

5

ALL PACK (I) LTD

Jan.

FROM :
FAX NO. :



ATT: KHAWWA

ITN - 614 (Rev. 8.04)

1										USD	04
										750	

37895494

JAMHURI YA MUNGANO WA TANZANIA
THE UNITED REPUBLIC OF TANZANIA
STAKABADHU YA SERIKALI
EXCHEQUER RECEIPT

CLASSIFIED MUSHI
KASI

PACK TANZANIA LIMITED US DOLLAR ONUM

RECEIVED FROM
JUMLA YA SHILINGI (Kwa mihano) SEVEN HUNDRED FIFTY US DOLLAR ONUM
The sum of Shillings (Manda)

DATE 21/02/2012

CERTIFICATE OF PAYMENT
KWA MALIPO WA
In respect of
TANZANIA FEDERAL TRADING CORPORATION
By Cashier
MUSHI YA MPOKWA

SIGNED
Signature

IC - MUSHI

RECEIVED
21 MAR 2012

TICC/PP.10/042199/3

19th March, 2012

*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



R.P. Mbilinyi

For: 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

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TICC/PP.10/042199/3

19th March, 2012

Managing Director,
All Pack Tanzania Ltd,
P.O. Box 999,
MOSHI

**RE: CERTIFICATE OF INCENTIVES FOR INVESTMENT IN THE
ESTABLISHMENT OF A PROJECT FOR MANUFACTURING OF HARD
LIQUORS (GIN, BRANDY AND VODKA)**

We wish to acknowledge receipt of your project proposal to establish a project for manufacturing of hard liquors (gin, brandy and vodka) as presented in the TIC P.A. 1 Form No. 03862 and Feasibility Study with a projected investment of USD 1.3m.

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

You will be required to submit to the Centre a Progress Report on the implementation of the project after every six months for our information and review. Guidelines for the preparation of the report are contained in annexure 2 also attached to this letter. Please do not hesitate to contact the Centre for any clarification if the need arises. Please also note that a facilitation fee equivalent to US\$ 750.00 is payable at the ruling exchange rate before your Certificate of Incentives is prepared. Please make deposit direct to the bank as per bank details below:-

.../2



TIC Evaluation Report

Name of the Company
All Pack Tanzania Ltd.

Post Box	Ghalla Street, Plot No. 11/12 And 102 Block A Mbeya Street	COI Number	61210	Contact	Mr. Jitendera Kumar
Post Office	999, Moshi	COI Date	17/07/2012	Designation	Director
Region	Kilimanjaro	Application F. No	03862	Phone	0
Country	Tanzania	Status	New	Direct Phone	0
		Sector	Manufacturing	Cell Phone	0767 725 725
		Sub Sector	Hard Liquors	Fax	027 54729
		File No	042199	E-Mail Address	Jitenderbabby@Yahoo.Com

Project Location		Investment Finance Plan in Millions USD			
Plot/Block	Plot No. 11/12 and 102 Block A	Foreign Equity	Local Equity	Foreign Loan	Local Loan
Street	Mbeya	0.65	0	0	0.65
District	Moshi Urban				
Region	Kilimanjaro				

Shareholders Detail			Investment Breakdown (USD Million)	
Name	Nationality	(%)	Land/Building	0.3
Deepak Sharma	Indian	10	Plant	0.7
Jitendera Kumar	Indian	90	Vehicles	0.225
			Furniture & Fittings	0.025
			Pre-expenses	0.01
			Others	0
			Working Capital	0.04
			Total	1.3

Employment	43	Evaluated By	.wf officer4
Capacity	xxxx	Drawn By	wf registry2
Project Turn Over		Project Type	Mixed(Local & Foreign)

Description

To establish a project for manufacturing of hard liquors (gin,brandy and vodka)

Recommendations

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

Decision

Approved
Muniny
17/07/2012
16/3

No.	NAMES AND ADDRESSES OF SUBSCRIBERS	NUMBER OF SHARES TAKEN BY EACH SUBSCRIBER	SIGNATURES OF SUBSCRIBERS
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1. MR. INDERJIT SINGH BANSAL
P. O. BOX 8951
MOSHI
TANZANIA

1350



2. MR. JITENDERA KUMAR
P. O. BOX 8951
MOSHI
TANZANIA

1350



3. MR. MOHINDER SINGH SEHMBI
P. O. BOX 327
MOSHI
TANZANIA

300



Total shares taken

3,000

Dated the 3rd Day of July 2007

Witness to the above Signatures: -

Mehboob M. Sadiq F.C.P.A. F.T.A.A.
Certified Public Accountant in
Public Practice
P. O. Box 822, MOSHI

prepaid envelop addressed to the member at his registered address, or by leaving it at that address. Where a notice is sent by post, service of the notice shall be deemed to be effected by properly addressing, preparing, and posting a letter containing the notice, and to have been effected at the expiration of (seventy-two) hours after the letter containing the same was posted. A member whose registered address is not within the Tanzania and who gives to the company an address within the Tanzania at which notices may be given him shall be entitled to receive any notice from the company.

121. A notice may be given by the company to the joint holders of a share by giving the notice to the joint holder first named in the register of members in respect of the share.

122. A notice may be given by the company to the persons entitled to a share in consequence of the death or bankruptcy of a member by sending or delivering it, in any manner authorised by the articles, addressed to them by name, or by the title of representatives of estate, or trustee of the bankrupt, or by any like description, at the address, if any, within the Tanzania supplied for the purpose by the persons claiming to be so entitled. Until such an address has been supplied, a notice may be given in any manner in which it might have been given if the death or bankruptcy had not occurred.

123. A member present, either in person or by proxy, at any meeting of the company or of the holders of any class of shares in the company shall be deemed to have received notice for the purpose for which it was called.

WINDING UP

124. If the company is wound up to the liquidator may, with sanction of a special resolution of the company and any other sanction required by the Act divide amongst the members in specie the whole or any part of the assets of the company and may, for that purpose, set such value as he deems fair upon any property to be divided and may determine how such division shall be carried out as between the members or different classes of members. The liquidator may, with the like sanction, vest the whole or any part of the assets in trustees upon such trusts for the benefit of the members, as the liquidator, with the like sanction, shall determine, but no member shall be compelled to accept any shares or other securities upon which there is a liability.

INDEMNITY

125. Subject to the provisions of the Act, but without prejudice to any indemnity to which a director may otherwise be entitled, every director or other officer or auditor of the company shall be indemnified out of the assets of the company against any liability incurred by him in defending any proceedings, whether civil or criminal, in which judgment is given in his favour or in which he is acquitted or in connection with any application under section 481 of the Act in which relief is granted to him by the court from liability for negligence, default, breach of duty or breach of trust in relation to the affairs of the company.

115. No members shall (as such) have any right of inspecting any accounting records or other book or document of the company except as conferred by statute or authorised by the directors or by ordinary resolution of the company.
116. The directors shall, in accordance with sections 153, 155 and 159 of the Act, cause to be prepared and to be laid before the company in general meeting such profit and loss accounts, balance sheets, cash flow statements, group accounts (if any) and reports as are referred to in those sections.
117. In accordance with section 163 of the Act, the copy of the company's annual accounts to be laid before the company in general meeting together with a copy of the director's report and the auditor's report shall not less than twenty-one days before the date of the meeting be sent to every member of, and every holder of debentures of the company. Provided that this regulation shall not require a copy of those documents to be sent to any person of whose address the company is not aware or to more than one of the joint holders of any shares or debentures.

CAPITALISATION OF PROFITS

118. The directors may, with the authority of an ordinary resolution of the company:
- (a) Resolve to capitalise any part of the amount for the time being standing to the credit of any of the company's reserve accounts or to the credit of the profit and loss account or otherwise available for distribution, and that such sum be capitalized to the members who would have been entitled to it were distributed by way of dividends and in the same proportions and apply such sum either in or towards paying up any amounts for the time being unpaid on any shares held by such members respectively or in paying up in full in issued shares or debentures of the company to be allotted and distributed,
 - (b) Make such provision the issue of fractional certificates or by payment in cash or otherwise as they think fit for the case of shares or debentures becoming distributable in fractions, and authorise any person to enter on behalf of all the members entitled thereto into an agreement with the company providing for the allotment to them respectively, credited as fully paid up, of any shares or debentures to which they are entitled upon such Capitalisation, and any agreement made under such authority shall be effective and binding on all such members.

AUDIT

119. Auditors shall be appointed and their duties regulated in accordance with sections 170 to 179 of the Act.

NOTICES

120. Any notice to be given to or by any person pursuant to the articles shall be in writing except that a notice calling a meeting of directors needs not to be in writing. The company may give any notice to a member whether personally or by sending it post in a

109. Any general meeting declaring a dividend may, upon the recommendation of the directors, direct payment of such dividend wholly or partly by the distribution of assets and, where any difficulty arises in regard to the distribution, the directors may settle the same, and in particular may issue fractional certificates and fix the value for distribution of any assets and may determine that cash payments shall be made to any members upon the footing of the value so fixed in order to adjust the rights of member, and may vest any assets in trustees.
110. Any dividend, interest or other money payable in cash in respect of shares may be paid by cheque sent through the post to the registered address of the holder or, in the case of joint holders, to the registered address of that one of the joint holders who is first named in the register of members or to such person and to such address as the holder or joint holders may in writing direct. Every such cheque or warrant shall be made payable to the order of the person to whom it is sent, and payment of the cheque shall be a good discharge to the company. Any one of two or more joint holders may give effectual receipts for any dividends or other moneys payable in respect of the shares held by them as joint holders.
111. No dividend or other moneys payable in respect of a share shall bear interest against the company unless otherwise provided by the rights attached to the share.
112. Any dividend which has remained unclaimed for twelve years from the date when it became due for payment shall, if the directors so resolve, be forfeited and cease to remain owing by the company.

ACCOUNTS

113. 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 purchase of goods by the company; and
 - (c) The assets and liabilities of the company.
- Proper books shall not be deemed to be kept if there are not kept such books of account as are necessary to give a true and fair view of the state of the company's affairs and to explain its transactions.
114. The books of account shall be kept at the registered office of the company, or subject to section 151 (4) of the Act, at such other place or places as the directors think fit, and shall always be open to the inspection of the directors.

SECRETARY

102. The secretary shall be appointed by the directors for such term, at such remuneration and upon such conditions as they may think fit, and any secretary so appointed may be removed by them.
103. A provision of the Act or these Regulations requiring or authorising a thing to be done by or to a director and the secretary shall not be satisfied by its being done by or to the same person acting both as director and as, or in place of, the secretary.

THE SEAL

104. The seal shall only be used by the authority of the directors or of a committee of the directors authorised by the directors. The directors may determine who shall sign any instrument to which the seal is affixed and unless otherwise so determined it shall be signed by a director and by the secretary or by a second director.

DIVIDENDS AND RESERVE

105. Subject to section 180 of the Act, the company may by ordinary resolution declare dividends in accordance with the respective rights of the members, but no dividend shall exceed the amount recommended by the directors.
106. Subject to the provisions of the Act, the directors may from time to time pay to the members such interim dividends as appear to the director to be justified by the profits of the company available for distribution.
107. The directors may, before recommending any dividend, set aside out of the profits of the company such sums as they think proper as a reserve or reserves which shall, at the discretion of the directors, be applicable for any purpose to which the profits of the company may be properly applied, and pending such application may, at the like discretion, either be employed in the business of the company or be invested in such investments (other than shares of the company) as the directors may from time to time think fit. The directors may also without placing the same to reserve carry forward and any profits which they may think prudent not to divide.
108. Except as otherwise provided by the rights attached to shares, all dividends shall be declared and paid according to the amounts paid on the shares in respect of which the dividend is paid. All dividends shall be apportioned and paid proportionately 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, that share shall rank for dividend accordingly.

95. All acts done by a meeting of the directors or of a committee of directors or by a person acting as a director shall, notwithstanding that it be afterwards discovered that there was some defect in the appointment of any such director, or that any of them were disqualified from holding office, or had vacated office, or were not entitled to vote, be as valid as if every such person had been duly appointed and was qualified and continued to be a director and was entitled to vote.
96. A resolution in writing, signed by all the directors entitled to receive notice of a meeting of the directors, or of a committee of directors, shall be as valid and effectual as if it had been passed at a meeting of the directors or (as the case may be) a committee of directors duly convened and held, and may consist of several documents in the like form each signed by one or more directors.
97. Save as otherwise provided in the articles, a director shall not vote at a meeting of directors or of a committee of directors on any resolution concerning a matter in which he has, directly or indirectly, an interest or duty which is material and which conflicts or may conflict with the interests of the company. Subject to and in accordance with provisions of the Act, an interest of a person who is connected with a director shall be treated as an interest of the director.
98. A director shall not be counted in the quorum present at a meeting in relation to a resolution on which he is not entitled to vote.
99. The company may by ordinary resolution suspend or relax to any extent, either generally or in respect of any particular matter, any provision of the articles prohibiting a director from voting at a meeting of directors or of a committee of directors
100. Where proposals are under consideration concerning the appointment of two or more directors of offices or employment with the company or any body corporate in which the company is interested, the proposals may be divided and considered in relation to each director separately and (provided he is not for another reason precluded from voting) each of the directors concerned shall be entitled to vote and be counted in the quorum in respect of each resolution except then concerning his own appointment.
101. If a question arises at a meeting of directors or of a committee of directors as to the right of a director to vote, the question may, before the conclusion of the meeting, be referred to the chairman of the meeting and his ruling in relation to any director other than himself shall be final and conclusive.

88. The company may by ordinary resolution, of which special notice has been given in accordance with section 144 of the Act, remove any director before the expiration of his period of office notwithstanding anything in these articles or in any agreement between the company and the director. Such removal shall be without prejudice to any claim the director may have for damages for breach of any service contract with the company.
89. The company may by ordinary resolution appoint another person in place of a director removed from office under the immediately preceding regulation, and without prejudice to the powers of the directors under article 87 the company may by ordinary resolution appoint any person to be a director either to fill a vacancy or as additional director.

PROCEEDINGS OF DIRECTORS

90. Subject to the provisions of the articles, the directors may regulate their meetings as they think fit. Questions arising at a 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 at the request of a director shall, call a meeting of the directors, It shall not be necessary to give notice of a meeting to any director who is absent from Tanzania.
91. The quorum necessary for the transaction of the business of the directors may be fixed by the directors and unless so fixed shall be two.
92. The continuing directors may act notwithstanding any vacancy in their number, but, if their number is reduced below the number fixed as the necessary quorum, the continuing directors or director may act only for the purpose of filling vacancies or of calling a general meeting.
93. The directors may appoint one of their number to be the chairman of the board or directors and determine the period of which he is to hold office. Unless he is unwilling to do so, the director so appointed shall preside at every meeting of directors as which he is present. But if no such chairman is appointed, or if he is unwilling to preside, or if at any meeting the chairman is not present within five minutes after the time appointed for holding the same, directors present may choose one of their number to be chairman of the meeting.
94. The directors may delegate any of their powers to any committee consisting of one or more directors; any committee so formed shall in the exercise of the powers so delegated conform to any regulations that may be imposed on it by the directors. Subject to any such regulations, the proceedings of a committee with two or more members shall be governed by the articles regulating the proceedings of directors so far as they are capable of applying.

REMUNERATION AND EXPENSES; GRATUITIES AND PENSIONS

83. The remuneration of the directors shall be determined by ordinary resolution of the company and, unless the resolution otherwise provides, such remuneration shall be deemed to accrue from day to day. The directors may also be paid all traveling, hotel and other expenses properly incurred by them in attending an returning from meetings of the directors or any committee of the directors or general meetings or separate meetings of the holders of any class of shares or of debentures of the company or otherwise in connection with business of the company.
84. The directors on behalf of the company may pay a gratuity of pension or allowance on retirement to any director who had held any other salaries office or place of profit with the company or to his widow or dependants and may make contributions to any fund and pay premiums for the purchase or provisions of any such gratuity, pension or allowance.

DISQUALIFICATION AND REMOVAL OF DIRECTORS

85. The office of directors shall be vacated if the director-
- (a) Ceases to be a director by virtue of any provision of the Act or he becomes prohibited by law from being a director; or
 - (b) Becomes bankrupt or makes any arrangement or composition with his creditors generally; or
 - (c) Becomes of unsound mind; or
 - (d) Resigns his office by notice in writing to the company; or
 - (e) Shall for more than six consecutive months have been absent without permission of the directors from meetings of the directors held during that period and the directors resolve that his office be vacated.

APPOINTMENT AND RETIREMENT OF DIRECTORS

86. The company may by ordinary resolution appoint a person who is willing to act to be a director either to fill a vacancy or to be an additional director.
87. The directors may appoint a person who is willing to act to be a director, either to fill a vacancy or as an additional director, provided that the total number of directors does not exceed the number fixed by or in accordance with these articles. A director so appointed shall hold office only until the next following annual general meeting, and shall then be eligible for re-election.

- (b) May be a director or other officer of, or employed by, or a party to any transaction or arrangement with, or otherwise interested in any body corporate promoted by the company or in which the company may be interested;
- (c) Shall not, by reason of his office, be accountable to the company for any benefit which he derives from any such office or employment remuneration or other benefits received by him as a director or officer of, or from his interest in, such other company unless the company otherwise directs.

Provided that nothing herein contained shall authorise a director or his firm to act as auditor to the company.

80. For the purposes of articles 78 and 79 –

- (a) A general notice given to the directors that a director is to be regarded as having an interest of the nature and extent specified in the notice in any transaction or arrangement in which a specified person or class of persons is interested shall be deemed to be a disclosure that the director has an interest in such transaction of the nature and extent specified; and
- (b) An interest of which a director has no knowledge and of which it is unreasonable to expect him to have knowledge shall not be treated as an interest of his.

81. All cheques, promissory notes, drafts, bills of exchange and other negotiable instruments, and all receipts for moneys paid to the company, shall be signed, drawn accepted, endorsed, or otherwise executed in such manner as the directors shall from time to time by resolution determine.

MINUTES

82. The directors shall cause minutes to be made in book kept for the purpose:-

- (a) Of all appointments of officers made by the directors;
- (b) Of the names of the directors present at each meeting of the directors and of any committees of the directors;
- (c) Of all resolutions and proceedings at all meetings of the company, of the holders of any class of shares in the company, and of the directors, and of committees of directors.

directors at which a quorum is present may exercise all powers exercisable by the directors.

74. The directors may by power of attorney appoint any person to be the attorney or agent of the company for such purposes and on such conditions as they determine, including authority for the attorney or agent to delegate all or any of his powers.
75. 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 debentures, debenture stock, and other securities whether outright or as security for any debt, liability or obligation of the company or of any third party.
76. The company may exercise the powers conferred upon the company by sections 124 to 127 of the Act with regard to the keeping of a branch register, and the directors may (subject to the provisions of those sections) make and vary such regulations as they may think fit respecting the keeping of any such register.

DIRECTOR'S APPOINTMENTS AND INTERESTS

77. The directors may appoint one or more of their number to the office of managing director or to any other executive office under the company and may enter into an agreement or arrangement with any director for his employment by the company or for the provision by him of any services outside the scope of the ordinary duties of a director. Any such appointment, agreement or arrangement may be made on such terms as the directors determine and they may remunerate any such director for his services as they think fit. Any appointment of a director to an executive office shall terminate if he ceases to be a director, but without prejudice to any claim to damages for breach of the contract of service between the director and the company. A managing director and a director holding any other executive office shall not be subject to retirement by rotation.
78. A director who is in any way, whether directly or indirectly, interested in a contract or proposed contract with the company shall declare the nature of his interest at a meeting of the directors in accordance with section 209 of the Act.
79. Subject to the provisions for the Act, and provided that he has disclosed to the directors the nature and extent of any material interest of his, a director notwithstanding his office:-
 - (a) May be a party to, or otherwise interested in, any transaction or arrangement with the company or in which the company is otherwise interested;

68. The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll.
69. A vote given in accordance with the terms of an instrument of proxy, or poll demanded by proxy, or by the duly authorised representative of a corporation shall be valid notwithstanding the previous determination was received by the company at its registered office (or at such other place at which the instrument or proxy was duly deposited) before the commencement of the meeting or adjourned meeting at which the proxy is used.

CORPORATIONS ACTING BY REPRESENTATIVES AT MEETINGS

70. 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 of any class of members of the company, and the person so authorised shall be entitled to exercise the same powers on behalf of the corporation which he represents as that corporation could exercise if it were an individual member of the company.

DIRECTORS

71. (i) Unless and until otherwise determined by the company by Ordinary Resolution the number of Directors (excluding Alternate Directors) shall not be less than two and not more than ten.
- (ii) The names of the First Directors of the Company shall be:
1. MR. INDERJIT SINGH BANSAL
 2. MR. JITENDERA KUMAR
 3. MR. MOHINDER SINGH SEHMBI

72. The shareholding qualification for directors may be fixed by the company in general meeting, and unless and until so fixed no qualification shall be required.

POWERS AND DUTIES OF DIRECTORS

73. Subject to the provisions of the Act, the memorandum and the articles and to any directions given by special resolution, the business of the company shall be managed by the directors, who may exercise all the powers of the company. No alteration of the memorandum or articles and no such directions shall invalidate any prior act of the directors which would otherwise have been valid. The powers given by this article shall not be limited by any special power given to the directors by the articles and meeting of

less than 48 hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote, or, in the case of a poll, not less than 24 hours before the time appointed for the taking of the poll, and in default the instrument of proxy shall not be treated as valid.

66. An instrument appointing a proxy shall be in the following form or a form as near thereto as circumstances admit:

ALL PACK TANZANIA LIMITED

I/we of, being a Member/members of the above named company, hereby appoint of or failing him, of, as my/our proxy to vote for me/us on my/our behalf at the (annual or extraordinary, as the case may be) general meeting of the Company to be held on the day of, and at any adjournment thereof.

Signed this day of 200

67. Where it is desired to afford members an opportunity of voting for or against a resolution the instrument appointing a proxy shall be in the following form or a form as near thereto as circumstances admit:

ALL PACK TANZANIA LIMITED

I/We of being a Member/members of the above named company, hereby appoint of or failing him, of as my/our proxy to vote for me/us on my/our behalf at the (annual or extraordinary, as the case may be) general meeting of the company to be held on the day of, and at any adjournment thereof.

Signed this day of 200,

This form is to be used in favour of/against resolutions (1/2/3 etc.). Unless otherwise instructed, the proxy will vote as he thinks fit or abstain from voting.

present shall have effect as if it had been passed at a general meeting duly convened and held, and may consist of several instruments in the like form each executed by or on behalf of one or more members.

VOTES OF MEMBERS

58. Subject to any rights or restrictions attached to any share or class or classes of shares, on a show of hands every member (being an individual) present in person or (being a corporation) present by a duly authorised representative, not being himself a member entitled to vote, and on a poll every member shall have one vote for each share of which he is the holder.
59. In the case of joint holders the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders; and for this purpose seniority shall be determined by the order in which the names stand in the register of members.
60. A member in respect of whose estate a manager has been appointed under section 26 of the Mental Diseases Ordinance, may vote, whether on a show of hands or on a poll, by his manager, and any such manager may, on a poll, vote by proxy.
61. No member shall be entitled to vote at a general meeting or at a separate meeting of the holders of any class of shares in the company unless all calls or other sums presently payable by him in respect of shares in the company have been paid.
62. 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 tendered, and every vote not disallowed at such meeting shall be valid for all purposes. Any objection made in due time shall be referred to the chairman of the meeting, whose decision shall be final and conclusive.
63. On a poll votes may be given either personally or by proxy. A member may appoint more than one proxy to attend on the same occasion.
64. The instrument appointing proxy shall be in writing executed by or on behalf of the appointor or of his attorney duly authorised in writing, or, if the appointor 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.
65. The instrument appointing a proxy and any authority under which it is executed a copy of that authority certified notarially or in such other manner as approved by the directors shall be deposited at the registered office of the company or at such other place within the Tanzania as is specified for that purpose in the notice convening the meeting, not

at least seven clear days notice and the general nature of the business to be transacted at an adjourned meeting should be given.

51. 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 the declaration of the result of the show of hands) demanded;
 - (a) By the chairman or;
 - (b) By at least two members having the right to vote at the meeting; or
 - (c) By a member or members representing not less than one-tenth of the total voting rights of all the members having the right to vote at the meeting; or
 - (d) By a member or members holding shares conferring a right to vote at the meeting being shares on which an aggregate sum has been paid up equal to not less than one-tenth of the total sum paid up on all the shares conferring that right; and a demand by a person as proxy for a member shall be the same as a demand by the member.
52. Unless a poll be 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 lost, or not carried by a particular majority and an entry to that effect in the minutes of the meeting shall be evidence of that fact.
53. The demand for a poll may, before the poll is taken, be withdrawn.
54. Except as provided in article 56, 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 the resolution of the meeting at which the poll was demanded.
55. In the case of an equality of votes, whether on a show of hands or on a poll, the chairman of the meeting shall be entitled to a casting vote in addition to any other vote he may have.
56. A poll demanded on the election of a chairman or on a question of adjournment shall be taken immediately. A poll demanded on any other question shall be taken either immediately or at such time not being more than thirty days after the poll is demanded as the chairman of the meeting directs, and any business other than that upon which a poll has been demanded may be proceeded with pending the taking of the poll.
57. A resolution in writing executed by or on behalf of each member who would have been entitled to vote upon it if it had been proposed at a general meeting at which he was

consequence of the death or bankruptcy of a member and to the directors and auditors. The accidental omissions to give notice of a meeting to, or the non-receipt of notice of a meeting by, any person entitled to receive notice shall not invalidate the proceedings at the meeting.

PROCEEDINGS AT GENERAL MEETINGS

44. All business shall be deemed special that is transacted at an extra ordinary general meeting, and also all that is transacted at an annual general meeting, with the exception of declaring a dividend, the consideration of the accounts, and the reports of the directors and auditors, the election of directors in the place of those retiring and the appointment of, and the fixing of the remuneration of the auditors.
45. 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; two persons entitled to vote on the business to be transacted, each being a member or a proxy for a member of a duly authorised representative of a corporation, shall be a quorum.
46. If within half an hour from the time appointed for meeting a quorum is not present, or if during the course of a meeting a quorum ceases to be present, the meeting shall stand adjourned to the same day in the next week, at the same time and place or to such other day at such other time and place as the directors may determine.
47. The chairman, if any, of the board of directors or in his absence some other director nominated by the directors shall preside as chairman of the general meeting, but if neither the chairman nor such other director (if any) be present within fifteen minutes after the time appointed for the holding of the meeting and willing to act, the directors present shall elect one of their number to be chairman of the meeting and, if there is only one director present and willing to act, he shall be chairman.
48. If at any meeting no director is willing to act as chairman or if no director is present within fifteen minutes after the time appointed for holding the meeting, the members present shall choose one of their member to be chairman of the meeting.
49. A director shall, notwithstanding that he is not a member, be entitled to attend and speak at a general meeting and at any separate meeting of the holders of any class of shares in the company.
50. The chairman may, with the consent of any meeting at which quorum is present and shall if so directed by the meeting), adjourned 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 which might properly have been transacted at the meeting had the adjournment not taken place. When a meeting is adjourned for fourteen days or more,

authorise some person to execute an instrument of transfer of the shares to or in accordance with the directions of the purchaser. The transferee shall not be bound to see to the application of the purchase money nor shall his title to the share be affected by any irregularity in or invalidity of the proceedings in reference to the sale.

38. Subject to the provisions of the Act, the company may by special resolution reduce its share capital, any capital redemption reserve fund or any share premium account in any way.
39. The company shall in each year hold a general meeting as its annual general meeting in addition to any other meetings in that year, and shall specify the meeting as such in the notices calling it; and not more than fifteen months shall elapse between the date of one annual general meeting of the company and that of the next.
40. All general meetings other than annual general meetings shall be called extraordinary general meetings.
41. The directors may, whenever they think fit, call an extraordinary general meeting, and extraordinary general meetings shall also be convened on such requisitionists, or, in default, may be convened by such requisitionists, as provided by section 134 of the Act. If at any time there are not within the Territory sufficient directors to call the meeting, any director or any two members of the company may call the meeting in the same manners as nearly as possible that in which meeting may be convened by the directors.

NOTICE OF GENERAL MEETINGS

42. Every general meeting shall be called by twenty-one clear days notice in writing. The notice shall specify the time and place of the meeting and the general nature of the business and, in the case of an annual general meeting, shall specify the meeting as such;

Provided that a meeting of the company may be called by shorter notice if it is so agreed;-

- (a) In the case of an annual general meeting, by all the members entitled to attend and vote thereat; and
 - (b) In the case of any other meeting by a majority in number of the members having a right to attend and vote at the meeting, being a majority together holding not less than 95 per cent in nominal value of the shares giving that right.
43. Subject to the provisions of the articles and to any restrictions imposed on any shares, the notice shall be given to all the members, to all persons entitled to a share in

forfeited share is to be transferred to any person, the directors may authorise some person to execute an instrument of transfer of the share in question.

34. A person any of whose shares have been forfeited shall cease to be a member in respect of the forfeited shares and shall surrender to the company for cancellation the certificate for the shares forfeited, but shall remain liable to the company for all moneys which, at the date of forfeiture, were payable by him to the company in respect of the shares, but his liability shall cease if and when the company shall have received payment in full of all such moneys in respect of the shares, but the directors may waive payment wholly or in part or enforce payment without any allowance for the value of the shares at the time of forfeiture or for any consideration received on their disposal.
35. A statutory declaration by a director or the secretary that a share has been forfeited on a date stated in the declaration shall be conclusive evidence of the facts stated therein as against all persons claiming to be entitled to the share, and the declaration shall (subject to the execution of an instrument of transfer if necessary) constitute a good title to the share, and the person to whom the share is disposed of shall not be bound to see to the application of the consideration, if any, nor shall his title to the share be affected by any irregularity or invalidity of the proceedings in reference to the forfeiture or disposal of the share.

ALTERATION OF CAPITAL

36. The company may by ordinary resolution;-
- (a) Increase its share capital by new shares of such amount, as the resolution prescribes;
 - (b) Consolidate and divide all or any of its share capital into share of larger amount than its existing shares;
 - (c) Subject to the provisions of section 65(1)(d) of the Act, sub-divide its existing shares, or any of them, into shares of smaller amount than is fixed by the memorandum of association;
 - (d) Cancel shares which, at the date of the passing of the resolution, have not been taken or agreed to be taken by any person and diminish the amount of its share capital by the amount of the shares so cancelled.
37. Whenever as a result of a consolidation of shares any member, would become entitled to fractions of a share, the directors may, on behalf of those members, sell the shares representing the fractions for the best price reasonably obtainable to any person (including subject to the provisions of this Act, the company) and distribute the net proceeds of sale in due proportions among those members, and the directors may

TRANSMISSION OF SHARES

28. In case of the death of a member, the survivor of survivors where the deceased was a joint holder, and the personal representatives of the deceased where he was a sole holder or the only survivor of joint holders, shall be the only persons recognised by the company as having any title to his interest in the shares; but nothing herein contained shall release the estate of a deceased member from any liability in respect of any share which had been jointly held by him.
29. A person becoming entitled to a share in consequence of the death or bankruptcy of a member may, upon such evidence being produced as may properly be required by the directors and subject as hereinafter provided, either elect by notice to the company to be registered as holders of the share, or elect to have some person nominated by him registered as the transferee in which case he shall execute the appropriate instrument of transfer. All the articles relating to the right to transfer of shares shall apply to any such notice or transfer as if it were an instrument of transfer executed by the member and the death or bankruptcy of the member had not occurred.
30. A person becoming entitled to a share by reason of the death or bankruptcy of the holder shall have the rights to which he would be entitled if he were the registered holder of the share, except that he shall not, before being registered as the holder of the share, be entitled in respect of it to exercise any right conferred by membership in relation to meetings of the company.

ALTERATION OF CAPITAL

31. If a call remains unpaid after it has become due and payable, the directors may give to the person from whom it is due not less than fourteen clear days' notice requiring payment of the amount unpaid, together with any interest which may have accrued. The notice shall name the place where payment is to be made and shall state that if the notice is not complied with, the shares in respect of which the call was made will be liable to be forfeited.
32. If the notice is not complied with, any share in respect of which it was given may, before the payment required by the notice has been made, be forfeited by a resolution of the directors to that effect and the forfeiture shall include all dividends or other moneys payable in respect of the forfeited share and not paid before the forfeiture.
33. Subject to the provisions of this Act, a forfeited share may be sold, re-allotted or otherwise disposed of on such terms and in such manner as the directors determine either to the person who was before the forfeiture the holder or to any other person, and at any time before a sale, re-allotment or other disposition the forfeiture may be cancelled on such terms as directors think fit. Where for the purposes of its disposal a

directors may determine, but the directors may waive payment of such interest wholly or in part.

20. An amount payable in respect of a share on allotment or at any fixed date, whether in respect of nominal value or premium or as an installment of a call, shall be deemed to be a call, and if it is not paid the provisions of the articles shall apply as if that amount had become due and payable by virtue of a call.
21. Subject to the terms of allotment, the directors may, on the issue of shares, differentiate between the holders as to the amount of calls to be paid and the times of payment.
22. The directors may, if they think fit, receive from any member willing to advance the same, all or any part of the moneys un-called and unpaid upon any shares held by him, and upon all or any of the moneys so advanced may (until the same would, but for such advance, become (payable) pay interest at such rate not exceeding (unless the company in general meeting shall otherwise direct) six per cent per annum, as may be agreed upon between the directors and the members paying such sum in advance.

TRANSFER OF SHARES

23. The instrument of transfer of any share shall be in any usual form or any other form which the directors may approve and shall be executed by or on behalf of the transferor and, unless the share is fully paid up, by or on behalf of the transferee, and the transferor shall be deemed to remain a holder of the share until the name of the transferee is entered in the register of members in respect thereof.
24. The directors may, in their absolute discretion and without assigning any reason therefore, decline to register any transfer of any share, whether or not it is fully paid share.
25. If the directors refuse to register a transfer they shall within sixty days after the date on which the transfer was lodged with the Company send to the transferee notice of the refusal.
26. The registration of transfers of shares or any transfers of any class of shares may be suspended at such times and for such periods (not exceeding thirty days in any year) as the directors may determine.
27. No fee shall be charged for the registration of any instrument of transfer or other document relating to or affecting title to any share.

bankruptcy of the holder, demanding payment and stating that if the notice is not complied with the shares may be sold.

14. To give effect to any such sale the directors may authorise some person to transfer the shares sold to, or in accordance with the directions of, the purchaser thereof. The purchaser shall be registered as the holder of the shares comprised in any such transfer, and he shall not be bound to see to the application of the purchase money, nor shall his title to the shares be affected by any irregularity or invalidity in the proceedings in the reference to the sale.
15. The net proceeds of the sale shall be received by the Company and applied in payment of such part of the amount in respect of which the lien exists as presently payable, and the residue, if any, shall (upon surrender to the Company for cancellation of the certificate for the shares sold and subject to a like lien for sums not presently payable as existed upon the shares before the sale) be paid to the person entitled to the shares, at the date of the sale.

CALLS ON SHARES

16. Subjects to the terms of allotment, the directors may make calls upon the members in respect of any moneys unpaid on their shares (whether in respect of nominal value or premium) and not by the conditions of allotment thereof made payable at fixed times, provided that no call shall exceed one-fourth of the nominal value of the share or be payable at less than one month from the date fixed for the payment of the last preceding call, and each member shall (subject to receiving at least fourteen clear days notice specifying when and where payment is to be made) pay to the Company as required by the notice the amount called on his shares. A call may be required to be paid by installments. A call may, before receipt by the Company of any sum due thereunder, be revoked in whole or part and payment of a call may be postponed in whole or part. A person upon whom a call is made shall remain liable for calls made upon him notwithstanding the subsequent transfer of the shares in respect of which the call was made.
17. A call shall be deemed to have been made at the time when the resolution of the directors authorising the call was passed.
18. The joint holders of a share shall be jointly and severally liable to pay all calls in respect thereof.
19. If a call remains unpaid after it has become due and payable, the person from whom the sum is due shall pay interest on the amount unpaid from the day it became due and payable to the time of actual payment at the rate fixed by the term of allotment of the share or, if no rate is fixed, at a rate not exceeding five percent per annum as the

payment of cash or the allotment of fully or partly paid shares or partly in one way and partly in the other.

9. Except as required by the law, no person shall be recognised by the company as holding any share upon any trust, and the company shall not be bound by or be compelled in any way to recognise (even when having notice thereof) any equitable, contingent, future or partial interest in any share or any interest in any fractional part of a share or (except as otherwise provided by the articles or by law) any other rights or interests in respect of any share except an absolute right to the entirety thereof in the registered holder.

SHARE CERTIFICATES

10. Every member, upon becoming the holder of any shares, shall be entitled without payment to receive within two months after allotment or lodgment of transfer (or within such other period as the conditions of issue shall provide) one certificate for all the shares of each class held by him (and, upon transferring a part of his holding of shares of any class, to a certificate for the balance of such holding) or several certificates each for one or more of his shares upon payment for every certificate after the first such reasonable sum as the directors may determine. Every certificate shall be sealed with the seal and shall specify the number, class and distinguishing numbers (if any) of the shares to which it relates and the amount or respective amounts paid thereon. In respect of a share of shares held jointly by several persons, the company shall not be bound to issue more than one certificate, and delivery of a certificate for a share to one joint holder shall be sufficient delivery to all joint holders.
11. If a share certificate is defaced, worn out, lost or destroyed, it may be renewed on such terms (if any) as to evidence and indemnity and payment of expenses reasonably incurred by the company in investigating evidence as the directors may determine but otherwise free of charge, and (in the case of defacement or wearing out) on delivery up of the old certificate.

LIEN

12. The Company shall have a first and paramount lien on every share (not being a fully paid share) for all moneys (whether presently payable or not) called or payable at a fixed time in respect of that shares, but the directors may at any time declare any share to be wholly or in part exempt from provisions of this regulation. The Company's lien, if any, on a share shall extend to any amounts payable in respect of it.
13. The Company may sell, in such manner as the directors determine, any shares on which the Company has a lien if a sum in respect of which the lien exists is presently payable and is not paid within fourteen clear days after a notice in writing has been given to the holder of the share, or the person entitled thereto by reason of the death or

PRIVATE COMPANY

3. The company is a private company and accordingly:-
 - (a) The right to transfer shares is restricted in manner hereinafter prescribed.
 - (b) The number of members of the company is limited to fifty as further provided for in the Act.
 - (c) Any invitation to the public to subscribe for any shares or debenture of the public is prohibited.
 - (d) The company shall not have power to issue share warrants to bearer.

SHARE CAPITAL AND VARIATION OF RIGHT

4. Subject to the provisions of the Act, and without prejudice to any rights attached to any existing shares, any share may be issued with such rights or restrictions, whether in regard to dividend, voting, return of capital or otherwise as the Company may by ordinary resolution determine.
5. Subject to the provisions of section 61 of the Act, any shares may, with the sanction of an ordinary resolution, be issued on the terms that they are, or at the option of the Company are liable, to be redeemed on such terms and in such manner as the Company before the issue of the shares may by special resolution determine.
6. If at any time the share capital is divided into different classes of shares, the rights attached to any class (unless otherwise provided by the terms of issue of the shares of that class) may, whether or not the company is being wound up, be varied with the consent in writing of the holders of three-fourths of the issued shares of that class, or with the sanction of a special resolution passed at a separate general meeting of the holders of the shares of the class. To every such separate general meeting the provisions of these Regulations relating to general meetings shall apply, but so that the necessary quorum shall be two persons at least holding or representing by proxy one-third of the issued shares of the class and that any holder of shares of the class present in person or by proxy may demand a poll.
7. The rights conferred upon the holders of the shares of any class 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.
8. The company may exercise the powers of paying commissions conferred by section 56 of the Act. Subject to the provisions of the Act, such commission may be satisfied by the

TANZANIA

Stamp Duty Shs. 5000/-

PAID ON ORIGINAL

Receipt No. 290267005-7207

Stamp Duty Shs. 5000/-

THE COMPANIES ACT, 2002
COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

OF

ALL PACK TANZANIA LIMITED

INTERPRETATION

TANZANIA

Stamp Duty Shs. 2500/- Paid

Receipt No. 290267005-7207

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Receipt No. 290267005-7207

1. In these Regulations:

- “The Act” Means the Companies Act.
- “The Articles” Means the Articles of the Company.
- “Clear Days” In relation to the period of a notice means that period excluding the day when the notice is given or on which it is to take effect;
- “The Holder” In relation to shares means the member whose name is entered in the register of members as the holder of the shares;
- “The Seal” Means the common seal of the Company.
- “Secretary” Means the secretary of the Company or any person appointed to perform the duties of the secretary of the Company.




Expressions referred to writing shall, unless the contrary intention appears, be construed as including references to printing, lithography, photography and other modes of representing or reproducing words in a visible form.

Unless the context otherwise requires, words or expressions contained in these Regulations shall bear the same meaning as in the Act or any Statutory Modification thereof in force at the date at which these Regulations become binding on the Company.

2. The Regulations contained in Part 1 of Table A shall apply save for regulation 22.


5 The authorised share capital of the company is Tanzania Shillings one hundred million (T.Shs.100, 000, 000/-) divided into ten thousand (10,000) Shares of Tanzania Shillings ten thousand (T.Shs. 10, 000/-) each.

We, the persons whose names and addresses are subscribed, and desire to be formed into a company, in pursuance of this Memorandum of Association, and we respectively agree to take the number of shares in the capital of the Company set opposite our respective names

No.	NAMES AND ADDRESSES OF SUBSCRIBERS	NUMBER OF SHARES TAKEN BY EACH SUBSCRIBER	SIGNATURES OF SUBSCRIBERS
1.	MR. INDERJIT SINGH BANSAL P. O. BOX 8951 MOSHI TANZANIA	1350	
2.	MR. JITENDERA KUMAR P. O. BOX 8951 MOSHI TANZANIA	1350	
3.	MR. MOHINDER SINGH SEHMBI P. O. BOX 327 MOSHI TANZANIA	300	
	Total shares taken	<u>3,000</u>	

Dated the 3rd Day of July 2007

Witness to the above Signatures: -


Mehboob M. Sadiq F.C.P.A. F.T.A.A.
 Certified Public Accountant in
 Public Practice
 P. O. Box 822, MOSHI

- (mm) To provide for the welfare of persons in the employment of the company or formerly in the employment of the company, or its predecessors business, and the wives, widows, and families of such persons by grants of moneys, pensions or other payments and by providing or subscribing towards places of instruction and recreation, and hospitals, dispensaries, medical and other attendance and other assistance as the company shall think fit.
- (nn) To form, subscribe to and otherwise aid benevolent, religious, scientific, national, charitable or other institutions or objects of a public character or other which have any morale or other claims to support or aid by the company by reason of the nature or locality of its operations or otherwise.
- (oo) To carry on, develop, extend and turn to account any trade business or operation whatsoever which can, in the opinion of the company be advantageously or conveniently carried on by the company by way of extension of or in connection with all or any of the trade, business and operations which the company is authorised to carry on, or is calculated directly or indirectly to develop any branch of the company's business or to increase the value of or turn to account any of the company's assets, property and rights.
- (pp) To do all or any of the matters hereby authorised in any part of the world either alone or in conjunction with or as, by or through factors, trustees or agents.
- (qq) General to do all such other things as the Company deem incidental or conducive to the attainment of the above objects or any of them and to carry on any other business which may seem to the company capable of being conveniently carried on in connection with its business or calculated directly or indirectly to enhance the value of or render profitable any of the Company's property or rights.

AND IT IS HEREBY DECLARED THAT in the interpretation of this clause the powers conferred upon the company by any paragraph shall not be restricted by reference to any other paragraph or to the name of the company or by the juxtaposition of two or more objects, nor shall any of the aforesaid objects or powers be deemed subsidiary or auxiliary merely to the objects mentioned in the first or any other paragraph, save as is expressly provided, but so that the company shall have full power to exercise all or any of the powers conferred by any part of this clause in any part of the world, and in the event of any ambiguity this clause and every paragraph hereof shall be construed in such a way as to widen and not to restrict the powers of the company.

↳ The liability of the Members is limited.

- (dd) To accept stock or shares in or the debentures, mortgage debentures or other securities of any other company in payment for any services rendered or for any sale made to or debt owing from any such company.
- (ee) To draw, accept and make and to endorse, discount and negotiate bills of exchange, promissory notes and other negotiable instruments.
- (ff) To establish agencies, and local boards in Tanzania and elsewhere, and to regulate and discontinue the same.
- (gg) To seek for and secure openings for the employment of capital in any part of the world, and with a view thereto to prospect, inquire, examine, explore and test and to employ and to despatch expeditions, commissioners, experts and other agents.
- (hh) To acquire from any sovereign state or authority supreme local or otherwise any concessions, grants, decrees, rights or privileges whatsoever which may seem to the company capable of being turned to account and to work, develop, carry out exercise and turn to account the same.
- (ii) To procure the company to be registered or recognised in any foreign country or place.
- (jj) To carry on the business of financiers in all their branches and departments, including the borrowing, raising or taking up of money, the lending or advancing of money, securities and property, the discounting, buying, selling and dealing in bills of exchange, promissory notes, coupons, drafts, bills of lading, warrants, debentures, certificates, scrip and other instruments and securities and issuing letters of credit and circular notes, the buying, selling and dealing in bullion and specie, the acquiring, holding, issuing on commission, underwriting and drawing with stocks, funds, shares, debentures, debenture stock, bonds, obligations, securities and investment of all kinds, the negotiating of loans and advances, the receiving of money and valuables on deposit or for safe custody of otherwise, the collecting and transmitting of money and securities, the managing of property and transacting of all kinds agency business.
- (kk) To distribute any of the property of the company among the Members in specie, and either by way of dividends or upon and return of capital.
- (ll) To capitalise if and when deemed advisable the whole or part of the undivided profits of the company and/or moneys standing to the credit of the company's reserve fund and to distribute such sum either as bonus or in any other manner and either by way of shares credited as fully paid up or in such other manner as may seem expedient and whether amongst holders of shares in the company or others.

to sell, hold, re-issue with or without guarantee or otherwise deal with such shares, stock or securities.

- (u) To sell exchange let, develop, dispose of, transfer of otherwise deal with the undertaking of the company or any part thereof upon such terms and for such consideration as the company may think fit.
- (v) To improve, manage, develop, exchange, mortgage, let on rent or in consideration of a share of profits, either in money or kind or otherwise grant, licence, easements and other rights of and over and in any manner dispose of, turn to profit or deal with all or any part of the property and rights of the company.
- (w) To establish, promote and otherwise assist any company or companies for the purpose of acquiring all or any part of the property of furthering any of the objects of this company.
- (x) To issue or guarantee the issue of or the payment of interest on the shares, debentures, debenture stock or other securities or obligations of any company.
- (y) To invest the moneys of the company not immediately required in such manner, other than in the shares of this company, as may from time to time be determined.
- (z) To lend and advance money or give credits to such persons and on such terms as may be deemed expedient and in particular to customers and others having dealings with the company and to give guarantees or become surety for any such person.
- (aa) To rise or borrow money or to secure the payment of money and of any interest thereon in such manner and on such terms as may be deemed expedient, and in particular by the issue at par or at a premium or discount of debentures or debenture stock either perpetual or terminable, or by bonds, mortgages or any other form of security over or upon all or any of the undertaking, property or rights of the company both present and future including its uncalled capital, or without any such security.
- (bb) To receive money on deposit with or without allowance of interest thereon.
- (cc) To join with any other company or companies in the issue of a joint debenture or joint debentures, to secure the performance of any of the joint or several obligation of this company and all or any such other companies.

- (n) To deal in import and export, of all types of building materials, textile materials, industrial materials and chemicals, consumer sundries, groceries, footwear, electrical equipment, domestic appliances, agricultural and farm implements, motor vehicles spares and any other general merchandise.
- (o) To develop and turn to account any land acquired by or in which the Company has interest and particular by laying out and preparing the same for building purposes, constructing, altering, pulling down, decorating, maintaining, furnishing, fitting up and improving buildings and planting, paving, draining, farming, cultivating, letting on building lease or building agreement and by advancing money to and entering into contracts and arrangements of all kinds with builders, tenants and other.
- (p) To enter into any arrangements with any Government or authorities supreme, municipal, local or otherwise, that may seem conducive to the company's objects or any of them, and to obtain and to carry out, exercise and comply with any such arrangements, rights, privileges and concessions.
- (q) To obtain any provisional Order, Ordinance or Act of Parliament for enabling the Company to carry any of its objects into effect, or for effecting any modification of the Company's constitution or for any other purpose which may seem expedient, and to oppose any proceedings or applications which may seem calculated directly or indirectly to prejudice the Company's interests.
- (r) To procure the company to be registered, incorporated or otherwise constituted if necessary or advisable according to the law of any foreign country.
- (s) To sell, improve, manage, develop, exchange, lease, mortgage, dispose of, turn to account, or otherwise deal with all or any part of the property and rights of the company.
- (t) To amalgamate or enter into partnership or any agreement whether perpetual or terminable, for sharing profits, union of interest joint adventure, reciprocal concessions or co-operation with any persons, firm, society, association or group of persons, carrying on or engaged in or about to carry (in the case of a company) formed to carry on or engage in any business or transaction within the objects of this Company or any business transaction or course of action which may seem to the Company capable of being conducted so as directly or indirectly to benefit the company or to prevent or minimize apprehended loss, damage or cost to the Company or to such person, firm, society, association or group of person, purchase, subscribe for or otherwise acquire and hold shares (fully or partly paid up) or stock in or securities of, or to lend money, to guarantee the contracts of subsidies or otherwise assist any such person, firm, society, association or group of persons, and

- (e) To carry on business of proprietors and managers of hotels, restaurants, cafes, motels, road houses, safari and holiday camps, caravan sites, apartment house keepers, refreshment and tea rooms, milk and snack bars, tavern and to provide food and catering services, to individuals, private and public institutions and to local and foreign tourists.
- (f) To carry on the business of importers, exporters, manufactures and dealers in all kinds of mercantile goods.
- (g) To acquire by purchase or otherwise land, buildings, machinery, sisal plant, coffee plant and cotton factories and to carry on the business of growing and dealing in sisal, coffee, wheat, and deal in any other substances of a fibrous nature.
- (h) To promote and establish the business of motor accessories and spares, tyres and tubes and to carry on any other work or business which the Directors of the Company may deem fit and necessary in connection with any business or objects of the company.
- (i) To carry on the business of planters and growers of all kinds of cash and commercial crops, flowers, fruits and vegetables both in small and large scale for local and export.
- (j) To import, export, sell, market, store, transport, pack, process preserve and generally deal in all manners possible with agricultural and food products, agricultural commodities and agricultural inputs, chemicals, machinery, equipment, requisites and necessities of all kinds and descriptions and to act as promoters, agents, and salesmen of the producers and manufacturers of the same.
- (k) To acquire, take over, promote, establish, and carry on all or any of the business of seed crushers and manufactures of linseed, cotton and other cakes, oil extractors by crushing, chemical and other processes makers and manufactures of cattle food, feeding and fattening preparations of every kind and description, makers and manufacturers of manures and fertilizers of every description, hay, straw and fodder merchants and dealers in molasses, jaggrey, trice, bagasse and other sugar by-products.
- (l) To carry on all or any of the business of manufactures of and dealers in and workers in cement, lime, plasters, whittings, clay gravel, sand, stone, minerals, earth fuel, artificial stone, bricks, tiles, pipes, pottery earthenware, China and builders requisites and convenience of all kinds and as quarry owners, builders, general contractors and carriers.
- (m) To operate a florist arcade to act as a decorator, landscapes and gardening.

TANZANIA

Stamp Duty Shs. 5000/-

PAID ON ORIGINAL

Receipt No. 29070572

THE COMPANIES ACT, 2002

MEMORANDUM OF ASSOCIATION

OF

ALL PACK TANZANIA LIMITED

TANZANIA

Stamp Duty Shs. 2500/-

Receipt No. 29070572

Asst. Registrar of Companies

1. The name of the Company is "ALL PACK TANZANIA LIMITED".
2. The Registered office of the Company will be situated in Tanzania.
3. The objects for which the Company is established are: -
 - (a) To acquire, purchase or take over, promote, establish and carry on the business as general merchants, shop keepers, indenters, importers and exporters, dealers in sundry goods, household goods, hosiery, fancy goods, ready made goods, textiles, garments, hardware, electrical goods, medicines, wines and spirits, produce merchants, cosmetics, chemicals, cutlery, leather goods, plastic goods, canned fruits and juices, aluminium ware, chattels and effects of all kinds and to carry on any other business which the Directors of the Company may deem fit and convenient for the benefit of the Company.
 - (b) To carry on business of general merchants and traders and to buy, sell, manufacture, import, export and deal in goods, both wholesale and retail, merchandise and produce of all kinds and for such purposes to open and keep shops, stores and warehouses and to do all such things either as principals or as agents.
 - (c) To carry on business as brewers, distillers and manufacturers of and merchants and dealers in beer, ale, porter, stout, wines, spirits, aerated waters, soft drinks, squashes, flavours, concentrates and liquors of every description, whether intoxicating or not, and of casks, bottles, and other receptacles for the same, and of malt, hops, grain, yeast, and all other materials and things capable of being used in connection with any such manufactures or business, to carry on the business of licensed victuallers, hotel, tavern and lodging house keepers, caterers and purveyours of refreshments and stores of every description, tobacconists, carriers and livery stable keepers.
 - (d) To carry on the business of general and piece goods merchants, commission agents, retail and wholesale merchants, commercial representatives and clearing and forwarding agents.

THE COMPANIES ACT, 2002

COMPANY LIMITED BY SHARES

Memorandum

And

Article of Association

ALL PACK TANZANIA LIMITED

Incorporated this _____ day of _____ 2007

**Drawn by: -
MR. INDERJIT SINGH BANSAL
SUBSCRIBER
P.O. BOX 8951
MOSHI
TANZANIA**

ALL PACK TANZANIA LIMITED

CASHFLOW PROJECTION

	Y1 USD	Y2 USD	Y3 USD	Y4 USD	Y5 USD
CASHFLOW FROM OPERATIONS					
Cash from Operations:					
Cash Sales	4,258,500	4,471,425	4,694,996	4,929,746	5,176,233
VAT Receipt	1,002,000	1,052,100	1,104,705	1,159,940	1,217,937
Sales of Long-term Assets					
Subtotal Cash Received	5,260,500	5,523,525	5,799,701	6,089,686	6,394,171
Expenditures from Operations:					
Purchases	3,206,400	3,366,720	3,535,056	3,943,797	3,897,399
Additional Cash Spent	550,260	574,073	602,957	629,210	658,451
VAT payments	801,600	841,680	883,764	927,952	974,350
Subtotal Cash payment	4,558,260	4,782,473	5,021,777	5,500,960	5,530,200
CASH FROM OPERATIONS	702,240	741,052	777,925	588,727	863,970
CASH FLOW FROM INVESTMENTS:					
Purchase of Assets	1,250,000				
working capital requirement	40,000				
CASH FLOW FROM INVESTMENTS:	1,210,000	-	-	-	-
CASH FLOW FROM FINANCING					
Loan	650,000				
Interest from loan	97,500	97,500	97,500	97,500	97,500
Owners Equity Contribution	650,000				
CASH FLOW FROM FINANCING	1,202,500	97,500	97,500	97,500	97,500
NET CASHFLOW FOR PERIOD	694,740	643,552	680,425	491,227	766,470
CASHFLOW AT START OF YEAR	-	694,740	1,338,292	2,018,717	2,509,943
CASHFLOW AT THE END OF YEAR	694,740	1,338,292	2,018,717	2,509,943	3,276,414

ALL PACK TANZANIA LIMITED
PROJECTED BALANCE SHEET

	Y1 USD	Y2 USD	Y3 USD	Y4 USD	Y5 USD
<u>Fixed Assets</u>					
Long-term Assets	1,250,000	1,103,000	956,000	809,000	662,000
Depreciation	147,000	147,000	147,000	147,000	147,000
Total Long-term Assets	1,103,000	956,000	809,000	662,000	515,000
<u>Current Assets</u>					
Cash	694,740	1,338,292	2,018,717	2,509,943	3,276,415
Accounts Receivable	45,090	67,606	58,060	70,557	86,876
Inventory	57,615	60,496	55,235	52,197	54,807
Total Current Assets	797,445	1,466,394	2,132,012	2,632,698	3,418,098
Total Assets	1,900,445	2,422,394	2,941,012	3,294,698	3,933,098
<u>Current Liabilities</u>					
Accounts Payable	40,080	42,084	44,188	46,398	48,717
Other Current Liabilities	60,120	63,126	66,282	69,596	73,076
Subtotal Current Liabilities	100,200	105,210	110,471	115,994	121,794
<u>Long-term Liabilities</u>					
Long-term Liabilities	650,000	650,000	650,000	650,000	650,000
Total Liabilities	750,200	755,210	760,471	765,994	771,794
Net Assets	1,150,245	1,667,184	2,180,541	2,528,704	3,161,304

ALL PACK TANZANIA LIMITED
INCOME & EXPENDITURE STATEMENT PROJECTION

		Y1 USD	Y2 USD	Y3 USD	Y4 USD	Y5 USD
Sales Revenue	note 1	5,010,000	5,260,500	5,523,525	5,799,701	6,089,686
Cost of Sales		4,008,000	4,208,400	4,418,820	4,639,761	4,871,749
Gross Profit		1,002,000	1,052,100	1,104,705	1,159,940	1,217,937
Operating Expenses:						
Administrative Overhead Costs:		105,600	110,880	116,424	122,245	128,357
Motor Vehicle running expenses		33,100	34,755	36,493	38,317	40,233
Salaries and wages		320,400	336,420	353,241	370,903	389,448
Depreciation		147,000	147,000	147,000	147,000	147,000
Marketing Costs		9,560	10,038	10,540	11,067	11,620
Utility costs		7,600	7,980	8,379	8,798	9,238
Insurance		65,000	65,000	68,250	68,250	68,250
Communication		9,000	9,000	9,630	9,630	11,304
Total Expenses		697,260	721,073	749,957	776,210	805,451
Profit before Tax		304,740	331,027	354,748	383,730	412,486
Tax (30%)		91,422	99,308	106,425	115,119	123,746
Profit After Tax		213,318	231,719	248,324	268,611	288,740

NOTE 3

COST STRUTURE

PARTICULAR	AMOUNT	USD
Land and Buildings	300,000	
Plant, Machinery & Equipments	700,000	
Motor Vehicles	225,000	
Office Furniture	25,000	
Pre expenses	10,000	
Others	0	
Initial Working Capital	40,000	
TOTAL	1,300,000	

NOTE 4

FIXED ASSETS SCHEDULE

NAME OF ASSETS	Y1 USD	Y2 USD	Y3 USD	Y4 USD	Y5 USD
Land and Buildings	300,000	295,500	291,000	286,500	282,000
Plant, Machinery & Equipments	700,000	595,000	490,000	385,000	280,000
Motor Vehicles	225,000	191,250	157,500	123,750	90,000
Furniture & Fixtures	25,000	21,250	17,500	13,750	10,000
TOTAL	1,250,000	1,103,000	956,000	809,000	662,000
DEPRECIATION	TSHS "000"	TSHS "000"	TSHS "000"	TSHS "000"	TSHS "000"
Land and Buildings	4,500	4,500	4,500	4,500	4,500
Plant, Machinery & Equipments	105,000	105,000	105,000	105,000	105,000
Motor Vehicles	33,750	33,750	33,750	33,750	33,750
Furniture & Fixtures	3,750	3,750	3,750	3,750	3,750
ANNUAL DEPRECIATION	147,000	147,000	147,000	147,000	147,000
CLOSING FIXED ASSETS	1,103,000	956,000	809,000	662,000	1,058,118

NOTE 5

SALARIES & WAGES

NO.	EMPLOYEE DESIGNATION	NO.	SALARY PER MONTH	SUBTOTAL MONTHLY SALARY	ANNUAL GROSS SALARY
1	Production Manager	1	1500	1500	18,000
2	Admin officer	1	700	700	8,400
3	Experts	2	1000	7500	90,000
4	Production Engineers	1	700	1400	16,800
5	Supervisors	4	600	2400	28,800
6	Marketing Officer	3	600	1800	21,600
7	Cashier & Accountant	2	600	1200	14,400
8	Procurement officers	2	600	1200	14,400
9	Machine operators	10	450	4500	54,000
10	Mechanics	2	450	900	10,800
11	Drivers	5	300	1500	18,000
12	Office Attendants	2	150	300	3,600
13	Guards	2	150	300	3,600
14	Other Employees	6	250	1500	18,000
	TOTAL USD \$	43	8,050	26,700	320,400

NOTE 1

REVENUE PROJECTION

PRODUCTS	YEARS				
	Y1 USD	Y2 USD	Y3 USD	Y4 USD	Y5 USD
Brandy	1,860,000	1,953,000	2,050,650	2,153,183	2,260,842
Vodka	1,650,000	1,732,500	1,819,125	1,910,081	2,005,585
Gin	1,500,000	1,575,000	1,653,750	1,736,438	1,823,259
TOTAL REVENUE	5,010,000	5,260,500	5,523,525	5,799,701	6,089,686

NOTE 2

OTHER OPERATING COST

OTHER OPERATING COST	YEARS				
	Y1 USD	Y2 USD	Y3 USD	Y4 USD	Y5 USD
Motor vehicle running expenses	33,100	34,755	36,493	38,317	40,233
Salaries and wages	320,400	336,420	353,241	370,903	389,448
Depreciation	147,000	147,000	147,000	147,000	147,000
Administrative Overhead Costs:	105,600	110,880	116,424	122,245	128,357
Marketing Costs	9,560	10,038	10,540	11,067	11,620
Utility costs	7,600	7,980	8,379	8,798	9,238
Insurance	65,000	65,000	68,250	68,250	68,250
Communication	9,000	9,000	9,630	9,630	10,304
Total costs	697,260	721,073	749,957	776,210	804,451

8.0 CONCLUSION AND RECOMMENDATIONS

8.1 Conclusion

M/S All Pack Tanzania Limited proposes to invest in the expansion its manufacturing facilities for hard liquor products for both domestic and export market

The foregoing discussion above has highlighted on the social, economic and financial dimensions of the envisaged project. The project is technically feasible, financially and economically viable also environmentally friendly.

8.2 Recommendation

In view of the above and provided all other economic factors remain substantially the same; it is strongly recommended that the project be implemented with immediate effect to avoid cot overrun

We also recommend that the project be approved by TIC and granted with Certificate of Investment Incentives to enable the company enjoy facilitation services and tax incentives

7.4 Balance Sheet Projections

The Financial Statements analyses the projected balance sheet over the five year period of the project operations. From the projections it is observed that, current liabilities are adequately covered by current assets throughout the period. Again from the perspective of the new investors, net worth of the company grows quite substantially in five years of operation as shown in the financial statements herein attached

7.5 Revenue and Profitability

Project financial evaluation shows attractive profits which are realized right from the first year of operations as shown on financial projections attached. This is based on the assumption that most of the project equipments are zero rated or bears a very small rate of Import duty

7.6 Projected Cash flows:

The projected cash flow of the project reveals a health financial position throughout the 5 years under projection as shown in attachments. However, accumulated amounts would be available for re-investment into project as found convenient by the directors.

7.0 FINANCIAL ANALYSIS AND PROJECTIONS

7.1 Basic Assumptions

The following major assumptions have been taken into considerations

- I. Capital foreign costs have been based on an exchange rate of T.shs 1,600 per one US dollar
- II. Corporate tax is 30%
- III. The price of raw materials is assumed at the current market rates
- IV. Salaries and wages have been based on the current private sector scale in the country
- V. The fixed assets of the project are depreciated on scrap value method
- VI. Fees and other charges have been based on those levied by similar companies in the country.

Based on the assumptions discussed above, Profit and Loss projections, Cash flow projections and Balance sheet projections have been prepared and are attached to this report

7.2 Other Operating Costs

Other project costs have been calculated based on the current open market prices and costs as appearing under Annual Costs of Products section of the Financial Statements.

7.3 Projected profit and Loss Statements

Projected profit and loss statements for the first five years of operation have been attached to this report

Human Resources Training and development, Discipline and disciplinary procedures, and Organization chart, job description and salary structure

5.3 Technical Expertise

The Company plans to employ Tanzanians, will only employ foreigners if it finds difficult to obtain sufficient number of local expertise in specialized manufacturing works. The expatriates will be required to provide on job training to locals

5.4 Salaries and Fringe Benefits

The Company's establishment philosophy is to offer a competitive remuneration package enough to attract the BEST from the labor market and eventually be able to retain the cream for higher performance. Details of the salary and fringe benefits will be provided in the Human resource Manual which will be given to each employee.

6.0 MARKETING AND MARKET ANALYSIS

Tanzania, like any other East African countries has few manufacturing facilities for hard liquors despite increasing demand for such products which is attributed to the growing modern society in the regional

Evaluations of the demand supply gap have shown that there is a big demand-supply gap. This justifies implementation of the proposed project. It is this growing domestic demand for the products that has necessitated the promoters to initiate this expansion project.

5.0 MANAGEMENT AND ORGANIZATION

5.1 Organization Structure

The organization structure is such that we have a Board of directors at the top. The Board is responsible for policy formulation and guidance of management to ensure that its works towards attainment of the company's mission and Vision.

Below the Board of Directors is The Managing Director. The Managing director is appointed by Board of Directors; He is responsible for day to day run of the project activities. The Managing Director is responsible for achieving interests of shareholders while caring for employees and clients. Below the Managing Director are other employees. The Company has a proper designed administration policy and guidelines for each work category. The structure is wide, ranging from Board of Directors to support staff.

5.2 Duties and Responsibilities

The duties and responsibilities of key personnel are designed according to the company's objectives in a team approach. Each individual is expected to accomplish the assigned duties with efficiency to the satisfaction of the company and market needs. The Company's staff establishment philosophy is to offer a competitive remuneration package enough to get the best from the market and eventually to retain the clean out of it.

Key staffs are provided with job description and scheme of services. The company designed a Human Resources Policy and Procedures that provides among others; Recruitment and appointments, Salaries, allowances and staff benefits, Staff Rules,

The vapors rise into the upper chambers (still heads) where they are concentrated. The extracted materials flow into the lower chambers and are discarded. Some of the grain residue may be sold as livestock feed.

Water added

- 5 The concentrated vapors, or fine spirits, contain 95-100% alcohol. This translates to 190 proof. In order to make it drinkable, water is added to the spirits to decrease the alcohol percentage to 40, and the proof to 80.

Bottling

- 6 Alcoholic beverages are stored in glass bottles because glass is non-reactive. Other receptacles, such as plastic, would cause a chemical change in the beverage. The bottling procedure is highly mechanized as the bottles are cleaned, filled, capped, sealed, labeled, and loaded into cartons. This can be done at rates as high as 400 bottles per minute.

Quality Control

Although tasters draw off quantities of vodka for sampling throughout the distilling process, most of the controls on vodka quality come from local, state, and governments. At the Government level, the Bureau of standards issues strict guidelines for production, labeling, importation, advertising, and even plant security. For example, charcoal-filtered vodka imports are not permitted. Flavored vodkas must list the predominant flavor (pepper, lemon, peach, etc.) on the label. The relationships between suppliers and producers are strictly regulated as well.

The Manufacturing Process

Mash preparation

- 1 The grain or vegetables are loaded into an automatic mash tub. Much like a washing machine, the tub is fitted with agitators that break down the grain as the tub rotates. A ground malt meal is added to promote the conversion of starches to sugar.

Sterilization and inoculation

- 2 Preventing the growth of bacteria is very important in the manufacture of distilled spirits. First, the mash is sterilized by heating it to the boiling point. Then, it is injected with lactic-acid bacteria to raise the acidity level needed for fermentation. When the desired acidity level is reached, the mash is inoculated once again.

Fermentation

- 3 The mash is poured into large stainless-steel vats. Yeast is added and the vats are closed. Over the next two to four days, enzymes in the yeast convert the sugars in the mash to ethyl alcohol.

Distillation and rectification

- 4 The liquid ethyl alcohol is pumped to stills, stainless steel columns made up of vaporization chambers stacked on top of each other. The alcohol is continuously cycled up and down, and heated with steam, until the vapors are released and condensed. This process also removes impurities.

Water

Water is added at the end of the distillation process to decrease the alcohol content. This is either purchased from outside suppliers or brought in from company-owned wells.

Malt meal

Because vegetables and grains contain starches rather than sugars, an active ingredient must be added to the mash to facilitate the conversion of starch to sugar. These particular converted sugars, maltose, and dextrin respond most effectively to the enzyme diastase that is found in malt. Therefore, malt grains are soaked in water and allowed to germinate. Then, they are coarsely ground into a meal and added during the mash process.

Yeast

A microscopic single-celled fungus, yeast contains enzymes that allow food cells to extract oxygen from starches or sugars, producing alcohol. In the manufacturing of alcoholic beverages, the yeast species *Sacchasomyces cereviseal* is used. It is purchased from outside suppliers.

Flavorings

In the latter part of the twentieth century, flavored vodkas became popular. Thus, herbs, grasses, spices, and fruit essences may be added to the vodka after distillation. These are usually purchased from an outside supplier.

The rod is calibrated so that a line on the rod will be exactly at the liquid surface if the hydrometer is floating in water. As alcohol is less dense than water, the hydrometer will sink deeper in alcohol than it will in water. By calibrating the rod scale with different blends of known alcohol content, it can be used to determine the percentage of alcohol in a water/alcohol mixture.

4.2 Vodka

Vodka is an alcoholic beverage distilled at a high proof from a fermented vegetable or grain mash. Proof is a measurement of the alcohol content. Each degree of proof equals a half percent of alcohol. Thus, 100 proof is that which contains 50% alcohol, 90 proof contains 45%, and so on. Because distilled vodka can have a proof as high as 145, all taste and odor has been eliminated, making vodka a neutral spirit. Water is added to bring the proof down to a range between 80 and 100.

Raw Materials

Raw materials include;

Vegetables or grains

Because it is a neutral spirit, devoid of color and odor, vodka can be distilled from virtually any fermentable ingredients. Originally, it was made from potatoes. Although some eastern European vodkas are still made from potatoes and corn, most of the high quality imports and all vodka made in the United States are distilled from cereal grains, such as wheat. Distillers either purchase the grain from suppliers, or grow it in company-owned fields.

The various components of the wine fraction and collect in the column where the temperature is just below the boiling point of that component. This allows the ethyl alcohol condensate to be bled out of the column at the height where it collects. The resulting product is a pure spirit, colorless, odorless, and tasteless, with an alcohol content of about 96.5%. At 96.5% alcohol, it can be used to fuel automobiles. It can be diluted and called vodka or diluted and flavored with juniper berries and called gin.

- iv. Mass-produced brandies are also aged in oak casks and pick up some flavors from them. Like its fine counterpart, the brandies are blended, diluted to around 40% alcohol, and bottled.

Quality Control

The quality control process for fine brandies involves trained tasters with years of experience sampling brandy. A large cognac house might have 10,000 barrels of brandy in its cellars, each of which must be tasted annually. Hence, most of the brandy "tasting" involves only smelling, as tasting several hundred barrels of brandy in a day would result in alcohol poisoning. The tasters usually "taste" each of the barrels at least once a year to assess how it is aging and to evaluate it for its blending qualities. Brandies that pick up off-flavors during distillation are discarded.

As mass-produced brandies are manufactured to be odorless and tasteless, the only real quality control required is to check their alcohol content. Because alcohol is less dense than water, the alcohol content of brandy can be checked with a hydrometer. A hydrometer is a glass float with a rod sticking out the top of it.

Sugar, to simulate age in young brandies, is added along with a little caramel to obtain a uniform color consistency across the entire production run. The resulting product can cost anywhere from \$25 to \$500 or even more for very rare brandy.

Mass-produced brandy

- i. Mass-produced brandy, other than having the same alcohol content, has very little in common with fine brandy. Both start with wine, though the mass-produced brandies are likely to be made from table grape varieties like the Thompson Seedless rather than from fine wine grapes. Instead of the painstaking double distillation in small batches, mass-produced brandies are made via fractional distillation in column stills. Column stills are sometimes called continuous stills as raw material is continuously poured into the top while the final product and wastes continuously come out of the side and bottom.
- ii. A column still is about 30-ft (9-m) high and contains a series of horizontal, hollow baffles that are interconnected. Hot wine is poured into the top of the column while steam is run through the hollow baffles; the steam and wine do not mix directly. The alcohol and other low boiling point liquids in the wine evaporate. The vapors rise while the non-alcoholic liquids fall. As the still is cooler at the top, the rising vapors eventually get to a part of the still where they will condense, each type of vapor at a temperature just above its own boiling point.

The distillation of brandy.

- iii. Once they have recondensed, the liquids begin to move downward in the still. As they fall, they boil again. This process of boiling and condensing, rising and falling, happens over and over again in the column.

The product of the second distillation has an alcohol content of around 72%. The higher the alcohol content the more neutral (tasteless) the brandy will be. The lower the alcohol content, the more of the underlying flavors will remain in the brandy, but there is a much greater chance that off flavors will also make their way into the final product.

- VI. The brandy is not yet ready to drink after the second distillation. It must first be placed in oak casks and allowed to age, an important step in the production process. Most brandy consumed today, even fine brandy, is less than six years old. However, some fine brandies are more than 50 years old. As the brandy ages, it absorbs flavors from the oak while its own structure softens, becoming less astringent. Through evaporation, brandy will lose about 1% of its alcohol per year for the first 50 years or so it is "on oak."
- VII. Fine brandy can be ready for bottling after two years, some after six years, and some not for decades. Some French cognacs are alleged to be from the time of Napoleon. However, these claims are unlikely to be true. A ploy used by the cognac makers is to continually remove 90% of the cognac from an old barrel and then refill it with younger brandy. It does not take many repetitions of this tactic to dilute any trace of the Napoleonic-age brandy.
- VIII. Fine brandies are usually blended from many different barrels over a number of vintages. Some cognacs can contain brandy from up to a 100 different barrels. Because most brandies have not spent 50 years in the barrel, which would naturally reduce their alcohol contents to the traditional 40%, the blends are diluted with distilled water until they reach the proper alcohol content.

Fine brandy

- I. The first step in making fine brandies is to allow the fruit juice (typically grape) to ferment. This usually means placing the juice, or must as it is known in the distilling trade, in a large vat at 68-77°F (20-25°C) and leaving it for five days. During this period, natural yeast present in the distillery environment will ferment the sugar present in the must into alcohol and carbon dioxide. The white wine grapes used for most fine brandy usually ferment to an alcohol content of around 10%.
- II. Fine brandies are always made in small batches using pot stills. A pot still is simply a large pot, usually made out of copper, with a bulbous top.
- III. The pot still is heated to the point where the fermented liquid reaches the boiling point of alcohol. The alcohol vapors, which contain a large amount of water vapor, rise in the still into the bulbous top.
- IV. The vapors are funneled from the pot still through a bent pipe to a condenser where the vapors are chilled, condensing the vapors back to a liquid with a much higher alcohol content. The purpose of the bulbous top and bent pipe is to allow undesirable compounds to condense and fall back into the still. Thus, these elements do not end up in the final product.
- V. Most fine brandy makers double distill their brandy, meaning they concentrate the alcohol twice. It takes about 9 gal (34 l) of wine to make 1 gal (3.8 l) of brandy. After the first distillation, which takes about eight hours, 3,500 gal (13,249 l) of wine have been converted to about 1,200 gal (4,542 l) of concentrated liquid (not yet brandy) with an alcohol content of 26-32%. The French limit the second distillation (*la bonne chauffe*) to batches of 660 gal (2,498 l).

4.0 MANUFACTURING PROCESS

4.1 Brandy

The raw materials used in brandy production are liquids that contain any form of sugar. French brandies are made from the wine of the St. Émillion, Colombard (or Folle Blanche) grapes. However, anything that will ferment can be distilled and turned into a brandy. Grapes, apples, blackberries, sugar cane, honey, milk, rice, wheat, corn, potatoes, and rye are all commonly fermented and distilled. In a time of shortage, desperate people will substitute anything to have access to alcohol. During World War II, people in London made wine out of cabbage leaves and carrot peels, which they subsequently distilled to produce what must have been a truly vile form of brandy.

Heat, used to warm the stills, is the other main raw material required for brandy production.

The Manufacturing Process

The fine brandy maker's objective is to capture the alcohol and agreeable aromas of the underlying fruit, and leave all of the off-tastes and bitter chemicals behind in the waste water. Making fine brandy is an art that balances the requirement to remove the undesirable flavors with the necessity of preserving the character of the underlying fruit. Mass-produced brandies can be made out of anything as the intent of the people is to remove all of the flavors, both good and bad, and produce nothing but alcohol—taste is added later. Fine brandies are required to retain the concentrated flavor of the underlying fruit.

Production of wheat flour increased from 368,885 tons in 2009 to 388,905 tons in 2010, equivalent to an increase of 5.4 percent. Production of beer increased from 2.84 million hectolitres in 2009 to 5.15 million hectolitres in 2010, equivalent to an increase of 81.3 percent. Production of cigarettes increased from 5,831 billion cigarettes in 2009 to 6,170 billion cigarettes in 2010, equivalent to an increase of 5.8 percent. Production in hide processing industries increased from 37.3 million square feet in 2009 to 39.7 million square feet in 2010, equivalent to increase of 6.4 percent.

Production of textile increased from 91,501,000 square metres in 2009 to 120,000,000 square metres in 2010, equivalent to an increase of 31.1 percent. Production of iron increased from 34,793 tons in 2009 to 43,882 tons in 2010, equivalent to an increase of 26.1 percent. However, sisal ropes production decreased from 7,913 tons in 2009 to 5,548 tons in 2010, equivalent to a decrease of 29.9 percent.

Small Enterprises

In 2010, entrepreneurs trained on business establishment and of small industries and small enterprise development increased to 37,021 compared to 21,922 entrepreneurs trained in 2009, equivalent to 68.9 percent increase. Out of those, 10,708 entrepreneurs were trained on entrepreneurship, business management and special skills. Further, 1,770 entrepreneurs participated in trade fairs and sold goods worth shilling 1.75 billion. Furthermore, loans extended to entrepreneurs amounted to shilling 5.03 billion in 2010 compared to shilling 3.6 billion in 2009. Such loans increased employment opportunities to about 18,600 people in 2010 compared to 13,300 people in 2009.

Production Cost

In 2010, production cost increased to shilling 2,081,934 million from shilling 1,764,351 million in 2009, equivalent to an increase of 18.0 percent. This was due to increase in production cost of food, beverages, tobacco, cigarettes and chemicals.

Production in Selected Industries

In 2010, production in selected industries such as konyagi, iron sheets, pyrethrum products, wheat flour, chibuku, beers, and beverages increased. This was attributed to the increase in domestic demand for those commodities. Production of konyagi increased from 10,201,000 litres in 2009 to 12,972,843 litres in 2010, equivalent to an increase of 27.2 percent. Production of chibuku increased by 28.6 percent from 16,141,000 litres in 2009 to 20,753,520 litres in 2010. Production of corrugated iron sheets increased by 30.7 percent from 50,664 tons in 2009 to 66,231 tons in 2010.

Industrial Support Organizations

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 Organization (TEMDO) and Tanzania Bureau of Standards (TBS).

Challenges facing the manufacturing sector

The Manufacturing sector is faced by a number of challenges including;

- ✚ 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.

Sector Growth Rate

In 2010, the growth rate of manufacturing activities was 7.9 percent compared to 8.0 percent in 2009. The contribution of manufacturing activities to GDP increased to 9.0 percent in 2010 from 8.6 percent in 2009.

Investment opportunities

The priority sectors for investment include the following export-oriented manufacturing operations: Textile and garments; leather processing and leather products; lapidery, including gold, diamonds and gemstones; agro processing; fish processing; wood and wood products; electrical and electronic appliances; and ICT industries.

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 set 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.

Rubber products produced in the country include tyres and tubes conveyors and fan belts, rubber mats, groves, pipes and tanks, plastic sheets, kitchenware, furniture and footwear.

Non-metallic Mineral Products

This includes manufacture of pottery, china and earthenware, glass and glassware products, bricks, tiles, cement, concrete, gypsum and plaster products. Boosted by robust growth in construction, Tanzania's cement industry has grown rapidly over the years, with three cement producers and a combined production capacity of 1.9 million tonnes per year.

Basic Metal Products

This comprises rolling mills and foundries to produce products such as slabs, bars, sheets, plates, strips, tubes, pipes and rods.

Fabricated Metals, Machinery and Equipment

These include manufacture of cutlery, hand tools and general hardware, furniture and fixtures, doors, metal staircases and window frames. Others are electrical motors transformers, electrical control devices and switchboard apparatus as well as radios and transport equipment, mainly bicycles and animal and auto-pulled carts.

Other Manufacturing Industries

This covers products such as jewels and related articles, furniture manufacture, measuring and controlling equipment and optical goods. Production in this category has experienced an average growth of over 12 percent over the last decade.

manufacture of wines, cider and beer; production of soft drinks and carbonated waters and the bottling of natural spring and minerals waters. The tobacco sub sector comprises manufacturing of cigarettes, tobacco and other tobacco production.

Textiles, Clothing, Leather and Footwear

Activities undertaken in this category include spinning, weaving and finishing of textiles as well as garments, knitting and the manufacture of carpets, rugs, cordage, rope and twines. The leather and footwear sub sector include tanneries; leather finishing and manufacturing of products from leather such as luggage, handbags and purposes.

Wood products activities

Accounted in the sub sector include sawmills, planing and other wood mills manufacturing goods. Also included is the manufacturing of wooden containers, cane products and wooden products.

Paper and Paper Products

This comprises the manufacturing of pulp, paper, paperboard, fibre boards, light packaging, heavy packaging, stationery and other paper products.

Chemicals, Petroleum, Rubber and Plastics

The chemical sub sector comprises the manufacture of basic industrial chemicals, fertilizers, pesticides, plastic materials and products, medicinal and pharmaceuticals, soap, detergents, perfumes and other cosmetics, paints and other chemical products. While the petroleum sub sector comprise of petroleum refineries, fuel oils, lubricating oils and manufacture of asphalt materials.

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.

Export development

The export market for manufactured goods comprises cotton yarn, manufactured coffee, manufactured tobacco, sisal products, plastics, textiles and apparel and iron steel. During 2009, the export value of manufactured goods decline from US\$ 662.3 million recorded in 2008 to US\$ 497.6 million. The decline is partly attributable to the drop in demand for the manufactured products in the neighbouring countries following the global financial crisis.

Major production and industrial units

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;

3.0 MANUFACTURING SECTOR

The manufacturing sector holds the key to Tanzania's economic growth given the desire to diversify from agriculture and tourism to other sectors. 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.

Importance of the sector and performance

In terms of importance, the manufacturing sector, though not strong as it should be, continues to play a critical 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.

2.4 Investment cost and Financing plan

The total cost of the proposed project is estimated at US\$ 1,300,000 to be financed by both Bank loan (50%) and shareholders' equity (50%). Table below provides Investment cost breakdown

Investment Cost	
Particular	Amount (\$)
Land and Buildings To cover for purchase of Land, construction of additional factory building , store and office	300,000
Plant, Machinery & Equipments To cover for the purchase of additional processing, packaging plants and its accessories, standby generators etc	700,000
Motor Vehicles To cover for the purchase of 2 Light trucks, 2 pick ups, 2 mini bus coaster and 1 station wagon	225,000
Office Furniture To cover for purchase of office furniture including Sofa sets, Executive chairs, tables, cabinets, computers, printers, fax, telephone lines etc	25,000
Pre expenses To cover cost for Land processing, market survey, plant and machinery sourcing, consultancy fee and related cost	10,000
Working Capital To cover cost for purchase of raw materials, Initial salaries, cost of fuel, spares etc	40,000
TOTAL INVESTMENT	1,300,000

2.0 PROJECT DESCRIPTION

2.1 The project Concept

M/S All Pack Tanzania has been in the manufacturing sector since 2007 producing hard liquors for the domestic market. During this period our company has created a sizable domestic market which we want to expand further and also venture into the East African Market. For this reason we are proposing to expand production facilities by acquiring additional production lines and utility vehicles and construction of store and office block

2.2 Products

Our products are **Bandy, Vodka and Gin**

2.3 Project Requirements

In order to accomplish this objective the company is required to do the following among others:

- To construct additional factory building , store and office
- To procure and install plant, Machinery and equipments
- To procure raw materials
- To purchase spares and accessories for the above mentioned machines
- To procure utility vehicles for transportation of raw materials, finished products and staff as shown below;

Motor Vehicles	Quantity	Unit Price (\$)	Total (\$)
Light Trucks	2	35,000	70,000
4WD Pick Ups	2	30,000	60,000
Mini bus-Coaster	2	30,000	60,000
Station wagon	1	35,000	35,000
Total	28		225,000

1.7 Financial Analysis

The financials herein attached indicates that the project is profitable and generates adequate cash and enhances the net worth of the stockholders in the Company.

1.8 Economic & Developmental Value

If the project is successfully implemented it will have the following advantages to the nation: -

- Increase availability of quality hard liquor products in Tanzania and beyond
- Job creation to about 43 people and many more indirectly
- Generate revenue to the Government through taxes/income
- Facilitates new technology transfer to Tanzania
- Saves foreign exchange through import substitution
- Positive backward and forward linkages to other sectors of the economy.

1.9 Environmental Consideration

The project produces no hazardous impact to the surrounding environment because the raw materials used are easily destroyed and all unwanted materials will be disposed properly.

1.10 Conclusion & Recommendations

M/S All Pack Tanzania Limited has prepared this business plan for submitting to Tanzania Investment Centre in order to obtain Certificate of Incentives for expansion of a factory for manufacturing hard liquors

Analysis of various project indicators shows that the project is technically feasible, commercially viable and environmentally friendly. We therefore recommend the project for approval and grant of TIC Certificate of Incentive together with its associated benefits as provided for under Tanzania Investment Act of 1997

1.3 Project Location

The project is located at **Plots No. 11/12 Ghalla street and Plot No. 102 Block 'A' in Moshi Municipality**. The area is served with all the necessary amenities such as water and electricity

1.4 Management

The Company is headed by the Board of Directors which is responsible for company policy formulations. The Board appoints the Managing Director to oversee the day-to-day activities of the Company. The Managing Director is highly experienced in business management with good track record. For this particular project the Managing Director will be assisted by production Manager.

1.5 Marketing Aspects

Tanzania, like any other East African countries has few manufacturing facilities for hard liquors despite increasing demand for such products which is attributed to the growing modern society in the regional.

Evaluations of the demand supply gap have shown that there is a big demand-supply gap. This justifies implementation of the proposed project. It is this growing domestic demand for the products that has necessitated the promoters to consider expansion of its production facilities

1.6 Initial Investment and project Financing

The total cost of the proposed project is estimated at US\$ 1,300,000 to be financed by both shareholders equity and Bank loan. The cost covers for acquisition of Land, construction of factory, store and office, purchase of plant, machinery, equipments, utility vehicles and Initial working capital

1.0 EXECUTIVE SUMMARY

1.1 Introduction

M/S All Pack Tanzania Limited herein referred as **the company** is a limited liability company Incorporated in the United Republic of Tanzania with Certificate of **Incorporation No. 61210** dated 17th July 2007. The company has been in the manufacturing sector since 2007 producing hard liquors for the domestic market. During this period our company has created a sizable domestic market which we want to expand further and also venture into the East African Market. For this reason we are proposing to expand production facilities by acquiring additional production lines and utility vehicles and construction of store and office block

This business plan has been prepared by our business unit staff in order to assess the commercial viability and operational feasibility of the project being undertaken by the company and also for submitting to Tanzania Investment Centre (TIC) in order to obtain Certificate of Incentives and its associated benefited as provided for under the Tanzania Investment Act of 1997.

1.2 The Promoters

The project is being promoted by M/S All Pack Tanzania Limited which has its offices located at plot No.11/12, Ghalla street in Moshi Municipality

The company shareholders have many years of accumulated working experience in private business projects. They are committed to make a dynamic, efficient and reliable Manufacturing company-providing quality products to its clients while caring for its employees.

TABLE OF CONTENTS

- 1.0 Executive summary
- 2.0 Project Description
- 3.0 Manufacturing Sector
- 4.0 Manufacturing Process
- 5.0 Management and Organization structure
- 6.0 Market and Marketing Aspects
- 7.0 Financial Analysis and Projections
- 8.0 Conclusion and Recommendations
- 8.0 Financial Statements and Other attachments

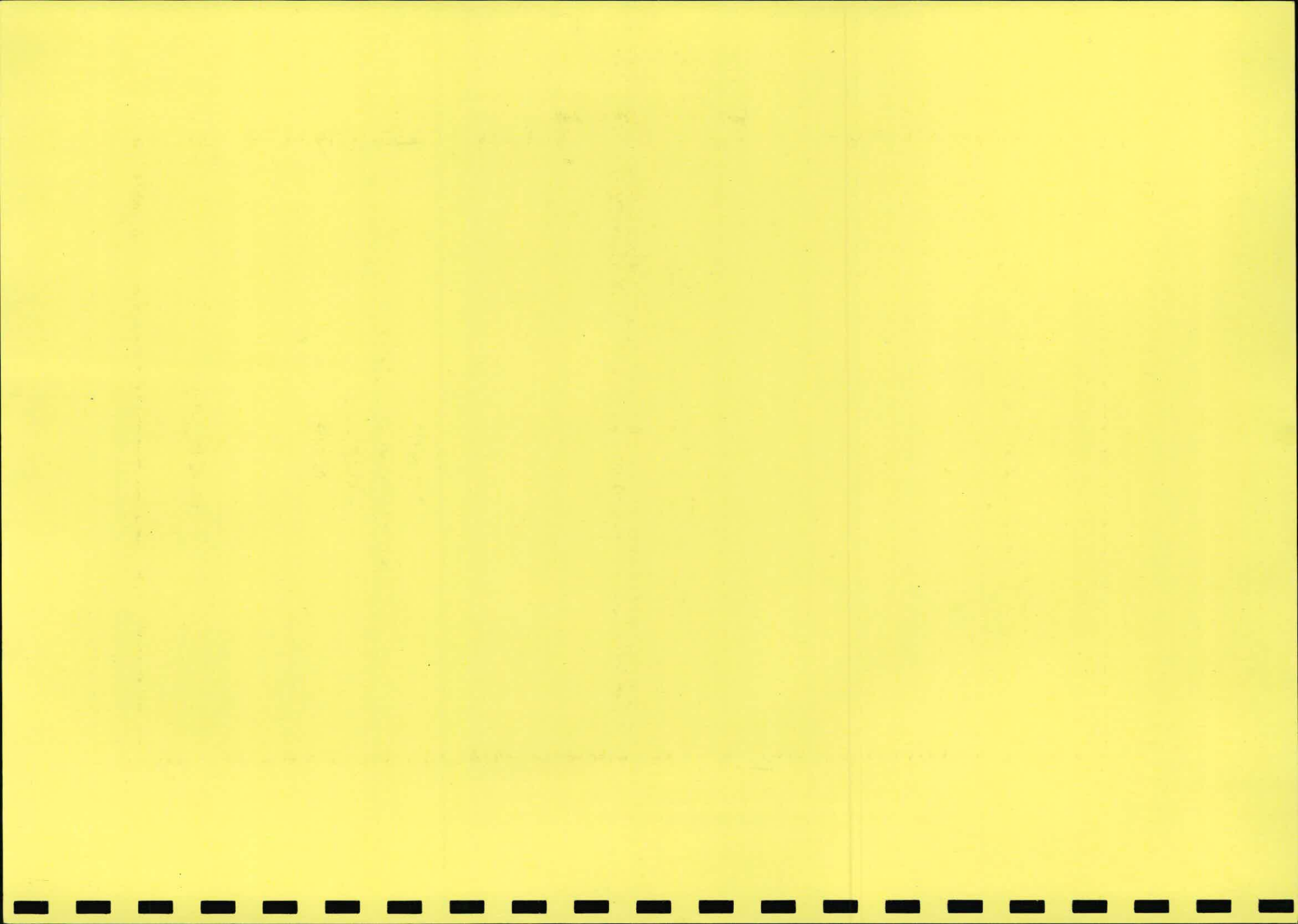
ALL PACK TANZANIA LIMITED

A

**PROPOSED PROJECT FOR
MANUFACTURING OF HARD LIQUORS**

**PREPARED BY
ALL PACK TANZANIA LIMITED
P.O. BOX 999
MOSHI**

FEBRUARY, 2012

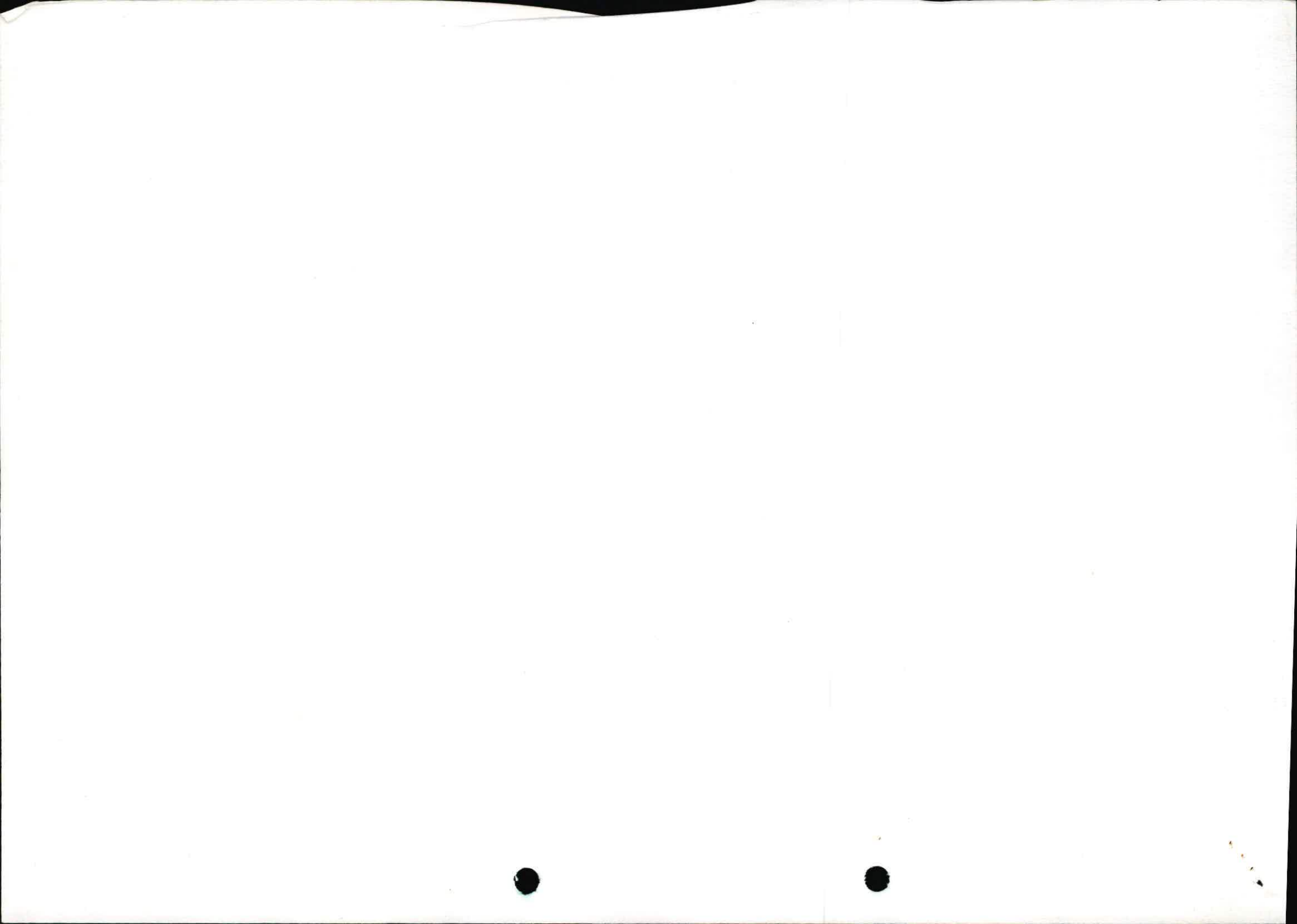


ALL PACK TANZANIA LIMITED

A
PROPOSED PROJECT FOR
MANUFACTURING OF HARD LIQUORS

PREPARED BY
ALL PACK TANZANIA LIMITED
P.O. BOX 999
MOSHI

FEBRUARY, 2012





TANZANIA REVENUE AUTHORITY

PAYMENT NOTICE AND DEPOSIT SLIP

Serial Number: DR. **862407**

PART 1: TAX PAYMENT NOTICE

1. Taxpayer Name and Address
ALL PACK TANZANIA LTD
BOX 8951 MOSHI

3. TIN No.

1	0	5	8	4	8	3	3	1
---	---	---	---	---	---	---	---	---

2. Tax Region
KILIMBASO

4. Total Tax Payment/Tshs 135,000/-

TYPE OF TAX:

5. GFS CODE	Amount	Tax Period	GFS CODE	Amount	Tax Period
<u>070202</u>	<u>135,000/-</u>				

PART 2: TAX PAYMENT DEPOSIT SLIP

6. Name of Bank N.M.B Branch MOSHI

7. Cash Payment

Denomination	Amount
Notes : 10000/-x	<u>130,000/-</u>
5000/-x	<u>5000/-</u>
2000/-x	
1000/-x	
500/-x	
Coins: 200/-x	
100/-x	
50/-x	
20/-x	
10/-x	
5/-x	
TOTAL CASH TSHS	<u>135,000/-</u>

Bank Teller's Stamp and Signature
 Date 19 OCT 2007
 Moshikari

8. Cheque Payment

Cheque Number	Drawer's Name	Bank and Branch	TSHS	CENTS
TOTAL	CHEQUES			

9. Amount in Words ONE HUNDRED THIRTY FIVE THOUSAND ONLY

10. Taxpayer's Signature ANKESH Date 19/10/07

Stock forwarded to the Company's Office by

J. MR. INDERJIT SINGH
P. O. BOX 8951
MOSHI

[See Note

in consideration of the sum of T.SHS. THIRTEEN MILLION FIVE HUNDRED THOUSAND (13, 500, 000/-)
paid by

MR. JITENDERA KUMAR
P. O. BOX 8951
MOSHI
TANZANIA.

hereinafter called the said Transferee

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

1350 SHARES OF T.SHS. 10, 000/- EACH

of and in the undertaking called the

ALL PACK TANZANIA LIMITED

To hold unto the said Transferee, Executors, Administrators, and Assigns, subject to the several conditions on which 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 Seals this 18TH day of OCTOBER
in the year of our Lord One Thousand Nine Hundred and SEVEN

Signed, sealed and delivered, by the above-named
INDERJIT SINGH BANSAL in the Presence of

Witness's
Signature Mehboob M. Sadiq F.C.P.A. F.T.A.A.
Address Certified Public Accountant in
Occupation Public Practice

Signed, sealed and delivered, by the above-named
JITENDERA KUMAR in the Presence of

Witness's
Signature Mehboob M. Sadiq F.C.P.A. F.T.A.A.
Occupation Public Accountant in
Public Practice

Signed, sealed and delivered, by the above-named
P. O. Box 822, MOSHI in the Presence of

Witness's
Signature
Address
Occupation

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

Witness's
Signature
Address
Occupation



Stamp duty shs. 135000= paid vide B/slip NO. DR. 862407 19.10.07

For: REGIONAL MANAGER
TANZANIA DEVELOPMENT AUTHORITY
KILIMANJARO.

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 TANZANIA DEVELOPMENT AUTHORITY the Consideration money paid by the Sub-purchaser shall be the one inserted in the Deed, as regulating the ad valorem Duty; the following is 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-purchaser, — [54 & 55 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, a Clergyman, Magistrate, Notary Public, or by some person holding a public position; as most Companies refuse to recognise Signature not so attested.

When a Witness is a Female she must state whether she is a Spinster, wife, or widow, and if a 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.

Business Occupation

BUSINESSMAN

Other Directorships
(directors only)

SHUBH COTTAGES LIMITED

I consent to act as (director) (secretary) of the above named company

Signed Deepak gm

Date 11TH OCTOBER, 2011

A director / secretary etc. must sign the form below

Signed [Signature]
(A director / secretary / administration receive / receiver)

Date 11TH OCTOBER, 2011

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 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.

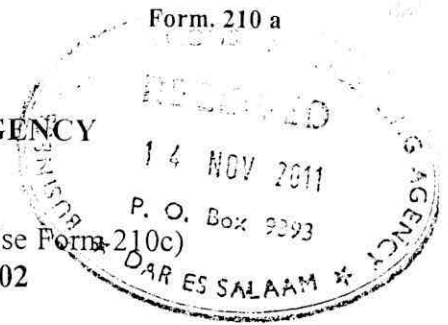
Other directorships

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

THE UNITED REPUBLIC OF TANZANIA
BUSINESS REGISTRATIONS AND LICENSING AGENCY

Form. 210 a

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):

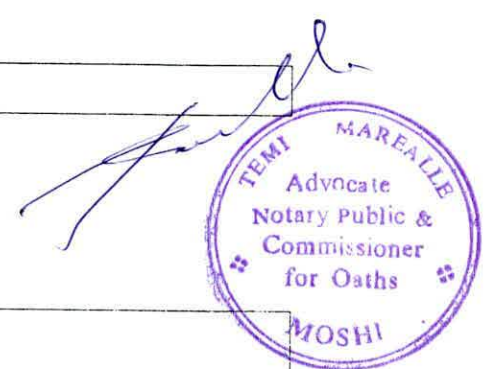
Address:

Nationality:

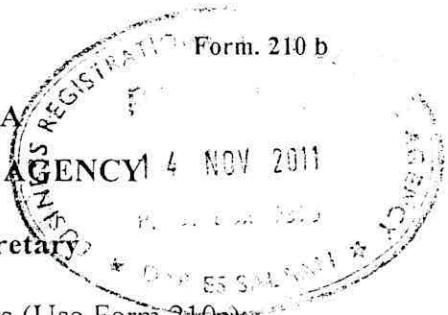
Date of Birth:

(continued on next page)

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2011



THE UNITED REPUBLIC OF TANZANIA
BUSINESS REGISTRATIONS AND LICENSING AGENCY

Terminating appointment of a Director or Secretary

(Not for appointment (Use Form 210a) or change of particulars (Use Form 210c)
Pursuant to Section 210 of the Companies Act, 2002

Company Number

Company Name (in full)

Date of termination of appointment

as director

as secretary

Name (First Name (s))

(Surname)

Date of Birth:

A serving director /-secretary etc. must sign the form below

Signed *[Signature]*
(A serving director / secretary / administrator / administrative receiver / receiver)

Date 11TH OCTOBER, 2011

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WAKALA WA USAJILI WA BIAHARA NA LESENI.
S.L.P 9393, Dar-es-Salaam.
SIMU : +255 22 2180141, 2180113, 2181113. NUKUSHI: +255
22 2180371
BARUA PEPE: usajili@cats-net.com, brela@cats-net.com
TOVUTI: <http://www.brela-tz.com>



RECEIPT NO: 00093983

NIMEPOKEA KWA
Received from

ALL PACK (T) LTD

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

THIRTY-THREE THOUSAND TANZANIAN SHILLINGS ONLY.

KWA MALIPO YA
In respect of

FILLING FEES [TSHS33,000].
TOTAL TSHS : 33,000

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

CASH

KITUO
Station

DAR ES SALAAM

SAHIHI YA MPOKEAJI
Receiving officer's sign.

CHEO
Title

TAREHE
Date

GODFREY EDWARD

ACCOUNTS ASSISTANT

14/11/2011

ALL PACK TANZANIA LIMITED

MINUTES OF DIRECTORS MEETING HELD ON
11TH OCTOBER, 2011 AT THE REGISTERED
OFFICE OF THE COMPANY

- Present: Mr. Jitendera Kumar – Chairman
Mr. Deepak Kumar Sharma
Mr. Mehboob M. Sadiq – Company Secretary
- Minutes: No minutes of previous directors meeting were discussed and approved.
- Resignation of Director: The Chairman presented letter of resignation from Mr. Mohinder Singh Sehmbi dated 10th October, 2011 and requested Board to approve.
- After brief discussion, it was Resolved that the resignation of Mr. Mohinder Singh Sehmbi be accepted with immediate effect.
- The Chairman informed that since Mr. Mohinder Singh Sehmbi has resigned, it was necessary to appointed another director. He proposed that Mr Deepak Kumar Sharma be appointed director of the Company with immediate effect.
- Mr. Deepak Kumar Sharma indicated his willingness to join the Board.
- Transfer of Shares: The Chairman also proposed that 300 shares of T.Shs. 10, 000/- each be transferred from Mr. Mohinder Singh Sehmbi to Mr. Deepak Kumar Sharma at par value.
- Mr. Mehboob M. Sadiq was requested to do the needful to registered the changes in Directors and share transfers.
- Any other Business: No other business being reported the meeting closed with a vote of thanks to the Chairman.



CHAIRMAN



- To allow the Tenant, while observing the conditions, to peacefully hold and enjoy the said property during the period of this Lease without any let or hindrance.
- Not to refuse unreasonably to extend the Lease

LEGAL FEES:

To be paid by both parties at the rate and or terms to be mutually agreed.

LANDLORD:

Signed and Delivered by the said
MALVINDER SINGH BHAMRA who is
 The Authorized Signatory for
PENFOLD & CO. LTD



Date 1 / JANUARY / 2012

TENANT (PARTNERS):

Signed and Delivered by the said Partners
JITENDER KUMAR who are the Authorized
 Signatories for **ALLPACK TANZANIA LTD**



Date 1 / 1 / 2012

Witness for:

PENFOLD&CO.LTD

Name: Indrajit S. Dehal

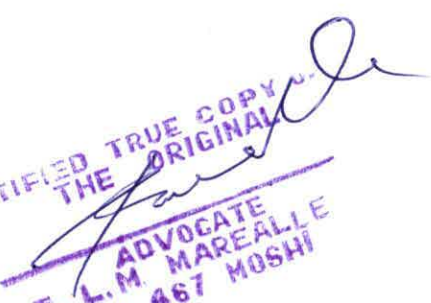
Signature: 

Witness for:

ALLPACK TANZANIA LTD

Name: Deepak Sharma

Signature: 

CERTIFIED TRUE COPY OF THE ORIGINAL

 T. L. M. MAREALLE
 BOX 467 MOSHI

1/1/2012

- To pay for the utilities consumed on the property, such as electricity, water sewage disposal services etc.
- To keep the interior and exterior of the demised premises, all doors and windows clean and in tenable repair and conditions, and at the end of the Lease to yield up the property in a tenable repair and condition, with all moveable assets and to replace and broken window panes, locks, keys and fasteners (reasonable wear and tear expected)
- To keep the structural walls and roof of the property in good order and repair.
- Not to assign, or part with the possession of the property or any part thereof without written consent of the Landlord.
- Not to make any structural alterations on the premises without prior approval of the Landlord.
- Any alterations, renovations and structural alterations made to the building or the premises will not be refundable from the rent and will not be demanded to be refunded at the end of the Lease period.
- All machinery and belongings will be removed on the expense of ALLPACK TANZANIA LTD at the end of the Lease.
- To pay rent regularly on the due date and in the manner
- To take out insurance for its machinery, workers etc., and all other purposes.
- To give the Landlord at least two months notice or two months rent in lieu of the intention to determine the Lease. However no such termination shall entitle to refund in rent for the utilized period of tenancy.

THE LANDLORD CONVENANTS WITH THE TENANT:

- To take out insurance for its building (premises)
- To pay and discharge all ground rents, rates, taxes payable in respect of the said property.

TENANCY AGREEMENT

BETWEEN:

**LANDLORD: PENFOLD & CO., LTD
P.O.BOX 41
MOSHI**

**TENANT: ALLPACK TANZANIA LTD
P.O.BOX 999
MOSHI**

PREMISES:

Plot No. 11/12 Ghalla Street, Moshi Municipality,
Held under Certificate of Title No: 056035/45

EFFECTIVE ON:

1ST day of January 2012 for FIVE years up to 1st January 2017

RENT:

TSHS 500,000/= (Five hundred thousand) for Godown
TSHS 180,000/= (One hundred eighty thousand) for flat

Total TSHS 680,000/= inclusive of VAT per month payable in lump sum in cash directly to the Landlord (or his authorized nominee), who will present himself to the Tenant at his office in Moshi on due dates for the purpose. Save that the rent shall be payable THREE MONTHS in advance.

CONVENANTS


The Tenant covenants with the Landlord;


- Can not put the above land and its property or its building on any bank loan or guarantee of any kind.


P A Y M E N T


Stamp Duty on Original E. 42972410 14/4/11 Shs. 10000/-
 Stamp Duty on Duplicate E. 42972410 14/4/11 Shs. 3000/-
 REGISTRATION FEE ES No. 42972410 14/4/11 Shs. 5000/-
 CONSENT FEE ES No. 42972410 14/4/11 Shs. 5000/-
 MUNICIPAL LAND DEPT. MOSHI

In Exercise of the Powers vested in me
 under Section 37 of the Land Act 1999
Aloyce msue
 Authorized Officer hereby Approve this
 disposition.
 AUTHORIZED OFFICER
 Date... 20/04/2011

FILED DOCUMENT No. 31060
 REGISTERED ON
 28.07.2011
 at 08:00 P.M.

 Asst. Registrar of Titles



Stamp Duty Shs. 5000/- = Paid
 and Revenue Receipt No. 4297841
 of 14.04.2011 issued

 Asst. Registrar of Titles

Stamp Duty Shs. 10000/- = Paid
 on Original Revenue Receipt No.
 4297841 of 14.04.2011

 Asst. Registrar of Titles

THE UNITED REPUBLIC OF TANZANIA
 THE LAND ACT, 1999
 (NO. 4 1999)
 TRANSFER OF A RIGHT OF OCCUPANCY
 (Under Section 62)

PLOT NO 162 BLOCK 'A' FARM
 181/182
 CT NO. 4916 MOSHI MUNICIPAL
 COUNCIL

In consideration of the sum of Tanzanian Shillings Ten Millions Only (Tshs
 10,000,000/=) I, ^{LASWAI} JUST MSERO of P.O. BOX 21 MOSHI do HEREBY TRANSFER
 to JITENDERA KUMAR of P.O. BOX 999 MOSHI the right of occupancy registered
 under the above cited reference.

Ann/L

SIGNED and DELIVERED by the said)
 JUST MSERO)
 who is known/identified to me by.....)
 the later being known to me personally)
 In my presence at MOSHI this 8th day of April)
 2011



J. Msero
 AUTHORITY
 TRANSFEREE

Name..... B. G. MALISA
 Signature.....
 Postal Address.....
 Qualification..... MAGISTRATE
 MOSHI - MIDNY

SIGNED and DELIVERED by the)
 said JITENDERA KUMAR who is)
 known/identified to me by.....)
 later being known)
 to me personally in my presence at MOSHI)
 This 8th day of April 2011



Jitendra Kumar
 TRANSFEREE

Name..... B. G. MALISA
 Signature.....
 Postal address..... MOSHI
 Qualification..... MAGISTRATE
 MOSHI - MIDNY

AUTHORITY
 MOSHI M.C.

THE UNITED REPUBLIC OF TANZANIA
THE LAND ACT, 1999
(NO. 4 1999)

APPLICATION FOR APPROVAL
(Under Section 39)

PLOT NO 102 BLOCK 'A' FARM
181/182
CT NO. 4916 MOSHI MUNICIPAL
COUNCIL

Amm/20 I, JUST MSERO ^{LASWAI} of P.O.BOX 21 MOSHI (hereinafter referred to as "the applicant")
HEREBY apply for APPROVAL of disposition of a right of occupancy registered under
the above reference on the *8th* day of *APRIL* 2011

1. Nature of disposition..... *SALE*
2. Particulars of purchaser..... *JITENDERA KUMAR P.O. BOX 999 MOSHI*
3. I, the applicant supply the following information or documentation

- *Transfer deed in triplicate*
- *Notification for disposition (triplicate)*
- *Capital gains tax clearance certificate*
- *Stamp duty, notification fee receipts & land rent receipts*

Date..... *08th APRIL 2011*

JMS
.....
APPLICANT'S SIGNATURE

[Signature]
.....
SIGNATURE OF AUTHORIZED OFFICER

Date..... *20/04/2011*

For official use only
(a) Approved/refused
(b) Remarks.....

THE UNITED REPUBLIC OF TANZANIA
THE LAND ACT, 1999
(NO. 4 1999)

NOTIFICATION FOR DISPOSITION
(Under Section 36)

PLOT NO 102 BLOCK 'A' FARM
181/182
CT NO. 4916 MOSHI MUNICIPAL
COUNCIL

Amulya

I, ^{LARWA}JUST MSERO of P.O.BOX 21 MOSHI (hereinafter referred to as "the applicant")
HEREBY NOTIFY you about the disposition which is intended to be made in favour of
JITENDERA KUMAR of P.O.BOX 999 MOSHI in respect of a right of occupancy
registered under the above reference.

I hereby present the following particulars:

1. Nature of disposition... *SALE*
2. Particulars of purchaser... *JITENDERA KUMAR P.O. BOX 999 MOSHI*
- 3 I, the applicant supply the following information or documentation

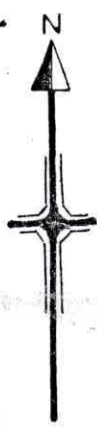
- *Transfer deed in triplicate*
- *Application for Approval (L.F. 30) in triplicate*
- *Capital Gains Tax Clearance Certificate*
- *Consent fee, Stamp duty, Notification fee & land
Rent payment receipts*

Date... *08th APRIL, 2011*

J. Illaw
APPLICANT'S SIGNATURE

[Signature]
SIGNATURE OF AUTHORIZED OFFICER

Date... *20/04/2011*



INSET SHOWING DETAILS OF PLOT

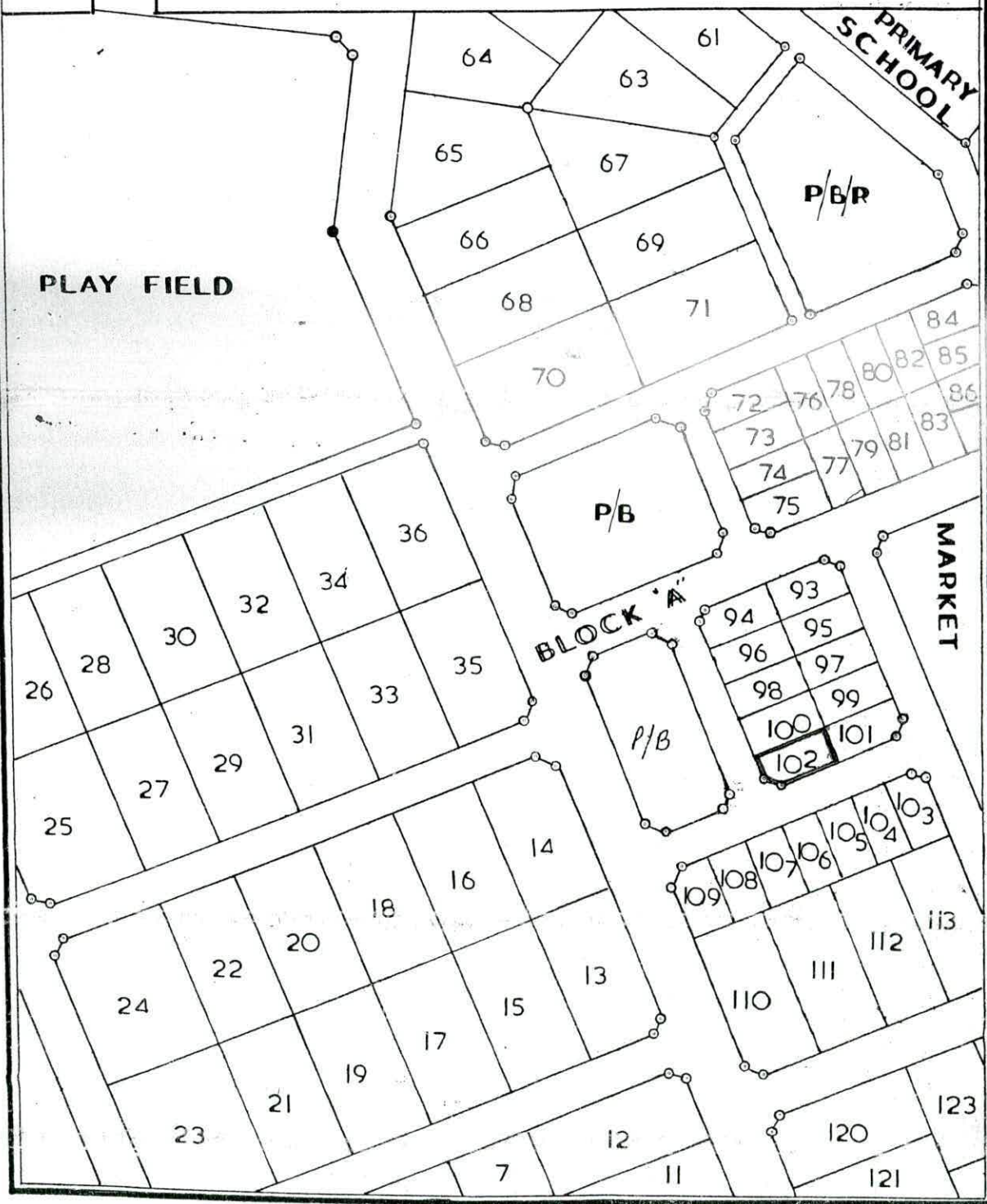
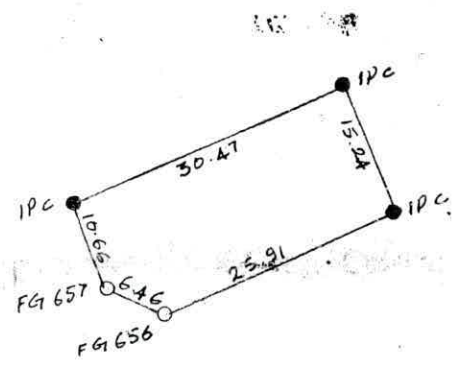
LOCALITY FARM NO 181/182

BLOCK "A"

PLOT NO 102

L.O. NO 42245

AREA 454 SQ.M.



This plan prepared in accordance with Registered Plan No. 18101...

is prepared for the purpose of the Land Registration ordinance

The issue of this plan is...

TANGANYIKA: STAMP DUTY ACT, 1972

Under Section 51, I certify that the proper duty

of Shs. 14/- and penalty Shs. 10/-

have been Paid by

G.R.R. No. 379030 of 16-8-78 &

641759 of 30-6-82

30-6-1982

M. M. M. M.
Stamp Duty Officer

Stamp Duty Shs. _____ Paid
on Original Revenue Receipt No. _____

ENDORSEMENT
CANCELLED

Asst. Registrar of Titles

EAL
S.L.O.

SIGNED and DELIVERED by the said
JUST MSHINGU ~~who is known to me~~

personally/identified to me by

VINCENTI G. S. OMARI

the latter being known to me
personally in my presence

this 11th day of

January 1982

Signature: E. A. Langwe

Postal Address: Box 97,
Moshi.

Qualification: SENIOR LAND OFFICER

CERTIFIED TRUE COPY

E. A. Langwe
Asst. Registrar of Titles

Date 6-4-2011

Stamp Duty Shs. 500/- Paid

and Revenue Receipt No. 37022395

of 18-1-2010 issued

E. A. Langwe
Asst. Registrar of Titles

Certified as a True Copy of the Original

E. Samwel Lyimo
EDWARD SAMWEL LYIMO
Advocate, Notary Public & Commissioner for Oaths

(iii) such sum as the Director shall assess as a proper share payable for the land of the cost of making up the road or improvement of same upon which the land fronts, abuts or adjoins, whether such demand is made before, during or after such making or improvement thereof. This condition does not oblige the Government to make improve roads.

7. Only one main building together with the usual and necessary outbuildings shall be erected on the land and the same shall be used for Industrial purposes; Use Group 'M' Use Classes (a) (b) and (c) as defined in the Town and Country Planning (Use Classes) Regulations, 1960.

8. The President may revoke the Right for good cause and in public interest.

SCHEDULE:

ALL that land known as Plot No. 102, Block 'A' Farm No. 181/182, Moshi Township containing four hundred fifty four (454) square metres shown for identification only edged on the plan attached to this Certificate and defined on registered survey plan numbered 18101 deposited at the Office of the Director of Surveys at Dar es Salaam.

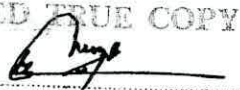
GIVEN under my hand seal and by Order of the Minister the day and year first above written.

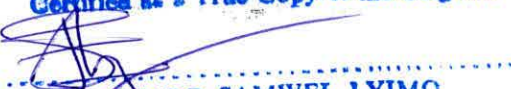


DIRECTOR OF LAND DEVELOPMENT SERVICES.

LASWAI

I, the within-named JUST MBEYO, hereby accept the terms and conditions contained in the foregoing Certificate of Occupancy.

CERTIFIED TRUE COPY

Asst. Registrar of Titles
Date 6-4-2011

Certified as a True Copy of the Original

EDWARD SAMWEL LYIMO
Advocate, Notary Public & Commissioner for Oaths

EAL
S.L.C.

- (vi) Not erect or commence to erect to the land any building except in accordance with building plans and specifications which shall have been first approved by the Authority as hereinbefore provided;
- (vii) Be responsible for the protection of all beacons on the land throughout the term of the Right. Missing beacons will have to be re-established at any time at the Occupier's expenses as assessed by the Director of Surveys and Mapping.

Approval of plans of any building by the Authority shall not imply that the construction of such a building will satisfy the Occupier's obligation under the conditions of the Right and shall not imply waiver or modification of any condition in the Right.

3. (i) The Occupier shall not subdivide the land or assign, sublet or otherwise dispose of or deal with the whole or any part of it or of any building on it without the previous written consent of the Director.

(ii) Occupation or use of the whole or any part of the land or buildings on it by any person other than the Occupier or the employees agents or contractors shall be deemed a dealing with the land or buildings.

4. The Director shall have on absolute discretion to give or withhold consent under condition 3. Any dealing or agreement (other than mortgage or charge) entered into before compliance with condition 2(iv) will not receive consent except in special circumstances of which the Director shall be the sole judge.

5. The Occupier shall further:-

(i) made and maintain on the land throughout the term adequate arrangements for water supply, drainage and disposal of trade refuse and effluent to the satisfaction of the Authority;

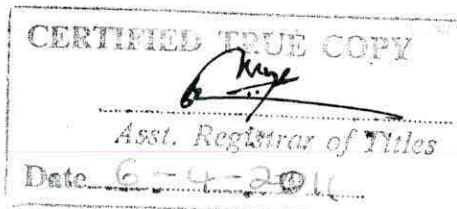
(ii) make and keep all the buildings on the land rat-proof and carryout such measures as the Medical Officer of Health for the Authority may require for this purposes;

(iii) provided and maintain on the land such ablution facilities and take and maintain such hygienic measures as may be required by the said Medical Officer of Health;

6. The Occupier shall pay to the Minister on demand made by the Director on his behalf:-

(i) any further fees or stamp duties which may be discovered to be payable by the occupier in connection with the Right;

(ii) an amount equal to any contribution in lieu of rates which may be payable by Government for the land during the term of the Right;



Certified as a True Copy of the Original

[Signature]

EDWARD SAMWEL LYIMO

Advocate, Notary Public & Commissioner for Oaths

TITLE No. 4916

REGISTERED 19-10-82

at 9.00 a.m

Kwasililem
Asst. Registrar of Titles



UNFOUNDED

Under section 49, I required payment of

Shs. 14/- duty

Shs. 10/- Levy No. 42245

Kwasililem

Stamp Duty Officer

19-10-19 82 K.L.D. NO. 48

CERTIFICATE OF OCCUPANCY

The day of March 1981

One thousand nine hundred and eighty-one

TITLE NO. 4916 LAND REGISTRY MOSHI LASWAJ

THIS IS TO CERTIFY that JUST MBERO OF P.O. BOX 21, MOSHI (hereinafter called "the Occupier") is entitled to a Right of Occupancy (hereinafter "called "the Right") in and over the land described in the Schedule hereto (hereinafter called "the Land") for a term of Sixty-six years from the first day of July One thousand nine hundred and seventy-eight according to the true intent and meaning of the Land Ordinance and subject to the provisions thereof and to any regulations made thereunder and to any enactment in sub-stitution therefor or amendment thereof and to the following special conditions:-

1. The Occupier having paid rent up to the thirtieth day of June, 1979, shall thereafter pay rent of shillings four hundred and fifty (Shs. 450/-) a year in advance on the first day of July in every year of the term without any deduction PROVIDED that the rent pay be revised by the Minister for the time being responsible for Lands (hereinafter called "the Minister") on the first day of July in each of the years 1988, 1993, 2008, 2018, 2028, & 2038, or within three years thereafter in each case.

2. The Occupier shall:-

- (i) Erect on the land buildings (hereinafter called "the buildings") designed for use in accordance with the conditions of the Right and which conform to the building line (if any) decided by the Moshi Town Council (hereinafter called "the Authority");
- (ii) By the thirty first day of December, 1978 submit to the Authority such plans for the buildings (including block plans showing the position of the buildings) and such drawings, elevations and specifications of them as will satisfy the Authority and as are in accordance with the building condition in sub-paragraph (i) above which said plans and specifications shall submitted in triplicate;
- (iii) Within six months from the date of notification by the Authority of approval of the plans and specifications referred to in sub-paragraph (ii) above begin buildings on the land in accordance with such plans and specifications;
- (iv) Complete the buildings according to the plans and specifications so that they are ready for use and occupation by the thirtieth day of June, 1981;
- (v) At all times during the term after the thirtieth day of June, 1981, have on the land existing buildings approved by the Authority and maintain them in good order and repair to the satisfaction of the Director of Land Development Services (hereinafter called "the Director");

Certified as a True Copy of the Original
EDWARD SAMWEL LYIMO
Advocate, Notary Public & Commissioner for Oaths

CERTIFIED TRUE COPY

Asst. Registrar of Titles

Date 9-2-81

TANZANIA

CERTIFICATE OF OCCUPANCY

(Issued under Section 9 of the Land Ordinance)

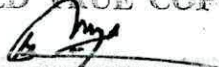
Date of Issue:

Title Number: **4916** LAND REGISTRY-MOSHI

Land Office Number: 42245.

Land: Plot No. 102, Block 'A' Farm No. 181/182, Moshi Township.

Term: Sixty-six years.

CERTIFIED TRUE COPY	
	
Asst. Registrar of Titles	
Date	6-4-2011

Certified as a True Copy of the Original


EDWARD SAMWEL LYIMO

Advocate, Notary Public & Commissioner for Oaths

ENTRIES IN THE REGISTER

TITLE NO. 4916

EDWARD SAMWEL LYIMO
Advocate, Notary Public & Commissioner for Oaths

No. Registered 19.10.1982 at 9.00am
To JUST MBERO LASWAL of P.O. Box
21, MOSHI. As registered owner.

No. Registered at m
To

Asst. Registrar of Titles

Asst. Registrar of Titles

LAND REGISTRY, MOSHI

CAVEAT

Lapsed

Filed Document No.

No. 30012 Registered 12-04-2011 at 9:00am
By. DONASIANI JUSTI MBERO LASWAL
of P.O. Box 21 MOSHI.
FONO. 31060

No. Registered at m
To

Asst. Registrar of Titles

Asst. Registrar of Titles

TRANSFER

No. 31060 Registered 28.07.2011 at 01:00pm
To JITENDERA KUMAR

No. Registered at m
To

of P.O. Box 999 MOSHI.
(Cons. Tshs. 10,000,000/=)

Asst. Registrar of Titles

Asst. Registrar of Titles

No. Registered at m
To

No. Registered at m
To

Asst. Registrar of Titles

Asst. Registrar of Titles

Certified as a True Copy of the Original
EDWARD SAMWEL LYIMO
Advocate, Notary Public & Commissioner for Oaths

TANGANYIKA

The Land Registration Ordinance (Cap. 334 of the Laws)



CERTIFICATE OF TITLE TO RIGHT OF OCCUPANCY

ISSUED UNDER S. 38

This is to certify that the annexed ^{Certified true copy of} Certificate of Occupancy dated
the Twenty Fifth day of March, ~~x20...~~ 1982

is registered in the Land Registry under Title No. 4916

Copies of the subsisting entries in the register are within

Dated the Sixth day of April, 201~~0~~...

[Signature]
Asst. Registrar of Titles.

Title No. 4916	Description of registered land.
ALL that land known as Plot No. 102 Block 'A' Farm No. 181/182, Moshi Township containing four hundred fifty four (454) square metres shown for identification only on the plan attached to this Certificate and	

Regards,
Ronald.

Telephone No. 53210

MINISTRY OF LANDS,
LAND REGISTRY,
P.O. BOX 190,
MOSHI.

Ref: No: LR/mst/c/4916/20
To: JUST MUSEO LASHAI
P.O. BOX 72, MOSHI

Date: 8th APRIL 2011

Sir/Gentlemen/Madam

RE: THE LAND REGISTRATION ACT (CAP. 334)
TITLE No: 4916 L.O. No. 42245 PLOT No. FORM NO. 181/182
BLOCK: MOSHI TOWNSHIP

I have the honour to enclose herewith the duplicate of Certificate Title
numbered as above. ISSUED UNDER S. 38

Please endorse your signature on the enclosed form of receipt and return
the same to me in due course.

I am, Sir/Gentlemen/Madam
Your Obedient Servant



ASSISTANT REGISTRAR OF TITLES
MOSHI J. J. Muya

MUNICIPAL

C.C: The Regional Land Officer,
P.O. Box 318, MOSHI Date of C.O. 25-3-182
KILIMANJARO/ARUSHA/TANGA/MANYARA

IN WITNESS WHEREOF, the parties hereto have hereunto set and subscribed their respective hands the day and year first therein above written

SIGNED and DELIVERY by

.....ME.....who is known to known to me

Personally/identified to me by GABRIEL S. REHAL

The latter being known to me personally

In my presence this 23RD day of SEPTEMBER

2011... at Moshi

Alfred

BEFORE ME:

Signature: *[Signature]*

Name: A. A. S. HAYO

Address: 480 MOSHI

Qualification: ADVOCATE



SEALED with the common Seal of

In the presence of us this 23 day of SEPTEMBER 2011.

NAME: JITEMDERA Kumar

SIGNATURE: *[Signature]*

POSTAL ADDRESS: P.O. Box 999 Moshi

QUALIFICATION: B.A.

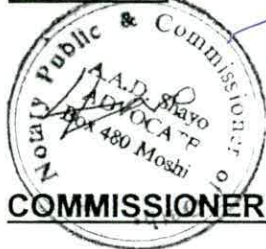
NAME: DEEPAK Shrestha

SIGNATURE: *[Signature]*

POSTAL ADDRESS: P.O. Box 999 Moshi

QUALIFICATION: B.A.

WITNESS:



COMMISSIONER OF OATHS

DEED OF ASSIGNMENT OF A RIGHT OF OCCUPANCY
PLOT NO. 102..... LAND OFFICE NO: 42245 TITLE NO 4916
LAND: FARM NO: 181/182.....SITUATED AT.....MOSHI.....DISTRICT

THIS ASSIGNMENT made at Moshi this 23RD - SEPTEMBER day of 2011.....

BETWEEN

JITENDERA KUMAR.....of Post Office box 999.....(hereinunder referred to as the "Assignor") of the **ONE PART**.

AND

M/S. ALL PACK (T) LTD.....of Post Office box 999.....(hereinunder referred to as the "Assignee") of the **OTHER PART**.

WHEREAS:

1. The Assignor is the lawful owner of the Right of Occupancy registered as JITENDERA KUMAR Plot No. 102.....situated at.....MOSHI..... valued at 100M.....
2. The Assignor is ready and willingly without duress to assign his said Right of Occupancy to the Assignee as part of his share.
3. The Assignor is one of the Directors of the Assignee with majority shares.
4. The Assignor is limited liability Company with Registration No 61210 and it is ready and willingly without duress to be assigned the Right of Occupancy of the Assignor above cited Municipality.

NOW THIS DEED WITNESSETH as follows:

1. **THAT**, the Assignor do hereby willingly and without duress assign his Right of Occupancy referred to above ,
2. **THAT**, the Assignee do hereby willingly and without duress agree to be assigned the Right of Occupancy by the Assignor as above registered.

2062 03862



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)

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 JITENDERA KUMAR
(director/directors/agent of ALL PACK (T) LTD
(name of business enterprise) apply for registration of CERTIFICATE OF INCENTIVES
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 No. 11/12 GHALLA
STREET MOSHI MUNICIPALITY

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 A.S. NO 2 ABOVE
4. The Principal Officers of the Company are JITENDERA KUMAR
DEEPAK SHARMA
5. Auditors of the Company are MEHBOOB.M. SADIQ.
MOSHI
6. The authorized share capital of the Company is Tshs./US\$ 100,000,000

7. The intended capital investment of the Company in terms of Section 2(2) of the Act is Tshs./US\$ USD 1,300,000
8. The month and day of the financial year end is 31ST 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./USS 100 Being the Registration Fees. *In the event this application is unsuccessful we understand that this fee will not be refunded.*

I. JITENDERA kumar of Post Office Number P.O.Box 999 MOSHI

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

authorized agent of ALL PACK TANZANIA LTD.

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.

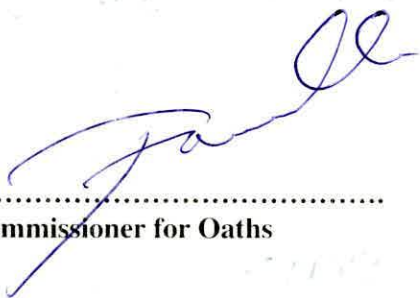
Declared at Dar es Salaam }
..... }

The 5th day of MARCH 2012 }



Applicant

Before me:



.....
Commissioner for Oaths



APPLICATION SUMMARY

Company Name: ALL PACK TANZANIA LTD

Certificate of Incorporation Number: 61210 Status: NEW

Certificate of Incorporation Date:

Post Box: 999

Town: MOSHI

Sector: MANUFACTURING Sub-Sector: HARD LIQUORS

Investment Financing Plan in Million US\$/Tshs.

Foreign Equity 650,000 Local Equity Foreign Loan Local Loan 650,000

Project Objectives: TO ESTABLISH A PROJECT FOR MANUFACTURING OF HARD LIQUORS - GIN, BRANDY, VODKA

Capacity:

Employment: Foreign: 2 Local: 41 Total: 43

Implementation Period: 5 YEARS

Project Location

Site/Plot/Block No.: 11/12 and 102 Block A MBEVA STREET

Street: CHALLA STREET District: MOSHI Region: KILIMANJARO (Attach sketch map showing project location)

Table with 4 columns: Shareholders, Nationality, %, and an unlabeled column. Rows include Jitendra Kumar (Indian, 2700, 90%) and Deepak Sharma (Indian, 300, 10%).

Investment Breakdown **US\$/Tsh/s.M**

Land/Building300,000.....
Plant700,000.....
Vehicles225,000.....
Furniture & Fittings25,000.....
Pre-expenses10,000.....
Others
Working Capital40,000.....
TOTAL1,300,000.....

Contact Details:

Name: **JITENDERA kumar** Title: **DIRECTOR**

Telephone: **0167.725.725** Fax: **2754729**

Email: **Jitendera.bobby@y.a.hoo.com**

Payments to be made payable to:

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





**KCB
BANK**

Making the
Difference

KCB Bank Tanzania Limited
(INCORPORATED IN TANZANIA)

Moshi Branch
TFA Building
P.O. Box 579
Boma Road
Moshi

Tel: (+255-27) 275 3424/8
Fax: (+255-27) 275 3449
Email: kcbmoshi@tzkcbbankgroup.com
Website: <http://www.kcbbankgroup.com>
SWIFT: KCBLTZTZ

KCB BANK/MSH/03/12

23th Feb 2012.

THE EXECUTIVE DIRECTOR,
TANZANIA INVESTMENTS CENTRE,
P.O. BOX 938.

DAR ES SALAAM.

Dear Sir/Madam;

RE: ALL PARK TANZANIA LTD

This is to confirm that the captioned company is our client with local currency account number **3300635810**.

From the time the account has been opened to date the conduct of this account has been to our satisfaction.

This introduction letter has been issued with the specific request from the company directors without any obligation or loss to the bank or any of its officials.

Kindly accord them necessary assistance

Yours faithfully;

For and on behalf of KCB Bank (Tanzania) Ltd

Lomnyaki Saitabau

Branch Manager



22ND FEB, 2012

EB/MSH/02/12

**EXECUTIVE DIRECTOR,
TANZANIA INVESTMENT CENTRE,
P.O. BOX 938 MOSHI, KILIMANJARO
TANZANIA.**

Dear,
Sir/ Madam

RE: INTRODUCTION OF ALLPACK TANZANIA LTD

Captured to the subject above,


We wish to state that Alipack Tanzania Ltd has been maintained current account number TZS 0772961119 in our books since 16Th August, 2007, our experience with them in operation of account is satisfactory.

In this regard we have no doubt to introduce Allpack Tanzania Ltd that they will be in a position to meet your requirements.

Kindly accord them any necessary assistance.

This letter however issued without any risk or responsibility on the part of the Bank or on the part of the official signing the same.

Yours sincerely


**FREDRICK-ROBERT
BRANCH MANAGER**

Exim Bank (Tanzania) Ltd.

P. O. Box 3001, Moshi, Plot No. 4, Block B, Boma Road
Tel: (255) 27-2752917 Fax: (255) 27-2752895
website: www.eximbank-tz.com
E-mail: enquiry@eximbank-tz.com

CTIN.: 00211273



TANZANIA REVENUE AUTHORITY

CERTIFICATE OF REGISTRATION FOR TAXPAYER IDENTIFICATION NUMBER (TIN)

(ISSUED UNDER SECTION 133 OF THE INCOME TAX ACT NO. 11 OF 2004)

THIS IS TO CERTIFY THAT

ALL PACK TANZANIA LIMITED

.....

has been registered with the Tanzania Revenue
Authority and assigned the Taxpayer
Identification Number

105-848-331

.....

with effect from 02/Aug/2007

.....

JOANNES N. A. MALLY

OFFICIAL SEAL

COMMISSIONER FOR DOMESTIC REVENUE

NOTE: THE REQUIREMENTS UNDER WHICH THIS CERTIFICATE IS ISSUED ARE STATED OVERLEAF



TANZANIA REVENUE AUTHORITY

Certificate of Registration for Value Added Tax (VAT)

(ISSUED UNDER SECTION 20 OF THE VALUE ADDED TAX ACT NO. 24 OF 1997)

**THIS IS TO CERTIFY THAT
ALL PACK TANZANIA LIMITED**

WHOSE TAXPAYER IDENTIFICATION NUMBER (TIN) IS

105-848-331

HAS BEEN REGISTERED FOR VALUE ADDED TAX (VAT)

AND ASSIGNED VAT REGISTRATION NUMBER (VRN)

40-000907-0

FOR BUSINESS LOCATED AT GHALLA STREET 11/12
MOSHI

WITH EFFECT FROM 03 November 2007

GIVEN UNDER MY HAND

THIS 3rd **DAY OF** November 2007

J. Mally
**JOANNES N. A. MALLY
COMMISSIONER FOR VAT**



TANZANIA REVENUE AUTHORITY
INCOME TAX DEPARTMENT

BUSINESS LICENCE TAX CLEARANCE
CERTIFICATE

890213

Consec. No: _____

REGIONAL INCOME TAX OFFICE

TIN. No: 105-848-331

P.O. Box 1582

File No: KIRO / OLD MUSHI (GITALA ST.

MUSHI

Account No: _____

Date 9/8/07

To: D.T.O - MUSHI

Re: ALL PACK TANZANIA LTD.

This is to certify that the Income Tax affairs for the past five years in respect of the above named are in order.

I, therefore, have no objection if a trading licence is issued to the applicant in respect of the following business(es) FOR GENERAL RETAIL &

WHOLESALE, MANUFACTURE OF ALCOHOL & SOFT DRINKS

(YEAR 2007)
This certificate is valid only if it is embossed with the official seal, and it should be retained by you.

Official Seal



for: REGIONAL REVENUE OFFICER

TANZANIA



Certificate of Incorporation

Section 15

No 61210

I HEREBY CERTIFY THAT

ALL PACK TANZANIA LIMITED =====

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

Given under my hand at Dar es salaam

this 17TH day of JULY**TWO THOUSAND AND SEVEN**
.....
Assist. Registrar of Companies



BOARD RESOLUTION

The following resolutions were passed at the Board meeting held at our registered company office in Moshi on the 20th December 2011

- To expand hard liquor manufacturing plant located at Plot No.11/12, Ghalla street in Moshi Municipality
- To register the project with Tanzania Investment Centre (TIC) in order to enjoy facilitation and tax Incentives as provided for under the TIA of 1997
- To mobilize financial resources for project Implementation

(Certified as a true extract)

Chairman

Secretary

In view of the above, we wish to **apply for TIC Certificate of Incentives for the expansion of the above named project.** To facilitate our application please find attached the following documents for your kind review and approval;

- One copy of project Business plan
- A Board resolution to register the project with TIC
- One certified copy of Certificate of Incorporation
- One copy of Memorandum and Articles of Association
- An application form dully filled and signed
- Certified copy of lease agreement
- Certified copy of title deeds and Deed of Assignments
- Bank reference letter

It is our hope that the submitted documents meet your due requirements

Yours sincerely,

ALL PACK TANZANIA LIMITED



.....

MANAGING DIRECTOR



(1)

Date: 2nd March 2012

EXECUTIVE DIRECTOR
TANZANIA INVESTMENT CENTRE
P.O. BOX 938
DAR ES SALAAM

UFS ZONAL MANAGER
MOSHI



RE: APPLICATION FOR TIC CERTIFICATE OF INCENTIVES

Reference is made to the captioned subject matter
M/S All Pack Tanzania Limited is a Limited Liability Company
Incorporated under the company registration ordinance (CAP
212) of the United Republic of Tanzania with **Certificate of
Incorporation No.61210** dated 17th July 2007

The company proposes to Invest in the in the expansion of hard
liquor manufacturing plant located at Plot No.11/12, Ghalla
street in Moshi Municipality. The project will involve acquiring
additional new and modern production lines, construction of
store and office and acquisition of addition utility vehicles as
per our business plan

MINUTE

PAGE NO. _____

Ag. EXD

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

- (a) Minimum finance investment threshold has been exceeded, the project expects to invest USD 1.3m.....
- (b) Legal entity has been incorporated under certificate No. 61210 of 12/07/2012.....

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.A. Senzia
DIF

19th March, 2012

Ag. EXD

In response to the TIC letter of registration dated 19th March 2012.....

The project has submitted the required documents namely:-

- (a) Company Board Resolution
- (b) Reference letter/Financing from Exim Bank L.P.
- (c) Lease Agreement and Transfer documents
with evidence of land.

With the above submission EXD is requested to sign Certificate of Incentives No. 042199 herein attached.

2/04/2012

