shares, with interest thereon at such rate as the Directors may determine, but his liability shall cease if and when the company receives payment in full of the nominal amount of the shares.
30. A statutory declaration in writing that the declarant is a Director of the company and that a 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 share. The company may receive the consideration, if any, given for the above on any sale or disposition thereof and may execute a transfer of the share in favour of the person to whom the share is sold or disposed of and he shall there upon be registered as the holder of the share, and shall not be bound to see to the application of the purchase money, if any, nor shall his title to the share be affected by any irregularity or invalidity in the proceeding in reference to the forfeiture, sale or disposal of the share.
31. The provision of these regulations as to forfeiture shall apply in the case of non-payment of any such which, by the time of issue of a share, becomes payable at a fixed time, whether on account of the amount of the shares, or by way of premium, as if the same had been payable by virtue of a duly made and notified.

INCREASE OF CAPITAL

32. The company may from time to time by Ordinary Resolution increase the share capital by such sums, to be divided into shares of such amount, as the resolution shall prescribe.

FOREFEITURE OF SHARES

2. If any member fails to pay the whole or any call on or before the day appointed for the payment thereof the Directors may at any time thereafter during such time as the call, or any part thereof, remains unpaid, serve a notice on him requiring him to pay such call, or such part thereof as remains unpaid together with any accrued interest, and any expenses incurred by the company by reason of such non-payment.
23. The notice shall name of further day (not being less than fourteen days from the date of the notice) on a before which such call, or any part thereafter as aforesaid, and all such interest and expenses as aforesaid, are to be paid. It shall also name the place where payment is to be made, and shall state that in the event of non-payment, at or before the time and at the place appointed, the shares in respect of which such call was made will be liable to be forfeited.
24. If the requirements of any such notice as aforesaid are not complied with, any share in respect of which such notice has been given may at time thereafter, before payment of all calls, interest and expenses due in respect thereof has been made, be forfeited by a resolution of Directors to that effect.
25. A forfeiture of shares under the preceding Articles shall include all dividends declared in respect of the forfeited shares and not actually paid before the forfeiture.
26. Where any share has been forfeited in accordance with these Articles, notice of the forfeiture shall forthwith be given to the holder of the shares, or the person entitled to be holder of the share, by transmission, as the case may be and an entry of such notice having been given, and of the forfeiture with the date thereof, shall forthwith be made in the register opposite to the entry of the share; but no forfeiture shall be in any manner invalidated by any omission or neglect to give such notice or to make such entry as aforesaid.

TRANSMISSION OF SHARES

18. In case of the death of the shareholder the survivors or survivor where the deceased was a joint holder, and the executors or administrators of the deceased where he was a sole or only surviving holder, shall be the only persons recognised by the company as having any title to his shares, but nothing herein contained shall release the estate of a deceased holder (whether sole or joint) from any liability in respect of any share solely or jointly held by him.
19. Subject to any provision of the Articles, any person becoming entitled to a share in consequence of the death or bankruptcy of a member may, upon such evidence as to his title being produced as may from time to time be required by the Directors, and subject as hereinafter provided, be registered himself as a holder of transferee thereof.
20. Subject to any other provisions of the Articles, if the person so becoming entitled shall elect to be registered himself, he shall deliver or send to the company a notice in writing signed by him stating that he so elects. If he shall elect to have his nominee registered he shall testify his election by executing to his nominee a transfer of such share. All the limitations, restrictions and provisions of these Articles, relating to the right to transfer and the registration of transfers of shares shall be applicable to any such notice or transfer as aforesaid as if the death or bankruptcy of the member had not occurred and the notice or transfer executed by such member.
21. A person becoming entitled to a share in consequence of the death or bankruptcy of a member shall be entitled to receive and may give a good discharge for all dividends and other moneys payable in respect thereof, but shall not be entitled to receive notice of or to attend or vote at meetings of the company, or save aforesaid, to any of the rights or privileges of a member until he shall have become a member in respect of the share.

CALLS ON SHARES

11. The Directors may, subject to the provision of these Articles and to any condition of allotment, from time to time make such calls upon shareholders in respect of all moneys unpaid on their shares as they think fit.

TRANSFER OF SHARES

12. All transfer of shares may be effected by transfer in writing in usual common form under-hand only.
13. The instrument of transfer of a share shall be signed by or on behalf of the transferor and transferee and the transferor shall be deemed to remain the holder of the share until the name of the transferee is entered in the register in respect thereof.
14. The Directors may, in their absolute discretion, and without specifying any ground, refuse to register a transfer of any share to any person whom in its opinion is undesirable to the interests of the company to admit to membership. No transfer shall be registered if by reason thereof the number of members would exceed the limit herein before prescribed.
15. The Directors may refuse to register any transfer of a share where the company has a lien on the share.
16. If the Directors refuse to register a transfer they shall within two months after the date on which the transfer was lodged with the company send to the transferee notice of the refusal.
17. The Directors may decline to recognise any instrument of transfer unless the instrument of the transfer is deposited at the office or such other place as the Directors may appoint, accompanied by the certificate of the shares to which it relates, and such other evidence as the Directors may reasonably require to show the right of the transferor to make the transfer.

CERTIFICATES

7. Every person whose name is entered as a member in the register shall, without payment, be entitled to receive within two months after allotment or lodgement of transfer, or within such other period as the conditions of issue shall provide, a certificate under the seal specifying the shares allotted or transferred to him and the amount paid thereon, provided that in the case of joint holders, the company shall not be bound to issue more than one certificate to each of the joint holders, and delivery of such certificate to any one of them shall be sufficient delivery to all.

8. If any such certificate shall be worn out defaced, destroyed or lost, it may be renewed on such evidence being produced as the Directors shall require, and in case of wearing out or defacement on delivery of the old certificate and in case of destruction or loss on execution of such indemnity. In case of destruction or loss the member to whom such renewed certificate is given shall also bear and pay to the company all expenses incidental to the investigation by the company of such destruction or loss and to such indemnity.

PROHIBITED OF DEALING IN COMPANY'S SHARES

The company shall not give, whether directly or indirectly or whether by means of a loan guarantee, the provision of security otherwise financial assistance for the purpose of or in connection with the purchase or subscription made or to be made by any person or for any shares in the company or in its holding company (if any) nor shall the company make a loan for any purpose whatsoever on the security of its shares or those of its holding company (if any) but nothing in this Articles shall prohibited transactions mentioned in the provision to Section 46 (1) of the Ordinance.

LIEN

The company shall have a first and paramount lien on every share for all moneys (whether presently payable or not) called or payable at a fixed time in respect of that share, and the company's lien, if any, on a share extend to all dividends payable thereon.

Words denoting the singular include the plural and vice-versa and words denoting the masculine gender include the feminine gender. Words denoting persons include corporations, companies, cooperatives societies and the like.

2. Regulations contained in Table A of the First Schedule to the Companies Ordinance (Cap.212) shall not apply to the company.
3. The company is a private company and accordingly:
 - (a) The right to transfer shares is restricted in manner here after prescribed:
 - (b) The member of the company(exclusive of persons who are in the employment of the company where while in such employment and have continued after the determination of 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 jointly, they shall for the purpose of this Articles be treated as a single member.
 - (c) Any invitation to the public to prescribe for any shares or debenture of the company is prohibited;
 - (d) The company shall not have power to issue share warrants to bearer.

CAPITAL

4. The share capital of the company at the time of registration of these Articles of Association is Shs. 3,000,000/= divided into 50000 shares of Shs. 10,000/= each.
5. Without prejudice to any special rights previously conferred on the holder of any existing shares or class of shares in the company may be issued with such preferred, deferred or other special rights or such restrictions, whether in regard to dividend, voting, return of capital or otherwise, as the company may from time to time by ordinary resolution determine.
6. The rights conferred upon the holder of the shares of any class issued with preferred or other rights shall not, unless otherwise expressly provided by the terms of issue of the shares of that class, be deemed to be varied by the creation or issue of further shares ranking pari passu therewith.

REG NO: 40951

FEE PAID SHS. 21,000/-
RECEIPT NO. 28281687
DATE 12/3/07
PK 21,000/-
6/3/07

EXTRACT OF THE MINUTES OF MEETING OF THE SHAREHOLDERS OF BARAKA ESTABLISHMENT LIMITED HELD AT THE REGISTERED OFFICE IN DAR-ES-SALAAM ON WEDNESDAY, 13TH DECEMBER, 2006 AT 10:00 A.M.

Chairman called the meeting in order; members present consented the meeting having been called properly.

Chairman briefed the members about the company's position and various issues concerning the Agenda of the meeting. Members discussed the issue at length and the following resolutions were passed.

Resolution 01:

"Resolved That Authorised Share Capital be and is hereby increased from T. Shs. 3,000,000/= to T. Shs. 50,000,000/- by addition of T. Shs. 47,000,000/- divided into 4,700 shares of T. Shs. 10,000/= each."

Resolution 02:

"Resolved That the Paid up Share Capital of the company be and is hereby increased from 100 ordinary shares of T. Shs. 10,000/= each to 4,000 ordinary shares of T. Shs. 10,000/= each by allotting 3900 ordinary equity shares to the under named shareholders".

Name	Address	No. of Shares
Mr. Ali Afif Fawaz	P. O. Box 8812, Dar es Salaam	950
Mr. Abdul Issak Yakub Remtulla	P. O. Box 7285, Dar es Salaam	950
Mr. Hussein Ahmad Madi	P. O. Box 8812, Dar es Salaam	1,000
Mr. Hassan Ahmad Madi	P. O. Box 8812, Dar es Salaam	1,000
	TOTAL	3,900

Business Occupation

[Empty box for Business Occupation]

Other Directorships
(directors only)

[Multiple empty lines for Other Directorships]


I consent to act as [director] [secretary] of the above named company

Signed.....

AHMAD GHADDAR

Date... 18/04/2012

A director / secretary etc. must sign the form below

Signed.....

SAMI GHADDAR

Date... 18/04/2012

Notes:

Show full First Names, not initials. If the director or secretary is a corporation, show the name on surname line and registered or principal office address on the usual residential address line.

Give previous First Name(s) or surname(s) except that:

- for a married woman, the name by which she was known before marriage need not be given.
- names not used since the age of 18 or for at least 20 years need not be given.

Other directorships

Give the name of every company incorporated in Tanzania of which the person concerned is a director or has been a director at any time in the past five years.

THE UNITED REPUBLIC OF TANZANIA

BUSINESS REGISTRATIONS AND LICENSING AGENCY

Appointment of a Director or Secretary

(Not for resignation (Use Form 210b) or change of particulars (Use Form 210c))

Pursuant to Section 210 of the Companies Act, 2002

Company Number Company Name
(in full) Date of appointment Appointment as director Appointment as secretary Name: (First Name(s)) (Surname) Previous name(s):

Address:
(usual residential)

Nationality: Date of Birth

(continued on next page)

FOR OFFICIAL USE ONLY.

Business Occupation

[Empty box for Business Occupation]

Other Directorships
(directors only)

[Multiple empty lines for Other Directorships]

I consent to act as [director] [secretary] of the above named company

Signed *Ali Farhat*
ALI FARHAT

Date 18/04/2012

A director / secretary etc. must sign the form below

Signed *Sami Chaddar*
(A director / secretary / administrator / administrative receiver / receiver)
SAMI CHADDAR

Date 18/04/2012

Notes:

Show full First Names, not initials. If the director or secretary is a corporation, show the name on surname line and registered or principal office address on the usual residential address line.

Give previous First Name(s) or surname(s) except that:

-for a married woman, the name by which she was known before marriage need not be given.

-names not used since the age of 18 or for at least 20 years need not be given.

Other directorships

Give the name of every company incorporated in Tanzania of which the person concerned is a director or has been a director at any time in the past five years.

THE UNITED REPUBLIC OF TANZANIA

BUSINESS REGISTRATIONS AND LICENSING AGENCY

Appointment of a Director or Secretary

(Not for resignation (Use Form 210b) or change of particulars (Use Form 210c))

Pursuant to Section 210 of the Companies Act, 2002

Company Number

Company Name (in full)

Date of appointment

Appointment as director

Appointment as secretary

Name: (First Name(s))

(Surname)

Previous name(s):

Address: (usual residential)

Nationality:

Date of Birth

(continued on next page)

FOR OFFICIAL USE ONLY.

Signed and delivered by)
ALI FARHAT who is ~~known to me~~)
~~personally~~ identified to me by)
Khudra Zuberi, the later)
being known to me personally this)
18th day of **APRIL** 2012)

Ali Farhat

Signature: *Issa Maige*

Name: ISSA MAIGE

Address: 22257
D'SALAAM

Occupation: ADVOCATE



TRANSFER OF SHARE(S) OR STOCK

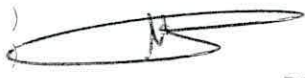
FOR THE CONSIDERATION hereinafter stated I, **ALI AFIF FAWAZ** the "Transferor" HEREBY transfer to the "Transferee" the shares specified below subject to the several conditions on which the shares are now held by the Transferor and, I, the said Transferee hereby agree to accept and hold the said shares subject to the conditions aforesaid.

Name of the Company whose shares are being transferred	BARAKA ESTABLISHMENT LIMITED (No. 40951)	
Full description of Shares	ORDINARY SHARES	
Number or amount of shares which are being transferred	IN WORDS	IN FIGURES
	ONE THOUSAND	1000
Full name and address of the registered holder of the shares	ALI AFIF FAWAZ P.O. Box 1187, DAR ES SALAAM. ("Transferor")	
CONSIDERATION	TEN MILLION SHILLINGS ONLY (TSHS. 10,000,000/=)	
Name and address in full of the Transferee of the shares	ALI FARHAT, P.O. Box 8812, DAR ES SALAAM ("Transferee")	

Sum = 100,000/-
R 19/4/12

IN WITNESS of which this Transfer deed has been duly executed and unconditionally delivered on the date hereinafter appearing.

Signed and delivered by)
ALI AFIF FAWAZ who is known)
to me personally/identified to me)
by Khadra Zubery, the later)
being known to me personally this)
18th day of APRIL 2012)



STAMP DUTY
Shs. 100,000 Collector

Receipt No. 645767 Date 20/04/2012

Signature: [Signature]

Name: ISSA MAIGE

Address: 22257 DSM

Occupation: ADVOCATE



Regional Manager - Male Top Region

Signed and delivered by)
AHMAD GHADDAR who is known to me)
personally/identified to me by)
Khudra Zubery, the later)
being known to me personally this)
day of 20)



Signature: *Issa Maige*

Name: *ISSA MAIGE*

Address: *22257*
D'SALAAM

Occupation: *ADVOCATE*



TANZANIA

TRANSFER OF SHARE(S) OR STOCK

<p>FOR THE CONSIDERATION hereinafter stated I, ALI AFIF FAWAZ the "Transferor" HEREBY transfer to the "Transferee" the shares specified below subject to the several conditions on which the shares are now held by the Transferor and, I, the said Transferee hereby agree to accept and hold the said shares subject to the conditions aforesaid.</p>		
Name of the Company whose shares are being transferred	BARAKA ESTABLISHMENT LIMITED (No. 40951)	
Full description of Shares	ORDINARY SHARES	
Number or amount of shares which are being transferred	IN WORDS	IN FIGURES
	ONE THOUSAND	1000
Full name and address of the registered holder of the shares	ALI AFIF FAWAZ P.O. Box 1187, DAR ES SALAAM. ("Transferor")	
CONSIDERATION	TEN MILLION SHILLINGS ONLY (TSHS. 10,000,000/=)	
Name and address in full of the Transferee of the shares	AHMAD GHADDAR, P.O. Box 8812, DAR ES SALAAM ("Transferee")	

IN WITNESS of which this Transfer deed has been duly executed and unconditionally delivered on the date hereinafter appearing.

Signed and delivered by
ALI AFIF FAWAZ who is known)
to me personally/identified to me)
by *Khudra Zubery*, the later)
being known to me personally this)
18th day of *April* 2012)



Signature: *[Signature]*
Name: *ISSA MAIGE*
Address: *22257*
DAR ES SALAAM
Occupation: *ADVOCATE*



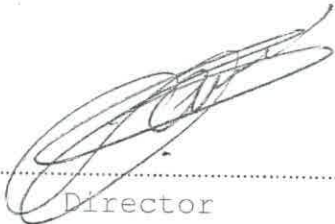
STAMP DUTY
Shs. *100,000* =
Collector
Receipt No. *649768* Date: *20/04/12*
Regional Manager - Ilala Tax Region

5. There were produced to and considered by the meeting the following resignations as Directors: -

- ALI AFIF FAWAZ

6. IT WAS RESOLVED that the above resignations be accepted and that the said ALI AFIF FAWAZ ceased to be Directors of the Company with immediate effect.

There being no further business the meeting then ended.



.....
Director

Date: 11/04/ 2012

BARAKA ESTABLISHMENT LIMITED

MINUTES OF THE MEETING OF THE BOARD OF DIRECTOR
HELD ON 11th APRIL 2012, HELD AT DAR ES SALAAM.

Present: SAMI GHADDAR
ALI AFIF FAWAZ
AHMAD GHADDAR
ALI FARHAT

In attendance: SAMI GHADDAR
Ali Afif Fawaz

1. There were produced to and considered by the Meeting the following Transfers of Shares: -

<u>Transferor</u>	<u>Transferee</u>	<u>No. of Shares</u>
ALI AFIF FAWAZ OF Baraka Establishment Ltd	AHMAD GHADDAR	1000 Ordinary share
ALI AFIF FAWAZ OF Baraka Establishment Ltd	ALI FARHAT	1000 Ordinary share

2. IT WAS RESOLVED that: -

- a. Subject to their being represented duly stamped, such Transfers be approved.
- b. The names of the Transferees be entered in the Register of Members in respect of the Shares transferred to them.
- c. New Shares Certificates be prepared and issued to the Transferees.

3. ~~IT WAS PROPOSED that AHMAD GHADDAR and ALI FARHAT be appointed Directors of the Company~~

4. IT WAS RESOLVED that AHMAD GHADDAR and ALI FARHAT be appointed Directors of the Company with immediate effect.

PARTICULARS OF THE DIRECTORS OR MANAGERS (a) OF BARAKA ESTABLISHMENT LIMITED AND OF ANY CHANGES

The Present Christian Name or Names and Surname	Any former Christian Name or Names or Surname	Nationality	Nationality of origin (if other than the present Nationality)	Usual residential address	Other business occupation or directorship if any, if none state so (e)	Changes date thereof
ALLY AFIF	FAWAZ	TANZANIAN	LEBANESE	PLOT NO.89/90 VINGUNGUTI, P.O.BOX 8812 - DAR ES SALAAM.		
SAMI	GHADDAR	FRENCH	LEBANESE	PLOT NO.89/90 VINGUNGUTI, P.O.BOX 8812 - DAR ES SALAAM.		Appointed as a Director w.e.f. 01/05/2010
ABDULHANIF ISSAK YAKUB	REMTULLA	TANZANIAN	TANZANIA	PLOT NO.14/47 ZANAKI STREET, KISUTU AREA		Resigned as a director w.e.f 30/4/2010
HUSSEIN AHMAD	MADI	LEBANESE		PLOT NO.2,3,4 KEKO MWANGA, GEREZANI - DSM		Resigned as a director w.e.f 30/4/2010
HASSAN AHMAD	MADI	LEBANESE		PLOT NO.2,3,4 KEKO MWANGA, GEREZANI - DSM		Resigned as a director w.e.f 30/4/2010

- (a) "Director" includes any person who occupies the position of a Director by whatever name called, and any person in accordance with whose directions or instructions the Directors of a company are accustomed act
- (b) In the case of a Corporation its corporate name and registered or principal office should be shown.
- (c) In the case of an individual who has no business occupation but hold any other directorships, particulars of that directorship or of someone of those directorships must be entered,
- (d) A complete list of the Directors or Managers shown as existing in the last particulars delivered should always be given. A note of changes since the list should be made in this column, e.g. by placing against a new director's name the words "in place of....." and by writing against any former director's name the words "dead", "resigned", or as the case may be, and the dates.

Signature _____

State whether Director or Manager or Secretary _____

Dated the _____ day of _____

THE UNITED REPUBLIC OF TANZANIA

The Company Ordinance (Cap.212)

Filing Fee Shs.15/=

Particulars of Directors or Managers and of any Changes therein
(Pursuant to Section 145)

Name of Company: **M/S BARAKA ESTABLISHMENT LIMITED**

Presented by:

MR. ALLY AFIF FAWAZ

A DIRECTOR OF COMPANY

P. O. BOX 1187

DAR ES SALAAM

Shs 500/= Collected

Receipt No. 0967176 Dated 10/5/10

Regional Manager-Ilala Tax Region

TRANSFER OF SHARE OR STOCK

I Hussain Ahmad Madi
P.O. Box 1187
Dar es Salaam

in consideration of the sum of T.Shs.10,000,000/= (Tanzanian Shillings Ten Million only)

Paid by Ali Fawaz
P.O. Box 7283
Dar es Salaam

hereinafter called the said Transferee:
1,000/= Ordinary Shares of TShs.10,000/= each


Do hereby bargain sell, assign, and transfer to the said Transferee: -

Of and in the undertaking called the
M/S BARAKA ESTABLISHMENT LTD

To hold unto the said Transferee its Executors, Administrators, and Assigns, subject to the several conditions on which I held the same immediately before the execution thereof, and the said Transferee do hereby agree to accept and take the said subject to the conditions aforesaid.

As witness our hands and Sales this _____ day of _____,
In the year of our Lord Two Thousand and four


Signed, sealed and delivered, by the above named
Hussein Ahmad Madi in the Presence of
Signature.....
Address.....
Occupation.....


Hussein Ahmad Madi



Signed, sealed and delivered, by the above named
Ali Fawaz in the Presence of

Signature.....
Address.....
Occupation.....


Ali Fawaz



Signed, sealed and delivered, by the above named
.....in the Presence of

Signature.....
Address.....
Occupation.....



Signed, sealed and, delivered, by the above named
.....in the Presence of

Signature.....
Address.....
Occupation.....



NOTE:- The Consideration money set forth in a Transfer may differ from that which the first Seller will receive, owing to sub-sales by the original Buyer; the Stamp Act requires that in such case the Consideration money paid by the sub-purchaser shall be the one inserted in the Deed, as regulating the *ad valorem* Duty; the following in the *Clause* in question:-

"Where a person having contracted for the purchase of any Property, but not having obtained a conveyance thereof, contracts to sell the same to any other person and the property is, in consequence, conveyed immediately to the sub-purchaser, the conveyance is to be charged with *ad valorem* Duty in respect of the consideration moving from the Sub-purchase"- (54 & 5 Vict., cap.39 (1891), Section 56, Sub-section 4).

+When a Transfer is executed out of Great Britain, it is recommended that the Signatures be attested by H.M. Consul or Vice-Consul, Clergyman, Magistrate, Notary Public, or by some person holding & public Position, as most companies refuse to recognize Signatures not so attested.

When a Witness is a Female she must state whether she is a Spinster, Wife, Widow and if Wife she must give her Husband's Name. Address and Quality, Profession or Occupation. The Date must be inserted in words and not in figures." **A WIFE SHOULD NOT WITNESS HER HUSBAND'S SIGNATURE, NOR SHOULD HE WITNESS HER'S.**

500/=

Stock forwarded to the Company's Office

Coupon for f

+ Witness's

+ Witness's

+ Witness's

+ Witness's

TRANSFER OF SHARE OR STOCK

STAMP DUTY

Shs 100,000/= Collected

Receipt No. 0967175 Dated 10/5/10

Regional Manager-Ilala Tax Region

Stock forwarded to the Company's Office

I Hussain Ahmad Madi
P.O. Box 1187
Dar es Salaam

in consideration of the sum of T.Shs.10,000,000/= (Tanzanian Shillings Ten Million only)

Paid by Ali Fawaz
P.O. Box 7283
Dar es Salaam

hereinafter called the said Transferee:
1,000/= Ordinary Shares of TShs.10,000/= each

Do hereby bargain sell, assign, and transfer to the said Transferee: -

Of and in the undertaking called the
M/S BARAKA ESTABLISHMENT LTD


To hold unto ;the said Transferee its Executors, Administrators, and Assigns, subject to the several conditions on which I held the same immediately before the execution thereof, and the said Transferee do hereby agree to accept and take the said ;subject to the conditions aforesaid.

As witness our hands and Sales this _____ day of _____,
In the year of our Lord Two Thousand and four

Coupon for f

+ Witness's

Signed, sealed and delivered, by the above named
Hussain Ahmad Madi in the Presence of
Signature.....
Address.....
Occupation.....


Hussain Ahmad Madi



+ Witness's

Signed, sealed and delivered, by the above named
Ali Fawaz in the Presence of
Signature.....
Address.....
Occupation.....


Ali Fawaz



+ Witness's

Signed, sealed and delivered, by the above named
.....in the Presence of
Signature.....
Address.....
Occupation.....



+ Witness's

Signed, sealed and, delivered, by the above named
.....in the Presence of
Signature.....
Address.....
Occupation.....



NOTE:- The Consideration money set forth in a Transfer may differ from that which the first Seller will receive, owing to sub-sales by the original Buyer; the Stamp Act requires that in such case the Consideration money paid by the sub-purchaser shall be the one inserted in the Deed, as regulating the *ad valorem* Duty; the following in the *Clause* in question:-

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100000/-

Stock forwarded to the Company's Office

TRANSFER OF SHARE OR STOCK

STAMP DUTY
Shs 500/- Collected
Receipt No. 0969170 Dated 10/5/10
Regional Manager-Jlala Tax Region

I **Hussein Ahmad Madi**
P.O. Box 1187
Dar es Salaam

in consideration of the sum of T.Shs.10,000,000/= (Tanzanian Shillings Ten Million only)

Paid by **Sami Ghaddar**
P.O. Box 8812
Dar es Salaam

hereinafter called the said Transferee:
1,000/= Ordinary Shares of TShs.10,000/= each

Do hereby bargain sell, assign, and transfer to the said Transferee: -

Of and in the undertaking called the
M/S BARAKA ESTABLISHMENT LTD


To hold unto the said Transferee its Executors, Administrators, and Assigns, subject to the several conditions on which I held the same immediately before the execution thereof, and the said Transferee do hereby agree to accept and take the said subject to the conditions aforesaid.

As witness our hands and Sales this _____ day of _____,
In the year of our Lord Two Thousand and four

Coupon for f

+ Witness's

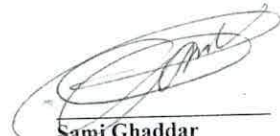
Signed, sealed and delivered, by the above named
Hussein Ahmad Madi in the Presence of
Signature.....
Address.....
Occupation.....


Hussein Ahmad Madi



+ Witness's

Signed, sealed and delivered, by the above named
Sami Ghaddar in the Presence of
Signature.....
Address.....
Occupation.....


Sami Ghaddar



+ Witness's

Signed, sealed and delivered, by the above named
.....in the Presence of
Signature.....
Address.....
Occupation.....



+ Witness's

Signed, sealed and, delivered, by the above named
.....in the Presence of
Signature.....
Address.....
Occupation.....



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"Where a person having contracted for the purchase of any Property, but not having obtained a conveyance thereof, contracts to sell the same to any other person and the property is, in consequence, conveyed immediately to the sub-purchaser, the conveyance is to be charged with *ad valorem* Duty in respect of the consideration moving from the Sub-purchase"- (54 & 5 Vict., cap.39 (1891), Section 56, Sub-section 4).

+When a Transfer is executed out of Great Britain, it is recommended that the Signatures be attested by H.M. Consul or Vice-Consul, Clergyman, Magistrate, Notary Public, or by some person holding & public Position, as most companies refuse to recognize Signatures not so attested.

When a Witness is a Female she must state whether she is a Spinster, Wife, Widow and if Wife she must give her Husband's Name, Address and Quality, Profession or Occupation. The Date must be inserted in words and not in figures." **A WIFE SHOULD NOT WITNESS HER HUSBAND'S SIGNATURE, NOR SHOULD HE WITNESS HER'S.**

500k

TRANSFER OF SHARE OR STOCK

STAMP DUTY
Shs. 100,000/= Collected
Receipt No. 0967169 Dated 10/5/10
Regional Manager-Ilala Tax Region

Stock forwarded to the Company's Office

I Hussein Ahmad Madi
P.O. Box 1187
Dar es Salaam

in consideration of the sum of T.Shs.10,000,000/= (Tanzanian Shillings Ten Million only)

Paid by Sami Ghaddar
P.O. Box 8812
Dar es Salaam

hereinafter called the said Transferee:
1,000/= Ordinary Shares of TShs.10,000/= each

Do hereby bargain sell, assign, and transfer to the said Transferee: -

Of and in the undertaking called the
M/S BARAKA ESTABLISHMENT LTD

To hold unto ;the said Transferee its Executors, Administrators, and Assigns, subject to the several conditions on which I held the same immediately before the execution thereof, and the said Transferee do hereby agree to accept and take the said ;subject to the conditions aforesaid.

As witness our hands and Sales this _____ day of _____,
In the year of our Lord Two Thousand and four

Coupon for f

+ Witness's

Signed, sealed and delivered, by the above named
Hussein Ahmad Madi in the Presence of
Signature.....
Address.....
Occupation.....

Hussein Ahmad Madi



+ Witness's

Signed, sealed and delivered, by the above named
Sami Ghaddar in the Presence of
Signature.....
Address.....
Occupation.....

Sami Ghaddar



+ Witness's

Signed, sealed and delivered, by the above named
.....in the Presence of
Signature.....
Address.....
Occupation.....



+ Witness's

Signed, sealed and, delivered, by the above named
.....in the Presence of
Signature.....
Address.....
Occupation.....



NOTE:- The Consideration money set forth in a Transfer may differ from that which the first Seller will receive, owing to sub-sales by the original Buyer; the Stamp Act requires that in such case the Consideration money paid by the sub-purchaser shall be the one inserted in the Deed, as regulating the *ad valorem* Duty; the following in the *Clause* in question:-

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100000k

TRANSFER OF SHARE OR STOCK

500/- = Collected
Receipt No. 0967169 Dated 10/5/10
Regional Manager-Ilala Tax Region

I, ABDUL ISSAK YAKUB REMTULLA
of **P. O. Box – 7285,**
Dar es Salaam

in consideration of the sum of T.Shs. **10,000,000/- (Ten Million only)**

Paid by **SAMI GHADDAR**
of, **P. O. Box – 8812,**
Dar es Salaam
(Hereinafter called the said Transferee)

Do hereby bargain sell, assign, and transfer to the said Transferee: -

1,000 (One Thousand only) Fully Paid Ordinary Shares

of and in the undertaking called the

BARAKA ESTABLISHMENT LIMITED of, P. O. BOX – 8812, Dar es Salaam

To hold unto; the said Transferee its Executors, Administrators, and Assigns, subject to the several conditions on which I held the same immediately before the execution thereof, and the said Transferee do hereby agree to accept and take the said ;subject to the conditions aforesaid.

As witness our hands and Sales this _____ day of _____ in the year of our Lord
Two Thousand and _____

Signed, sealed and delivered, by the above named
ABDUL ISSAK YAKUB REMTULLA in the Presence of

{ Signature.....
Address.....
Occupation..... }

[Handwritten Signature]

Transferor



Signed, sealed and delivered, by the above named
SAMI GHADDAR in the Presence of

{ Signature.....
Address.....
Occupation..... }

[Handwritten Signature]

Transferee



Signed, sealed and delivered, by the above named
.....in the Presence of

{ Signature.....
Address.....
Occupation..... }



Signed, sealed and, delivered, by the above named
.....in the Presence of

{ Signature.....
Address.....
Occupation..... }



NOTE:- The Consideration money set forth in a Transfer may differ from that which the first Seller will receive, owing to sub-sales by the original Buyer; the Stamp Act requires that in such case the Consideration money paid by the sub-purchaser shall be the one inserted in the Deed, as regulating the *ad valorem* Duty; the following in the *Clause* in question:-

“Where a person having contracted for the purchase of any Property, but not having obtained a conveyance thereof, contracts to sell the same to any other person and the property is, in consequence, conveyed immediately to the sub-purchaser, the conveyance is to be charged with *ad valorem* Duty in respect of the consideration moving from the Sub-purchase”-(54 & 5 Vict., cap.39 (1891), Section 56, Sub-section 4).

+When a Transfer is executed out of Great Britain, it is recommended that the Signatures be attested by H.M. Consul or Vice-Consul, Clergyman, Magistrate, Notary Public, or by some person holding & public Position, as most companies refuse to recognize Signatures not so attested.

When a Witness is a Female she must state whether she is a Spinster, Wife, Widow and if Wife she must give her Husband’s Name. Address and Quality, Profession or Occupation. The Date must be inserted in words and not in figures.” **A WIFE SHOULD NOT WITNESS HER HUSBAND’S SIGNATURE, NOR SHOULD HE WITNESS HER’S.**

500/-

Stock forwarded to the Company's Office

+ Witness's Coupon for T.Shs.

+ Witness's

+ Witness's

+ Witness's

TRANSFER OF SHARE OR STOCK

100,000/-

Collected

I, **ABDUL ISSAK YAKUB REMTULLA**
of **P. O. Box - 7285,**
Dar es Salaam

Receipt No. 0967168 Dated 10/5/10

Regional Manager-Ikala Tax Region

in consideration of the sum of T.Shs. **10,000,000/- (Ten Million only)**

Paid by **SAMI GHADDAR**
of, **P. O. Box - 8812,**
Dar es Salaam

(Hereinafter called the said Transferee)

Do hereby bargain sell, assign, and transfer to the said Transferee: -

1,000 (One Thousand only) Fully Paid Ordinary Shares

of and in the undertaking called the

BARAKA ESTABLISHMENT LIMITED of, P. O. BOX - 8812, Dar es Salaam

To hold unto; the said Transferee its Executors, Administrators, and Assigns, subject to the several conditions on which I held the same immediately before the execution thereof, and the said Transferee do hereby agree to accept and take the said subject to the conditions aforesaid.

As witness our hands and Sales this _____ day of _____ in the year of our Lord
Two Thousand and _____

Signed, sealed and delivered, by the above named
ABDUL ISSAK YAKUB REMTULLA in the Presence of

Signature.....
Address.....
Occupation.....

Asak

Transferor



Signed, sealed and delivered, by the above named
SAMI GHADDAR in the Presence of

Signature.....
Address.....
Occupation.....

[Signature]

Transferee



Signed, sealed and delivered, by the above named
..... in the Presence of

Signature.....
Address.....
Occupation.....



Signed, sealed and, delivered, by the above named
..... in the Presence of

Signature.....
Address.....
Occupation.....



NOTE:- The Consideration money set forth in a Transfer may differ from that which the first Seller will receive, owing to sub-sales by the original Buyer; the Stamp Act requires that in such case the Consideration money paid by the sub-purchaser shall be the one inserted in the Deed, as regulating the *ad valorem* Duty; the following in the *Clause* in question:-

"Where a person having contracted for the purchase of any Property, but not having obtained a conveyance thereof, contracts to sell the same to any other person and the property is, in consequence, conveyed immediately to the sub-purchaser, the conveyance is to be charged with *ad valorem* Duty in respect of the consideration moving from the Sub-purchase"-(54 & 5 Vict., cap.39 (1891), Section 56, Sub-section 4).

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When a Witness is a Female she must state whether she is a Spinster, Wife, Widow and if Wife she must give her Husband's Name. Address and Quality, Profession or Occupation. The Date must be inserted in words and not in figures." **A WIFE SHOULD NOT WITNESS HER HUSBAND'S SIGNATURE, NOR SHOULD HE WITNESS HER'S.**

100,000/-

Stock forwarded to the Company's Office

+ Witness's Coupon for T.Shs.

+ Witness's

+ Witness's

+ Witness's

+ Witness's

Business Occupation

DIRECTOR

**Other Directorships
(Directors Only)**

NONE

I consent to act as [director] [secretary] of the above named company

Signed 

Date

A director/secretary etc. must sign the form below

Signed 

Date

(A director/ secretary/ administrator/ administrative receiver/ receiver)

Notes:

Show full First Names, not initials. If the director or secretary is a corporation, show the name on the surname line and registered or principal office address on the usual residential address line.

Give previous First Name(s) or Surname(s) except that:

- For married woman, the name by which she was known before marriage need not be given
- Names not used since the age of 18 or for at least 20 years need not be given

Other Directorships

Give the name of every company incorporated in Tanzania of which the person concerned is a director or has been a director at anytime in the past five years.

RECEIPT NO. 210007
DATE 22/12/07

21,000/-
Vg 6/3/07
Form. 210a

THE UNITED REPUBLIC OF TANZANIA

BUSINESS REGISTRATIONS AND LICENCING AGENCY

Appointment of a Director or Secretary
Not for Resignation (Use Form 210b) or change of particulars (Use Form 210c)

Pursuant to Section 210 of the Companies Act 2002

Company Number

Company Name (in full)

Date of Appointment

Appointed as Director Appointed as Secretary

Name: (First Name(s))

(Surname)

Previous Name(s)

Address (Usual Residential)

Nationality

Date of Birth

(continued on next page)

FOR OFFICIAL USE ONLY

Business Occupation

DIRECTOR

Other Directorships
(Directors Only)


NONE

I consent to act as [director] {secretary} of the above named company

Signed 

Date

A director/secretary etc. must sign the form below

Signed 

Date

(A director/ secretary/ administrator/ administrative receiver/ receiver)

Notes:

Show full First Names, not initials. If the director or secretary is a corporation, show the name on the surname line and registered or principal office address on the usual residential address line.

Give previous First Name(s) or Surname(s) except that:

- For married woman, the name by which she was known before marriage need not be given
- Names not used since the age of 18 or for at least 20 years need not be given

Other Directorships

Give the name of every company incorporated in Tanzania of which the person concerned is a director or has been a director at anytime in the past five years.

RECEIPT NO. 21000
DATE 28/12/06

FF 21,000/=
VG 06/03/07
Form. 210a

THE UNITED REPUBLIC OF TANZANIA

BUSINESS REGISTRATIONS AND LICENCING AGENCY

Appointment of a Director or Secretary
Not for Resignation (Use Form 210b) or change of particulars (Use Form 210c)

Pursuant to Section 210 of the Companies Act 2002

Company Number

Company Name (in full)

Date of Appointment

Appointed as Director Appointed as Secretary

Name: (First Name(s))

(Surname)

Previous Name(s)

Address (Usual Residential)

Nationality

Date of Birth

(continued on next page)

FOR OFFICIAL USE ONLY

RGF - 285,000/=

F/F - 21,000/=

VG 6/7/07

Form. 66

RECEIPT NO. 366550
DATE 28/12/07

THE UNITED REPUBLIC OF TANZANIA

BUSINESS REGISTRATIONS AND LICENCING AGENCY

Notice of Increase in Nominal Capital

Pursuant to Section 66(2) of the Companies Act 2002

To the Registrar of Companies

Company Number

40951

Company Name
(in full)

BARAKA ESTABLISHMENT LIMITED

The above-named Company gives notice in accordance with section 66 of the above Act that by resolution of the company dated the nominal capital of the Company has been increased by Tshs 47,000,000/- beyond the registered capital of Tshs 3,000,000/-.

Printed copies of the resolution authorising the increase are attached.

The conditions (e.g. voting rights, dividend rights, winding-up rights etc.) subject to which the new shares have been or are to be issued are as follows:

Signed



(Director/Secretary/Administrator/Administrative Receiver/Receiver)

Print Name

MR. ALI AFIF FAWAZ

Date

13th December, 2006

FOR OFFICIAL USE ONLY

Empty box for official use only.

Shareholder Details	Shares and share class allotted	
Name: Mr. Ali Afif Fawaz	Class of Shares	Number Allotted
Address: P. O. Box 8812, Dar es Salaam	Ordinary	950

Name: Mr. Abdul Issak Yakub Remtulla	Class of Shares	Number Allotted
Address: P. O. Box 7285, Dar es Salaam	Ordinary	950

Name: Mr. Hussein Ahmad Madi	Class of Shares	Number Allotted
Address: P. O. Box 8812, Dar es Salaam	Ordinary	1,000


Name: Mr. Hassan Ahmad Madi	Class of Shares	Number Allotted
Address: P. O. Box 8812, Dar es Salaam	Ordinary	1,000

Please enter the number of continuation sheets

(if any) attached to this form

X

Signed



Director/Secretary/Administrator/Administrative Receiver/Manager

Date

Sh 21,000/-
6/3/07

FEE PAID SHS. 21,000/-
RECEIPT NO. 2823
DATE 12/13/06

THE UNITED REPUBLIC OF TANZANIA
BUSINESS REGISTRATIONS AND LICENCING AGENCY

Return of Allotment of Shares
Pursuant to Section 55(1) of the Companies Act 2002

To the Registrar of Companies

Company Number

Company Name
(in full)

Shares Allotted (including bonus shares)

Date or period during which shares were allotted:

(If shares were allotted on one date, enter that date in the "from" box)

From:
To:

Class of Shares (ordinary of preference etc)	ORDINARY SHARES		
Number Allotted	3,900		
Nominal Value of each share	10,000/-		
Amount (if any) paid or due On each share	10,000/-		

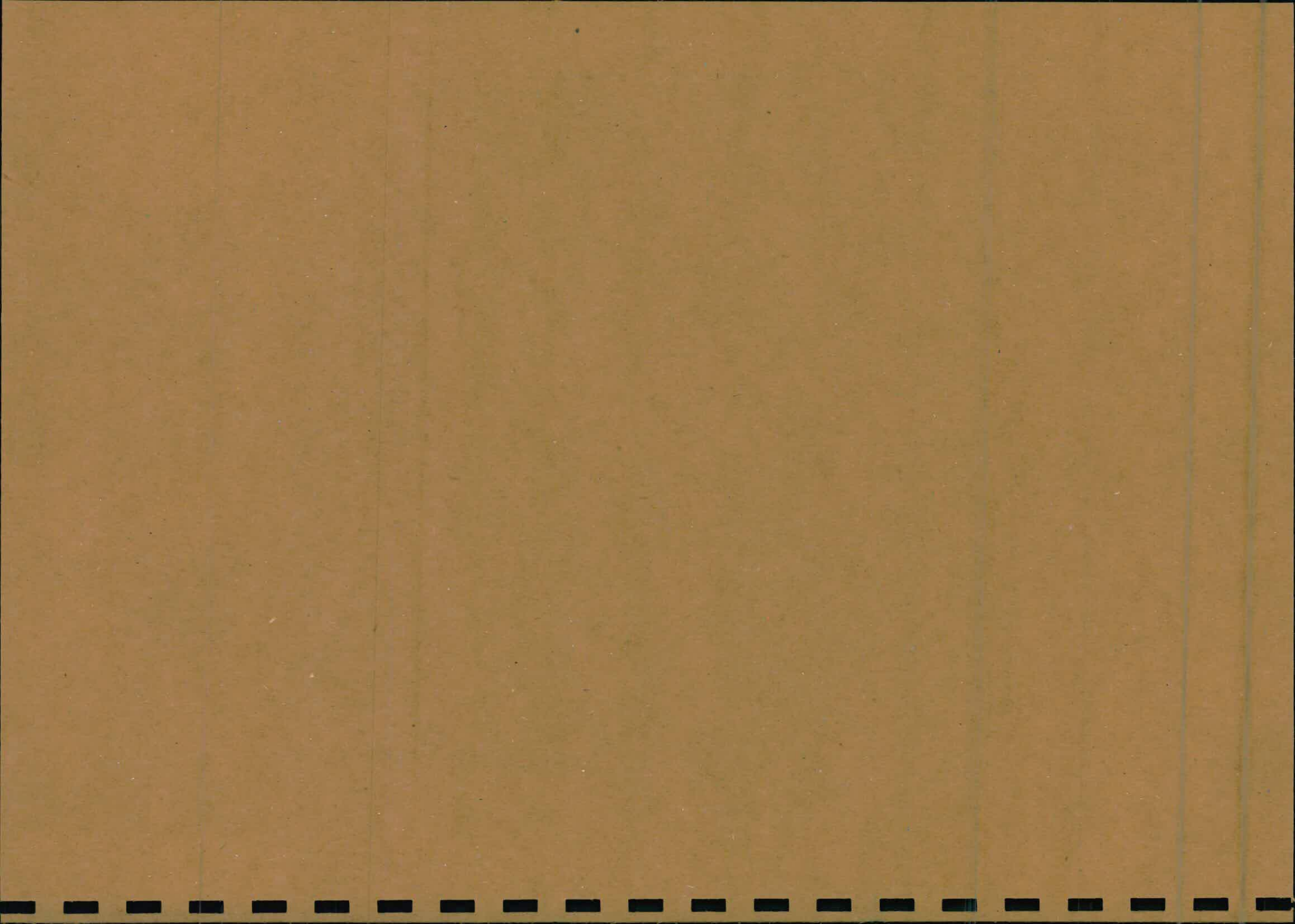
List the names and addresses of the allottees and the number of shares allotted overleaf

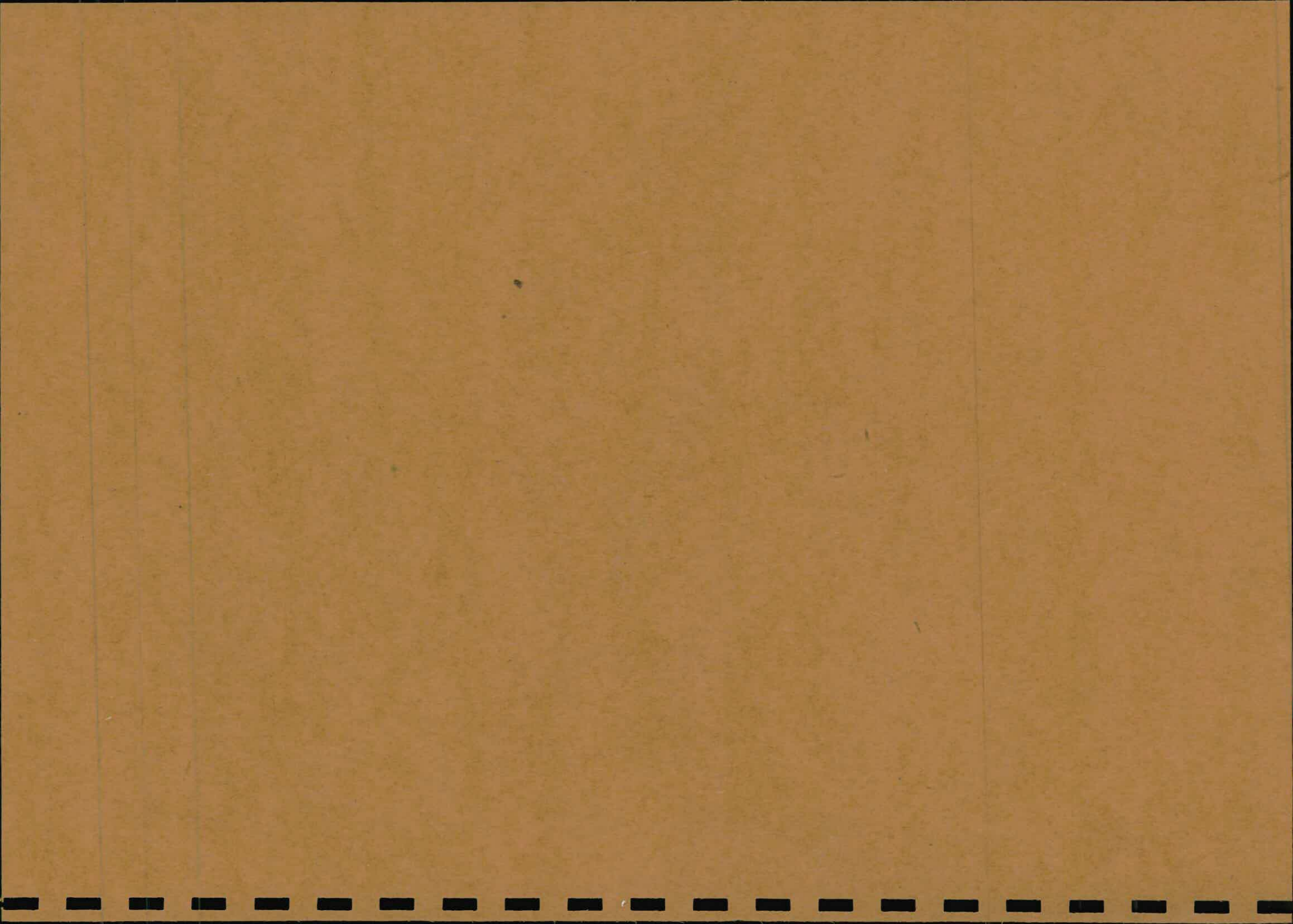
If the allotted shares are fully or partly paid up otherwise than in cash please state:

% that each share is to be treated as paid up

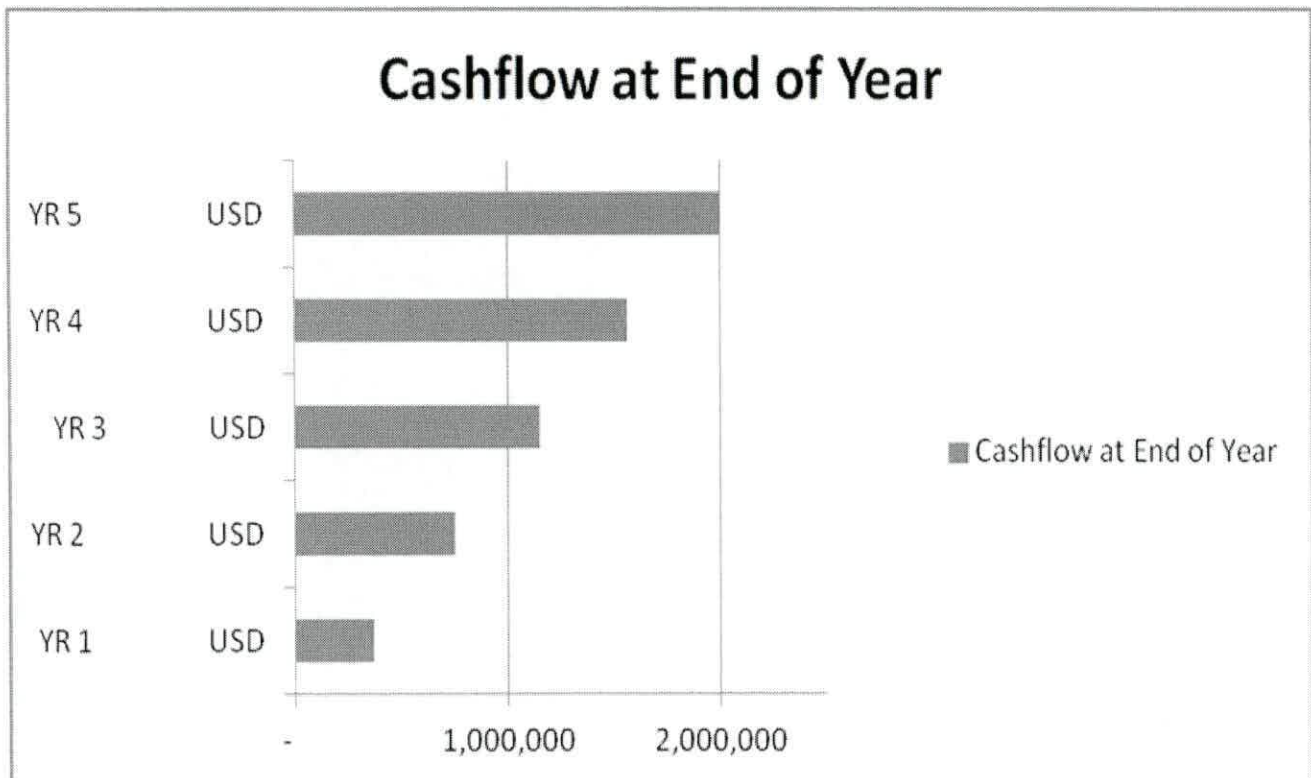
Consideration for which
The shares were allotted
(this information must be supported by the duly stamped contract or by the duly stamped particulars on Form 55b if the contract is not in writing)

FOR OFFICIAL USE ONLY

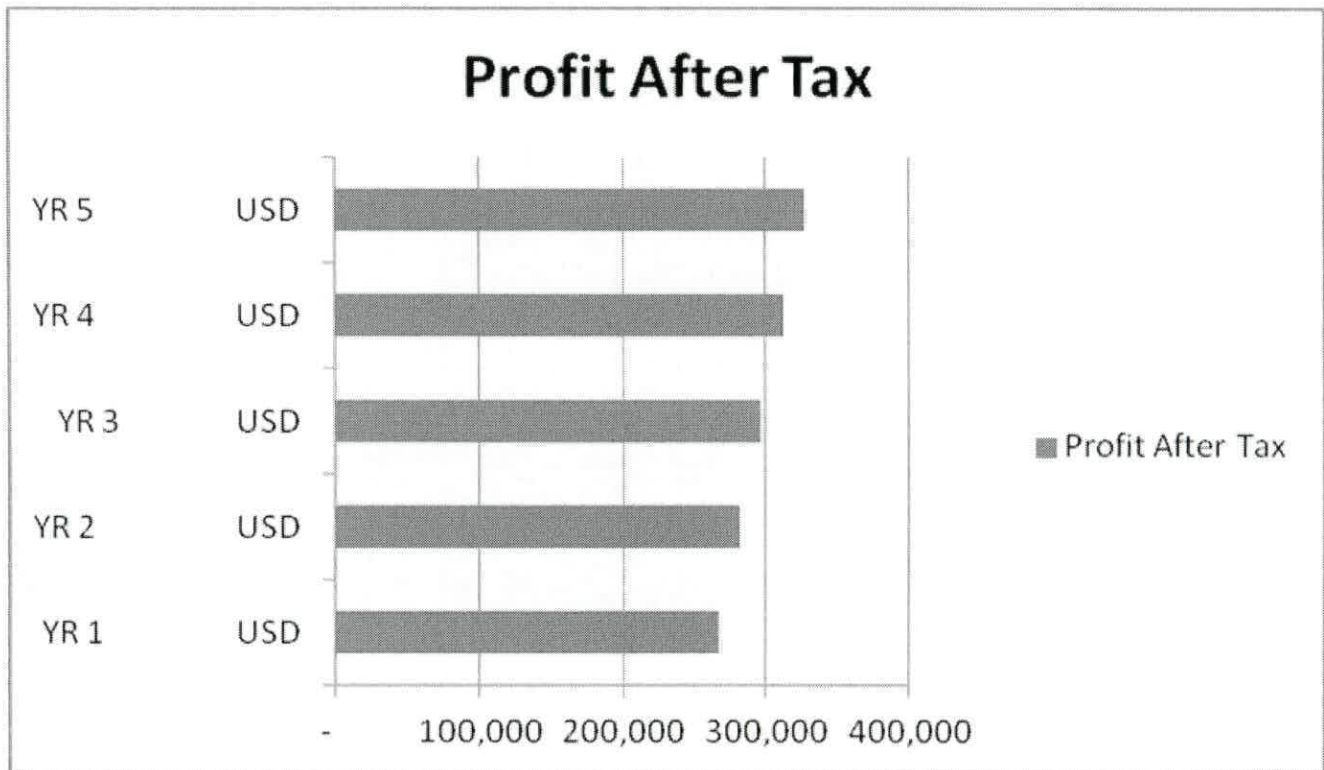




CASH FLOW PROJECTION					
	YR 1 USD	YR 2 USD	YR 3 USD	YR 4 USD	YR 5 USD
Cashflow at End of Year	364,973	746,950	1,146,380	1,563,696	1,998,306



PROFIT PROJECTION					
	YR 1 USD	YR 2 USD	YR 3 USD	YR 4 USD	YR 5 USD
Profit After Tax	266,303	281,050	296,254	311,909	327,307



REVENUE PROJECTION					
	YR 1 USD	YR 2 USD	YR 3 USD	YR 4 USD	YR 5 USD
Sales Revenue	2,673,000	2,806,650	2,946,983	3,094,332	3,249,048



SCHEDULE 5					
SALARIES & WAGES					
NO	DEPARTMENTS/DESIGNATION	NO.	SALARY PER MONTH	SUBTOTAL MONTHLY SALARY	ANNUAL GROSS SALARY
1	Managing Director	1	1500	1500	18,000
2	Finance and Administration Manager	1	1000	1000	12,000
3	Production Manager	1	1000	1000	12,000
4	Sales and Marketing Manager	1	1000	1000	12,000
5	Officers	4	600	2400	28,800
6	Accountants	1	600	600	7,200
7	Machine Operators	5	300	1500	18,000
8	Technicians	2	300	600	7,200
8	Secretary	1	250	250	3,000
9	Drivers	5	200	1000	12,000
10	Casual Labourers	109	100	10900	130,800
11	Security Guards	2	100	200	2,400
12	Office Assistant	2	200	400	4,800
TOTAL USD \$		135	7,150	22,350	268,200

SCHEDULE 3	
COST STRUCTURE	
PARTICULAR	AMOUNT USD
Land and Buildings	218,750
Plant, Machinery & Equipment	250,000
Motor Vehicles	250,000
Furniture & Fittings	40,000
Pre expenses	20,000
Others	0
Working Capital	100,000
TOTAL	878,750

SCHEDULE 4					
FIXED ASSETS SCHEDULE					
NAME OF ASSETS	YR 1 USD	YR 2 USD	YR 3 USD	YR 4 USD	YR 5 USD
Land and Buildings	218,750	196,875	175,000	153,125	131,250
Plant, Machinery & Equipment	250,000	225,000	200,000	175,000	150,000
Motor Vehicles	250,000	225,000	200,000	175,000	150,000
Furniture & Fixtures	40,000	36,000	32,000	28,000	24,000
TOTAL	758,750	682,875	607,000	531,125	455,250
DEPRECIATION	YR 1 USD	YR 2 USD	YR 3 USD	YR 4 USD	YR 5 USD
Land and Buildings	21,875	21,875	21,875	21,875	21,875
Plant, Machinery & Equipment	25,000	25,000	25,000	25,000	25,000
Motor Vehicles	25,000	25,000	25,000	25,000	25,000
Furniture & Fixtures	4,000	4,000	4,000	4,000	4,000
ANNUAL DEPRECIATION	75,875	75,875	75,875	75,875	75,875
CLOSING FIXED ASSETS	682,875	607,000	531,125	455,250	379,375

BARAKA ESTABLISHMENT LIMITED

SCHEDULES AND GRAPHS

SCHEDULE 1

REVENUE PROJECTION

PRODUCTS	YR 1 USD	YR 2 USD	YR 3 USD	YR 4 USD	YR 5 USD
Drinking Spring Water	1,485,000	1,559,250	1,637,213	1,719,073	1,805,027
Fruit Juice	1,188,000	1,247,400	1,309,770	1,375,259	1,444,021
	2,673,000	2,806,650	2,946,983	3,094,332	3,249,048

SCHEDULE 2

OTHER OPERATING COSTS

OTHER OPERATING COST	YR 1 USD	YR 2 USD	YR 3 USD	YR 4 USD	YR 5 USD
Motor vehicle running expenses	310,068	325,571	341,850	358,942	376,890
Salaries and wages	268,200	281,610	295,691	310,475	325,999
Pension contribution	26,820	28,161	29,569	31,048	32,600
Depreciation	75,875	75,875	75,875	75,875	75,875
Administrative expenses	320,760	336,798	353,638	371,320	389,886
Marketing Costs	133,650	140,333	147,349	154,717	162,452
Interest Expense	10,076	10,076	10,076	10,076	10,076
Utility costs	80,190	88,209	97,030	106,733	117,406
Insurance	35,150	35,150	35,150	35,150	35,150
Communication	16,038	16,840	17,682	18,566	19,494
Total costs	1,276,827	1,338,623	1,403,909	1,472,901	1,545,828

BARAKA ESTABLISHMENT LIMITED						
PROJECTED CASHFLOW						
		YR 1 USD	YR 2 USD	YR 3 USD	YR 4 USD	YR 5 USD
CASHFLOW FROM OPERATIONS:						
Cash Sales		2,191,860	2,301,453	2,416,526	2,537,352	2,664,220
VAT Receipt		481,140	505,197	530,457	556,980	584,829
Subtotal Cash Received		2,673,000	2,806,650	2,946,983	3,094,332	3,249,048
Expenditures from Operations:						
Purchases		914,166	959,874	1,007,868	1,058,261	1,111,174
Additional Cash Spent		1,200,952	1,262,748	1,328,034	1,397,026	1,470,953
VAT payments		182,833	191,975	201,574	211,652	222,235
Interest Expense		10,076	10,076	10,076	10,076	10,076
Subtotal Cash payment		2,308,027	2,424,673	2,547,552	2,677,016	2,814,438
CASH FROM OPERATIONS		364,973	381,977	399,431	417,316	434,610
CASH FLOW FROM INVESTMENTS:						
Purchase of Assets		- 758,750				
Working capital		- 120,000				
CASH FLOW FROM INVESTMENTS:		- 878,750	-	-	-	-
CASH FLOW FROM FINANCING:						
Owners Equity Contribution		420,750				
Bank loan		458,000				
CASH FLOW FROM FINANCING		878,750	-	-	-	-
NET CASHFLOW FOR PERIOD		364,973	381,977	399,431	417,316	434,610
CASHFLOW AT START OF YEAR		-	364,973	746,950	1,146,380	1,563,696
CASHFLOW AT END OF YEAR		364,973	746,950	1,146,380	1,563,696	1,998,306

BARAKA ESTABLISHMENT LIMITED						
PROJECTED BALANCE SHEET						
		YR 1 USD	YR 2 USD	YR 3 USD	YR 4 USD	YR 5 USD
<u>Fixed Assets</u>						
Long-term Assets		758,750	682,875	607,000	531,125	455,250
Depreciation		75,875	75,875	75,875	75,875	75,875
Total Long-term Assets		682,875	607,000	531,125	455,250	379,375
<u>Current Assets</u>						
Cash		364,973	746,950	1,146,380	1,563,696	1,998,306
Accounts Receivable		668,250	701,663	736,746	773,583	812,262
Stock		745,767	783,055	822,208	863,319	906,484
Total Current Assets		1,778,990	2,231,668	2,705,334	3,200,597	3,717,052
Total Assets		2,461,865	2,838,668	3,236,459	3,655,847	4,096,427
<u>Current Liabilities</u>						
Accounts Payable		1,235,553	1,327,243	1,424,514	1,527,515	1,636,084
Other Current Liabilities		81,259	85,322	89,588	94,068	98,771
Subtotal Current Liabilities		1,316,812	1,412,565	1,514,103	1,621,582	1,734,855
<u>Long-term Liabilities</u>						
Long-term Liabilities		458,000	458,000	458,000	458,000	458,000
Total Liabilities		1,774,812	1,870,565	1,972,103	2,079,582	2,192,855
Net Assets		687,053	968,103	1,264,358	1,576,266	1,903,574
<u>Capital and Reserves</u>						
Owners Contribution		420,750	420,750	420,750	420,750	420,750
Retained Earnings		266,303	547,353	843,607	1,155,516	1,482,824
Total Capital		687,053	968,103	1,264,357	1,576,266	1,903,574

BARAKA ESTABLISHMENT LIMITED

PROJECTED INCOME & EXPENDITURE STATEMENT

	YR 1 USD	YR 2 USD	YR 3 USD	YR 4 USD	YR 5 USD
Sales Revenue	2,673,000	2,806,650	2,946,983	3,094,332	3,249,048
Cost of Sales	1,015,740	1,066,527	1,119,853	1,175,846	1,234,638
Gross Profit	1,657,260	1,740,123	1,827,129	1,918,486	2,014,410
Operating Expenses:					
Administrative Expenses:	320,760	336,798	353,638	371,320	389,886
Motor Vehicle running expenses	310,068	325,571	341,850	358,942	376,890
Salaries and wages	268,200	281,610	295,691	310,475	325,999
Pension contribution	26,820	28,161	29,569	31,048	32,600
Depreciation	75,875	75,875	75,875	75,875	75,875
Marketing Costs	133,650	140,333	147,349	154,717	162,452
Interest Expense	10,076	10,076	10,076	10,076	10,076
Utility costs	80,190	88,209	97,030	106,733	117,406
Insurance	35,150	35,150	35,150	35,150	35,150
Communication	16,038	16,840	17,682	18,566	20,494
Total Expenses	1,276,827	1,338,623	1,403,909	1,472,901	1,546,828
Profit before Tax	380,433	401,500	423,220	445,584	467,582
Tax (30%)	114,130	120,450	126,966	133,675	140,275
Profit After Tax	266,303	281,050	296,254	311,909	327,307

13. CONCLUSION AND RECOMMENDATIONS

13.1 CONCLUSION

In all aspects, the project is feasible, sustainable and beneficial not only to the investors but also to the ultimate consumers and the economy as a whole. **M/S Baraka Establishment Limited** is expected to produce high quality bottled drinking water and fruit juices initially for domestic market and later for export market.

13.2 RECOMMENDATIONS

Provided all other economic factors remain substantially the same, it is strongly recommended that the project be implemented with immediate effect. It is further recommended that an application for TIC Certificate of Investment Incentives be submitted to Tanzania Investment Centre with a view to benefit from investment benefits and protection as statutorily allowed under Tanzania Investment Act, 1997.

12. ECONOMIC BENEFITS OF THE PROJECT

12.1 EMPLOYMENT

The new project by **M/s Baraka Establishment Limited** will provide additional permanent and part time employment to 135 individuals mostly local Tanzanians.

12.2 TAXES

The government will earn revenue from company taxes standing at US\$ 114,130 in the first year of operation. This figure is anticipated to increase to US\$ 140,275 during the fifth year of operation. The same is summarized in the attached schedules.

12.3 FOREIGN CURRENCY EARNINGS

The project will bring in the country foreign currency when the company starts exporting some of the bottled drinking water and fruit juices at later stages of project implementation.

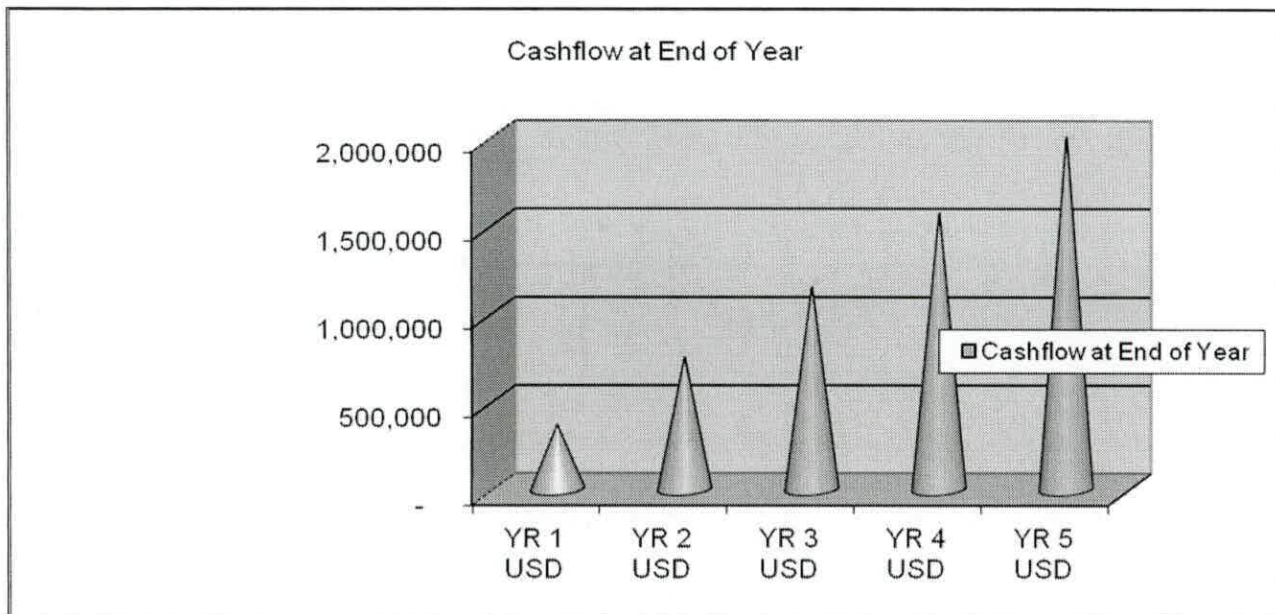
12.4 PRODUCTION OF HIGH QUALITY PRODUCTS

The project will produce high quality bottled drinking water and fruit juices as the company will employ state of the art technology in manufacturing these products.

11.3 CASH FLOW HIGHLIGHTS

The project's cash flow is impressive as the project has positive end of the year cash flow from first to fifth year of operation.

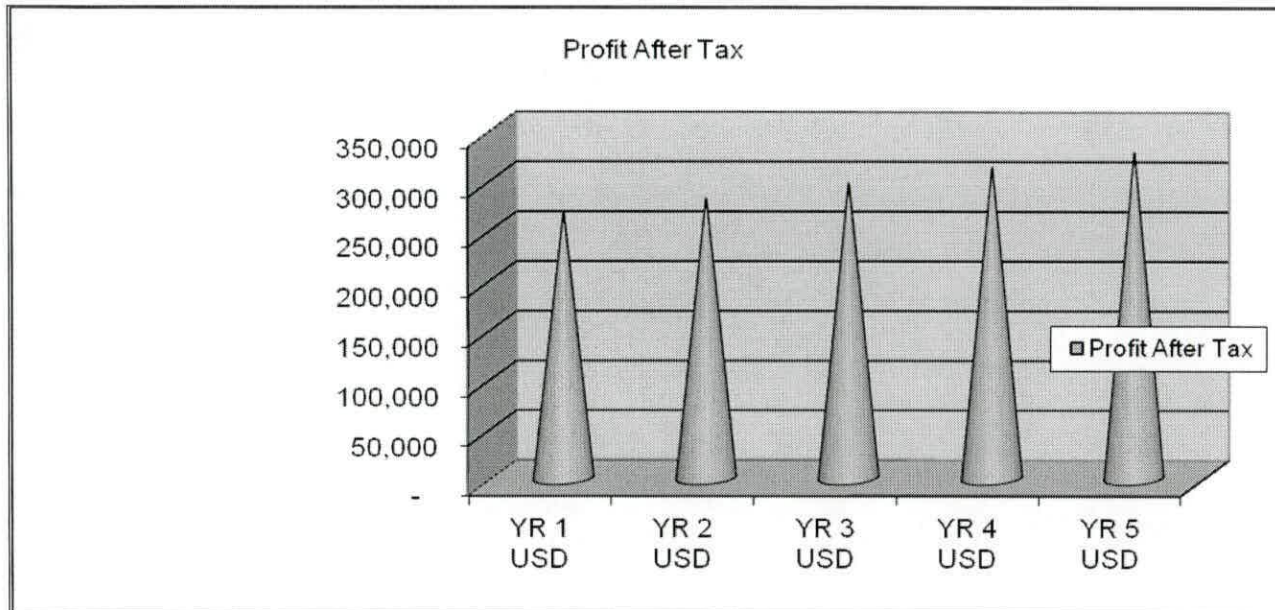
1 st Year	364,973.00
2 nd Year	746,950.00
3 rd Year	1,146,380.00
4 th Year	1,563,696.00
5 th Year	1,998,306.00



11.2 NET INCOME STATEMENT HIGHLIGHTS

The project generates profit from the first year of operation and can easily meet both its long term and short-term obligations in less than five years.

1 st Year	266,303.00
2 nd Year	281,050.00
3 rd Year	296,254.00
4 th Year	311,909.00
5 th Year	327,307.00



11. FINANCIAL ANALYSIS

11.1 INCOME AND EXPENDITURE

- Income

The proposed project expects to earn its income through the sale of bottled drinking water and fruit juices. At sustainable level of production, the total sales are expected to increase from US\$ 2,673,000 in the first year of production to US\$ 3,249,048 in the fifth year of operation.

REVENUE PROJECTION					
PRODUCTS	YR 1 USD	YR 2 USD	YR 3 USD	YR 4 USD	YR 5 USD
Drinking Spring Water	1,485,000	1,559,250	1,637,213	1,719,073	1,805,027
Fruit Juice	1,188,000	1,247,400	1,309,770	1,375,259	1,444,021
	2,673,000	2,806,650	2,946,983	3,094,332	3,249,048

- Expenditure

All project costs have been discussed in Chapter 10 above and are summarized in attached schedules.

10.5 DEPRECIATION

The following is a depreciation schedule for major assets to be employed in manufacturing operations of the project.

DEPRECIATION	YR 1 USD	YR 2 USD	YR 3 USD	YR 4 USD	YR 5 USD
Land & Buildings	21,875	21,875	21,875	21,875	21,875
Plant & Equipment	25,000	25,000	25,000	25,000	25,000
Motor Vehicles	25,000	25,000	25,000	25,000	25,000
Furniture & Fixtures	4,000	4,000	4,000	4,000	4,000
ANNUAL DEPRECIATION	75,875	75,875	75,875	75,875	75,875

10. COST OF OPERATIONS

The anticipated costs for operating the project are detailed in the following sections and summarized in attached schedules. The summarized costs are based on the fifth year of operation.

10.1 UTILITIES

A total of US\$ 117,406 will be required as water bills and for the purchase of electric power at sustainable production level.

10.2 VEHICLE RUNNING EXPENSES

Vehicle running expenses include fuel, lubricants, road licenses, etc. The cost has been estimated at US\$ 376,890.

10.3 SALARIES AND WAGES

The number of employees, along with their incomes, is shown in attached schedules. The total annual wage package is estimated at US \$ 325,999 including fringe benefits and related taxes

10.4 MARKETING

The marketing costs are estimated at US\$ 162,452 in the fifth year of operation as per attached schedules

9.8 FINANCING PATTERN

The financing of the project will be from shareholder's equity as well as loans. It is anticipated that the financing of the project will take the following form.

Equity	Loans
US\$ 420,750	US\$ 458,000

9.5 MOTOR VEHICLES

For company work, **M/s Baraka Establishment Limited** will procure the following vehicles at total cost of US\$ 250,000:

UNITS	TYPE OF VEHICLE	UNIT PRICE (US\$)	TOTAL COST (US\$)
4	Light Distribution Trucks	25, 000	100,000
2	Trucks	50,000	100,000
1	Pick-Up	10,000	10,000
1	Hard Top	40,000	40,000
	TOTAL		250,000

9.6 PRE-PRODUCTION CAPITAL EXPENDITURES

These include project development cost for feasibility study and start-up expenses, transportation of machinery, installation, and other overheads during installation. A budget of US\$ 20,000 is considered adequate for this item

9.7 INITIAL WORKING CAPITAL

Initial net working capital requirement at maximum for the proposed project works out at about US\$ 100,000. This is mainly for the procurement of initial stocks of raw materials. The rest of the requirement of the working capital will be raised from commercial banks as and when the need arises. This will fluctuate as per stocks in hand.

- The whole project output will be sold locally during initial years of project implementation.
- Financial calculations are based on current market prices and costs are assumed constant throughout the operating period under view on the assumption that if operation costs change, selling prices will change proportionally to preserve the profit margins.
- The project has adopted the currency exchange rate of United States Dollar 1 = Tanzania Shilling 1,600.00.

9.2 SUMMARY OF CAPITAL COSTS

On completion of project implementation, the total investment will reach to US\$ 0.879 million as per attached schedules.

9.3 BUILDING AND CIVIL WORKS COSTS

The main civil works required is the construction of factory buildings in which the plant and machinery are to be installed and operated. Other work will involve partitioning, electrification, water supply, installation of overhead tank, etc. This aspect is expected to cost US\$ 218,750.

9.4 PLANT MACHINERY AND EQUIPMENT COSTS

The main machinery for the envisaged project has been explained earlier. The total investment on machinery and equipment is based on a quotation received from suppliers for main production machinery and amount of to US\$ 250,000 approximately.

9. INVESTMENT AND FINANCING

There are three good reasons for a company to project financials . These are explained as follows:

- **First, the financial plan translates the company's goals into specific targets**

It clearly defines what a successful outcome entails. The plan isn't merely a prediction; it implies a commitment to making the targeted results happen and establishes milestones for gauging progress.

- **Second, the plan provides the company with a vital feedback-and-control tool**

Variances from projections provide early warning of problems. And when variances occur, the plan can provide a framework for determining the financial impact and the effects of various corrective actions.

- **Third, the plan can anticipate problems.**

If rapid growth creates a cash shortage due to investment in receivables and inventory, the forecast should show this. If next year's projections depend on certain milestones this year, the assumptions should spell this out

9.1 ASSUMPTIONS

The financial projections prepared by **Baraka Establishment Limited** to determine the viability of the project are based on the following key assumptions:

- The proposed drinking water and fruit juices processing and bottling operations will start from first half of the year 2014.

- The purchasing section which will be responsible for the purchase of raw materials, spare parts and equipment. This section will also be responsible for the receipt, storage and issue of purchased materials.

8.2.4 Sales and Marketing Department.

This Department will be headed by the Sales and Marketing Manager who will be responsible for the development of a sustainable sales and distribution network throughout the country. This will involve developing and maintaining a fleet of distribution vehicles and recruitment and training of qualified and well motivated marketing and sales personnel.

8.3 MANPOWER REQUIREMENT

The permanent and part time manpower requirement for running the proposed plant is 135, with the breakdown mentioned in attached schedules.

8.4 SOURCE OF MANPOWER AND WAGE BILL

Manpower for proposed project will be employed from local sources, except for a few expatriates who would basically be engaged in the training of local staff. The workers will be given on-the-job training to familiarize them with the proposed machinery and equipment. The total wage bill per annum will be US\$ 268,200 as shown in attached schedule.

- Security

Each section will be manned by a number of personnel with varying education levels and work experiences.

The management team will comprise the Managing Director, Production Manager, Finance & Administrative Manager and the Marketing Manager.

8.2 RESPONSIBILITIES

Responsibilities will be as follows:

8.2.2 Production and Technical Services Department

The Production Manager will head the department. The Manager will be responsible for production planning and overseeing that daily production activities are carried. He will further be responsible for repair and maintenance of company assets and research and development activities.

A quality controller and machine operators will assist the Production Manager execute his duties.

8.2.3 Finance and Administration Department

A qualified accountant with experience in administrative issues will head the department. He will be responsible for the administration of the company as well as overseeing the financial aspects of the company. The administration and finance department will comprise three sections, namely:

- The personnel and administrative section which will be responsible for the general administrative matters of the company as well as personnel issues.
- The finance section, which will be responsible for financial issues. It will also be responsible for the proper maintenance of books of accounts and financial planning.

- Production and Technical Services
- Sales and Marketing
- Administration and Finance

8.1 ORGANIZATION

The Board of Directors of **Baraka Establishment Limited** shall manage the project at policy level. The top most officers in the day to day running of the company will be the Managing Director. Under the Managing Director's office will be the three departments mentioned above. Each department will be under a manager and will comprise a number of sections each headed by a section head as follows.

Production & Technical Services Department:

- Bottled Drinking Water Section
- Bottled Fruit Juice Section
- Raw Materials Stores
- Quality Control section
- Research and Development section
- Repair / Maintenance section

Sales & Marketing Department:

- Marketing Section
- Sales and Distribution Section
- Finished Goods Stores
- Procurement and Logistics Section

Administration & Finance Department:

- Procurement
- Accounts
- Personnel and Administration

8 MANPOWER AND ORGANIZATION

Human resource management is the function within an organization that focuses on recruitment of, management of, and providing direction for the people who work in the organization. This is the organizational function that deals with issues related to people such as compensation, hiring, performance management, organization development, safety, wellness, benefits, employee motivation, communication, administration, and training.

Human resource development function at **Baraka Establishment Limited** will be responsible for helping employees develop their personal and organizational skills, knowledge, and abilities. It will include such opportunities as employee training, employee career development, performance management and development, coaching, mentoring, succession planning, key employee identification, tuition assistance and organization development.

The focus of all aspects of human resource development will be on developing the most superior workforce so that the organization and individual employees can accomplish their work goals in service to customers.

Human resource development efforts at **Baraka Establishment Limited** may be formal such as in classroom training, college courses, or organizational planned change effort. Such development effort may alternatively be informal as in employee coaching by a manager.

The proposed project by **M/s Baraka Establishment Limited** will have three independent departments, namely:

7 RAW MATERIALS AND OTHER PRODUCTION INPUTS

7.1 BASIC MATERIALS

The basic raw materials used in processing and bottling of drinking water and fruit juices by **Baraka Establishment Limited** have been explained. These materials will be sourced locally and are easily available

7.2 UTILITIES

7.2.2 Power

As said earlier in this report, the source of energy for the proposed project will be electric power. Power is consumed in quite large quantities and is among the higher cost elements. Standby power generators have also been budgeted for to avoid inconveniences caused by frequent power cuts by TANESCO.

7.2.2 Water

Referring to previous explanation, a three-inch diameter pipeline from the main pipeline should be available. The plant water requirement is basically for drinking water and fruit juices processing and bottling operations. About 20,000 liters of water will be required per day. Therefore, a water reservoir with capacity of around 40,000 liters is planned for construction at the project location.

6.3 UTILITY SERVICES

6.3.2 Water

A three-inch diameter pipeline to project location from the main pipeline should be available. The plant water requirement is basically for various factory uses. About 20,000 liters of water will be required per day at the industrial site. Therefore, a water reservoir with capacity of around 40,000 liters is planned for construction.

6.3.3 Electricity

The Tanzania Electric Supply Company Ltd. (TANESCO) is expected to provide electricity to the factory site to facilitate smooth production. Standby power generators are to be acquired to supply electricity in case there is failure by power utility company to supply required electricity.

6 MACHINERY, EQUIPMENT AND CIVIL WORKS

6.1 MACHINERY

The processing and bottling of drinking water and fruit juices will involve the use of various machinery and equipment. State of the art technology is to be used. Already promoters of this project are negotiating with suppliers of such machinery to facilitate supply, installation, testing and commissioning to commence production.

6.2 PLANT LOCATION AND CIVIL WORKS

6.2.2 Site and Location

As mentioned earlier, the project location will be at **Kiseke Area, Ilemela District, Mwanza Region**. This will be the location of company manufacturing operations and it will have an area large enough to contain all the manufacturing operations, materials storage, and stockyard and office space

6.2.3 Production Buildings Required

The buildings required for production is expected to have ample space. An open shed roofed with GCI sheets will be ideal for storage of produced drinking water and fruit juices and for onward delivery to the customers.

6.2.4 Office Buildings

An office block to accommodate clerical staff will be constructed within the premises. This will be erected during the initial years of programme implementation.

manufactured into many different products, such as fibres for the clothing industry. When burnt, it doesn't release chlorine into the atmosphere, contrary to PVC, whatever type of incinerator is used.

Negative environmental impacts, in particular energy consumption, are reduced if PET, aluminium and glass packages are washed and re-filled rather than re-manufactured. Emerging and developing countries may not have the necessary infrastructure to incinerate or recycle the bottles.

Trading and transporting bottled beverages all over the world also has an important environmental impact, in particular on atmospheric pollution and climate change because of fuel combustion.

The final juice product is to be evaluated for a number of key parameters include acidity, citrus oil level, pulp level, pulp cell integrity, color, viscosity, microbiological contamination, mouth feel, and taste. A sensory panel will be used to evaluate subjective qualities like flavor and texture. Lastly during the filling process, units are to be inspected to make sure they are filled and sealed appropriately.

5.3 ENVIRONMENT PROTECTION

With a conscious mind, the company will undertake eco-friendly manufacturing processes and make sure that less effluent and smoke are released. It will take the following three concerns seriously as defined by some of the well-known regulatory bodies.

- Reduction in hazardous environmental release
- Recycling of waste products
- Use of environmentally preferable products

For this, it will source some of the latest and high performing machines for its factory. The factory surroundings will be kept clean and trees are to be planted as part of environment conservation efforts.

Bottled beverage production is not exempt of *environmental impacts*, either positive or negative. Bottled water, as well as other bottled beverage production, must meet strict quality requirements.

The choice of bottled beverage packaging material is increasingly done taking into account environmental considerations. PET is increasingly chosen instead of PVC because of its properties: it is light, easy to work on and very transparent. It can be re-

- Packaging/filling

To ensure sterility, the pasteurized juice will be filled while still hot. Packaging which cannot withstand high temperatures must be filled in a sterile environment. Instead of heat, hydrogen peroxide or another approved sterilizing agent may be used prior to filling. In any case, the empty packages will be fed down a conveyor belt to liquid filling machinery, which is fed juice from bulk storage tanks. The filling head meters the precise amount of product into the container, and depending on the design of the package, it may immediately invert to sterilize the lid. After filling, the containers are cooled as fast as possible.

5.2 QUALITY CONTROL

Many tests will be performed around the clock by **Baraka Establishment Limited** to facilitate production of consistent, quality spring drinking water. Twice each month water samples from the water source and at two different stages of the bottling process will be taken to an independent laboratory where more extensive tests will be performed to ensure a consistently high level of quality.

During fruit juice making quality will be checked throughout the production process. Inspectors will grade the fruit before the juice is extracted. After extraction and concentration, the product is to be checked to ensure it meets a number of quality control standards. The most important measurement in orange juice production is the sugar level, which is measured in terms of percentages by weight of sugar in a solution. The types of oranges used and the climate in which they were grown affect the sugar level. **Baraka Establishment Limited** will blend juices with different sugar levels together to achieve a desired sugar balance.

concentrate is then stored in refrigerated stainless steel bulk tanks until is ready to be packaged or reconstituted.

- Reconstitution

When the juice processor is ready to prepare a commercial package for retail sale, concentrate will be pulled from several storage batches and blended with water to achieve the desired sugar to acid ratio, colour, and flavour. This step must be carefully controlled because during the concentration process much of the juice's flavour may be lost. Proper blending of juice concentrate and other flavour fractions is necessary to ensure the final juice product achieves a high quality flavour.

- Pasteurization

Thanks to its low pH, orange juice has some natural protection from bacteria, yeast, and mold growth. However, pasteurization is still required to further retard spoilage. Pasteurization also inactivates certain enzymes which cause the pulp to separate from the juice, resulting in an aesthetically undesirable beverage. This enzyme related clarification is one of the reasons why fresh squeezed juice has a shelf life of only a few hours. Flash pasteurization minimizes flavour changes from heat treatment and is recommended for premium quality products. Several pasteurization methods are commercially used. One common method passes juice through a tube next to a plate heat exchanger, so the juice is heated without direct contact with the heating surface. Another method uses hot, pasteurized juice to preheat incoming unpasteurized juice. The preheated juice is further heated with steam or hot water to the pasteurization temperature.

base. The upper cup descends and the fingers on each cup mesh to express the juice as the tubes cut holes in the top and bottom of the fruit. The fruit solids are compressed into the bottom tube between the two plugs of peel while the juice is forced out through perforations in the tube wall. At the same time, a water spray washes away the oil from the peel. This oil is reclaimed for later use.

The second type of extraction has the oranges cut in half before the juice is removed. The fruits are sliced as they pass by a stationary knife and the halves are then picked up by rubber suction cups and moved against plastic serrated reamers. The rotating reamers express the juice as the orange halves travel around the conveyor line.

- Filtration

The extracted juice is filtered through a stainless steel screen before it is ready for the next stage. At this point, the juice can be chilled or concentrated if it is intended for a reconstituted beverage.

- Concentration

Concentrated juice extract is approximately five times more concentrated than squeezed juice. Diluted with water, it is used to make frozen juice and many ready to drink beverages. Concentration is useful because it extends the shelf life of the juice and makes storage and shipping more economical. Juice is commonly concentrated with a piece of equipment known as a Thermally Accelerated Short-Time Evaporator. Concentrated juice is discharged to a vacuum flash cooler, which reduces the product temperature to about 13° C. The pulp is separated from the juice by ultra-filtration and pasteurized. The clarified juice containing the volatile flavorings is concentrated at 10° C by reverse osmosis and the concentrate and the pulp are recombined to produce the appropriate juice concentration. Juice

5.1.2 Fruit Juice

Oranges are usually harvested from large groves. The collected fruits are sent to packing centers where they are boxed for sale as whole fruit, or sent to plants for juice processing. The oranges will generally be shipped via truck to company juice extraction facilities, where they will be unloaded by a gravity feed onto a conveyor belt that transports the fruit to a storage bin. The other steps to be followed by Kibo Spring Water Limited in processing fruit juice are:

- **Cleaning/Grading**

The fruit will be inspected and graded before being used. This is done to make sure the fruit meets maturity requirements for processing. The certified fruit will then be transported along a conveyor belt where it is washed with a detergent as it passes over roller brushes. This process removes debris and dirt and reduces the number of microbes. The fruit will then be rinsed and dried. Graders will remove bad fruits as they pass over the rollers and the remaining quality pieces will automatically be segregated by size prior to extraction. Proper size is critical for the extraction process.

- **Extraction**

Proper juice extraction is important to optimize the efficiency of the juice production process as well as the quality of the finished drink. The latter is true because oranges have thick peels, which contain bitter resins that must be carefully separated to avoid tainting the sweeter juice.

There are two automated extraction methods commonly used by the industry. The first places the fruit between two metal cups with sharpened metal tubes at their

cell wall of a bacteria or virus. Ozone oxidations occur within seconds. Ozone acts as a cleaning agent and polishes the water.

- Filtration by Reverse Osmosis

The next step is to filter out any remaining sediment and to act as a safeguard in removing dust or other airborne particles that may have entered into the water at any step of the transporting process.

Reverse osmosis is a filtering system that provides great tasting clean water. The process is similar to that of naturally occurring osmosis, where pure water is drawn through a permeable "membrane" or surface into a salt solution. With reverse osmosis, pressure is exerted on untreated water so that the natural process is reversed and it is forced through the membrane, which acts as a very fine filter.

The reverse osmosis process has the same purity as distilled water. It exclusively is a more efficient way to purify water. This filtering process delivers the same purity results as a distilling process

- Bottling

The water is then pumped into the waiting sterilized bottles that will be used to provide the customer with a guaranteed safe drinking water supply. These bottles are to be sterilized before being filled and will be capped in the company's automated system. The water will then be date stamped on the shoulder of the bottle before being stacked and taken out to delivery trucks to be delivered to the client.

5. PRODUCTION PROCESS AND TECHNOLOGY

5.1 BASIC PRODUCTION PROCESS

5.1.1 Spring Drinking Water

The company's pure spring water is from deep beneath the earth's surface, which helps to protect it from contamination. This spring water has traveled through multiple layers of soil, removing ions, pollutants and undesirable compounds. The end result is spring water that can be drunk directly from the spring without further purification, although extra steps are still to be taken to ensure the water has no impurities. Such processing will consist the following steps after water collection from spring source:

- Ozonation

The first step in this process to provide the purest, freshest, all natural spring water is called Ozonation. This step kills any potential bacteria in a safe, odourless and taste free way. Ozone is a natural sterilization process that ensures the water is bacteria-free. Ozone leaves no after taste or smell and is environmentally friendly unlike chlorine.

Ozone is found commonly in nature. Ozone is formed when lightning bolts occur, or when electrical discharge creates a spark. It is also the result of direct ultraviolet radiation from the sun reacting with earth's atmosphere. The Ozone layer in the upper atmosphere provides a protective screen against dangerous amounts of solar radiation.

Ozone is the most powerful water sanitizer that is readily available. Ozone kills bacteria and virus much faster than chlorine. Chlorine can take hours to penetrate the

4.6 CHALLENGES FACING THE MANUFACTURING SECTOR

- Poor technology;
- Insufficient industries/ factories;
- Unreliable market for the final processed goods;
- High cost of power, unreliability of power and underdeveloped infrastructure;
- Unreliable availability of raw materials;
- Small number of trained manpower.

The manufacturing sector holds the key to Tanzania's economic growth given the desire to diversify from agriculture and tourism to other sectors. Although the sector's contribution to the national economy has not significantly improved lately, there is every reason to believe that with proper policies and investment incentives in place, manufacturing sector is a growth area.

4.4 POLICIES AND REGULATORY FRAMEWORK

The future discourse for industrial development in Tanzania is elaborated in the Sustainable Industrial Development Policy - SIDP". The main purpose of SIDP is to create out a path for industrializing Tanzania so that by the turn of the first quarter of the 21st Century it becomes a semi industrialized country.

In its approach SIDP embraces the principles of a market-led economy and competitiveness. It points out plainly that industry would only prosper in the hands of increased private sector participation both in decision making and implementation.

The government in this aspect has vowed to increasingly provide an environment which is welcoming, attractive, and stable and that can encourage private sector investment.

The private sector in its part should take all necessary initiatives to respond and manage challenges of globalization. Firms are challenged to pursue firm strategies which are geared towards building the necessary capabilities to enable them compete in the world market.

4.5 INDUSTRIAL SUPPORT ORGANISATIONS

The government has established several institutions to render support services to the industrial sector. Among them are: The National Development Corporation (NDC), the Small Industries Development Organization (SIDO), the Centre for Agricultural Mechanization and Rural Technology (CARMATEC), the Export Processing Zones Authority (EPZA), the Tanzania Industrial Research Development Organization (TIRDO), the Tanzania Engineering and Manufacturing Design Organisation (TEMDO) and Tanzania Bureau of Standards (TBS).

4.2 IMPORTANCE OF THE SECTOR AND PERFORMANCE

In terms of importance, the manufacturing sector, though not strong as it should be, continues to play a respectable role in the economy, contributing to 18.9% of export earnings and 8.6% to GDP - but this is still short of the planned target of 15% by 2020.

In the country's Development Vision-2025, it is projected that the contribution of the industrial sector to the economy will reach 25% like the semi-industrialized countries of South East Asia.

Tanzania's most important industries include agro food processing, beverages, oil refining, and cement. Other industries include the production of textiles, apparel, tobacco products, glass, paints, plastics, chemicals and pharmaceuticals, and the processing of metals and wood products.

The sector provides employment for an estimated workforce of over 100,000 people. Growth rate of the sector decelerated from 9.9 percent in 2008 to 8.0 percent in 2009. This trend was due to the effects of the global economic meltdown.

4.3 MAJOR PRODUCTION AND INDUSTRIAL UNITS

4.3.1 Food, Beverages and Tobacco

The food manufacturing in Tanzania include manufacturing of dairy products, canning and preserving of fruits and vegetables, canning fish and similar foods, manufacture of animal and vegetable oils, grain milling, baking, sugar and confectionery as well as prepared animal feeds. The beverages include the distilling and blending of spirits; manufacture of wines, cider and beer; production of soft drinks and carbonated waters and the bottling of natural spring and minerals waters. The tobacco subsector comprises manufacturing of cigarettes, tobacco and other tobacco production.

4. MANUFACTURING SECTOR IN TANZANIA

4.1 INTRODUCTION

Although an underdeveloped sector in Tanzania, manufacturing is nevertheless an important contributor to the country's GDP. But the burdens it struggles under are substantial. Hampered by the variability of the agricultural sector on which it is based, Tanzania's industries must also contend with high costs of production, low labour productivity, high interest rates and increased competition arising out of the policy of trade liberalization.

In this context, the sector is characterized by a narrow industrial base dominated by agro-industries, limited diversification, reliance on imported inputs of raw materials and intermediates, relatively underdeveloped industry linkages, prevalent use of obsolete technologies and production that is mainly focused on the domestic market.

Government recognizes that significant transformation of the sector is vital. In order to achieve this, it is necessary to promote and stimulate a change process which will make the sector exhibit a diversified structure of production; undertake processing of more of the natural resources with which Tanzania is endowed; and become export-oriented.

Taking into account the above factors, Government's goals for the industrial sector in the medium term are to optimize the exploitation of domestic natural resources; to strengthen backward and forward linkages within the manufacturing sector and between the sector and rest of the economy; to ensure that industries are competitive in the domestic and international markets; to raise levels of technological capabilities; to create new employment opportunities; to absorb the rapidly growing labour force; to strengthen the SME sector and put emphasis on sub regional collaboration and south-south cooperation.

new products, then **Baraka Establishment Limited** will not have to worry about its competition.

Beverage promotions are expected to be exciting, alluring and most of all entertaining. The company will build a meaningful relationship with its consumers that will build loyalty towards its brand. Creative sales promotions that reward and entertain company product consumers will be pursued.

The company is aware that promotional models can effectively boost its beverage sales and distribution by getting consumers to sample and purchase its new beverage products. Retailers and beverage distributors are likely to focus on a company's beverage products if the company supports sales of its products. Retail buyers want to carry a beverage that drives traffic to their stores and adds money to their bottom line. Distributors are in business to deliver a producer's brand to retail accounts and retailers are in business to make such products available to consumers. Kibo Spring Water Limited will be responsible for making great tasting beverage products and motivating consumers to purchase them over and over again.

3.3 ISSUES BEVERAGE PRODUCERS MUST LEARN

To be successful in their sales and marketing efforts **Baraka Establishment Limited** will:

- Execute successful sales promotions that will upset its competition and boost the retailers, distributors and its bottom line
- Offer valuable incentives to motivate distributor sales-representatives, retailers and their employees to promote the new beverage products
- Use attractive promotional models to sample the company's new spring drinking water and fruit juices and educate targeted consumers
- Strategically gain floor, shelf and cooler space for its new products that will create impulse purchases and boost sales of the new beverage products.
- Build a valuable relationship with retailers and distributors and become a beverage expert.

3.4 ROLE OF CREATIVE BEVERAGE SALES PROMOTION

Baraka Establishment Limited will promote its spring drinking water and fruit juices to consumers in a unique way that will draw attention to these products. It understands that dramatic results cannot be expected if the company undertakes what its competition is doing or has done in the past.

The company expects to create a "cult" like following for its beverage products. The promoters believe that if they can create a trend and develop loyal consumers for the

The company anticipates that the new beverage products in the market are going to face heavy competition in the retailers store and proper execution from the distributor sales representative is going to be critical for successful performance. **Baraka Establishment Limited** will have to be able to get the distributor to focus on its beverages which can prove a challenge if such beverages are not flying off the shelf.

3.2 BEVERAGE SALES AND MARKETING STRATEGIES

Developing a creative Sales and Marketing Plan that attracts beverage distributors, retailers and consumers to the new proposed beverage products is critically important to the success of these products.

Retailers and Distributors are interested in making a certain margin/profit from beverage products. They want to see a company's marketing plan for driving traffic to their accounts and getting consumers to purchase the new product(s). Selling new beverage products to distributors and major retailer's means absolutely nothing if consumers do not purchase these products. A firm is not likely to stay in business very long if it's new beverage products collect dust in distributors' warehouse or on the retailers' shelves.

The fastest way to get new beverage products removed from any retail account is by not getting the pull the manufacturer had hoped for. In order to generate exciting sales numbers, the producer needs to learn a variety of Sales and Marketing strategies that can be implemented in any retail account.

3. MARKET AND MARKETING

Boosting Beverage Sales and Distribution is one of the greatest challenges a beverage manufacturer like **Baraka Establishment Limited** will face. Hundreds of new beverages are introduced every year and only a handful are successful at gaining distribution and getting placed in retail stores. New beverages are the life blood of beverage distributors and retailers and they are constantly looking for new and innovative beverages to offer their customers. In order to boost beverage sales and increase store traffic, retailers must offer their consumers new and unique beverages that also add to their bottom line. **Baraka Establishment Limited** is considering various strategies and techniques to sell its new bottled spring drinking water and fruit juices into retail accounts and beverage distributorships.

3.1 DIFFERENTIATING BEVERAGE DISTRIBUTORS FROM WHOLESALERS

Direct store delivery beverage distributors are considered the best distributors at distributing a new beverage product. The company understands that selling new beverage products to just any distributor could possibly be a very big mistake. The company will need a distributor who specializes in selling beverages and who can add value to the retailer by merchandising the company's beverage products in a way that will boost sales.

Direct store delivery distributors are expected to merchandise company products and put its beverage products in the best position in the store and on the shelf to boost **Baraka Establishment Limited** beverage sales.

REVENUE PROJECTION					
PRODUCTS	YR 1 USD	YR 2 USD	YR 3 USD	YR 4 USD	YR 5 USD
Drinking Spring Water	1,485,000	1,559,250	1,637,213	1,719,073	1,805,027
Fruit Juice	1,188,000	1,247,400	1,309,770	1,375,259	1,444,021
Total Revenue	2,673,000	2,806,650	2,946,983	3,094,332	3,249,048

2.11 RECOMMENDATIONS

The study shows the establishment by M/s **Baraka Establishment Limited** of production facilities for drinking water and fruit juices is both technically and financially a feasible undertaking. Furthermore, it will create local employment for the national benefit. In view of the findings, the project is recommended for implementation.

training of core personnel. A total of six months period is planned for the above activities after completion of this study.

Phase II: The second phase will involve full production of various building materials envisaged to start in the first half of year 2014.

2.10 PROJECT ECONOMICS

2.10.1 Capital Investment Requirements

PARTICULAR	LOCAL USD	FOREIGN USD	TOTAL USD
Land and Buildings	218,750	-	218,750
Plant, Machinery & Equipment	250,000	-	250,000
Motor Vehicles	250,000	-	250,000
Furniture & Fittings	40,000	-	40,000
Pre expenses	20,000	-	20,000
Others	0	-	0
Working Capital	100,000	-	100,000
TOTAL	878,750	-	878,750

2.10.2 Expenditure and Profitability

The major expenditure item is the purchase of various raw materials used in the processing and bottling of spring drinking water and fruit juices. Such raw materials have been explained earlier.

Project revenue will accrue from sales of spring drinking water and fruit juices. Total revenue from this project will increase from USD 2,673,000 in the first year of operation to USD 3,249,048 in the fifth year. Trend for this growth in revenue is shown in the following summary.

Baraka Establishment Limited may also fortify juices with extra vitamins or supplemental nutrients such as vitamin C and beta carotene. Calcium in the form of tricalcium phosphate is likely to be frequently added to orange juice.

2.7 LOCATION

The project location will be at Kiseke Area, Ilemela District, and Mwanza Region. This will be the location for company spring drinking water and fruit juices processing and bottling operations and will have area large enough to contain all the manufacturing operations, materials storage, and stockyard and office space

2.8 MANPOWER REQUIREMENTS

The whole project will comprise of a total work force of 105 permanent as well as part time employees. Maximum employment will be given to the local work force. The plant will be organized into three functions namely:

Production and Technical Services

Marketing

Finance and administration

2.9 IMPLEMENTATION

The project is planned to undergo two phases:

Phase I: Major activities involved include registration of the project and approvals by the Tanzania Investment Centre (TIC), and mobilization of funds from Sponsors. Other activities include identification of appropriate production technology, sourcing of machinery and equipment, construction of factory buildings, staff recruitment and

2.6 PRODUCTION INPUTS

2.6.1 Drinking Water

A water molecule consists of two atoms of hydrogen bonded to one atom of oxygen. The chemical symbol is H₂O. Water usually also contains a wide range of organic and inorganic materials in solution or suspension.

In the processing of water several chemicals may be added. These include disinfectants like chlorine, chloramine, or ozone; coagulantants like aluminum sulfate, ferric chloride, and various organic polymers; acidity neutralizers like caustic soda or lime; and chemicals to help prevent tooth decay in the form of various fluoride compounds.

2.6.2 Fruit Juices

The primary ingredient in orange juice is, of course, oranges. Popular types of oranges include Sayona, Azam, and Valencia. A blend of different types of oranges is generally used to provide a specific flavor and to ensure freedom from bitterness. Selection of oranges for juice is made on the basis of a number of factors such as variety and maturity of the fruit. The fruit contains a number of natural materials that contribute to the overall flavor and consistency of the juice including water, sugars, organic acids, and flavour compounds.

Preservatives such as sulfur dioxide or sodium benzoate may be used in orange juice although the amounts are controlled. Similarly, ascorbic acid, alpha tocopherol, EDTA, BHA, or BHT are used as antioxidants. Sweeteners may be added in the form of corn syrup, dextrose, honey, or even artificial sweeteners. More often, though, citric acid is added to provide tartness.

flavour and texture. Lastly during the filling process, units are to be inspected to make sure they are filled and sealed appropriately.

2.5 BYPRODUCTS/WASTE

The by products from various manufacturing processes will either be recycled for further use or will be collected and sent out of the factory for proper disposal to ensure that no harm is done to the environment.

Byproducts from drinking water bottling will mainly be in the form of unsuitable water bottles which are expected to be recycled for future use. Regarding fruit juice processing, byproducts are expected to come from the rind and pulp that is created as waste. Products made with these materials include dehydrated feed for livestock, pectin for use in making jellies, citric acid, essential oils, molasses, and candied peel. Certain fractions of orange oil have excellent solvent properties and are sold for use in industrial cleaners.

Using more efficient manufacturing processes and better materials will generally reduce the production of waste. The application of waste minimization techniques is expected to lead to the development of innovative and commercially successful replacement products.

Waste minimization will however require investment, which will be compensated by the savings. The project promoters understand that waste reduction in one part of the production process may create waste production in another part and are prepared to face this challenge.

2.4 QUALITY CONTROL

Quality will be the nucleus of company operations and **Baraka Establishment Limited** has resolved not to compromise this crucial aspect at any cost. It expects to incorporate a strict quality management system, which will be responsible for keeping the entire business proceeding under a strict vigil. The range of products will undergo strict quality check at each level. A variety of measures will be taken to ensure that the finished products meet specifications based on international standards. Similarly, sourcing of materials will be done with great care to ensure that the best materials are used in the manufacturing processes for various products.

Water is a very sensitive product on both microbiological and chemical levels. One of the main challenges of bottled water processing is to consistently produce a quality product free of pathogenic organisms and protozoa that could taint its quality, reduce its shelf life, and be a pathogenic threat to customers. Strict production control is critical to avoid any contamination of pathogenic bacteria or protozoa.

Quality of fruit juices will be checked throughout the production process. Inspectors will grade the fruit before the juice is extracted. After extraction and concentration, the product will be checked to ensure it meets quality control standards. The most important measurement in orange juice production is the sugar level, which is measured in terms of percentage by weight of sugar in a solution. The types of oranges used and the climate in which they were grown affect the sugar level. The company will blend juices with different sugar levels together to achieve a desired sugar balance. The final juice product will be evaluated for a number of key parameters including acidity, citrus oil level, pulp level, pulp cell integrity, colour, viscosity, microbiological contamination, mouth feel, and taste. A sensory panel is to be used to evaluate subjective qualities like

contrary, fruit juices are actually known for their ability to raise serum antioxidant capacity and even offset the oxidative stress and inflammation normally caused by high-fat and high-sugar meals.

Fruit juice consumption overall in many countries has increased in recent years, probably due to public perception of juices as a healthy natural source of nutrients and increased public interest in health issues. Indeed, fruit juice intake has been consistently associated with reduced risk of many cancer types, might be protective against stroke and delay the onset of Alzheimer's disease.

Orange juice refers to the "unfermented juice obtained from mature oranges. True fresh squeezed juice is difficult to market commercially because it requires special processing to preserve it. Orange juice is commonly marketed in three forms: as a frozen concentrate, which is diluted with water after purchase; as a reconstituted liquid, which has been concentrated and then diluted prior to sale; or as a single strength, unconcentrated beverage. The latter two types are also known as ready to drink juices.

2.2 MARKET AND MARKETING ASPECTS

The market survey carried out reveals that the current demand for bottled drinking water and fruit juices is higher than the local production. It is a fact that the country has been massively importing bottled drinking water and fruit juices which are stocked in almost all supermarkets as well as other smaller outlets. There is wide gap between supply and demand and therefore, business opportunity exists for setting up additional manufacturing facilities to satisfy the market requirement.

2.3 PROCESS AND TECHNOLOGY

Manufacturing process and technology for the bottled drinking water and fruit juices to be produced by **Baraka Establishment Limited** has comprehensively been covered under chapter five of this document.

2.1.2 Fruit Juices

Fruit juice is prepared by mechanically squeezing or macerating variety of fruits without the application of heat or solvents. For example, orange juice is the liquid extract of the fruit of the orange tree. Juice may be prepared in the home from fresh fruit using a variety of hand or electric juicers. Juice is one of the most popular drinks to go with breakfast in the morning.

Many commercial juices are filtered to remove fiber or pulp, but high-pulp fresh orange juice is a popular beverage. Common methods for preservation and processing of fruit juices include canning, pasteurization, freezing, evaporation and spray drying. For the purpose of this study processing of orange juice has been explained. This takes into consideration popularity of this juice and the fact that the promoters consider it to be an important product from the proposed project. The process when using other types of fruit is almost similar and has not been elucidated.

Juices are often consumed for their perceived health benefits. For example, orange juice is rich in vitamin C, folic acid, potassium and is an excellent source of bioavailable antioxidant phytochemicals and significantly improves blood lipid profiles in people affected with hypercholesterolemia. Prune juice is associated with a digestive health benefit. Cranberry juice has long been known to help prevent or even treat bladder infections, and it is now known that a substance in cranberries prevents bacteria from binding to the bladder.

Many fruit juices have higher sugar (fructose) content than sweetened soft drinks. For example typical grape juice has 50% more sugar than Coca Cola. While soft drinks such as Coca Cola cause oxidative stress when ingested and may even lead to insulin resistance in the long term, the same thing cannot be attributed to fruit juices. On the

Different materials are used for the packaging of bottled water: glass; plastic (PVC and PET) and aluminium or steel cans. These packaging have different shapes, colours and capacities. They are an essential part of the bottled water marketing. In some cases, it is even possible to recognize the brand of the bottled water only thanks to the shape and colour of its packaging.

The bottled water industry is very dynamic and numerous bottled water companies compete on this market. Although they can be extremely different, it is possible to identify three major categories of bottled water companies:

- Smaller or larger firms that were created to run and market one specific brand of bottled water. Some of them are century-old and family-owned, but most of them have now grouped or are under control of major multinational food companies.
- Sodas or soft drinks companies now turn to the very promising bottled water market. These take advantage of their large world-wide network of bottlers to sell purified water.
- Companies providing tap water, with extensive know-how in water purification now turn to a more lucrative distribution of water. Such companies develop water services, such as home and office delivery of carboy water.

Bottled water is a particularly competitive market; hence companies need to develop diverse marketing strategies, such as accessing new markets by owning or developing partnership with regional brands, developing new products such as flavoured water or by-products such as cosmetics and developing services for example home and office delivery of water. Bottled water consumption reflects a certain way of life. There is a long tradition in Europe for drinking bottled water. Nowadays, this habit has reached the rest of the world.

In many cases consumers choose to drink bottled water because bottled water is an alternative to tap water. Consumers think it tastes better than tap water because there is no chlorine taste, they perceive it as being safer and of better quality. They also look for security since food scandals in industrialized countries and water-borne diseases in developing countries have a great impact on their attitude. Bottled water is perceived as pure and safe, although it is not necessarily the case. Consumers care for their health and their well-being: they buy bottled water to feel well, to lose weight. Bottled water is a healthy alternative to other beverages.

Changes in ways of life also explain this boost of bottled water sales. Increasing urbanization, causing tap water quality to decline, can explain this situation. In particular, natural mineral water cannot be treated, nor added any element. It is therefore perceived as “natural” by city dwellers looking for genuine products. Increasing standards of living and greater use of cars enable people to bring home without pain a higher number of heavy and expensive bottled water.

The use of plastic (PVC, then PET) makes bottles lighter and easier to carry than when they were only made of glass. The expansion of shopping centres, outside city-centres, provides consumers with a greater choice in bottled water brands. Working habits change in developed as well as developing countries, with the decline of agriculture and industry. Most people have office works and the bottle of water is now a common element on a desk, next to the computer and the telephone. Drinking bottled water is a sign of a rise in the social scale. Above all, bottled water is a huge marketing success.

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2. EXECUTIVE SUMMARY

2.1 INTRODUCTION

The Study examines the possibility of establishing processing and bottling facilities for drinking water and fruit juices. A techno-economic evaluation has been carried out to determine the feasibility of project.

2.1.1 Bottled Water

Bottled water is the most dynamic market of all the food and beverage industry. The term bottled water doesn't refer to one single product and the same designation can be used to qualify different products, depending on countries. Three major types of bottled water can be identified:

- Natural mineral water is an extremely specific product responding to strict criteria. It is wholesome underground still or aerated water, protected against pollution hazards and characterized by a constant level of minerals and trace elements. This water cannot be treated, nor added any exogenous elements, such as flavours or additives.
- Spring water is also underground water protected against pollution hazards. It cannot be treated but it doesn't need to have a constant mineral composition. Water from different springs can be sold under the same brand name. Spring water is derived from an underground formation from which water flows naturally to the surface of the earth.
- Purified water is surface or underground water that has been treated in order to be suitable for human consumption. It differs from tap water only through the way it is distributed and its price.

1.5 ECONOMIC BENEFITS

The promoters' mission is to contribute maximum benefits to the society and economy at large. They will create a good livelihood for their employees and their families. They will have strong tax generation capabilities as their enterprise believes that, if there is more national development & government spending, then there will be even a bigger market for their products. This in turn will bring the nation's living and social standards on par with the world at large.

After initial start up and settling well in the market, the company will seek to export to neighbouring countries and further promote tax generation and make the industry competitive in East Africa

1.6 STUDY LAYOUT

This study is presented in one document comprising the following major chapters.

Chapter One	-Introduction
Chapter Two	-Executive Summary
Chapter Three	-Market and Marketing
Chapter Four	-Manufacturing Sector in Tanzania
Chapter Five	-Production Technology
Chapter Six	-Machinery and Equipment
Chapter Seven	-Production Inputs
Chapter Eight	-Manpower and Plant Organization
Chapter Nine	-Investment and Financing
Chapter Ten	-Operating Costs
Chapter Eleven	-Financial Analysis
Chapter Twelve	-Economic Benefits
Chapter Thirteen	-Conclusion and Recommendations

- Strong On Quality:

The company will process and bottle drinking water and fruit juices. Its range of products will be of superb quality. The factory will maintain high quality standards certified to universally recognized criteria.

1.2 MISSION STATEMENT

Baraka Establishment Limited is entering in the beverages manufacturing sub sector as an innovative, creative, conservative and aggressive provider of retail and wholesale products and services. The company looks forward to offering unparalleled quality service and value for its products and services.

1.3 OBJECTIVE OF STUDY

The purpose of this Feasibility Study is to work out the technical and commercial details and the financial viability for the establishment of processing and bottling facilities for drinking water and fruit juices

1.4 PROJECT PROMOTERS

The following sponsors are promoting the proposed drinking water and fruit juices manufacturing project. Directors (shareholders) are namely:

S/NO	NAME OF SHAREHOLDER	NATIONALITY	NUMBER OF SHARES
1.	Ali Afif Fawaz	Lebanese	50
2.	AAbdulhanif I.Y. Remtula	Lebanese	50

- Worked towards creating a brand image. As with any consumer product, the company's brand image, including the design of its packaging, is critical to its success. The company is thinking of a theme for its advertising and packaging that it wants consumers to remember. The company expects to emphasize freshness, purity, pristine mountains where the water is found, and other themes involving the health benefits of spring water and fruit juices. .
- Secured capital for this venture. Establishing a water bottling and fruit juice processing project is relatively capital intensive, and major expenses incurred early on include the cost of buying bottling equipment, delivery trucks, leasing /buying space for production, warehousing and administration, purchasing an initial inventory of bottles, and the marketing costs to launch the venture.

It is expected that innovative design and consistency in the manufacturing process will earn the company's products an international reputation for excellence. Development of specialised technology is expected to contribute in positioning the company as leader in processing and bottling drinking water and fruit juices. All operations will have latest international standard accreditation, reassuring customers of products designed to meet their needs and produced to consistently high quality standards.

Founders of **M/s Baraka Establishment Limited** have enjoyed a proud history and the future looks even brighter for the proposed project establishment. The following are reasons why one should select the company's products

- Strong Foundations:

A strict code of professionalism, quality and service will place the company at the top of other drinking water and fruit juices manufacturers, and its reputation will be steadily extended through the obvious satisfaction of customers.

1. INTRODUCTION

1.1 FOREWORD

This Project Feasibility Study Report sets out proposals by **M/s Baraka Establishment Limited** to establish processing and bottling facilities for drinking water and fruit juices. The project involves acquisition of state of the art plant, machinery and equipment and development of a modern and well equipped distribution network. **Baraka Establishment Limited** was incorporated on 12th March 2001, under Certificate of Incorporation No: 40951.

Recognition of market needs and demands will be the hallmark of the anticipated success in the company's manufacturing operations. The project will be properly developed using leading edge technology to enable **Baraka Establishment Limited** enjoy rapid expansion in all target markets as more and more consumers continue to appreciate the benefits of its products. The company will develop the capability to produce products to suit its target market. To achieve project objectives, **Baraka Establishment Limited** has:

- Secured a spring water source and a good supply source of fruits including oranges. The purest spring water is found in this remote area which is far from industry and commercial development.
- Decided on a business model. It will distribute its products both to retail stores and directly to residential customers. The company understands that each approach presents its own challenges. In retail stores, the company will be competing against larger bottling companies that might have had relationships with the stores for many years. Residential delivery is expected to involve considerable marketing expense in the beginning to tell customers about company products to build the customer base.

9.2 Summary of Capital Costs

9.3 Building and Civil Works Costs

9.4 Plant, Machinery and Equipment Costs

9.5 Motor Vehicles

9.6 Pre-Production Expenditure

9.7 Initial Working Capital

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5.0 PRODUCTION PROCESS AND TECHNOLOGY

5.1 Basic Production Process

5.2 Quality Control System

5.3 Environment Protection

6.0 MACHINERY, EQUIPMENT AND CIVIL WORKS

6.1 Machinery

6.2 Plant Location and Civil Works

6.3 Utility Services

7.0 RAW MATERIALS AND OTHER PRODUCTION INPUTS

7.1 Basic Materials

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1.4 Project Promoters

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2.2 Market and Marketing Aspects

2.3 Process and Technology

2.4 Quality Control

2.5 By Products/Waste

2.6 Production Inputs

2.7 Location

2.8 Manpower Requirements

2.9 Implementation

2.10 Project Economics

2.11 Recommendations

3.0 MARKET AND MARKETING

3.1 Differentiating Beverage Distributors from Wholesalers

3.2 Beverage Sales and Marketing Strategies

3.3 Issues Beverage Producers Must Learn

3.4 Role of Creative Beverage Sales Promotion

**BARAKA
ESTABLISHMENT
LIMITED**

**PROPOSED PROJECT FOR
PROCESSING AND
BOTTLING DRINKING
WATER AND FRUIT JUICES**

LIST OF PAST AND PRESENT MEMBERS (Continued from page 4)
 (Use additional copies of this sheet if necessary)

	Number of shares or amount of stock held by existing members at date of return	Particulars of shares transferred since the date of the last return (or, in the case of the first return, of the incorporation of the company) by (a) persons who are still members, and (b) persons who have ceased to be members(note 12)		Remarks
		Number / amount transferred	Date of registration of transfer	
1	2000			
2	1000			
3	1000			
4				
5				
6				
7				
8				
9				
10				
11				
12				
13				
14				
15				
16				
17				

LIST OF PAST AND PRESENT MEMBERS (Continued on page 5)
(Use additional copies of this sheet if necessary)

Names and Addresses	
1	SAMI GHADDAR, P O BOX 8812, Dar es salaam
2	AHMED MAHMOUD GHADDAR, P O Box 8812, Dar es salaam
3	ALI FARHAT, P O Box 7283, Dar es salaam
4	
5	
6	
7	
8	
9	
10	
11	
12	
13	
14	
15	
16	
17	

Issued share capital

Enter of all the shares in issue at the date of the return.

	Class	Number of shares issued	Aggregate Nominal value
1	Ordinary		
2			
3			
4			
5			

Totals:

	TSH
--	-----

List of past and present members
A full list is required if one was not included with either of the last two returns.

There were no changes in the period

A list of changes is enclosed (pages 4 and 5) N/A

A full list of members is enclosed (pages 4 and 5)

I certify that the information given in this return is true to the best of my knowledge and belief.

Signed  Date 18/3/2013

Director/Secretary

Directors

(use additional copies of this sheet if necessary)

Name: SAMI GHADDAR	Business Occupation: Director
Previous name(s):None	Nationality: FRENCH
Address 89/90, Vingunguti Ind Area, P O Box 8812, Dar es salaam	Date of Birth 08.07.1966
Other Relevant past or present directorships	

Name AHMED MAHMOUD GHADDAR	Business Occupation: Director
Previous name(s):None	Nationality LEBANESE
Address Plot 167 Mikocheni B Kinondoni, Dar es salaam	Date of Birth: Adult
Other Relevant past or present directorships	

Name ALI FARHAT	Business Occupation: Director
Previous name(s):None	Nationality LEBANESE
Address Kalenga Street, Upanga, Dsalaam	Date of Birth: 9TH March, 1979
Other Relevant past or present directorships	

Name:	Business Occupation: Director
Previous name(s):None	Nationality:
Address :	Date of Birth:
Other Relevant past or present directorships	

Form 128: Annual Return

THE UNITED REPUBLIC OF TANZANIA
BUSINESS REGISTRATION AND LICENCING AGENCY

Annual return of the Company

Pursuant to Section 128 of the Companies Act 2002

Company Number:

40954

Name of the Company
(Full Name):

**BARAKA ESTABLISHMENT
LIMITED**

This information in this return is made up to: 18th March, 2013

Address of registered office of the Company:

Company Type: Private Limited

(if the Company does not have a share capital there must be annexed to the return a statement containing particulars of the total amount of indebtedness of the Company in respect of all mortgages and charges required to be registered under the Act)

Principle business activities: General Trading

If different from the Registered Office, state address where the register of members or any register of debenture holders is kept

Register of Members:-

Register of Debenture holders:-

Company Secretary

Name: Ahmed Mahmoud Ghaddar

Previous Name(s):

Address

FOR OFFICIAL USE ONLY

Form 128: Annual Return

THE UNITED REPUBLIC OF TANZANIA
BUSINESS REGISTRATION AND LICENCING AGENCY

Filing Fee T.SHS 15,000/=

**FORM OF ANNUAL RETURN OF A COMPANY
HAVING A SHARE CAPITAL**

The Companies Act 2002, Section 128

BARAKA ESTABLISHMENT LIMITED
2012



WAKALA WA USAJILI WA BIASHARA NA LESEN.
 S.L.P 9393, Dar-es-Salaam.
 SIMU : +255 22 2180141, 2180113, 2181113. NUKUSHI: +255
 22 2180371
 BARUA PEPE: cco@brela-tz.org, usajili@brela-tz.org, info@brela-
 tz.org
 TOVUTI: <http://www.brela-tz.org>



RECEIPT NO: 00154879

NIMEPOKEA KWA
Received from

BARAKA ESTABLISHMENT LTD

KIASI CHA SHILINGI(KWA MANENO)
Sum of shillings(In words)

FIFTEEN THOUSAND TANZANIAN SHILLINGS ONLY.

KWA MALIPO YA
In respect of

FILLING FEES [TSHS15,000] .
TOTAL TSHS : 15,000

KWA FEDHA TASLIMU/HUNDI NAMBA
By cash/cheque No.

CASH

KITUO
Station

DAR ES SALAAM

SAHIBI YA MPOKEAJI
Receiving officer's sign

GODFREY EDWARD

CHEO
Title

ACCOUNTS ASSISTANT

TAREHE
Date

20/03/2013