

POLY PER INDUSTRIAL LTD

1.0

EXD

✓ L

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

- (a) Minimum finance investment threshold has been exceeded, the project expects to invest US\$ 6.65 m
- (b) Legal entity has been incorporated under certificate No. 69839 of 20/02/09

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
11th March 2009

2.0

EXD

In response to the TIC letter of registration dated 11^m March 2009

the project has submitted the required documents namely: -

- (a) Company Board Resolution.
- (b) Reference letter/Financing from EXIM Bank LTD
- (c) Lease Agreement to Swidoree of land.

With the above submission EXD is requested to sign Certificate of Incentives No. 041652 herein attached.

20/3/09

DIF

3. IFMCP) E.14.

This project has been evaluated electronically.
I humbly submit for your approval.

Resy.

Attenua.

1F08/2021

18/8/2021

4. Ag. D 15

This project is forwarded to you for quality
checks and approval.



- S180

2021/8/20

6

TICC/PP.10/041652/6

16/04/2009

Commissioner for Customs & Excise,
Tanzania Revenue Authority,
P.O. Box 9053,
DAR ES SALAAM

Dear Sir,

**RE: DUTY/VAT EXEMPTION ON THE CAPITAL/DEEMED CAPITAL
GOODS OF CERTIFICATE OF INCENTIVES NO. 041652**

M/S Polypet Industries Limited is a TIC registered company with certificate of incentives **No. 041652** which is valid up to **February 2012**

The company has been registered with objectives of establishing manufacturing facilities for fruit juice, mineral water, pet bottles and packing materials..

Attached herewith please find a list of Capital/ Deemed Capital Goods for Duty and VAT exemption approval.

Yours sincerely

TANZANIA INVESTMENT CENTRE



N.A. Senzia

FOR: EXECUTIVE DIRECTOR

POLYPET INDUSTRIES LTD

P.O.BOX 22345
DAR-ES-SALAAM

3

Commissioner for Customs and Excise
P.o.box 9053,
Dar-es-salaam.



Executive Director of TIC,
P.o.box 938,
Dar-es-salaam.

Ref: Polypet/001/04/2009
14th april 2009

Re: Duty/Vat Exemption on Capital /Deemed capital Goods

Dear Sir,

We are putting up a project for manufacturing Water bottles . Juice and packaging materials for different industries. I am holding Certificate of Incentives no 215443. I would kindly request your office to give me exemption for the above subject.

I am attaching following documents with this letter,

- a, application letter,
- b, Copy of certificate of Incentive
- c, Tin Certificate
- d, List of machines imported.

I am hoping my application will be excepted.

Your Sincerely,

Yusuf Dawood Kassam,
Director

Address Mbezi beach plot no 427, Tel 0786 786 786 Dar-es-salaam, Tanzania

CTIN.: 0564600



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

.....
POLYPET INDUSTRIES LIMITED
.....

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

.....
107-823-565
.....

with effect from 19-Mar-2009
.....


JOANNES N. A. MALLY

OFFICIAL SEAL

COMMISSIONER FOR DOMESTIC REVENUE

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

ITEM	ITEM GROUP	QUANTITY
MODEL-PES-55 LDPE SHRINKABLE FILM EXTRUDING MACHINE WITH BACK TO BACK TWO WINDING STATIONS. ROTATING DIE DEVICE+ROTATING AIR RING AND DIE+ RELATIVE EQUIPMENTS FOR HDPE	MACHINE	1 SET
WASTAGE AUTO FEED BACK	MACHINE	1 UNIT
AUTO LOADER	MACHINE	1 UNIT
28mm Neck 13g 100ml Chili sauce PET bottle 3 Cavity Blow Mould set	MACHINE MOULD	1 SET
28mm Neck 13g 100ml Medicine PET bottle 3 Cavity Blow Mould set	MACHINE MOULD	1 SET
28mm Neck 13g 250ml Juice PET bottle 3 Cavity Blow Mould set	MACHINE MOULD	1 SET
28mm Neck 13g 300ml Juice PET bottle 3 Cavity Blow Mould set	MACHINE MOULD	1 SET
28mm Neck 17g 500ml Squash PET bottle 3 Cavity Blow Mould set	MACHINE MOULD	1 SET
28mm Neck 17g 500ml Water PET bottle 3 Cavity Blow Mould set	MACHINE MOULD	1 SET
28mm Neck 19g 650ml water PET bottle 3 cavity Blow Mould set	MACHINE MOULD	1 SET
28mm Neck 19g 370ml Chili sauce PET bottle 3 Cavity Blow Mould set	MACHINE MOULD	1 SET
28mm Neck 35g 1.5Ltr Water PET bottle 2 Cavity Blow Mould set	MACHINE MOULD	1 SET
COMPLETE INJECTION MOULD FOR 1500 ML MINERAL WATER BOTTLE WITH STANDARD NECK IN 2 CAVITIES ENGRAVING ON PREFORM (POLYPET)	MACHINE MOULD	1 SET
COMPLETE INJECTION MOULD FOR 650 ML MINERAL WATER BOTTLE WITH STANDARD NECK IN 3 CAVITIES ENGRAVING ON PREFORM (POLYPET)	MACHINE MOULD	1 SET
CHANGE WEIGHT PART FOR INCREASE TO 14 GR INJECTION CORE+COOLING PIPE ONLY	MACHINE MOULD	1 SET
PCO NECK 2.8 GR 12 CAVITY HOTRUNNER CAP MOULD	MACHINE MOULD	1 SET

ITEM	ITEM GROUP	QUANTITY
ELECTRIC PANEL BOARD 1200 AMPERE	MACHINE PANEL	1 UNIT
240 MM ARMORED CABLE 4 CORE	MACHINE WIRE	40 METERS
50 MM ARMORED CABLE 4 CORE	MACHINE WIRE	20 METERS
25 MM ARMORED CABLE 4 CORE	MACHINE WIRE	70 METERS
16 MM ARMORED CABLE 4 CORE	MACHINE WIRE	100 METERS
6 MM ARMORED CABLE 4 CORE	MACHINE WIRE	120 METERS
1.5 MM 1 CORE SINGLE WIRE BLACK	ELECTRIC	15 ROLLS
1.5 MM 1 CORE SINGLE WIRE RED	ELECTRIC	15 ROLLS
1.5 MM 1 CORE SINGLE WIRE GREEN	ELECTRIC	15 ROLLS
2.5 MM 1 CORE SINGLE WIRE BLACK	ELECTRIC	15 ROLLS
2.5 MM 1 CORE SINGLE WIRE RED	ELECTRIC	15 ROLLS
2.5 MM 1 CORE SINGLE WIRE GREEN	ELECTRIC	15 ROLLS
8 WAY 100A ISOLATOR 3 PHASE	MACHINE PANEL	1 UNIT
4 WAY 100A ISOLATOR 1 PHASE	MACHINE PANEL	4 UNITS
COOPER EARTH ROD	ELECTRIC	5 PCS
250W Highbay Light/WITH LAMP	ELECTRIC	20 PCS/ 14 CTN
TWIN PHILIPS TUBELIGHTS 2X40W	ELECTRIC	40 PCS/20 CTN
250W METAL HELIDE BULB	ELECTRIC	4 PCS
TROLLEY WHEEL 8'	MOULD TROLLEY	4 PCS
TROLLEY WHEEL 5'	MOULD TROLLEY	4 PCS
MAKITA DRILL PRESS 13MM TB-131/ VICE 6'	MACHINE	1 PC

ITEM	ITEM GROUP	QUANTITY
MAKITA BENCH GRINDER 205MM GB800	MACHINE	1 PC
MAKITA CORDLESS DRILL 10MM 6260DWE	MACHINE	1 PC
WALL PAPER ROLLS <i>BOQ</i>	BUILDING OFFICE	5 CTNS
ALUMINIUM CEILING TILES 60X60	BUILDING OFFICE	7 CTNS
SPRING CHANNEL 3.5X4 MTR	BUILDING OFFICE	23 PCS
WALL CHANNEL 25 MMX3 MTR	BUILDING OFFICE	28 CTNS
GI C-CHANNEL 38 MMX 3 MTR	BUILDING OFFICE	15 PCS
GI WIRE CLIPS 38MM	BUILDING OFFICE	1 PKT
SANYO WINDOW A/C 1.5 TON	BUILDING OFFICE	3 UNITS
SANYO SPLIT A/C WALL 2 TON	BUILDING OFFICE	1 UNIT

Q.S



Nº 00215443

THE UNITED REPUBLIC OF TANZANIA

Certificate of Incentives

(Section 17 of the Tanzania Investment Act, 1997)

041652

No:

This is to certify that

.....
POLYPET INDUSTRIES LTD
.....

of address
P.O. BOX 22345

.....
DAR ES SALAAM
.....

has been granted a Certificate of Incentives to invest in a new, ~~rehabilitation~~ ~~expansion~~ ~~or equity~~ ~~of the~~ enterprise known as

.....
POLYPET INDUSTRIES LTD
.....

Which is located at
PLOT NO. 427, MBEZI INDUSTRIAL AREA

.....
DAR ES SALAAM
.....

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

.....

Executive Director

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

Dated
20TH MARCH 2009



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

1. Shareholders

	Nationality	Shareholding (%)
Yusuf Dawood Kassam	Tanzanian	50
Abdulkayum Dawood Kassam	Tanzanian	50

2. Proposed Activities : To establish manufacturing facilities for fruit juice, mineral water, pet bottles and packing materials.
3. Sector: Manufacturing Subsector Mineral water

4. Investment cost:

	Foreign USD 0.65m.	Local -	Total USD 0.65m.
--	--------------------	---------	------------------
5. Project Financing:

	Equity USD 0.65m.	Loans -	Total USD 0.65m.
--	-------------------	---------	------------------
6. Source, terms and conditions of loan.

7. Assets to be invested:

	Foreign USD 0.65m.	Local -	Total USD 0.65m.
--	--------------------	---------	------------------
8. Technology Agreement None
9. Date of TIC Registration: 11th March 2009
10. Implementation period March 2009 - February 2012
11. Operative date..... March 2012
12. Investment Incentive Grade: As defined in part III Section 19 (1), (2) and Section 20 of the Tanzania Investment Act, 1997 And VAT as per Customs Tariff Act, 1976 & VAT Act 1997
 - (i) Applicable Import Duty As per Income Tax Act, 2004 (as amended)
 - (ii) Applicable with-holding Tax As per Income Tax Act, 2004 (as amended)
 - (iii) Eligibility of Capital Allowances
13. Protection of Investment, Arbitration and Transfer of Foreign Currency: as defined in part III Section 21, 22 and 23 of the Act.
14. Conditions attached to this Certificate of Incentives
 - (i) Date of Commencement of investment has to be notified to the Centre.
 - (ii) Certificate not to be transferred, assigned or amended
 - (iii) Failure to commence implementation within two years invalidates Certificate
 - (iv) Failure to operate investment must be notified to the Centre
 - (v) Changes in shareholding, project activities and level of invested capital must be notified to the centre
15. Additional conditions attached to Certificate
 Finished good is not allowed under this certificate

Signed 
Executive Director

LEASE AGREEMENT

This LEASE AGREEMENT is made this.....day of March, 2009 BETWEEN TAMSAM INDUSTRIES LIMITED a limited liability company incorporated in Tanzania under the provisions of the Companies Act (R.E. 2002) of P.O. Box 38503, Dar es Salaam (hereinafter called the Lessor) of the one part AND POLYPET INDUSTRIES LIMITED a limited liability Company incorporated in Tanzania under the provisions of the Companies Act (R.E. 2002) of P.O. Box 22345 Dar es Salaam (hereinafter called the Lessee) of the other part.

WHEREAS the Lessor is the registered owner of industrial property known as Plot No.427 Mbezi Industrial Area Dar es Salaam City with Buildings and other improvements existing thereon commonly referred to as a warehouse(hereinafter called the demised premises and

WHEREAS the Lessor has agreed to let the demised premises to the Lessee for the purpose of use as warehouse and for the industrial purpose of manufacturing plastic bottles and other plastic products for a period of five years on the terms and conditions herein contained

NOW THEREFORE THIS AGREEMENT WITNESSETH as follows:-

1. That the Lessor hereby demises unto the Lessee the demised premises and to hold the same for a term of five years with an option to renew on expiry commencing from theday of March, 2009 and paying therefore during the said term a sum of United States Dollars Six Hundred (USD 600.00) per month to be paid annually in advance.
2. The Lessee hereby covenants with Lessor as follows:-
 - (a) To pay the rent at the times and in the manner herein provided.
 - (b) To pay for all charges for water electricity and telephone in respect of the demised premises during the said term.
 - © At all times to keep the interior of the demised premises and surroundings in good order and condition and in particular all fixtures, fittings fastenings, electric wires, water drains and pipes, door and windows in good substantial repair and good condition.
 - (d) To permit the Lessor and or his workmen or agents at all reasonable times during the day by prior notice to enter upon the demised premises for the purpose of viewing and executing

- any necessary repair under covenant in this Agreement contained.
- (e) Not to make any alteration or additions to the demised premises without first obtaining the written consent of the Lessor.
 - (f) Not to assign, underlet or part with the possession of the demised premises or any part thereof without the written consent of the Lessor provided always that the occupation of the demised premises or any part thereof by a person in the service or employment of the Lessee shall not constitute an assignment, underletting or parting with possession of the demised premises or any part thereof.
 - (g) Not to use the demised premises in a way which would create annoyance, nuisance or any danger to the public neighbours or otherwise pollute the environment.
 - (h) Not to do anything that will invalidate the policy of insurance or cause an increase in premium and in the event of such a happening to pay the Lessor any sums by way of increase of premium and all expenses incurred by the Lessor due to the Lessee's breach of this covenant.
 - (i) On the expiration or sooner determination of the term hereby granted to deliver up the demised premises to the Lessor in good tenable condition and having been repaired fair wear and tear excepted.
3. That the Lessor hereby covenants with the Lessee as follows:-
- (a) To insure and keep insured the demised premises and the Lessors fixtures against any loss or damage by fire and such other risks as the Lessor shall deem desirable or expedient.
 - (b) To keep the exterior and main structure of the demised premises in good repair and upon receipt of notice to remedy any structural faults, or faults of construction affecting the covenant and proper use of the demised premises both internally and externally provided that such faults are not attributable to the neglect on the part of the Lessee, his employees or agents.
 - (c) To pay and discharge all land rents property tax and other lawful impositions during the term of this Agreement.

4. The Lessor and the Lessee hereby agree that:-
- (a) If and whenever any covenants on Lessee's part to be performed are not observed or fulfilled or performed the Lessor may lawfully re enter and repossess the demised premises without prejudice to any right or remedy which may have accrued prior to the breach of any of the covenants stipulations or provision of this Agreement.
 - (b) If the Lessee wishes to renew or extend the term of the Agreement he shall give at least three (3) months notice in writing prior to the expiry of the term provided there has been no breach of the existing Agreement.
 - (c) Either party shall be at liberty to terminate this lease by giving the other thirty (30) days notice of its desire to do so and the term shall expire and in the event of termination by the Lessor any rent paid in advance in respect of the remaining period of the term shall be refunded to the Lessee.
 - (d) The Lessor shall be responsible for the insurance of the demised premises and the Lessee shall be responsible for the insurance of any property materials, machinery or any items stored in the demised premises.
 - (e) In the event of the demised premises or any part thereof at any time during the term of this Agreement being damaged or destroyed by fire so as to be unfit for occupation and use the Lessor shall reinstate the same so that they shall be as commodious and convenient in all respect at its own expenses and with convenient speed and in the meantime the rent reserved or a fair proportion thereof shall be suspended until the demised premises are reinstated and rendered fit for occupation and use provided that if the Lessor shall fail or neglect to reinstate the demised premises as aforesaid within Two months from the date of such damage or destruction the Lessee at its option may terminate this lease forthwith with by notice in writing and the Lessor shall refund to the Lessee any rent received in advance for the unexpired period of the lease.
 - (f) Any notice under this Lease Agreement shall be in writing delivered to the party's usual place of business or by registered post to the business addressed shown in this Agreement.

IN WITNESS WHEREOF the parties hereto have executed these presents on the day and in the manner herein written

SEALED with Common Seal
of the Lessor and DELIVERED

in the presence of us:

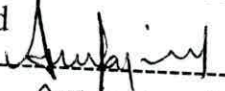
Signature- -----

Full Name- ABDUL K DAWOOD

Address- P.O. BOX 38503 DSM

Qualification: DIRECTOR

And

Signature- -----

Full Name- ABDUL MATID

Address- BOX 38503 DAR

Qualification: DIRECTOR/COMPANY
SECRETARY

SEALED with the Common Seal
of the Lessee and DELIVERED

in the presence of us:

Signature- -----

Full Name- YUSUF DAWOOD

Address- BOX 22305 DSM

Qualification: DIRECTOR

And

Signature- -----

Full Name- ABDUL K. DAWOOD

Address- BOX 22345 DSM

Qualification: DIRECTOR/COMPANY
SECRETARY

DRAWN BY



Paraclete Chambers

Evarist H. Mbuya

Advocate

Plot No.140/141 Aggrey Street,

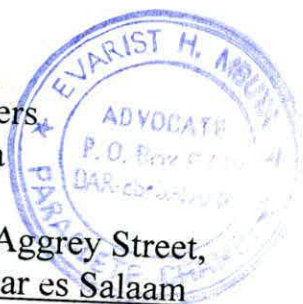
P.O. Box 5468, Dar es Salaam

Tel: 255 22 2128865

Fax: 255 22 2133599

Mobile: 0784 281918

Email: paraclechambers@yahoo.com



TICC/PP.10/041652/3

11th March 2009

Managing Director,
Polypet Industries Ltd,
P.O. Box 22345,
DAR ES SALAAM.

RE: CERTIFICATE OF INCENTIVES FOR INVESTMENT IN THE ESTABLISHMENT OF MANUFACTURING FACILITIES FOR FRUIT JUICE, BOTTLED MINERAL WATER, PET BOTTLES AND PACKING MATERIALS

We wish to acknowledge receipt of your project proposal to establish manufacturing facilities for fruit juice, bottled mineral water, pet bottles and packing materials as presented in the TIC P.A. 1 Form No.07709 and Feasibility Study with a projected investment of USD 0.650m.

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. In order to enable TIC prepare your Certificate of Incentive you will be required to submit the following:-

- Company Board Resolution.
- ✓ Certified document showing evidence of Land ownership for the location of project.

You will also 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 collection of your Certificate of Incentives. Please arrange to make payments at your earliest convenience.

..../2

TICC/PP.10/041652/3

11th March 2009

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

Yours sincerely,
Tanzania Investment Centre


B. D. Chonjo

Ag. EXECUTIVE DIRECTOR

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

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

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



TIC Evaluation Report

Name of the Company
Polypet Industries Ltd.

Post Box	Bagamoyo Road Plot No. 427 Mbezi Industrial Area	COI Number	69839	Contact	Mr. Yusuf Daweed Kassam
Post Office	22345	COI Date	20/02/2008	Designation	Director
Region	Dar Es Salaam	Application F. No	07709	Phone	0
Country	Tanzania	Status	New	Direct Phone	0
		Sector	Manufacturing	Cell Phone	0786 786 785
		Sub Sector	mineral water	Fax	022 2627224
		File No	041652	E-Mail Address	majipoa@hotmail.com

Investment Finance Plan in Millions USD

Project Location		Foreign Equity	Local Equity	Foreign Loan	Local Loan
Plot/Block	Plot No. 427 Mbezi Industrial Area	0.65	0	0	0
Street	Bagamoyo				
District	Kinondoni				
Region	Dar es Salaam				

Shareholders Detail

Name	Nationality	(%)
Yusuf Dawood Kassam	Tanzanian	50
Abdulkayum Dawood Kassam	Tanzanian	50

Investment Breakdown (USD Million)

Land/Building	0.02
Plant	0.5
Vehicles	0.07
Furniture & Fittings	0.01
Pre-expenses	0.01
Others	0
Working Capital	0.04
Total	0.65

Employment	60	Evaluated By	Sospeter Ndelema Dome
Capacity	xxxx	Drawn By	Sarah Registry
Project Turn Over			

Description

To establish manufacturing facilities for fruit juice, bottled mineral water, pet bottles and packing materials

Recommendations

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

Decision

*Approved.
By [Signature]
At [Signature]
On [Signature]*

24th February, 2009

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



APPLICATION FOR TIC CERTIFICATE OF INCENTIVES

We are applying for project registration in order to import the projects capital goods to be used for the manufacturing project.

Our company Polypet Industries Ltd will focus on manufacturing of juice, bottled water, and packing material. Our head office is located at plot 427 Mbezi Industrial Area. Enclosed herewith please find relevant documents for your review and approval of the project.

- Three Copies of TIC application forms
- Copy of the certificate of incorporation
- Copy of the memorandum and articles of association
- Copies of projects business plan
- Certified land ownership
- Letter from bank
- Extracts from the Company board resolution

We will appreciate if you will let us know encase you need more clarification on our project.

Sincerely,

A handwritten signature in blue ink, appearing to read 'Ms. D. M. M. M.', written in a cursive style.

Director



Section	Action F/M	Initials	Date	Action taken Vide F/M	Initials or Section
DIF	f1	SW	26/2/09	SW	
Nelson	f1	SW	26/2/09	SW	
DIF	m	SW	12/3/09	SW	
DIF	f4	SW	13/3/09	SW	
IFM	f1	SW	13/3/09	SW	
EXD	m	SW	20/3/09	SW	
ADAM	f3	SW	16/4/09	SW	
DIF	f7	SW	11/5/09	SW	
Adom	f7	SW	11/8/09	SW	

EXTRACTS FROM THE BOARD RESOLUTION

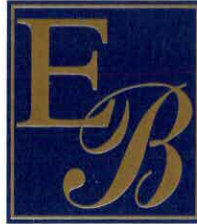
During the meeting of the company shareholders and directors, held on 3rd February 2009 at the Polypet Industries Ltd registered office, the following resolutions were passed:

- To expand company activities and implement a project worth Us \$ 650,000
- To register our project at TIC for obtaining the incentives

Signed by:



CHAIRMAN



1

24th February 2009

**Tanzania Investment Centre
P.O.Box-939
Dar es Salaam**



Dear Sir,

RE: Polypet Industries Ltd

We understand that the captioned company has applied for TIC registration.

This is to confirm that Polypet Industries Ltd, P.O.Box- 22345, Dar es Salaam maintains current accounts with us. They have other group companies banking with us. Their dealings with us have been satisfactory.

The Directors of the company, Mr. Abdul Kayum Dawood Kassam and Mr. Yusuf Dawood Kassam are well known to us and are reputed business men.

This certificate is being issued at the request of our customer without any guarantee or responsibility on the part of the Bank or its officials. Any assistance to them will be appreciated.

Yours sincerely,

**N.Seshagiri Rao
Branch Manager**

Exim Bank (Tanzania) Ltd.

P.O. Box 1431, Dar es Salaam,
Tel: (255) 22-2113091 Fax: (255) 22-2119737
Website: www.eximbank-tz.com
E-mail: enquiry@eximbank-tz.com

TANZANIA



Certificate of Incorporation

Section 15

No 69839

I HEREBY CERTIFY THAT

POLYPET INDUSTRIES 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 20TH day of FEBRUARY

TWO THOUSAND AND NINE

Asst. Registrar of Companies

DAK

Certified true copy of the Original and signed by Advocate





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 YUSUF DAWOOD KASSAM
(director/directors/agent of POLY PET INDUSTRIES LTD
(name of business enterprise) apply for registration of POLY PET INDUSTRIES LTD
under Section 17 of the Act and Part IV of the Investment Regulations, 2002.

2. The registered office of the company will be situated at PLOT NO 427,
MBEZI INDUSTRIAL AREA, BAGAAMOTO Rd, D'SALAAM,

Copies of the following documents are attached to this application:

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

3. The Head Office of the Company will be situated at PLOT NO 427, MBEZI IND AREA.

4. The Principal Officers of the Company are YUSUF DAWOOD KASSAM
ABDULKAYUM DAWOOD KASSAM

5. Auditors of the Company are KHATCO & CO, D'SALAAM

6. The authorized share capital of the Company is Tshs./US\$ Tsh. 200 million

7. The intended capital investment of the Company in terms of Section 2(2) of the Act is Tshs./US\$ US \$ 650,000/-

8. The month and day of the financial year end is

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

I/We enclose a cheque/cash made payable to the **Tanzania Investment Centre** for Tshs./US\$ US\$ 750/-

YUSUF. D. KASSAM Being the Registration Fees. *In the event this application is unsuccessful we understand that this fee will not be refunded.*

I, YUSUF. D. KASSAM of Post Office Number 22345

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

authorized agent of POLYPET INDUSTRIES LIMITED

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

Declared at Dar es Salaam
The 25 day of FEB 2009
2003}

[Signature]
Applicant

Before me:



[Signature]

.....
Commissioner for Oaths

APPLICATION SUMMARY

Company Name: POLY PET INDUSTRIES LIMITED

Certificate of Incorporation Number: 69839 Status:

Certificate of Incorporation Date: 20 FEB 2009

Post Box: 22345

Town: DARES SACAAM

Sector: KINONDONI

Sub-Sector: MBEZI BEACH (MAKONDE)

Investment Financing Plan in Million US\$/Tshs.

Foreign Equity	Local Equity	Foreign Loan	Local Loan
US\$ 650,000/	Tsh 200M

Project Objectives: MANUFACTURING OF FRUIT JUICE, BOTTLED MINERAL WATER, PET BOTTLES & PACKING MATERIAL.

Capacity:

Employment: Foreign: 10 person Local: 50 person Total: 60 persons.

Implementation Period: 1 year.

Project Location

Site/Plot/Block No.: 427 MBEZI INDUSTRIAL AREA, DSM.

Street: BARIAMOTO Rd District: Region: D'SACAAM (Attach sketch map showing project location)

Shareholders	Nationality	%
ABDULKAYUM, D.K	TANZANIAN	50
YUSUF, D. KASSAM	TANZANIAN	50
.....
.....
.....

Investment Breakdown US\$/Tshs.M

Land/Building	US\$ 20,000/-
Plant	US\$ 500,000/-
Vehicles	US\$ 70,000/-
Furniture & Fittings	US\$ 10,000/-
Pre-expenses	US\$ 10,000/-
Others	
Working Capital	US\$ 40,000/-
TOTAL	US\$ 650,000/-

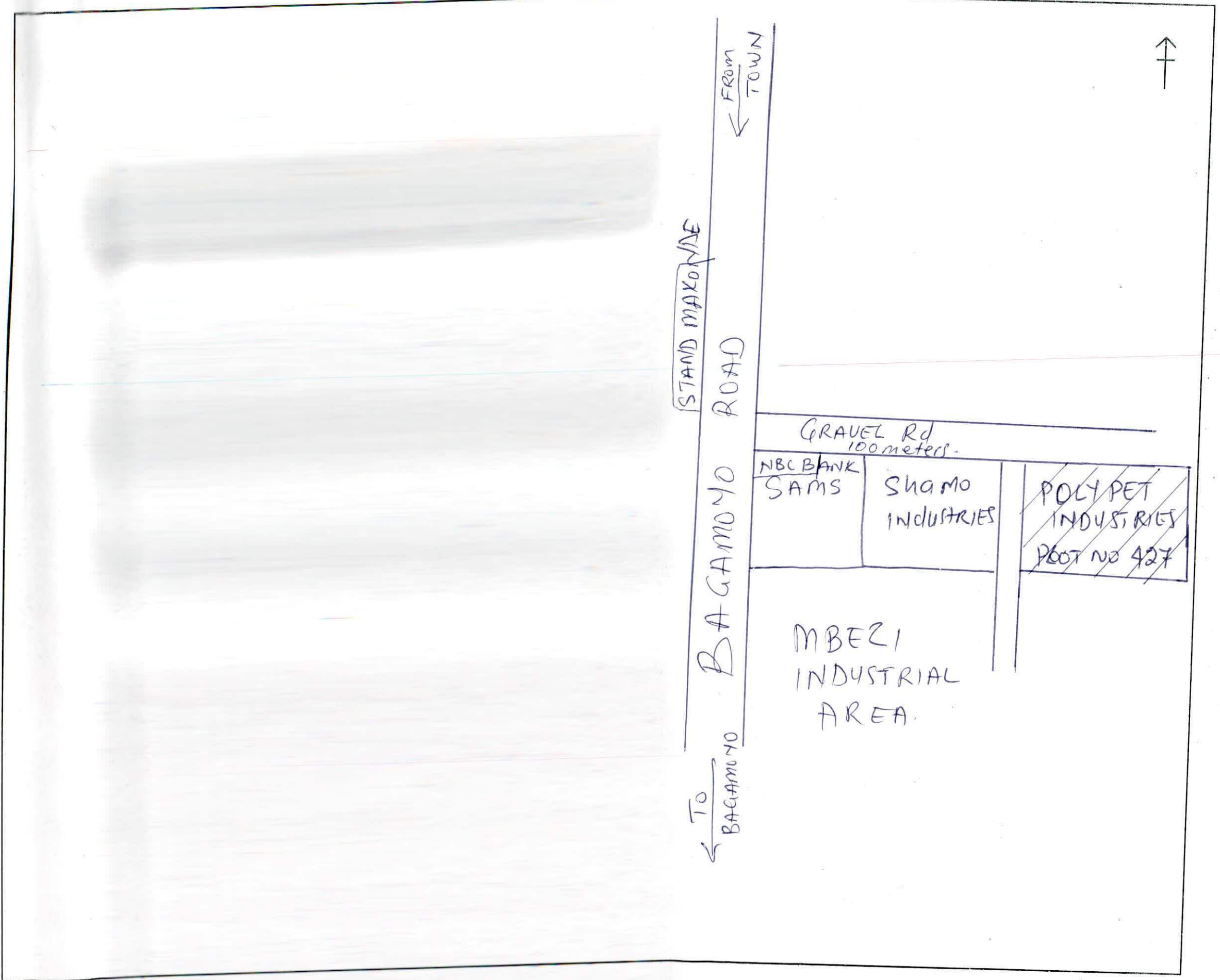
Contact Details:

Name: YUSUF DAWOOD KASSAM Title: DIRECTOR
Telephone: 0786 786 785 Fax: 2627224
Email: majipoa@hotmail.com

Payments to be made payable to:

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

SKETCH MAP SHOWING PROJECT LOCATION







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)

APPLICATION SUMMARY

Company Name: POLY PET INDUSTRIES LIMITED

Certificate of Incorporation Number: 69839 Status:

Certificate of Incorporation Date: 20 FEB 2009

Post Box: 22345

Town: DAR ES SAAAM

Sector: KINONDONI

Sub-Sector: MBEZI BEACH (MAKONDE)

Investment Financing Plan in Million US\$/Tshs.

Foreign Equity	Local Equity	Foreign Loan	Local Loan
US\$ 650,000/-

Project Objectives: MANUFACTURING OF FRUIT JUICE, BOTTLED MINERAL WATER, PET BOTTLES & PACKING MATERIAL.

Capacity:

Employment: Foreign: 10 person Local: 50 person Total: 60 persons.

Implementation Period: 1 year.

Project Location

Site/Plot/Block No.: 427 MBEZI INDUSTRIAL AREA, DSM.

Street: BACIAMOTO RD District: Region: D'SAACAM
(Attach sketch map showing project location)

Shareholders	Nationality	%
ABDULKAYUM, D.K	TANZANIAN	50
YUSUF, D. KASSAM	TANZANIAN	50
.....
.....
.....

Investment Breakdown US\$/Tshs.M

Land/Building	US\$ 20,000/=
Plant	US\$ 500,000/=
Vehicles	US\$ 70,000/=
Furniture & Fittings	US\$ 10,000/=
Pre-expenses	US\$ 10,000/=
Others	
Working Capital	US\$ 40,000/=
TOTAL	US\$ 650,000/=

Contact Details:

Name: YUSUF DAWOOD KASSAM Title: DIRECTOR
Telephone: 0786 786 785 Fax: 262 7224
Email: majipoa@hotmail.com

Payments to be made payable to:

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

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 YUSUF DAWOOD KASSAM
(director/directors/agent of POLY PET INDUSTRIES LTD
(name of business enterprise) apply for registration of POLY PET INDUSTRIES LTD
under Section 17 of the Act and Part IV of the Investment Regulations, 2002.

2. The registered office of the company will be situated at PLOT NO 427,
MBEZI INDUSTRIAL AREA, BAGAIDOTO RD, D'SALAAM.

Copies of the following documents are attached to this application:

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

3. The Head Office of the Company will be situated at PLOT NO 427, MBEZI IND AREA.

4. The Principal Officers of the Company are YUSUF DAWOOD KASSAM
ABDULKAYUM DAWOOD KASSAM

5. Auditors of the Company are KHATCO & CO. D'SALAAM

6. The authorized share capital of the Company is Tshs./US\$ TSH 200,000,000/=
Two hundred million only.

7. The intended capital investment of the Company in terms of Section 2(2) of the Act is Tshs./US\$ US \$ 550,000/-

8. The month and day of the financial year end is

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

I/We enclose a cheque/cash made payable to the **Tanzania Investment Centre** for Tshs./US\$ US\$ 750

YUSUF. D. KASSAM Being the Registration Fees. *In the event this application is unsuccessful we understand that this fee will not be refunded.*

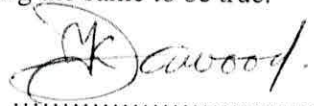
I, YUSUF. D. KASSAM of Post Office Number 22345

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

authorized agent of POLYPET INDUSTRIES LIMITED

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

Declared at Dar es Salaam 1
The 25 day of FEB 2009
2003}


Applicant

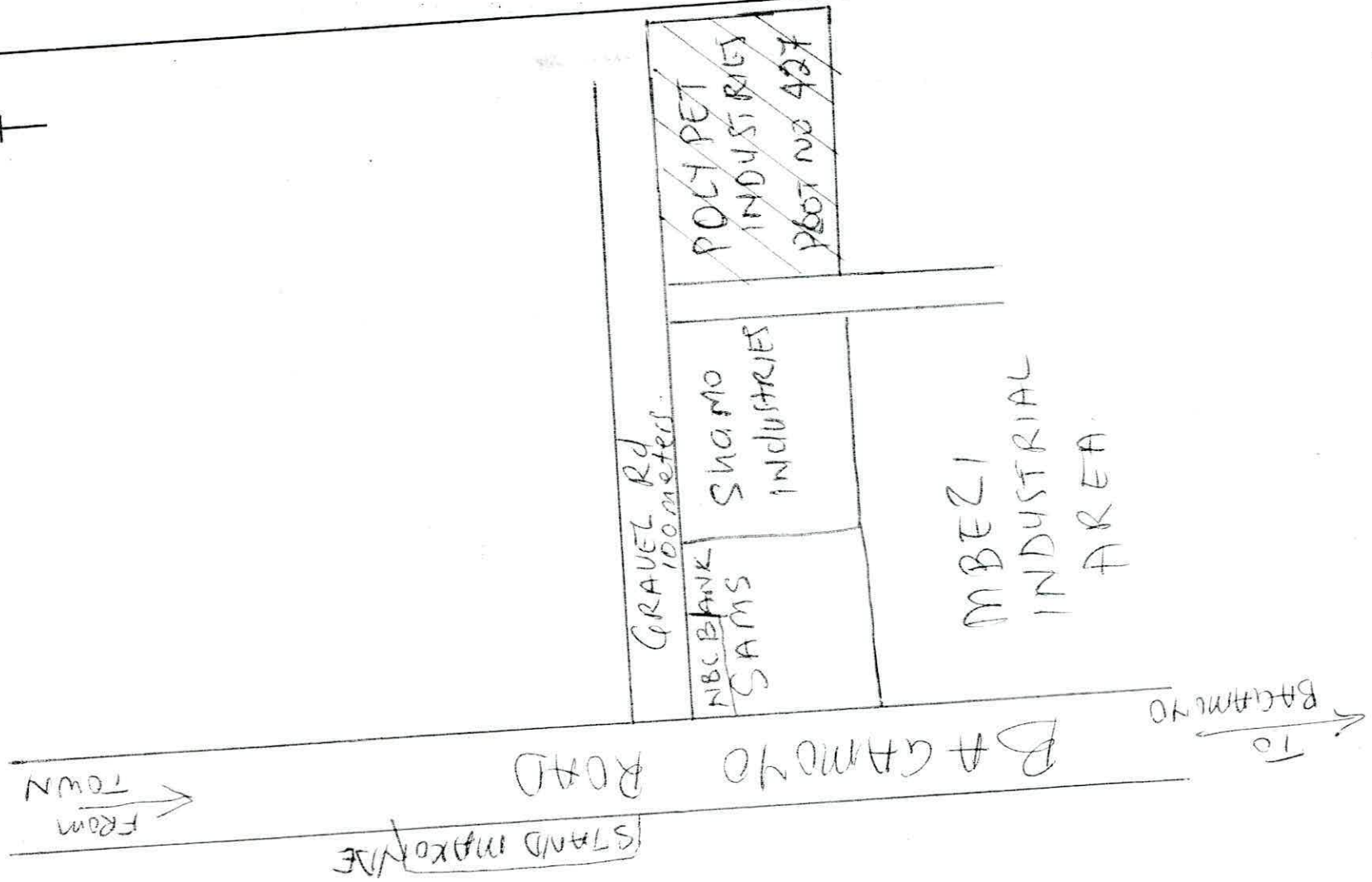
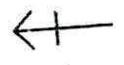
Before me:





.....
Commissioner for Oaths

SKETCH MAP SHOWING PROJECT LOCATION



TANZANIA



Certificate of Incorporation

Section 15

No 69839

I HEREBY CERTIFY THAT

POLYPET INDUSTRIES 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 20TH day of FEBRUARY

TWO THOUSAND AND NINE

[Handwritten signature]

Asst. Registrar of Companies

DAK

*Certified true copy
of the Original
Evarist H. Mbuya
Advocate*



JAMHURI YA MUUNGANO WA TANZANIA
THE UNITED REPUBLIC OF TANZANIA
STAKABADHI YA SERIKALI
EXCHEQUER RECEIPT

5599
30324979

07709

TFN. 614 (Rev. 8.94)

NIMEPOKEA KWA
Received from

POLYPET INDUSTRIES LTD



KIASI
Amount

Shs.						Cts.
U	5	0	0	0	0	00

JUMLA YA SHILINGI (Kwa maneno)
The Sum of Shillings (Words)

USDOLAR ONE HUNDRED ONLY

NA SENTI
And Cents

KWA MALIPO YA
In Respect of

REGISTRATION FEE

KWA FIDHA TASLIM/HUNDI NAMBA
By Cash/Cheque No.

CASH

SAMHI YA MPOKEAJI-~~Receiving Officer's~~
Signature.

[Signature]

CHEO- Title

ACC

TAREHE - Date

16 FEB. 2009

KITUO - Station

DSM.

THE COMPANIES ACT 2002

COMPANY LIMITED BY SHARES

MEMORANDUM

AND

ARTICLES OF ASSOCIATION

OF

POLYPET INDUSTRIES LIMITED

Incorporated this

day of

2009

DRAWN BY:-
YUSUF DAWOOD KASSAM
DIRECTORS & PROMOTER
P.O. BOX 22345
DAR ES SALAAM

TANZANIA



Certificate of Incorporation

Section 15

No 69839

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[Signature]
Asst. Registrar of Companies

THE COMPANIES ACT 2002

COMPANY LIMITED BY SHARES

MEMORANDUM

AND

ARTICLES OF ASSOCIATION

OF

POLYPET INDUSTRIES LIMITED

Incorporated this

day of

2009

DRAWN BY:-
YUSUF DAWOOD KASSAM
DIRECTORS & PROMOTER
P.O. BOX 22345
DAR ES SALAAM

TANZANIA

Stamp Duty Shs. 5000/-

PAID ON ORIGINAL

Receipt 2446975 of 19/02/09

Stamp Duty Officer

THE COMPANIES ACT 2002

COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION

OF

POLYPET INDUSTRIES LIMITED

TANZANIA

Stamp Duty Shs. 2500/- Paid

Receipt 2446975 of 19/02/09

Asst. Registrar of Companies

1. The name of the Company is "POLYPET INDUSTRIES LIMITED"
2. The Registered Office of the Company will be situated in the United Republic of Tanzania.
3. The objects for which the company is established are:-
 - (a) To carry on the business of production of industrially bottle mineral water, juices, extraction of water from boreholes and water treatment.
 - (aa) To carry on the business of production of house hold plastic items for marketing.
 - (b) To carry on the business of production of Pet Bottles, containers for Marketing.
 - (bb) To carry on the business of the production of plastic shopping carry bags of all sizes.
 - (c) To carry on the business of recycling processing and production of used plastic shopping bags and plastic items.
 - (cc) To carry on the business exporters and importers, distributions wholesalers of mineral water, juices and bottles of all sizes.
 - (d) To carry on the business of manufactures of all kinds of apparatus, appliances, plant and mineral employed by advertising contractors in their business.
 - (e) To undertake and transact all kinds of agency or business which any ordinary individual may legally undertake.
 - (f) To carry on the manufacture and sale of cosmetics, toilets, beauty and medicinal preparations and generally to carry on the business of manufactures, buyers and sellers of the dealers in all kinds of cosmetics, toilet and beauty preparations, perfumes and drugs, whatsoever, to carry on all or any of the business of chemist druggist, chemical manufacturers and dealers,

dry salters, importers and medicinal preparations, to buy and sell milk and milk products, to buy and sell the livestock, hides skins and skin products.

- (g) To purchase, acquire, take over, promote, establish and carry on the business of manufacturers, dealers, distributors, representative and agents of foods, chattels and products made out of natural or artificial raw materials and to treat, prepare, render, marketable, buy, sell and dispose of any such products either in their raw or manufactured state.**
- (h) To carry on any other business by wholesale or retail and whether manufacturing or otherwise as may be conveniently carried on with the above business.**
- (i) To carry on the trade of warehousemen, removers, stores, packers and carriers of movable property of every description.**
- (j) To enter into hire purchase agreements with customers of the Company and to negotiate, assign, mortgage or pledge such agreements for cash or otherwise.**
- (k) To stock and carry on any shops, or stores as a line of business and for the benefit of the servants of the Company.**
- (l) To apply for and acquire statutory or other powers, rights or concessions.**
- (m) To effect and maintain insurance on the life or lives of any director or directors, and other officers or servants of the Company, and any other persons in whose lives the Company has an insurable interest.**
- (n) To pay all costs, charges and expenses incurred or sustained in or about the promotion and establishment of the Company, or which the Company shall consider to be in the nature of preliminary expenses including there in the cost of advertising, commissions and underwriting brokerages, printing and stationery, and expenses attendant upon the formation of agencies and local boards.**
- (o) Upon any issue of shares, debentures or other securities of the Companies, to employ brokers, commission agents and underwriting and to provide for the remuneration of such persons for their services by payment in cash or by the issue of shares, debentures, or other securities of the Company, or by the granting of options.**
- (p) To purchase, or otherwise acquire, all or any part of the business, property and liabilities of any Company, society or partnership.**
- (q) To purchase, take and lease, or otherwise acquire, for the purpose of the Company, any estates, lands, buildings, easements or other interests in real**



estate, and to sell, let on lease or otherwise dispose of or grant right over any real property belonging to the company

- (r) To purchase or otherwise acquire, erect, maintain, reconstruct and adapt any officers, workshops, mills, plant, machinery and other things found necessary or convenient for the purpose of the Company.
- (s) To apply for and take out, purchase, or otherwise acquire, any designs, trademarks, patents, patent rights, or inventions, copying or secret processes, which may be useful for the company.
- (t) To manufacture, buy, sell and generally deal in any plant, machinery, tools, goods or things or any descriptions, which in the opinion of the Company may be conveniently dealt with or used by the Company in connections with any of its objects.
- (u) To let on lease or on hire the whole or any part of the real and personal property of the Company in such terms as the Company shall determine.
- (v) To issue, or guarantee the issue of, or the payment of interest on the shares, debentures, debenture stocks or other securities or obligations of any company or association, and to pay or provide for any Company, or association or to provide for brokerage, commission and underwriting in respect of any such shares.
- (w) To draw, accept, endorse, discount and negotiate bills or exchange and promissory notes and other negotiable instruments.
- (x) To borrow or raise money by the issue of debentures, debenture stocks (perpetual or terminable,) bonds mortgage or any other securities, founded or based upon all or any property, and rights of the Company including its unclad capital.
- (y) To receive money on deposit, with or without allowance of interest thereon.
- (z) To advance and lend money or give credit upon such terms as may be thought proper.
- (aa) To invest moneys of the Company not immediately required in such manner, other than in the shares of this Company as from time to time may be determined.
- (bb) To acquire by subscription, purchase or otherwise, and to accept and take, hold and sell, shares or stock in any company, society or undertaking, the objects of which shall, either in whole or in part, be similar to those of this Company, or such as may be likely to promote or advance the interest of this Company.
- (cc) To establish agencies and local boards in Tanzania and elsewhere, and to regulate the same.

- (dd) To provide for the welfare of persons in the employment of the Company or formerly in the employment of the company, or formerly in the employment of the Company, or its predecessors in business, and the wives, windows and families of such persons, by grants of money, pensions or other payments and by providing or subscription towards places of recreation, hospital, dispensaries, medical and other assistances as the Company shall thin fit, and form, subscribe to, or otherwise aid, benevolent, religious, scientific, national or other institutions, or objects which shall have moral or other claims to support or aid by the company, by reasons of the nature or the location of its operations or otherwise.
- (ee) From time to time to subscribe or contribute to any charitable, benevolent, or useful object of a public character, the support of which will in the opinion of the company, tend to increase its repute or popularity among its employees, its customers or the public
- (ff) To enter into and carry into effect any arrangement for joint working in business, or for sharing of profits, or for amalgamation with any other Company, or any partnership or person, carrying on business within the objects of this Company.
- (gg) To establish, promote, and otherwise assist, any Company or Companies for the purpose of acquiring property, or furthering any of the objects of this Company.
- (hh) To sell, dispose, or transfer the business property and undertaking of the company or any part thereof for any consideration which the Company may see fit to accept.
- (ii) To accept stock or share in, or the debentures, mortgage debenture, or other securities of any other Company in payment or part payment for any service rendered, or for any sales made to or debt owing from any other such company.
- (jj) To distribute in respect or otherwise as may be resolved, any assets of the Company among members and particularly the shares, debentures or other securities of any other company formed to tae over the whole or any part of the assets or liabilities of this company.
- (kk) To do all or any of the matters hereby authorized in any part of the world either alone or in conjection with or as factors, trustees, or agents for any other Companies or persons or by or throughout any factors, trustees, or agents.
- (ll) Generally to do all such things as may appear to be incidental, or conducive to the attainment of the above objects or any them.
- (mm) General to do all such things as may appear incidental, or conducive to the attainment of the above objects or them.

And it is hereby declared that, in the interpretation of this clause, the powers conferred on the Company by any paragraph shall not be restricted by the reference to any other paragraph, or to the name of the company or by the juxtaposition of two or more objects, and that in the event of any ambiguity, this clause and every paragraph hereof shall be constructed in such a way as not to restrict the peers of the company.

- 4. The liabilities of the Members is Limited.**
- 5. The capital of the Company is Shs. 200,000,000/= divided into 200,000 shares of Shs. 1,000/= each, with powers for the Company to increase or reduce such capital and the company shall have the powers to divided the original or any increase or reduce capital into classes, and to attach thereto any preferential, deferred, qualified or other special rights, privileges, restrictions or conditions.**

NAMES, ADDRESS AND DESCRIPTIONS OF SUBSCRIBERS	NUMBER OF SHARES TAKEN BY EACH SUBSCRIBERS	SIGNATURE
ABDULKAYUM DAWOOD KASSAM P.O. BOX 22345 DAR ES SALAAM	<p style="text-align: center;">1000</p>	
YUSUF DAWOOD KASSAM P.O. BOX 22345 DAR ES SALAAM	<p style="text-align: center;">1000</p>	

DATED at Dar es salaam this 16th day of FEBRUARY 2009

WITNESS to the above signatures

SIGNATURE 

FULL NAME EVARIST H. NBUYA

ADDRESS P.O. Box 5468 D.S.M.



QUALIFICATION: Commissioner for oaths/Notary Public

TANZANIA
Stamp Duty Shs. 2000/-
PAID ON ORIGINAL
Receipt No. 2446925 of 19/12/09
Stamp Duty Officer

THE COMPANIES ACT 2002
COMPANY LIMITED BY SHARES
ARTICLES OF ASSOCIATION

TANZANIA
Stamp Duty Shs. 2000/- Paid
Receipt No. 2446925 of 19/12/09
Asst. Registrar of Companies

OF

POLYPET INDUSTRIES LIMITED

.....

1. In these Articles:

- | | | |
|-------------------------|--------------|---|
| "The Act" | | Means the Companies |
| "The Seal | | means the Common Seal
Of the Company |
| "Secretary" | | Means any person appointed
To perform the duties of the Secretary
Of the Company |

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

Unless the context otherwise requires, words or expressions contained in these articles shall bear the same meaning as in the Act or any statutory modification thereof in force at the date at which these Articles become binding upon the Company.

2 The Regulations contained in Table A of the First schedule to the Companies Act, 2002 shall not apply to the Company.

3 The Company is a Private Company and accordingly:-

- a) The right of transfer shares is restricted in manner hereinafter prescribed.**

- b) The number of members of the Company (exclusive of persons who are in the employment and of persons who having been formerly in the employment of the Company were while in such employment to be members of the company) is limited to fifty. Provided that where two or more persons hold one or more shares in the Company jointly they shall for the purposes of this Article be treated as a single prohibited.
- c) Any invitation to the public to subscribe for any shares or debentures of the Company is prohibited.
- d) The Company shall not have power to issue share warrants to bearer.

SHARES:

- 4. The share capital of the Company is shillings Two hundred Million (Tshs. 200,000,000/=) divided into two Hundred thousand (200,000) Ordinary Shares of Shillings one thousand (T.shs. 1,000/=) each.
- 5. Subject to the provisions, if any, in the Memorandum of Association and without prejudice to any special rights previously conferred on the holders of existing shares, any share may be issued with such preferred, deferred, or other special right or rights on such restrictions whether in regard to dividend voting, return of share capital or otherwise, as the Company may from time to time by special resolution determine and any preference share may from time to time by special resolution determine and any preference share may, with the sanction of special resolution, be issued on the terms that it is, or at the option of the Company is liable, to be redeemed.
- 6. (i) 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 class) may be varied with the sanction of an extra-ordinary resolution passed at a separate general meeting of the holders of these shares of that class.
 - (2) In every such separate general meeting the provision of the Regulations relating to general meetings should mutatis mutandis apply, but so that the necessary quorum shall be two persons at least holding or representing by proxy may demand a poll.

- (3) For the purpose of this Article, the rights, conferred upon the holders of

The shares of any class issued with preferred or other rights shall not, unless otherwise expressly provided by the terms of issue of the shares of that class, be deemed to be varied by the creation or issue of further shares ranking *pari pasu* therewith.

7. Every person whose name is registered as a member in the register of members shall, without payment, be entitled to a certificate under the Seal of the Company specifying the share or shares held by him and the amount paid up thereon, provided that inspect of a share or shares held jointly by several persons the Company shall not be bound to issue more than one certificate, and delivery of certificate for a share to one of several joint holders shall be sufficient delivery to all.
8. If a share certificate is defaced, lost or destroyed, it may be renewed on payment of such fee, if any, not exceeding two shillings and one such terms id any, as to evidence and indemnity, as the Directors think fit.
9. No part of the funds of the Company shall directly or indirectly be employed in the purchase of, or in loans upon the security of, the Company's shares, but nothing in this regulation shall prohibit transactions mentioned in the proviso to section 57 (i) of the Act.
10. The Company shall be entitled to treat the person whose name appears upon the register in respect of any share as the absolute owner thereof as shall not be under any obligation to recognize any trust or equity or equitable claim to or partial interest in such shares whether or not it shall have express or other notice thereof.

LIE N:

11. The Company shall have a lien on every share for all moneys (whether presently payable or not) called or payable at a fixed time in respect of that share, and the Company shall also have a lien on all shares standing registered in the name of a single person foe all money presently payable by him or his estate to the Company but the Directors may at any time declare any share to be wholly or in party exempt from the provision of this regulation. The Company's lien if any or shares extend to all dividends payable thereon.

12. The Company may, sell, in such manner as the Directors think, fit , any shares on which the Company has a lien, but no sale shall be made unless a sum in respect of which the lien exists is presently payable, nor until the expiration of fourteen days after a notice in writing, stating and demanding payment of such part of the amount in respect of which the lien exists as is presently payable has been given to the registered holder fro the time being of the share, or the person entitled there to by reason of his death or bankruptcy.
13. For giving effect to any such sale the Directors, may authorize some person to transfer the shares sold to the purchases 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 the application of the purchase money, nor shall his title to the shares be affected by any irregularity or invalidity in the proceedings in reference in reference to the sale.
14. The 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 at presently payable as existed upon the shares prior to the sale) be paid to the person entitled to the shares at the date of the sale.
15. **CALLS ON SHARES**
The Directors may, subject to any conditions of allotment from time to time make calls upon the members in respect of any moneys unpaid on their shares (whether on account of the nominal value of the shares or by way of premium) provided that (except as otherw3ise fixed by conditions of allotment) no call on any share shall be payable at less than thirty days from the date appointed for payment of the last proceeding call, and each member shall (subject to being given at least fourteen days notice specifying the time or times and place of payment) pay to the Company at the time or times and place so specified the amount on his shares.
16. The joint holders of a share shall be jointly and severally liable to pay all calls in respect thereof.
17. If a sum called in respect of a share is not paid before or on the day appointed for payment thereof, the a person from whom the aim is due shall pay interest upon the sum at the rate of eight per cantum per annum from the day appointed for the payment thereof to the time of the actual payment, but the Directors shall be at liberty to waive payment of that interest wholly or in part.

18 The provisions of these regulation as to the liability of join holders and as to payment of interest shall apply in the case of no-payment of fixed time, whether on account of the amount of the share, or by way of premium, as if the same had become payable by virtue of a call duly made and notified

19 The Directors, may, if they think fit, receive from any member willing to advance the same all or any party of the money unpaid upon the shares held by him beyond the sums actually called upon thereon as a payment in advance of calls which shall extinguish, so far as the same shall extend, the liability upon the shares in respect of which it is advanced and the Company any pay interest upon the money so received, or so much thereof as from time to time exceeds the amount of the calls than made upon the shares in respect of which it has been received, at such rate as the member paying such sum and the Directors agree.

TRANSFER AND TRANSMISSION OF SHARES:

20 The instrument of transfer of any share shall be executed by or on behalf of the transferee and transferor 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.

21 Shares shall be transferred in the following form or in any usual or common form which the Directors shall approve:-

“I.A.B. ofin
Consideration of shillings..... paid to me
ByC.D. of
(hereinafter called” the said transferee the share (or shares)
number.....

In the undertaking called POLYPET INDUSTRIES LIMITED., to hold unto the said transferee, subject to the several conditions on which I hold the same, and that I, the said transferee do hereby agree to take the said share (or shares) subject to the conditions aforesaid.

As witness our hands this..... Day of 2007
Witness to the Signature of act”.

22. The Directors may in their absolute discretion decline to register any transfer of shares to a person of whom they do not approve not being already a member of the Company and may also decline to register any transfer of shares on which the Company has a lien. The Directors may also suspend the registration of transfer during the fourteen days immediately preceding the ordinary general meeting in each year. The Directors may decline to recognize any instrument of transfer unless:-

- (a) A fee not exceeding two shillings is paid to the Company in respect thereof, and
- (b) The instrument of transfer is accompanied by the certificate of the shares to which it relates, and such other evidence as the Directors may reasonably require showing the right of the transferor to make the transfer.

If the Directors refuse to register a transfer of any shares they shall within two months after the date on which the a transfer was lodged with the Company send to the transferee notice of the refusal.

23. A share may be transferred by a member or other person entitled to transfer the same to any member or to the wife and or children of any member selected by the transferor and in case the member is a Company then it can transfer to any of its Directors or share holders but save as aforesaid and as otherwise provided herein no shares shall be transferred to a person who is not a member so long as any member or person selected by the Directors as the one to whom it is desirable to admit to membership is willing to purchase them at a fair value.

24. The legal personal representatives of deceased sole holder of a share shall be the only person recognized by the Company as having any title to the share, In case of a share registered in the name of two or more holders, the survivors or survivor, or the legal personal representatives, of the deceased's survivor, shall be the only persons recognized by the Company as having any title to the share.

25. Any person becoming entitled to a share in consequence of the death or bankruptcy of a member shall, upon such evidence being produced as may from time to time be properly required by the Directors, have the right, either to be registered as a member in respect of the share or instead of being registered himself, to make such transfer of the share as the deceased or bankrupt person could have made, but the directors shall in either case, have the same right to decline or suspend registration as they would have had in the case of a transfer of the Share by the deceased or bankrupt person before the death or bankruptcy.
26. A person becoming entitled to a share by reason of death or bankruptcy of the holder shall be entitled to the same dividends and other advantages to which he would be entitled if he were the registered holder of the share, except that he shall not, before being registered as a member in respect of the share, be entitled in respect of it to exercise any right conferred by membership in relation to meetings.
27. Save hereinafter provided, no shares in the Company shall be transferred otherwise than to a person who is already a member of the company until the rights of pre-emption hereby conferred shall have been exhausted that is to say:-
- (i) Every member or other person referred to in article 25 who intends to transfer shares (hereinafter called the vendor) shall give notice in writing to the Board of his intention so to do such notice shall constitute the Board his agent for the sale of the said shares in one or more lots at the discretion of the Board to members of the company at a price to be agreed upon by the vendor and the Board, or in default of agreement, at a price which the auditor of the company for the time being shall certify by writing under his hand, to be in his opinion, the fair selling value thereof as between a willing vendor and a willing purchaser.
 - (ii) Upon the price being fixed as aforesaid the Board shall forthwith give notice to all the members of the Company of the number and price of the shares to be sold and invite each of them to state in writing within thirty days from the date of the said notice whether he is willing to purchase any and if so, what maximum number of the said shares.
 - (iii) At the expiration of the said thirty days the Board shall allocate the said shares to or amongst the member or members who shall have expressed his or their willingness to purchase as aforesaid and (if more than one) so far as may be prorated according to the number of shares already held by

- (iv) them respectively PROVIDED THAT no member shall be obliged to take more than the said maximum number of shares so notified by him as aforesaid.
- (v) Upon such allocation being made the Vendor shall be bound on payment of the said price to transfer the shares to the purchaser or purchasers. If he makes default in so doing the Chairman for the time being of the Directors of the company or failing him of the Directors duly nominated by resolution of the board for that purpose shall forthwith be deemed to be duly appointed attorney of the vendor with full power to execute, complete and deliver in the name and on behalf of the vendor a transfer of the share to the purchasing member and the Board may receive and give a good discharge for the purchase money on behalf of the vendor and enter the name of the purchaser in the register of members as holder by transfer of the shares purchased by him.
- (vi) In the event of the whole or any lot of shares offered through the Board as provided by this article not being sold in the manner by this article provided, the vendor may at any time within six calendar months after the expiration of the said period of thirty days after the date of the notice given by the Board to the members, transfer the shares not so sold to a person (subject to article (22) and at any price.

FORFEITURE OF SHARES:

- 28. If a member fails to pay any call or installment of call on the day appointed for payment thereof, the Directors may, at any time thereafter during such time as any part of such call or installment remains unpaid, serve a notice in him requiring payment of so much of the call or installment as is unpaid, together with any interest which may, have accrued.
- 29. The notice shall name a further (not earlier than the expiration of fourteen days from the date of the notice) on or before which the payment required by the notice is to be made and shall state that in the event of non-payment at or before the time appointed the shares in respect of which the call was made will be liable to be forfeited.
- 30. If the requirements of any such notice as aforesaid are not complied with, any share in respect of which the notice has been given may at any time thereafter, before the payment required by the notice has been made, be forfeited by a resolution of the Directors to that effect.

31. A forfeited share may be sold or otherwise disposed of on such terms and in such manner as the directors think fit, and at any time before a sale or disposition the forfeiture may be cancelled on such terms as the Directors think fit.
32. A person whose shares have been forfeited shall cease to be a member in respect of the forfeited share, but shall notwithstanding, remain liable to pay to the Company all moneys which at the date of forfeiture, were presently payable by him to the Company in respect of the shares.
33. A statutory declaration in writing that the declarant is a Director of the Company, and that a share in the Company has been duly forfeited on a date stated in the declaration shall be conclusive evidence of the facts therein stated as against all persons claiming to be entitled to the share. The Company may receive the consideration if any, given for the share on any sale or disposition thereof and may execute a transfer of the share in favour of the person to whom the share is sold or disposed of and he shall thereupon be registered as the holder of the share and shall not be bound to see the application of the purchase money, if any, nor shall his title to the share be affected by any irregularity or invalidity in the proceedings in reference to the forfeiture sale or disposal of the share.
34. The provisions of these regulations as to the forfeiture shall apply in the case of non-payment of any sum which, by the terms of issue of a share, becomes payable at a fixed time, whether on account of the amount of the share, or by way of call duly made and notified.

CONVERSION OF SHARES INTO STOCK:

35. The Company may by ordinary resolution convert any paid-up shares into stock, and reconvert any stock into paid-up shares of any denomination.
36. The holders of stock may transfer the same, or any part thereof, in the same manner and subject to the same regulations, as and subject to which the shares from which the stock arose might previously to conversion have been transferred, or as near thereto as circumstances admit but the Directors may from time to time fix the minimum amount of stock transferable, and restrict or forbid the transfer of fractions of and that minimum, but the minimum shall not exceed the nominal amount of the shares from which the stock arose.

37. the holders of stock shall, according to the amount of the stock held by them, have the same rights, privileges and advantages as regards dividends voting at meetings of the Company and other matters as if they held the shares from which the stock arose, but not such privilege or advantage (except) shall be conferred by any such aliquot part of stock as would not, if existing in shares, have conferred that privileges or advantage.
38. Such of the regulations of the Company as are applicable to paid-up shares shall apply to stock, and the words "share" and "shareholder" therein shall include "stock".

ALTERATION OF CAPITAL

39. The Company may from time to time by special resolution increase the share capital by such sum, to be divided into shares of such amount, as the resolution shall prescribe.
40. Subject to any direction to the contrary that may be given by the Company by Special Resolution, all new shares, shall before issue be offered to such persons as at the date of the offer are entitled to receive notices fro the Company of general meetings in proportion as nearly as the circumstances admit, to the amount of the existing shares to which they are entitled. The offer shall be made by notice specifying the number of shares offered and limiting a time, within which the offer if not accepted, will be deemed to be declined and after the expiration of that time or on the receipt of an intimation from the person to whom the offer is made that he declines to have the shares offered, the Directors may dispose of those shares in such manner as they think most beneficial to the Company. The Directors may likewise so dispose of any new shares which by reason of the ration which the new shares bears to shares held by persons entitled to an offer of new shares) cannot, in the opinion of the Directors, be conveniently offered under this article.
41. The new shares shall be subject to the same provision with reference to the payment of calls, lien, transfer, transmission forfeiture and otherwise as the shares in the original share capital.
42. The Company may by ordinary resolution:-
- (a) Consolidate and divide all or any of its share capital into shares of large amount than its existing shares.
 - (b) Subdivide its existing shares, or any of them, into shares of smaller amount than is fixed by the Memorandum of Association

(c) subject, nevertheless, to the provisions of Section 64(I)(d) of the Act.

(d) Cancel any shares which, at the date of the passing of the resolution, have not been taken or agreed to be taken by any person.

43. The Company may, by special resolution, reduce its shares capital and any capital redemption reserve fund in any manner and with and subject to, any incident authorized and consent required by law.

GENERAL MEETINGS:

44. A general meeting shall be held once in every calendar year at such time (not being more than fifteen months after the holding of the last preceding general meeting) and place as may be determined by the Directors. In default of general meeting so held a general meeting may be convened by any one which meeting are to be convened by the Directors.

45. All such general meetings shall be called Annual General Meetings and all other general meetings shall be called Extraordinary General Meetings.

46. The Directors may, whenever they think fit, convene an Extraordinary General Meeting and Extraordinary Meetings shall also be convened on such requisition or in default, may be convened on such requisitionists as provided by section 134 of the Act. If at any time there are not within Tanzania sufficient Directors capable of acting to form a quorum, any Director or any one member of the Company may convene an extraordinary General Meeting in the same manner as nearly as possible as that in which meetings may be convened by the Directors.

NOTICE OF GENERAL MEETINGS:

47. Subject to the provisions of section 143(2) of the Act relating to special resolutions, twenty one day's notice at least (exclusive of the day on which the notice is served or deemed to be served but inclusive of the day for which notice is given specifying the place, the day and the hour of meeting and, in case of special business, the general nature of that business shall be given in manner hereinafter mentioned, or in such other manner, if any, as may be prescribed by the Company in general meeting, to such persons as are, under the regulation of the Company entitled to receive such notices from the Company but with the consent of all the members entitled to receive

48. notice of some particular meeting, that meeting as those members may think fit.
49. The accidental omission to give notice of a meeting, to or the non receipt of notice of a meeting by, any member shall not invalidate the proceedings at any meeting.

PROCEEDINGS AT GENERAL MEETINGS:

50. All business shall be deemed special that is transacted at an Extraordinary Meeting and all that is transacted at an Ordinary Meeting, with the exception of sanctioning a dividend, the consideration of the account, balance sheets and the ordinary report of the Directors and Auditors, the election of the Directors and other officers in the place of those retiring by rotation, and the fixing of remuneration of the Auditors.
51. No business shall be transacted at any general meeting unless a quorum of members is present at the time when the meeting proceed to business save as herein provided, two members present in person or by proxy shall be a quorum.
52. If within half an hour from the time appointed for the meeting a quorum is not present, the meeting, if convened upon the requisition of members, shall be dissolved, in any other case it shall be adjourned to the same day in the next week, at the same time and place and if at the adjourned meeting quorum is not present within half an hour from the time appointed for the meeting the meeting shall be dissolved.
53. The Chairman if any, of the Board of Directors shall preside as Chairman, at every general meeting of the Company.
54. If there is no such Chairman, or if at any meeting he is not present within fifteen minutes after the time appointed for holding the meeting or is unwilling to act as Chairman the members present shall choose someone on their number to be Chairman.

55. The Chairman may, with the consent of any meeting at which a quorum is present (and shall if so directed by the meeting) adjourn the meeting from time to time and from place to place, but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place. When a meeting is adjourned for ten days or more, notice of the adjourned meeting shall be given as in the case of an original meeting. Save as aforesaid it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.
56. 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 by at least one member present in person or any proxy entitled to vote. Unless a poll is so demanded, a declaration by the Chairman that the resolution has, on a show of hands, been carried or carried unanimously or by a particular majority or lost, and an entry to that effect is entered in the minute book shall be conclusive evidence of the fact.
57. If a poll is duly demanded it shall be taken in such manner as the Chairman directs and the rest of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.
58. In the case of an equality of votes, whether on show of hands or on a poll, the Chairman of the meeting at which the show of hands takes place or at which the poll is demanded, shall be entitled to a second or casting vote.
59. A poll demanded on the election of a Chairman or in a question of adjournment shall be taken forthwith. A poll demanded on any other question shall be taken at such time as the Chairman of the meeting directs.
60. An ordinary resolution of the Company determined on without any general meeting and evidence by writing under the hands of all the Directors or a sole Director and of members of the Company holding in the aggregate three fourth of the issued shares of the Company shall be as valid and effectual as an ordinary resolution duly passed at a general meeting of the Company.

VOTE OF MEMBERS:

61. Subject to any rights or restrictions for the time being attached to any class or classes of shares, on a show of hands every member present in person shall have one vote. On a poll every member shall have one vote for each share of which he is the holder.
62. 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.
63. A member of unsound mind, or in respect of whom an order has been made by any court having jurisdiction in lunacy, may vote, whether on a show of hands or on a poll, but his committee or other legal guardian appointed by that court and any such committee or other legal guardian may, on a poll, vote by proxy.
64. No member shall be entitled to vote at any general meeting unless all calls or other sums presently payable by him in respect of shares in the Company has been paid.
65. On a poll votes may be given either personally or by proxy.
66. The instrument appointing a proxy shall be in writing under the hand of the appointer or of his attorney duly authorized in writing or if the appointer is a corporation, either under seal, or under the hand of an officer or attorney duly authorized. A proxy need not be a member of the Company.
67. The instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power or authority shall be deposited at the registered office of the Company not less than seventy-two hours before the time for holding the meeting or adjourned meeting, at which the person named in the instrument proposed to vote, and in default the instrument of proxy shall not be treated as valid.
68. An instrument appointing a proxy may be in the following form, or other form which the Directors shall approve:-

POLYPET INDUSTRIES LIMITED

I OF
..... being a member of
..... appoint as my proxy to vote for me and on
my behalf at the Annual (Ordinary Extraordinary, as the case may be)
general meeting of the Company to be held on the day of
.....20.... and at any adjournment thereof.

Signed this day of20.....

69. The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll.

CORPORATIONS ACTING BY REPRESENTATIVE AT MEETINGS:

70. Any Corporation which is a member of the Company may by resolution of its Directors or other governing body authorize such person as it thinks fit to act as its representatives at any meeting or the Company or of any class or members of the Company and the person so authorized shall be entitled to exercise the same power on behalf of the corporation which he represents as the corporation could exercise if it were an individual member of the Company.

DIRECTORS:

71. The Directors shall be not less than two (2) and shall be appointed by the subscribers to the Memorandum of Association. Unless and until otherwise determined by the Company by ordinary resolution the number of Directors (excluding alternative Directors) shall not be more than ten.
72. The Company may by extra ordinary resolution remove any Director and may by an ordinary resolution appoint another person in his stead. Any vacancy occurring in the Board of Directors may be filled up by the Company by an Ordinary resolution.
73. The Board may elect a Chairman and Deputy Chairman of its meetings and determine the period for which they are respectively to hold office. If no such Chairman or Deputy Chairman be elected, or if at any meeting neither the Chairman nor the Deputy Chairman be present within five minutes after the time appointed for holding the same, the Directors present may choose one of their number to be Chairman of the meeting. 15

74. (1) The remuneration of the Directors shall from time to time be determined by the Company in General Meeting.
- (2) In addition to their usual remuneration the Directors shall also be paid such traveling hotel and other expenses as may reasonable be incurred by them in the meetings of Directors.
75. Any Director may at any time appoint any person to be an alternator Director of the Company and may at any time remove any alternate Director so appointed by him from Office and appoint another person in his place. An alternate Director shall (subject to his giving to the Company address within Tanzania at which notices may be served on him) be entitled to receive notices of all meetings of the Directors and to attend and vote as a Director at any meeting at which the Director appointing him is not personally present and generally to perform all the functions of his appointer as a Director in the absence of such appointer. An alternate Director shall ipso facto cease to be a Director if his appointer cease for any reason to be a Director. All appointments and removals of alternate Directors shall be effected by notice in writing under the hand the Director making or revoking such appointment sent to or left at the registered office. An alternate Director shall be an Officer of the Company and shall also be responsible to the Company for his own acts and defaults and he shall not be deemed to be the agent of or for the Director appointing him. The remuneration of any such alternate Director shall be payable out of the remuneration payable to the Director appointing him, and shall consist of such part (if any) of the last mentioned remuneration as shall be agreed between the alternate Director and the Director appointing him.
76. A Director and alternate Director shall not require a share qualification but nevertheless shall be entitled to attend and speak at any general meeting of the Company, and at any separate meeting of the holders of any class of shares in the Company.
77. A resolution in writing signed by all Directors shall be as valid and effectual as if it has been passed at a meeting of the Directors duly called and constituted and may consist of several documents in the like form, each signed by one or more of the Directors so that the

78. expression "Director" in this article shall not include an alternate Director who at the sate of the resolution is absent from Tanzania.
79. Provided a Director has declared his interest therein in manner provided by the Act he may vote as a Director in regard to any contract or arrangement in which he is interest or upon any matter arising thereout, and if he shall so vote his vote shall be counted in the quorum when any such contract or arrangement is under consideration.
80. The Directors may exercise all the power of the company to borrow money, and to mortgage or charge its undertaking, property and uncalled capital, or any part thereof, and so issue debentures, debenture stock and other securities whether outright or as security for and debt, liability or obligation of the Company or any third party.

POWER AND DUTIES OF DIRECTORS

81. The business of the Company shall be managed by the Directors who may pay all expenses incurred in getting up and registering the Company and may exercise all such powers of the Company, as are not, by the act, or by these meeting, subject, nevertheless, to any regulation of these articles to the provisions of the Act and to such regulations being not inconsistent with the aforesaid regulations or provisions, as may be prescribed by the Company in general meeting shall invalidate any prior act of the Directors which would have been valid if that regulation had not been made.
82. The Directors may from time to time appoint one or more of their body to the office of Managing Director may appoint any person or body corporate to manage the Company for such term and at such remuneration (whether by way of salary or commission or participation in profits, or partly in one way and partly in another) as they may think fit. In the case of the appointment of a Managing Director such appointment shall be subject to determination ipso facto if he ceases from any cause to be a Director.
83. The Directors shall cause minutes to be made in books provided for the purpose:
- (a) of all appointments of Officers made by the Director.

- (b) Of the names of the Directors present at each meeting of the Directors and of any committee of the Directors
- (c) Of all resolutions and proceedings at all meetings of the Company, and of the Directors and of committees of Directors and every Director present at any meeting of Directors or committee of Directors shall sign his name in a book to be kept for that purpose.

THE SEAL:

84. The Board shall provide for the safe custody of the Seal. The seal shall be used only by the authority of the Board and every instrument to which the seal shall be affixed shall be signed by a Director and also by the Secretary or by a Second Director or by some other person appointed by the Board for the purpose.

DISQUALIFICATION OF DIRECTORS:

85. The Office of Director shall be vacated, if the Director:-
- (a) without the consent of the Company in General Meeting holds any other office of profit under the Company except that of Managing Director or Manager, or
 - (b) becomes bankrupt in this Territory or in any other territory which is declared to be a reciprocating territory under Section 147 of the Bankruptcy Act, or
 - (c) become prohibited from being a Director by reason of any order made under Section 376 or 377 of the Act, or
 - (d) is found lunatic or becomes of unsound mind, or
 - (e) resigns his office by notice in writing to the company, or
 - (f) is punished with imprisonment of a term exceeding six months without the option of a fine.

PROCEEDINGS OF DIRECTORS

86. The Directors may meet together for the dispatch of business, adjourn and otherwise regulate their meetings, as they think fit. Questions arising at any meeting shall be decided by a majority of votes. In case of an equality of votes the Chairman shall have a second casting vote. A Director shall, at any time summon a meeting of the Directors.
87. 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.

88. The continuing Directors may act notwithstanding any vacancy in their body but, if and so long as their number is reduced below the number fixed by or pursuant to the regulations of the company as the necessary quorum of Directors, the continuing Directors may act for the purpose of summoning a general meeting of the Company, but for no other purpose.
89. The Directors may delegate any of their powers to committees consisting of such member or members of their body as they think fit, any committee so formed shall in the exercise of the powers so delegated conform to any regulations that may be imposed on it by the Directors.
90. A committee may elect a Chairman of its meetings, if no such Chairman is elected, or if at any meeting the Chairman is not present within five minutes after the time appointed for holding the same members present may choose one of their number to be Chairman of the meeting.
91. A committee may meet and adjourn as it thinks proper. Questions arising at any meeting shall be determined by a majority of votes of the members present, and in case of an equality of votes the chairman shall have a second or casting vote.
92. All acts done by any 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 person acting as aforesaid, or that they or any of them were disqualified, be as valid as if every such person had been duly appointed and was qualified to be a Director.
93. The Secretary shall be appointed by the Directors for such term, at such remuneration and upon such conditions as they may think fit and a Secretary so appointed may be removed by them.
94. No person shall be appointed or hold office as Secretary who is:-
(a) the sole Director of the Company; or
(b) a corporation the sole Director of which is the sole director of the Company; or
(c) the sole Director of a Corporation which is the sole Director of the Company.

95. A provision of the Act or these regulations requiring or authorizing a thing to be done by or to a Director and the Secretary shall not be satisfied by its being one by or to the same person acting both as Director and as, or in place of the Secretary.

DIVIDENDS AND RESEVE:

96. The Company in general meeting may declare dividends, but no dividend shall exceed the amount recommended by the Directors.
97. The Directors may from time to time pay to the members such interim dividends as appear to the Directors to be justified by the profits of the Company.
98. No dividend shall be paid otherwise than out of profits.
99. Subject to the rights of persons if any entitled to share with special rights as to dividends, all dividends shall be declared and paid according to the amounts paid on the shares, but if and so long as nothing is paid up on any of the shares in the Company dividends may be declared and paid according to the amounts of the shares. No amount paid on a share in advance of calls shall, while carrying interest, be treated for the purpose of this article as paid on the share.
100. 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 meeting contingencies, or for equalizing dividends, or for equalizing dividends, or for any other purpose to which the profits of the Company may be properly applied, and pending such application may, at the like discretion, either be employed in the business of the Company or be invested in such investments (other than shares in the company) as the Directors may from time to time think fit.

101. If several persons are registered as joint holders of any share, any one of them may give effectual receipts for any dividend or other moneys payable on or in respect of the share.
102. Any dividend may be paid by cheque or warrant sent through the post to the registered address of the member or person entitled thereto or in the case of joint holders to any one of such joint holders at his registered address or to such person and such address as the member or person entitled or such joint holders as the case may be. Every such cheque or warrant shall be made payable to the order of the person as the member or person entitled or such joint holders as the case may be.
103. No dividend shall bear interest against the Company

ACCOUNTS

104. The Directors shall cause proper books of accounts to be kept with respect to:-
All sums of money received and expended by the Company and the matters in respect of which the receipt and expenditure takes place.

All sales and purchases of goods by the Company, and the assets and liabilities of the Company.
105. The books of account shall be kept at the registered office of the Company, or such other place or places as the Directors think fit, and shall always be open to the inspection of the Directors.
106. The Directors shall from time to time determine whether and to what extent and at what times and places and under what conditions or regulations the accounts and books of the Company or any of them shall be open to the inspection of members not being Directors and no member (not being Director) shall have any right of inspecting any account or book or document of the Company except as conferred by statute or authorized by the Directors or by the Company in general meeting.
107. The Directors shall from time to time in accordance with section 153 of the Act, cause to be prepared and be laid before the Company in general meeting such profit and loss accounts, balance sheets and reports as are referred to in that section.

106. The profit and loss account shall show, arranged under the most convenient heads, the amount of gross income, distinguishing the several sources from which it has been derived and the amount of gross expenditure, distinguishing the expenses of the establishment, salaries and other like matters. Every item of expenditure fairly chargeable against the year's income shall be brought into account, so that a just balance of profit and loss may be laid before the meeting and in cases where any item of expenditure which may in fairness be distributed over several years has been incurred in any one year, the whole amount of such items shall be stated, with the addition of the reasons why only a proportion of such expenditure is charged against the income of the car.
107. A copy of every balance sheet (including every document required by law to be annexed thereto) which is to be laid before the company in general meeting together with copy of the Auditor's report shall not less than seven days before the date of the meeting be sent to all persons entitled to receive notices of general meetings of the Company.

AUDIT:

108. Auditors shall be appointed and their duties regulated in accordance with section 170 and 179 of the Act.
109. A notice may be given by the company to any member either personally or by sending it by post, telex, telegram or cable to be confirmed later in writing to him to his registered address, or (if he has no registered address within the Tanzania) to the address, if any, supplied by him to the Company for the giving of notices to him.
110. If a member has no registered address within the Territory and has not supplied to the Company any other address for the giving of notices to him, a notice addressed to him and advertised in a newspaper circulating in the neighborhood of the registered office of the company shall be deemed to have been duly given to him at noon on the day with the advertisement appears.
111. A notice may be given by the company to the joint holders of share giving the notice to the joint holder named first in the register of members in respect of the share.
112. A notice may be given by the company to the persons entitled to a share in consequence of the death or bankruptcy of the member by sending it through the post in a prepaid letter addressed to them by name, or by the title of representative of the deceased, or received of the bankrupt, or by any like description, at the address, if any, within the Tanzania supplied for the purpose by the persons supplied by giving the notice in any manner in which the same might have been given if the death or bankruptcy had not occurred.



113. Notice of every general meeting shall be given in the same manner herein before authorized to (a) every member except those members who (having no registered address within the Tanzania) have not supplied to the company an address for the giving of notice to them, and also to (b) every person entitled to a share in consequence of the death or bankruptcy of a member, who, but for his death or bankruptcy would be entitled to receive notice of the meeting. No other person shall be entitled to receive notice of general meetings.

CAPITALIZATION OF PROFITS

114. The company in general meeting may upon the unanimous recommendation of the Directors resolves that it is desirable to capitalize any part of the amount of the time being standing to the credit of any of the company's reserve accounts or to the credit of any of the profit or loss account or otherwise available for distribution among the members who would have been entitled for distribution among the members who would have been entitled thereto if distributed by way of dividend and in the same proportions on condition that the same be not paid in cash but be applied either in or towards paying up any amounts for the time being unpaid on any shares by such members respectively or paying up in full un-issued shares or debentures of the company to be allotted and distributed credited as fully paid up to and among such members in the proportion aforesaid, or partly in the one way or partly in the other, or partly in the one way or partly in the one way or partly in the other, on partly in one way or partly in the other, and the Directors shall give effect to such resolution.
115. Whenever such a resolution as aforesaid shall have been passed the Directors shall make all appropriation and applications of the undivided profits resolved to be capitalized thereby and all allotments and issued of fully paid shares or debentures, if any, and generally shall do all acts and things required to give effect thereto, with full power to the Directors to make such provisions by the issue of fractional certificates or by payment in cash or otherwise as they think for the case of shares or debentures becoming distributable in fractions, and also to authorize any persons to enter on behalf of all the members out led thereto into an.

116. If the company shall would up, the liquidator, with the sanction of an extra ordinary resolution of the company and any other sanction required by the Act if any, and having due agreed to the respective are attached, divide amongst the members in special or kind the whole or any part of the assets of the company and may for such purpose set such value as he deems fair upon any property to be
117. divided as aforesaid and may determine how such division shall be carried out as between the members or different classes of members. The liquidator may with like sanction vest the whole or any part of such assets in trustees upon such trusts for the benefit of the contributories as the liquidator, with the like sanction, shall think fit, so that no member shall be compelled to accept any shares or other securities whereon there is any liability
118. Subject to the provisions of the Act every Director or other officer and Auditor of the Company shall be indemnified out of the assets of the company against all costs, charges, expenses, losses and liabilities which may sustain or incur in about the execution of his office or otherwise in relation thereto.

WE, the several persons whose names address and descriptions are subscribed are desirous of being formed into a company in pursuance of the articles of Association and we agree to take the number of shares shown against our respective names.

NAMES, ADDRESS AND DESCRIPTIONS OF SUBSCRIBERS	NUMBER OF SHARES TAKEN BY EACH SUBSCRIBERS	SIGNATURE
ABDULKAYUM DAWOOD KASSAM P.O. BOX 22345 DAR ES SALAAM	<p style="text-align: center;">1000</p>	
YUSUF DAWOOD KASSAM P.O. BOX 22345 DAR ES SALAAM	<p style="text-align: center;">1000</p>	

DATED at Dar es salaam this ^{16th} day of FEBRUARY 2009

WITNESS to the above signatures

SIGNATURE 

FULL NAME EVARIST H. MBUYA

ADDRESS P.O. Box 5468 Dm



QUALIFICATION: Commissioner for oaths/Notary Public

POLYPET INDUSTRIES LIMITED

**BUSINESS PLAN FOR ESTABLISHING A PROJECT
FOR PROCESSING FRUIT JUICE, BOTTLED
MINERAL WATER, PET BOTTLES AND
PACKAGING MATERIALS.**

**Prepared BY:
Polypet Industries Limited
P.O. Box 22345
Dar es Salaam**

March, 2009

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EXECUTIVE SUMMARY

Promoters:

Polypet Industries Limited is a private limited company that was incorporated under the Companies Act 2002, in 2009. The shareholding of the Company is held by Mr. Yusuf Dawood Kassam and Abdulkayum Dawood Kassam.

The Company's Objectives:

The Company's objectives will be processing fruit juice, bottled mineral water, manufacturing of P.E.T bottles and packing materials.

Location:

The project will be located on premises situated on Plot No. 427, mbezi industrial area , Bagamoyo Road, Dar es Salaam.

The target Market:

The target customers is the general public for fruit juice and mineral water, where as for PET Bottles and packaging materials will be for own use and local manufacturers.

Investment:

The Company intends to invest US\$ 650,000 into the project

Financing:

The project will be financed from shareholders contribution.

Profitability:

The commercial and economic viability of the project is indicated by the following financial indicators:

IRR 28.45%

Payback period 5 years

The Internal Rate of Return (IRR) under the normal projected conditions is well above the commercial bank's foreign currency lending rates, which range between 10% and 15% payback period is 5 years. In the light of the foregoing information the planned business is therefore financially and commercially sounds attractive and hence viable.

Implementation Period:

The project will be implemented within one years.

Economic Consideration:

- The project will create 100 new jobs.
- The government will get revenue in the form of taxes
- The project will generate foreign currency
- The project will bring new technology in the country

Recommendation:

In view of the above financial and economic indicators the proposed business is commercially and economically viable, and socially desirable hence it is recommended for approval and implementation.

Introduction:

Rapid economic growth of Tanzania can be explained by different reasons but the main reason, for the purpose of this study can be explained as policy changes that started to be implemented from the late 1980's, under this policy reforms, many policies and legislation were passed / introduced to accommodate the new vision.

The impact of policy and legislation changes such as National Investment Promotion and Protection Act, Trade Liberalization Act, Financial Institutions Act, Foreign Currency Act, Tanzania Investment Act and many others, can be seen by an increase in economic growth lead to an increase in consumption of various goods including fruit juice and bottled mineral water.

The project Concept:

Polypet Industries Limited intends to establish a project which will process fruit juice, bottled mineral water, manufacturing of P.E.T. bottles and packing products for the local and export market. To accomplish this project will

- Procure and install all necessary machinery and equipments
- Procure raw materials for the activity from both local and foreign sources
- Obtain supply of utilities and other human and non - human resources.

Project Promoters and Shareholders:

Name	Nationality	Shareholding
1. Yusuf Dawood Kassam	Tanzanian	50
2. Abdulkayum Dawood Kassam	Tanzanian	50

Scope of the Study:

This business plan has detail analysis of all aspects, which are important for establishing a viable project. These aspects include:

- (a) Market analysis
- (b) Machinery and equipment
- (c) Raw materials requirements and availability
- (d) Manpower requirement
- (e) Total capital investment
- (f) Financial and economic analysis

Market:

i) Fruit juices:

Fruit juice is used by all people mainly in urban areas regardless of their age group. Tanzania is endowed with abundant fruits in many regions. But due to the absence of modern technology for processing and preserving fruits, many regions lack fruits after fruit season has elapsed. This makes another market for fruit juices even in rural areas.

ii) Bottled mineral water:

Water is an essential element in our daily life. Despite a big number of investors in this line of bottling mineral water, the market is left unsatisfied in many parts of Tanzania. The existing companies are concentrated in Dar es Salaam region alone, and very small quantity is sold upcountry.

According to the experience of project promoters bottled water can be sold even to various regions of Tanzania.

PET Bottles:

In order to cut down project operating costs, promoters of this project primarily will produce for the internal use (i.e. for packing fruit juice and mineral water), in house demand is fully satisfied then excess PET bottles will be sold to other companies.

Packaging Products:

Primarily will be for inhouse use, excess amount will be sold to other companies: there will be a possibility of future export for all products produced by this company.

Competition:

The Company will target, market segments outside Dar es Salaam in order to establish a brand name. From promoter's experience, the demand for fruit juice in many parts of Tanzania is very high, while supply is very low, this makes customers to experience scarcity all the time. Likewise bottled mineral water supply does not suffice the market demand, this makes minimal competition for both products.

Economic Growth:

Given the existing conducive investment climate in Tanzania, more foreign direct investment and local investments, will be established hence the economy will continue to grow prosperously, thus a big number of people will be employed and their purchasing power will obviously increase.

Environmental Impact:

The project does not produce any hazardous impact to the surrounding environment. The raw materials used for juice processing are fruits, which are organic by nature. Remains after extraction of fruit juice will be disposed, and will decompose easily for the case of PET bottles and packaging products. There will be a line for recycling used PET bottles and any residual left after manufacturing of PET bottles.

INVESTMENT COST:

Investment Structure

The total initial investment in fixed assets is estimated to be US\$ 610,000 and that working capital is USD 40,000. The break down of the total initial investment is as follows:

(all figures are in US\$)

		Foreign	Local	Total
(a)	Land and Building	-	20,000	20,000
(b)	Plant and Machinery	500,000	-	500,000
(c)	Vehicles	70,000	-	70,000
(d)	Furniture and Fittings	10,000	-	10,000
(e)	Others	-	-	-
(f)	Pre-operation Expenses	10,000	-	10,000
(g)	Total fixed Investment	580,000	30,000	610,000
(h)	Initial working capital		40,000	40,000
	TOTAL INVESTMENT	580,000	70,000	650,000

Sales Revenue:

The project will expect to get US\$ 500,000 as revenue from its activities when it will be operating at full capacity.

Project Capacity:

The project will initially operate at 50% of its installed capacity, then at 75% during year two followed by full capacity in subsequent years. Capacity utilization has been set to enable marketing of the project products.

PLANT AND MACHINERY:

Some of the projects capital goods to be imported will be as follows:-

- Dip washer A 106 with tank and elevator
- Complete washing and sorting line
- Cutting machines such as TR 260: and A 408
- Rasper such as A302Ks, and A312
- Juice extraction machine such as A701; and A702
- Automatic centrifuge A 820 for juice depulping and clarification
- Peelers such as A 303V
- Universal Crusher mixer A 510
- Continuous crusher A 502
- Horizontal pulper A 601
- Pulper A 602
- Complete unit for mineral water processing
- PET bottles manufacturing unit
- Complete unit for manufacturing packaging materials of all sorts

RAW MATERIALS AND INPUTS

Raw Materials:

The project will require the following raw materials to be used in its activities as follows:

- ❖ Various fruits such as mangoes, oranges, pineapples, etc
- ❖ Sugar colours, fruit preservatives and plastic granules for PET Bottles which will be imported.

Water:

Water requirements for bottled mineral water and workers use have been estimated to be 25,000 liters per day. The project will have a bore hole to ensure adequate supply of water throughout that year.

Utilities and Services:

Utilities and services to be provided to the factory premises will include power, telecommunication, such as telephone / Tele fax facilities, fuel oil and fire fighting equipments.

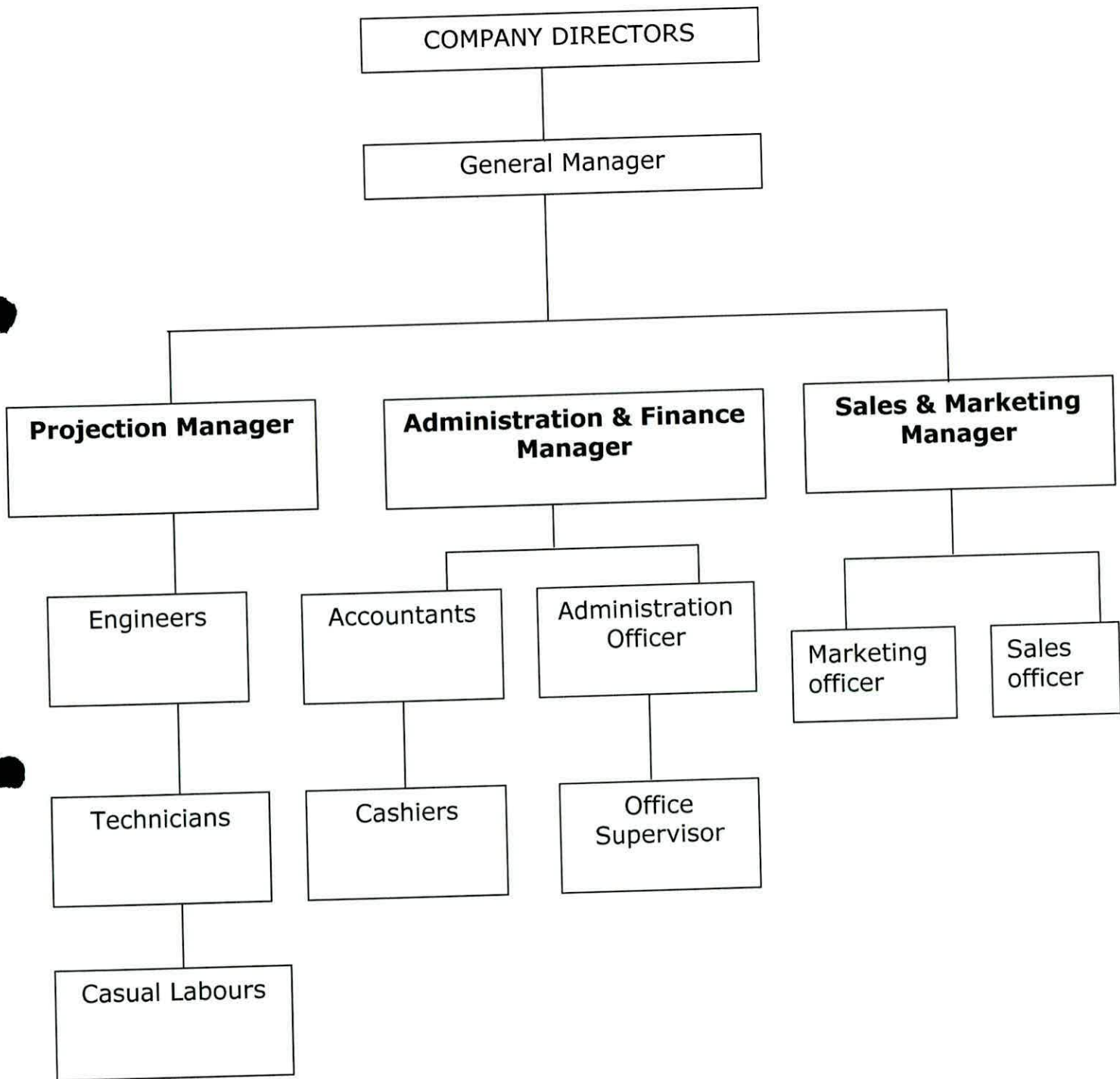
Power:

There will be a standby generator in case of erratic power supply.

MANPOWER REQUIREMENTS AND ORGANIZATION STRUCTURE:

The company expects to employ 100 people to manage and run the project. The management team consists of the General Manager, Production Manager, Administration and Finance Manager, and Sales & Marketing Manager.

ORGANIZATION STRUCTURE:



Training:

An expert from the supplier of the machines will train local Tanzanians how to operate and maintain the machines for six months before starting commercial operations. Locally recruited employees will be trained on the job.

FINANCIAL ANALYSIS

The projects financial projection depicts the project to be viable as it is shown by some of the indicators below:

Projected profit and Loss:

The project expects to make net profit of US\$ 50,368 during year one, US\$ 136,339.58 year two and US\$ 232,589.58 in subsequent years.

Projected Cash Flow:

The project will be able to generate enough cash to meet its obligation including any capital expenditure during the project life, at the end of year ten, the project will have accumulated cash balance of US\$ 1,951,054.55

Payback Period:

Normal payback period for the project will be 5 years, i.e. 2014 this period is acceptable for projects investing in fruit and bottled mineral water processing.

Projected balance sheet:

The balance sheet indicates favorable state of affairs of the company throughout the projected period.

Discounted cash flow:

The discounted cash flow gives an internal rate of return of 28.45% which is acceptable for investment in this project.

Economic benefits of the project:

- The project will provide employment to 100 Tanzanians
- The government will earn revenue in the form of taxes collected from the projects activities.
- The project will bring new technology in the country
- People will be able to get high quality fruit juice and bottled mineral water at affordable prices.

CONCLUSION AND RECOMMENDATION

The project is financially and economically viable, socially desirable and environmentally friendly, hence its recommended for approval and implementation.

SUMMARY SHEET

Project title: POLYPET INDUSTRIES LIMITED
 Project description: To establish and operate a project for manufacturing fruit juice, bottled water, PET bottles and packaging material
 Date and time: 11/03/2009
 Project classification: New project
 Construction phase: 04/2009 – 10/2010
 Length: 1 years
 Production phase: 10/2011 – 12/2020
 Length: 10 periods
 Accounting currency: US Dollar (USD)
 Units: Absolute
 Local currency: US Dollar (USD)
 Exchange rate: 1,0000 USD = 1,0000 USD

INVESTMENT COSTS

	Total Construction	Total Production	Total Investment
Total fixed investment costs	632,500.00	0.00	632,500.00
Total pre-production expenditures	5,000.00	0.00	5,000.00
<i>Pre-production expenditures (net of interest)</i>	<i>5,000.00</i>	<i>0.00</i>	<i>5,000.00</i>
<i>Interest</i>	<i>0.00</i>	<i>0.00</i>	<i>0.00</i>
Increase in net working capital	12,500.00	-6,478.55	6,021.45
TOTAL INVESTMENT COSTS	650,000.00	-6,478.55	643,521.45

SOURCES OF FINANCE

	Total Construction	Total Production	Total inflow
Total equity capital	650,000.00	0.00	650,000.00
<i>Foreign</i>	<i>0.00</i>	<i>0.00</i>	<i>0.00</i>
<i>Local</i>	<i>650,000.00</i>	<i>0.00</i>	<i>650,000.00</i>
Total long-term loans	0.00	0.00	0.00
<i>Foreign</i>	<i>0.00</i>	<i>0.00</i>	<i>0.00</i>
<i>Local</i>	<i>0.00</i>	<i>0.00</i>	<i>0.00</i>
Total short-term loans	0.00	0.00	0.00

SUMMARY SHEET

Foreign	0.00	0.00	0.00
Local	0.00	0.00	0.00
Accounts payable	0.00	930.91	930.91
TOTAL SOURCES OF FINANCE	650,000.00	930.91	650,930.91

INCOME AND COSTS, OPERATIONS	First year 03/2009 – 04/2009	Reference year 2015	Last year 2020
SALES REVENUE	275,000.00	550,000.00	550,000.00
Factory costs	52,038.00	158,228.54	158,228.54
Administrative overhead costs	400.03	7,000.02	7,000.02
OPERATING COSTS	52,438.39	165,228.57	165,228.57
Depreciation	6,250.09	37,500.57	37,500.57
Financial costs	500.00	0.00	0.00
TOTAL PRODUCTION COSTS	59,188.52	202,729.14	202,729.14
Marketing costs	1,000.04	10,000.04	10,000.04
COSTS OF PRODUCTS	60,188.52	212,729.17	212,729.17
Interest on short-term deposits	0.00	0.00	0.00
GROSS PROFIT FROM OPERATIONS	214,811.48	337,270.83	337,270.83
Extraordinary income	0.00	0.00	0.00
Extraordinary loss	0.00	0.00	0.00
Depreciation allowance	0.00	0.00	0.00
GROSS PROFIT	214,811.48	337,270.83	337,270.83
Investment allowances	0.00	0.00	0.00
TEXABLE PROFIT	214,811.48	337,270.83	337,270.83
Income (cooperate) tax	64,443.44	101,181.25	101,181.25
NET PROFIT	150,368.04	236,089.58	236,089.58

RATIOS

Net Present Value of Total Capital Invested:	at 10.00%	845,064.45
Internal rate of return on investment (IRR)	28.45%	
Modified IRR on investment	28.45%	
Net Present Value of Total Equity Capital Invested	at 12.00%	678,914.48
Internal rate of return on equity (IRRE)	28.19%	
Modified IRRE on equity	28.19%	

CASH FLOW FOR FINANCIAL PLANNING - TOTAL

US Dollar

	Construction 2/2011 – 10/2011	Construction 11/2011 – 12/2011	Construction 2012	Construction 2013	Construction 2014	Construction 2015	Construction 2016
TOTAL CASH INFLOW	0.00	275,901.98	412,500.00	550,028.94	550,000.00	550,000.00	550,000.00
Inflow funds	0.00	901.98	0.00	28.94	0.00	0.00	0.00
Inflow operation	0.00	275,000.00	412,500.00	550,000.00	550,000.00	550,000.00	550,000.00
Other income	0.00	0.00	0.00	0.00	0.00	0.00	0.00
TOTAL CASH OUTFLOW	0.00	186,835.14	279,328.10	372,945.68	372,945.68	370,859.57	370,845.68
Increase in fixed assets	0.00	0.00	0.00	0.00	0.00	0.00	0.00
Increase in current assets	0.00	8,306.05	-14,297.86	0.00	0.00	0.00	0.00
Operating cost	0.00	52,438.39	165,228.57	165,228.57	165,228.57	165,228.57	165,228.57
Marketing costs	0.00	1,000.04	10,000.04	10,000.04	10,000.04	10,000.04	10,000.04
Income (corporate) tax	0.00	64,443.44	58,431.25	99,681.25	99,681.25	101,181.25	101,181.25
Financial costs	0.00	500.00	5,000.00	5,000.00	5,000.00	0.00	0.00
Loan repayment	0.00	0.00	430.28	0.00	0.00	13.89	0.00
Dividends	0.00	60,147.21	54,535.83	93,035.83	93,035.83	94,435.83	94,435.83
Equity capital refund	0.00	0.00	0.00	0.00	0.00	0.00	0.00
SURPLUS (DEFICIT)	0.00	89,066.84	133,171.90	177,083.25	177,054.32	179,140.43	179,154.32
COMULATIVE CASH BALANCE	0.00	89,006.84	222,238.74	399,322.00	576,376.31	755,516.74	934,671.40
Foreign surplus (deficit)	0.00	227,371.39	317,061.21	440,800.33	440,771.40	440,771.40	440,771.40
Local surplus (deficit)	0.00	-138,304.55	-183,889.30	-263,717.08	-263,717.08	-261,630.97	-261,617.08
Foreign cumulative cash balance	-650,000.00	-422,628.61	-105,567.41	335,232.93	776,004.32	1,216,775.72	1,657,547.12
Local cumulative cash balance	650,000.00	511,695.45	327,806.15	64,089.07	-199,628.01	-461,258.98	-722,876.06
Net flow of funds	0.00	-59,245.24	-54,966.11	-93,006.90	-93,035.83	-94,449.72	-94,435.83

CASH FLOW FOR FINANCIAL PLANNING - TOTAL

US Dollar

	Production 2010	Production 2011	Production 2012	Production 2013	Scrap 2014
TOTAL CASH INFLOW	550,000.00	550,000.00	550,000.00	550,000.00	300,252.97
Inflow funds	0.00	0.00	0.00	0.00	0.00
Inflow operation	550,000.00	550,000.00	550,000.00	550,000.00	0.00
Other income	0.00	0.00	0.00	0.00	300,252.97
TOTAL CASH OUTFLOW	370,845.68	370,845.68	370,845.68	370,845.68	486.75
Increase in fixed assets	0.00	0.00	0.00	0.00	0.00
Increase in current assets	0.00	0.00	0.00	0.00	0.00
Operating cost	165,228.57	165,228.57	165,228.57	165,228.57	0.00
Marketing costs	10,000.04	10,000.04	10,000.04	10,000.04	0.00
Income (corporate) tax	101,181.25	101,181.25	101,181.25	101,181.25	0.00
Financial costs	0.00	0.00	0.00	0.00	0.00
Loan repayment	0.00	0.00	0.00	0.00	486.75
Dividends	94,435.83	94,435.83	94,435.83	94,435.83	0.00
Equity capital refund	0.00	0.00	0.00	0.00	0.00
SURPLUS (DEFICIT)	179,154.32	179,154.32	179,154.32	179,154.32	299,766.22
COMULATIVE CASH BALANCE	1,113,825.38	1,292,979.70	1,472,134.01	1,651,288.33	1,951,054.55
Foreign surplus (deficit)	440,771.40	440,771.40	440,771.40	440,771.40	4,371.45
Local surplus (deficit)	-261,617.08	-261,617.08	-261,617.08	-261,617.08	295,394.78
Foreign cumulative cash balance	2,098,318.52	2,539,089.92	2,979,861.31	3,420,632.71	3,425,004.16
Local cumulative cash balance	-984,493.14	-1,249,110.22	-1,507,727.30	-1,769,344.38	-1,473,949.60
Net flow of funds	-94,435.83	-94,435.83	-94,435.83	-94,435.83	-486.75

DISCOUNTED CASH FLOW - TOTAL CAPITAL INVESTED

US Dollar

	Construction 4/2009 – 12/2009	Construction 5/2009 – 5/2009	Construction 5/2094 – 5/2009	Construction 6/2009 – 7/2009	Construction 8/2009 – 8/2009	Construction 9/2009 – 12/2009	Construction 1/2010 – 1/2010
TOTAL CASH INFLOW	0.00	0.00	0.00	0.00	0.00	0.00	0.00
Inflow operation	0.00	0.00	0.00	0.00	0.00	0.00	0.00
Other income	0.00	0.00	0.00	0.00	0.00	0.00	0.00
TOTAL CASH OUTFLOW	398,000.00	0.00	244,500.00	2,500.00	2,500.00	2,500.00	0.00
Increase in fixed assets	395,500.00	0.00	242,500.00	0.00	0.00	0.00	0.00
Increase in net working capital	2,500.00	0.00	2,500.00	2,500.00	2,500.00	2,500.00	0.00
Operating cost	0.00	0.00	0.00	0.00	0.00	0.00	0.00
Marketing costs	0.00	0.00	0.00	0.00	0.00	0.00	0.00
Income (corporate) tax	0.00	0.00	0.00	0.00	0.00	0.00	0.00
NET CASH FLOW	-398,000.00	0.00	-244,500.00	-2,500.00	-2,500.00	-2,500.00	0.00
CUMULATIVE CASH FLOW	-398,000.00	-398,000.00	-642,500.00	-645,000.00	-647,500.00	-650,000.00	-650,000.00
Net present value	-398,000.00	0.00	-234,980.55	-2,364.80	-2,346.09	2,272.73	0.00
Cumulative net present value	-398,000.00	-398,000.00	-632,980.55	-635,345.35	-637,691.44	-639,964.17	-639,964.17
NET PRESENTED VALUE	at 10.00%	832,191.19					
INTERNAL RATE OF RETURN	27.22%						
MODIFIED INTERNAL RATE OF RETURN	27.22%						
NORMAL PAY BACK	at 0.00%	5 years	= 2008				
DYNAMIC PAY BACK	at 0.00%	6 years	= 2009				
NPV RATIO	1.31						

DISCOUNTED CASH FLOW – TOTAL INVESTED

US Dollar

	Production 4/2009 – 10/2009	Production 11/2010 – 12/2010	Production 2011	Production 2012	Production 2013	Production 2014	Production 2015
TOTAL CASH INFLOW	0.00	275,000.00	412,500.00	550,000.00	550,000.00	550,000.00	550,000.00
Inflow operation	0.00	275,000.00	412,500.00	550,000.00	550,000.00	550,000.00	550,000.00
Other income	0.00	0.00	0.00	0.00	0.00	0.00	0.00
TOTA CASH OUTFLOW	0.00	125,285.95	219,792.26	274,880.92	274909.85	276,423.74	276,409.85
Increase in fixed assets	0.00	0.00	0.00	0.00	0.00	0.00	0.00
Increase in net working capital	0.00	7,404.08	-13,867.59	-28.94	0.00	13.89	0.00
Operating costs	0.00	52,438.39	165,228.57	165,228.57	165,228.57	165,228.57	165,228.57
Marketing costs	0.00	10,000.04	10,000.04	10,000.04	10,000.04	10,000.04	10,000.04
Income (corporate)tax	0.00	64,443.44	58,431.25	99,681.25	99,681.25	101,181.25	101,181.25
NET CASH FLOW	0.00	149,714.05	192,707.74	275,119.08	275,119.08	273,576.26	273,590.15
CUMMULATIVE NET CASH FLOW	-650,000.00	500,285.62	-307,578.17	-32,459.13	242,631.02	516,207.28	789,797.43
Net present value	0.00	123,730.62	144,784.17	187,910.04	170,809.34	154,426.67	140,395.01
Cumulative net present value	-639,964.17	516,233.54	-371,449.37	-183,539.33	-12,729.99	141,696.68	282,091.68
NET PRESENT VALUE							
INTERNAL RATE OF RETURN							
MODIFIED INTERNAL RATE OF RETURN							
NORMAL PAYBACK							
DYNAMIC PAYBACK							
NPV RATIO							

DISCOUNTED CASH FLOW – TOTAL CAPITAL INVESTED

US Dollar

	Production 2011	Production 2012	Production 2013	Production 2014	Production 2015
TOTAL CASH INFLOW	55,000.00	55,000.00	55,000.00	55,000.00	299,766.22
Inflow operation	55,000.00	55,000.00	55,000.00	55,000.00	0.00
Other income	0.00	0.00	0.00	0.00	299,766.22
TOTA CASH OUTFLOW	276,409.85	276,409.85	276,409.85	276,409.85	0.00
Increase in fixed assets	0.00	0.00	0.00	0.00	0.00
Increase in net working capital	0.00	0.00	0.00	0.00	0.00
Operating costs	165,228.57	165,228.57	165,228.57	165,228.57	0.00
Marketing costs	10,000.04	10,000.04	10,000.04	10,000.04	0.00
Income (corporate)tax	101,181.25	101,181.25	101,181.25	101,181.25	0.00
NET CASH FLOW	273,590.15	273,590.15	273,590.15	273,590.15	299,766.22
CUMMULATIVE NET CASH FLOW	1,063,387.58	1336,977.73	1610,567.88	1,884,158.03	2,183,924.25
Net present value	12,7631.82	116,028.93	105,480.85	95,891.68	105,066.23
Cumulative net present value	40,9723.51	525,752.44	631,233.28	727,124.96	832,191.19
NET PRESENT VALUE					
INTERNAL RATE OF RETURN					
MODIFIED INTERNAL RATE OF RETURN					
NORMAL PAYBACK					
DYNAMIC PAYBACK					
NPV RATIO					

NET INCOME INVESTED

US Dollar

	Production 4/2009 -12 /2009	Production 2010	Production 2011	Production 2012	Production 2013	Production 2014	Production 2015
Sales revenue	275,000.00	412,500.00	550,000.00	550,000.00	550,000.00	550,000.00	550,000.00
Less variable costs	53,900.00	180,000.00	180,000.00	180,000.00	180,000.00	180,000.00	180,000.00
VARIABLE MARGIN	221,099.61	232,499.61	369,999.61	369,999.61	374,999.61	374,999.61	374,999.61
In % of sales revenue	80.40	56.36	67.27	67.27	68.18	68.18	68.18
Less fixed costs	6,288.13	37,728.78	37,728.78	37,728.78	37,728.78	37,728.78	37,728.78
OPERATIONAL MARGIN	214,811.48	194,770.83	332,270.83	332,270.83	332,270.83	332,270.83	332,270.83
In % of sales revenue	78.11	47.22	60.41	60.41	60.32	60.32	60.32
Interest on short - term deposits	0.00	0.00	0.00	0.00	0.00	0.00	0.00
Financial costs	0.00	0.00	0.00	0.00	0.00	0.00	0.00
GROSS PROFIT FROM OPERATIONS	214,811.48	194,770.83	332,270.83	332,270.83	332,270.83	332,270.83	332,270.83
In % of sales revenue	78.11	47.22	60.41	60.41	60.32	60.32	60.32
Extraordinary income	0.00	0.00	0.00	0.00	0.00	0.00	0.00
Extraordinary allowance	0.00	0.00	0.00	0.00	0.00	0.00	0.00
Depreciation allowances	0.00	0.00	0.00	0.00	0.00	0.00	0.00
GROSS PROFIT	214,811.48	194,770.83	332,270.83	332,270.83	332,270.83	332,270.83	332,270.83
Investment allowance	0.00	0.00	0.00	0.00	0.00	0.00	0.00
TAXABLE PROFIT	214,811.48	194,770.83	332,270.83	332,270.83	332,270.83	332,270.83	332,270.83
Income (corporate)tax	64,443.44	58,431.25	99,681.25	99,681.25	101,181.25	101,181.25	101,181.25
NET PROFIT	150,368.04	136,339.58	232,589.58	232,589.58	232,589.58	232,589.58	232,589.58
In % of sales revenue	54.68	33.05	42.29	42.29	42.93	42.93	42.93
Dividends	60,147.21	54,535.83	93,035.83	93,035.83	93,035.83	93,035.83	93,035.83
RETAINED PROFIT	90,220.82	81,803.75	139,553.75	139,553.75	141,653.75	141,653.75	141,653.75
RATIO							
Net profit to equity (%)	23.13	20.98	35.78	35.78	36.32	36.32	36.31
Net profit to net worth (%)	20.31	16.59	24.19	21.12	19.00	17.05	45.47
Net profit + interest to investment (%)	22.87	21.19	36.14	36.14	36.68	36.99	36.68

BREAK – EVEN ANALYSIS – TOTAL

US Dollar

	Production 4/2009 – 12/2009	Production 2010	Production 2011	Production 2012	Production 2013	Production 2014	Production 2015
Sales revenue	275,000.00	412,500.00	550,000.00	550,000.00	550,000.00	550,000.00	550,000.00
Variable costs	53,900.00	180,000.39	180,000.39	180,000.39	175,000.00	175,000.00	175,000.00
Variable margin	221,099.61	232,499.61	369,999.61	369,999.61	374,999.61	374,999.61	374,999.61
Variable margin ratio (%)	80.40	56.36	67.27	67.27	68.18	68.18	68.18
Including cost of finance							
Fixed costs	6,288.13	37,728.78	37,728.78	37,728.78	37,728.78	37,728.78	37,728.78
Financial costs	0.00	0.00	0.00	0.00	0.00	0.00	0.00
Break even sales value	7,821.07	66,938.28	56,083.39	56,083.39	55,335.61	55,335.61	55,335.61
Break even ratio (%)	2.84	16.23	10.20	10.20	10.06	10.06	10.06
Fixed costs coverage ratio	35.16	6.16	9.81	9.81	9.94	9.94	9.94
Excluding cost of finance							
Fixed cost	6,288.13	37,728.78	37,728.78	37,728.78	37,728.78	37,728.78	37,728.78
Break even sales value	7,821.07	66,938.28	56,083.39	56,083.39	55,335.61	55,335.61	55,335.61
Break even ratio (%)	2.84	16.23	10.20	10.20	10.06	10.06	10.06
Fixed cost coverage ratio	35.16	6.16	9.81	9.81	9.94	9.94	9.94

NET INCOME STATEMENT

US Dollar

	Production 2012	Production 2013	Production 2014
Sales revenue	550,000.00	550,000.00	550,000.00
Less variable cost	175,000.39	175,000.39	175,000.39
VARIABLE MARGI	374,999.61	374,999.61	374,999.61
In % of sales revenue	68.18	68.18	68.18
Less fixed costs	37,728.78	37,728.78	37,728.78
OPERATIONAL MARGIN	337,270.83	337,270.83	337,270.83
In % of sales revenue	61.32	61.32	61.32
Interest on short term deposits	0.00	0.00	0.00
Financial cost	0.00	0.00	0.00
GROSS PROFIT FROM OPERATIONS	337,270.83	337,270.83	337,270.83
In % of sales revenue	61.32	61.32	61.32
Extra ordinary income	0.00	0.00	0.00
Extra ordinary loss	0.00	0.00	0.00
Depreciation allowances	0.00	0.00	0.00
GROSS PROFIT	337,270.83	337,270.83	337,270.83
Investment allowances	0.00	0.00	0.00
TAXABLE PROFIT	337,270.83	337,270.83	337,270.83
Income (corporate) tax	101,181.25	101,181.25	101,181.25
NET PROFIT	236,089.58	236,089.58	236,089.58
In % of sales revenue	42.93	42.93	42.93
Dividends	94,435.83	94,435.83	94,435.83
RETAINED PROFIT	141,653.75	141,653.75	141,653.75
RATIOS			
Net profit to equity (%)	36.32	36.32	36.32
Net profit to net worth (%)	14.16	1.05	12.10
Net profit +interest to investment (%)	36.69	36.69	36.69

PROJECTE BALANCE SHEET

US Dollar

	4/2009 -12/2009	2010	2011	2012	2013	2014	2015	2016	2017
TOTAL ASSETS	650,000.00	650,000.00	741,122.80	822,496.27	962,078.95	1101632.70	1243272.56	1384926.31	1526570.05
Total Current assets	254,500.00	12,500.00	109,872.89	228,749.93	405,830.19	592884.51	762024.93	941179.25	1120333.57
Total fixed assets, net of depreciation	395,500.00	637,500.00	631,249.91	593,749.33	556,248.77	518748.20	481247.63	443747.06	406246.49
Accumulated losses brought forward	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
Loss in current year	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
TOTAL LIABILITIES	650,000.00	650,000.00	714,122.80	822,496.27	962,078.95	1101632.70	1243272.56	1384926.31	1526580.05
Total current liabilities	0.00	0.00	901.98	471.70	500.64	500.64	486.75	486.75	486.75
Total long-term debt	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
Total equity capital	650,000.00	650,000.00	650,000.00	650,000.00	650,000.00	650000.00	650000.00	650000.00	650000.00
Reserves, retained profit brought forward	0.00	0.00	0.00	90,220.82	172,024.57	311578.3200	451132.07	592785.81	734439.56
Retained profit	0.00	0.00	0.00	81,803.75	139,553.75	139553.75	141653.75	141653.75	141653.75
Net worth	650,000.00	650,000.00	740,220.82	822,024.57	961,578.32	1101132.07	1242785.81	1384439.56	1526093.31
RATIOS									
Equity to total liabilities (%)	100.00	100.00	87.70	79.03	67.56	59.00	52.28	46.93	42.58
Net worth to total liabilities (%)	100.00	100.00	99.88	99.94	99.95	99.95	99.96	99.96	99.97
Long term debt to net worth	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
Current assets to current liabilities	0.00	0.00	121.81	484.94	910.63	1164.29	1565.55	1933.61	2301.68

PROJECTE BALANCE SHEET

US Dollar

	2012	2013	2014
TOTAL ASSETS	1,668,233.80	1,809,887.55	1,951,541.30
Total Current assets	1,299,487.89	1,478,642.20	1,657,796.52
Total fixed assets, net of depreciation	368,745.92	331,245.35	293,744.78
Accumulated losses brought forward	0.00	0.00	0.00
Loss in current year	0.00	0.00	0.00
TOTAL LIABILITIES	168,233.80	1,809,887.55	1,951,541.30
Total current liabilities	468.75	486.750	486.75
Total long -term debt	0.00	0.00	0.00
Total equity capital	650,000.00	650,000.00	650,000.00
Reserves, retained profit brought forward	876,093.31	1,017,747.06	1,159,400.80
Retained profit	141,653.75	141,653.75	141,653.75
Net worth	1,567,747.06	1,809,400.80	1,951,054.55
RATIOS			
Equity to total liabilities (%)	38.96	35.91	33.31
Net worth to total liabilities (%)	99.97	99.97	99.98
Long term debt to net worth	0.00	0.00	0.00
Current assets to current liabilities	2669.74	3037.81	3405.88

BREAK – EVEN ANALYSIS - TOTAL

US Dollar

	Production 2012	Production 2013	Production 2014
Sales revenue	550,000.00	550,000.00	
Variable costs	175,000.39	175,000.39	
Variable margin	374,999.61	374,999.61	374,999.61
Variable margin ratio (%)	68.18	68.18	68.18
Including cost of finance			
Fixed costs	37,728.78	37,728.78	37,728.78
Financial costs	0.00	0.00	0.00
Break –even sales value	55,335.61	55,335.61	55,335.61
Break - even ratio (%)	10.06	10.06	10.06
Fixed costs coverage ratio	9.94	9.94	9.94
Excluding cost of finance			
Fixed costs	37,728.78	37,728.78	37,728.78
Break –even value	55,335.61	55,335.61	55,335.61
Break –even ratio (%)	10.06	10.06	10.06
Fixed costs coverage ratio	9.94.	9.94.	9.94.

POLYPET INDUSTRIES LIMITED

**BUSINESS PLAN FOR ESTABLISHING A PROJECT
FOR PROCESSING FRUIT JUICE, BOTTLED
MINERAL WATER, PET BOTTLES AND
PACKAGING MATERIALS.**

**Prepared BY:
Polypet Industries Limited
P.O. Box 22345
Dar es Salaam**

March, 2009

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EXECUTIVE SUMMARY

Promoters:

Polypet Industries Limited is a private limited company that was incorporated under the Companies Act 2002, in 2009. The shareholding of the Company is held by Mr. Yusuf Dawood Kassam and Abdulkayum Dawood Kassam.

The Company's Objectives:

The Company's objectives will be processing fruit juice, bottled mineral water, manufacturing of P.E.T bottles and packing materials.

Location:

The project will be located on premises situated on Plot No. 427, mbezi industrial area , Bagamoyo Road, Dar es Salaam.

The target Market:

The target customers is the general public for fruit juice and mineral water, where as for PET Bottles and packaging materials will be for own use and local manufacturers.

Investment:

The Company intends to invest US\$ 650,000 into the project

Financing:

The project will be financed from shareholders contribution.

Profitability:

The commercial and economic viability of the project is indicated by the following financial indicators:

IRR 28.45%

Payback period 5 years

The Internal Rate of Return (IRR) under the normal projected conditions is well above the commercial bank's foreign currency lending rates, which range between 10% and 15% payback period is 5 years. In the light of the foregoing information the planned business is therefore financially and commercially sounds attractive and hence viable.

Implementation Period:

The project will be implemented within one years.

Economic Consideration:

- The project will create 100 new jobs.
- The government will get revenue in the form of taxes
- The project will generate foreign currency
- The project will bring new technology in the country

Recommendation:

In view of the above financial and economic indicators the proposed business is commercially and economically viable, and socially desirable hence it is recommended for approval and implementation.

Introduction:

Rapid economic growth of Tanzania can be explained by different reasons but the main reason, for the purpose of this study can be explained as policy changes that started to be implemented from the late 1980's, under this policy reforms, many policies and legislation were passed / introduced to accommodate the new vision.

The impact of policy and legislation changes such as National Investment Promotion and Protection Act, Trade Liberalization Act, Financial Institutions Act, Foreign Currency Act, Tanzania Investment Act and many others, can be seen by an increase in economic growth lead to an increase in consumption of various goods including fruit juice and bottled mineral water.

The project Concept:

Polypet Industries Limited intends to establish a project which will process fruit juice, bottled mineral water, manufacturing of P.E.T. bottles and packing products for the local and export market. To accomplish this project will

- Procure and install all necessary machinery and equipments
- Procure raw materials for the activity from both local and foreign sources
- Obtain supply of utilities and other human and non - human resources.

Project Promoters and Shareholders:

Name	Nationality	Shareholding
1. Yusuf Dawood Kassam	Tanzanian	50
2. Abdulkayum Dawood Kassam	Tanzanian	50

Scope of the Study:

This business plan has detail analysis of all aspects, which are important for establishing a viable project. These aspects include:

- (a) Market analysis
- (b) Machinery and equipment
- (c) Raw materials requirements and availability
- (d) Manpower requirement
- (e) Total capital investment
- (f) Financial and economic analysis

Market:

i) Fruit juices:

Fruit juice is used by all people mainly in urban areas regardless of heir age group. Tanzania is endowed with abundant fruits in many regions. But due to the absence of modern technology for processing and preserving fruits, many regions lacks fruits after fruit season have elapsed. This makes another market for fruit juices even in rural areas.

ii) Bottled mineral water:

Water is essential element in our daily life. Despite of a big number of investors in this line of bottling mineral water, the market is left unsatisfied in many parts of Tanzania. The existing companies are concentrated in Dar es Salaam region alone, and very small quantity is sold upcountry.

According to the experience of project promoters bottled water can be sold even to various regions of Tanzania.

PET Bottles:

In order to cut down project operating costs, promoters of this project primarily will produce for the internal use (i.e. for packing fruit juice and mineral water), in house demand is fully satisfied then excess PET bottles will be sold to other companies.

Packaging Products:

Primarily will be for inhouse use, excess amount will be sold to other companies: there will be a possibility of future export for all products produced by this company.

Competition:

The Company will target, market segments outside Dar es Salaam in order to establish a brand name. From promoter's experience, the demand for fruit juice in many parts of Tanzania is very high, while supply is very low, this makes customers to experience scarcity all the time. Likewise bottled mineral water supply does not suffice the market demand, this makes minimal competition for both products.

Economic Growth:

Given the existing conducive investment climate in Tanzania, more foreign direct investment and local investments, will be established hence the economy will continue to grow prosperously, thus a big number of people will be employed and their purchasing power will obviously increase.

Environmental Impact:

The project does not produce any hazardous impact to the surrounding environment. The raw materials used for juice processing are fruits, which are organic by nature. Remains after extraction of fruit juice will be disposed, and will decompose easily for the case of PET bottles and packaging products. There will be a line for recycling used PET bottles and any residual left after manufacturing of PET bottles.

INVESTMENT COST:

Investment Structure

The total initial investment in fixed assets is estimated to be US\$ 610,000 and that working capital is USD 40,000. The break down of the total initial investment is as follows:

(all figures are in US\$)

		Foreign	Local	Total
(a)	Land and Building	-	20,000	20,000
(b)	Plant and Machinery	500,000	-	500,000
(c)	Vehicles	70,000	-	70,000
(d)	Furniture and Fittings	10,000	-	10,000
(e)	Others	-	-	-
(f)	Pre-operation Expenses	10,000	-	10,000
(g)	Total fixed Investment	580,000	30,000	610,000
(h)	Initial working capital		40,000	40,000
	TOTAL INVESTMENT	580,000	70,000	650,000

Sales Revenue:

The project will expect to get US\$ 500,000 as revenue from its activities when it will be operating at full capacity.

Project Capacity:

The project will initially operate at 50% of its installed capacity, then at 75% during year two followed by full capacity in subsequent years. Capacity utilization has been set to enable marketing of the project products.

PLANT AND MACHINERY:

Some of the projects capital goods to be imported will be as follows:-

- Dip washer A 106 with tank and elevator
- Complete washing and sorting line
- Cutting machines such as TR 260: and A 408
- Rasper such as A302Ks, and A312
- Juice extraction machine such as A701; and A702
- Automatic centrifuge A 820 for juice depulping and clarification
- Peelers such as A 303V
- Universal Crusher mixer A 510
- Continuous crusher A 502
- Horizontal pulper A 601
- Pulper A 602
- Complete unit for mineral water processing
- PET bottles manufacturing unit
- Complete unit for manufacturing packaging materials of all sorts

RAW MATERIALS AND INPUTS

Raw Materials:

The project will require the following raw materials to be used in its activities as follows:

- ❖ Various fruits such as mangoes, oranges, pineapples, etc
- ❖ Sugar colours, fruit preservatives and plastic granules for PET Bottles which will be imported.

Water:

Water requirements for bottled mineral water and workers use have been estimated to be 25,000 liters per day. The project will have a bore hole to ensure adequate supply of water throughout that year.

Utilities and Services:

Utilities and services to be provided to the factory premises will include power, telecommunication, such as telephone / Tele fax facilities, fuel oil and fire fighting equipments.

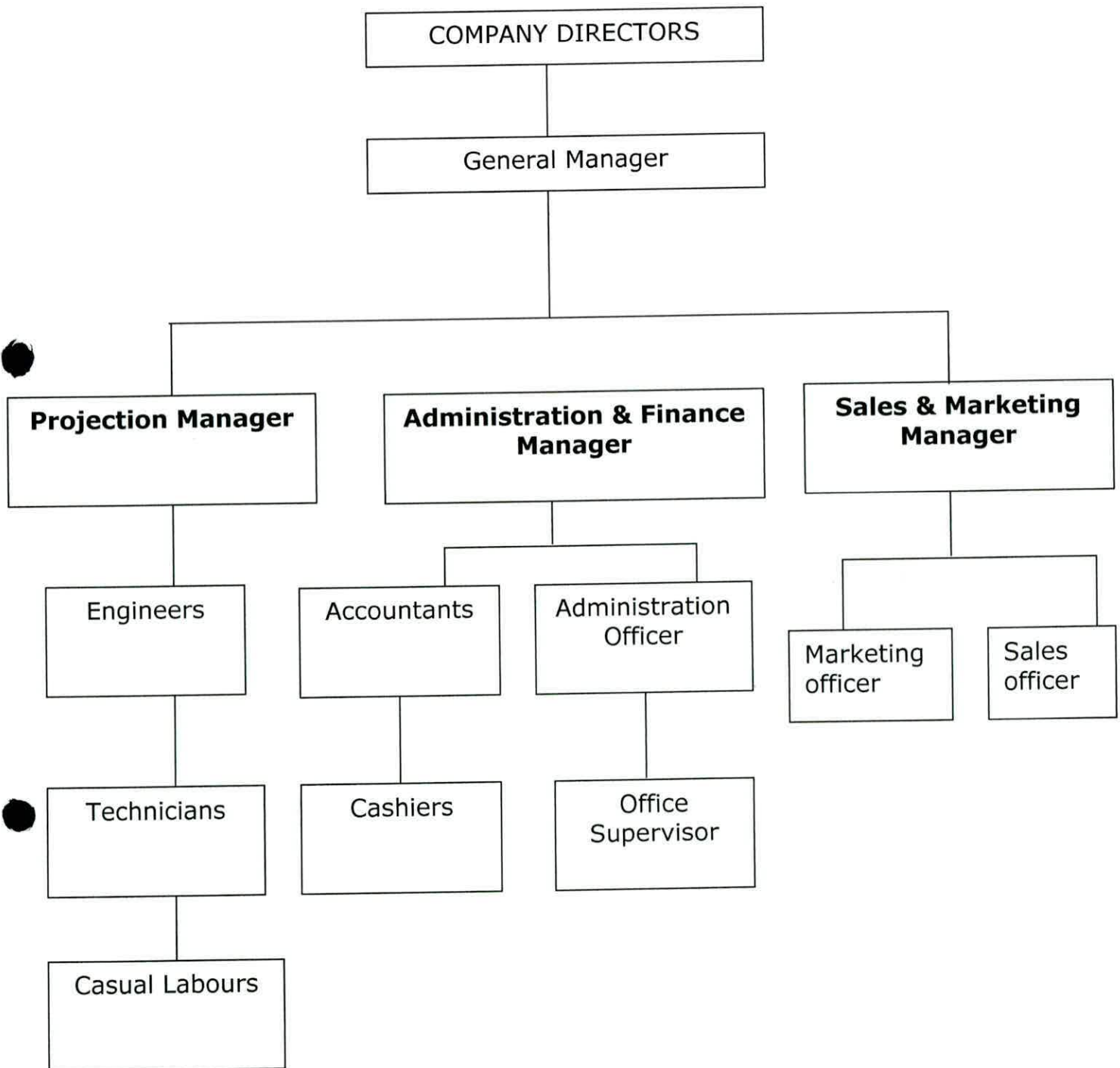
Power:

There will be a standby generator in case of erratic power supply.

MANPOWER REQUIREMENTS AND ORGANIZATION STRUCTURE:

The company expects to employ 100 people to manage and run the project. The management team consists of the General Manager, Production Manager, Administration and Finance Manager, and Sales & Marketing Manager.

ORGANIZATION STRUCTURE:



Training:

An expert from the supplier of the machines will train local Tanzanians how to operate and maintain the machines for six months before starting commercial operations. Locally recruited employees will be trained on the job.

FINANCIAL ANALYSIS

The projects financial projection depicts the project to be viable as it is shown by some of the indicators below:

Projected profit and Loss:

The project expects to make net profit of US\$ 50,368 during year one, US\$ 136,339.58 year two and US\$ 232,589.58 in subsequent years.

Projected Cash Flow:

The project will be able to generate enough cash to meet its obligation including any capital expenditure during the project life, at the end of year ten, the project will have accumulated cash balance of US\$ 1,951,054.55

Payback Period:

Normal payback period for the project will be 5 years, i.e. 2014 this period is acceptable for projects investing in fruit and bottled mineral water processing.

Projected balance sheet:

The balance sheet indicates favorable state of affairs of the company throughout the projected period.

Discounted cash flow:

The discounted cash flow gives an internal rate of return of 28.45% which is acceptable for investment in this project.

Economic benefits of the project:

- The project will provide employment to 100 Tanzanians
- The government will earn revenue in the form of taxes collected from the projects activities.
- The project will bring new technology in the country
- People will be able to get high quality fruit juice and bottled mineral water at affordable prices.

CONCLUSION AND RECOMMENDATION

The project is financially and economically viable, socially desirable and environmentally friendly, hence its recommended for approval and implementation.

SUMMARY SHEET

Project title: POLYPET INDUSTRIES LIMITED
 Project description: To establish and operate a project for manufacturing fruit juice, bottled water, PET bottles and packaging material
 Date and time: 11/03/2009
 Project classification: New project
 Construction phase: 04/2009 – 10/2010
 Length: 1 years
 Production phase: 10/2011 – 12/2020
 Length: 10 periods
 Accounting currency: US Dollar (USD)
 Units: Absolute
 Local currency: US Dollar (USD)
 Exchange rate: 1,000 USD = 1,000 USD

INVESTMENT COSTS

	Total Construction	Total Production	Total Investment
Total fixed investment costs	632,500.00	0.00	632,500.00
Total pre-production expenditures	5,000.00	0.00	5,000.00
<i>Pre-production expenditures (net of interest)</i>	<i>5,000.00</i>	<i>0.00</i>	<i>5,000.00</i>
<i>Interest</i>	<i>0.00</i>	<i>0.00</i>	<i>0.00</i>
Increase in net working capital	12,500.00	-6,478.55	6,021.45
TOTAL INVESTMENT COSTS	650,000.00	-6,478.55	643,521.45

SOURCES OF FINANCE

	Total Construction	Total Production	Total inflow
Total equity capital	650,000.00	0.00	650,000.00
<i>Foreign</i>	<i>0.00</i>	<i>0.00</i>	<i>0.00</i>
<i>Local</i>	<i>650,000.00</i>	<i>0.00</i>	<i>650,000.00</i>
Total long-term loans	0.00	0.00	0.00
<i>Foreign</i>	<i>0.00</i>	<i>0.00</i>	<i>0.00</i>
<i>Local</i>	<i>0.00</i>	<i>0.00</i>	<i>0.00</i>
Total short-term loans	0.00	0.00	0.00

SUMMARY SHEET

Foreign	0.00	0.00	0.00
Local	0.00	0.00	0.00
Accounts payable	0.00	930.91	930.91
TOTAL SOURCES OF FINANCE	650,000.00	930.91	650,930.91

INCOME AND COSTS, OPERATIONS

	First year 03/2009 – 04/2009	Reference year 2015	Last year 2020
SALES REVENUE	275,000.00	550,000.00	550,000.00
Factory costs	52,038.00	158,228.54	158,228.54
Administrative overhead costs	400.03	7,000.02	7,000.02
OPERATING COSTS	52,438.39	165,228.57	165,228.57
Depreciation	6,250.09	37,500.57	37,500.57
Financial costs	500.00	0.00	0.00
TOTAL PRODUCTION COSTS	59,188.52	202,729.14	202,729.14
Marketing costs	1,000.04	10,000.04	10,000.04
COSTS OF PRODUCTS	60,188.52	212,729.17	212,729.17
Interest on short-term deposits	0.00	0.00	0.00
GROSS PROFIT FROM OPERATIONS	214,811.48	337,270.83	337,270.83
Extraordinary income	0.00	0.00	0.00
Extraordinary loss	0.00	0.00	0.00
Depreciation allowance	0.00	0.00	0.00
GROSS PROFIT	214,811.48	337,270.83	337,270.83
Investment allowances	0.00	0.00	0.00
TEXABLE PROFIT	214,811.48	337,270.83	337,270.83
Income (cooperate) tax	64,443.44	101,181.25	101,181.25
NET PROFIT	150,368.04	236,089.58	236,089.58

RATIOS

Net Present Value of Total Capital Invested:		
Internal rate of return on investment (IRR)	at 10.00%	845,064.45
Modified IRR on investment	28.45%	
Net Present Value of Total Equity Capital Invested	at 12.00%	678,914.48
Internal rate of return on equity (IRRE)	28.19%	
Modified IRRE on equity	28.19%	

CASH FLOW FOR FINANCIAL PLANNING - TOTAL

US Dollar

	Construction 2/2011 – 10/2011	Construction 11/2011 – 12/2011	Construction 2012	Construction 2013	Construction 2014	Construction 2015	Construction 2016
TOTAL CASH INFLOW	0.00	275,901.98	412,500.00	550,028.94	550,000.00	550,000.00	550,000.00
Inflow funds	0.00	901.98	0.00	28.94	0.00	0.00	0.00
Inflow operation	0.00	275,000.00	412,500.00	550,000.00	550,000.00	550,000.00	550,000.00
Other income	0.00	0.00	0.00	0.00	0.00	0.00	0.00
TOTAL CASH OUTFLOW	0.00	186,835.14	279,328.10	372,945.68	372,945.68	370,859.57	370,845.68
Increase in fixed assets	0.00	0.00	0.00	0.00	0.00	0.00	0.00
Increase in current assets	0.00	8,306.05	-14,297.86	0.00	0.00	0.00	0.00
Operating cost	0.00	52,438.39	165,228.57	165,228.57	165,228.57	165,228.57	165,228.57
Marketing costs	0.00	1,000.04	10,000.04	10,000.04	10,000.04	10,000.04	10,000.04
Income (corporate) tax	0.00	64,443.44	58,431.25	99,681.25	99,681.25	101,181.25	101,181.25
Financial costs	0.00	500.00	5,000.00	5,000.00	5,000.00	0.00	0.00
Loan repayment	0.00	0.00	430.28	0.00	0.00	13.89	0.00
Dividends	0.00	60,147.21	54,535.83	93,035.83	93,035.83	94,435.83	94,435.83
Equity capital refund	0.00	0.00	0.00	0.00	0.00	0.00	0.00
SURPLUS (DEFICIT)	0.00	89,066.84	133,171.90	177,083.25	177,054.32	179,140.43	179,154.32
COMULATIVE CASH BALANCE	0.00	89,006.84	222,238.74	399,322.00	576,376.31	755,516.74	934,671.40
Foreign surplus (deficit)	0.00	227,371.39	317,061.21	440,800.33	440,771.40	440,771.40	440,771.40
Local surplus (deficit)	0.00	-138,304.55	-183,889.30	-263,717.08	-263,717.08	-261,630.97	-261,617.08
Foreign cumulative cash balance	-650,000.00	-422,628.61	-105,567.41	335,232.93	776,004.32	1,216,775.72	1,657,547.12
Local cumulative cash balance	650,000.00	511,695.45	327,806.15	64,089.07	-199,628.01	-461,258.98	-722,876.06
Net flow of funds	0.00	-59,245.24	-54,966.11	-93,006.90	-93,035.83	-94,449.72	-94,435.83

CASH FLOW FOR FINANCIAL PLANNING - TOTAL

US Dollar

	Production 2010	Production 2011	Production 2012	Production 2013	Scrap 2014
TOTAL CASH INFLOW	550,000.00	550,000.00	550,000.00	550,000.00	300,252.97
Inflow funds	0.00	0.00	0.00	0.00	0.00
Inflow operation	550,000.00	550,000.00	550,000.00	550,000.00	0.00
Other income	0.00	0.00	0.00	0.00	300,252.97
TOTAL CASH OUTFLOW	370,845.68	370,845.68	370,845.68	370,845.68	486.75
Increase in fixed assets	0.00	0.00	0.00	0.00	0.00
Increase in current assets	0.00	0.00	0.00	0.00	0.00
Operating cost	165,228.57	165,228.57	165,228.57	165,228.57	0.00
Marketing costs	10,000.04	10,000.04	10,000.04	10,000.04	0.00
Income (corporate) tax	101,181.25	101,181.25	101,181.25	101,181.25	0.00
Financial costs	0.00	0.00	0.00	0.00	0.00
Loan repayment	0.00	0.00	0.00	0.00	486.75
Dividends	94,435.83	94,435.83	94,435.83	94,435.83	0.00
Equity capital refund	0.00	0.00	0.00	0.00	0.00
SURPLUS (DEFICIT)	179,154.32	179,154.32	179,154.32	179,154.32	299,766.22
COMULATIVE CASH BALANCE	1,113,825.38	1,292,979.70	1,472,134.01	1,651,288.33	1,951,054.55
Foreign surplus (deficit)	440,771.40	440,771.40	440,771.40	440,771.40	4,371.45
Local surplus (deficit)	-261,617.08	-261,617.08	-261,617.08	-261,617.08	295,394.78
Foreign cumulative cash balance	2,098,318.52	2,539,089.92	2,979,861.31	3,420,632.71	3,425,004.16
Local cumulative cash balance	-984,493.14	-1,249,110.22	-1,507,727.30	-1,769,344.38	-1,473,949.60
Net flow of funds	-94,435.83	-94,435.83	-94,435.83	-94,435.83	-486.75

DISCOUNTED CASH FLOW - TOTAL CAPITAL INVESTED

US Dollar

	Construction 4/2009 – 12/2009	Construction 5/2009 – 5/2009	Construction 5/2094 – 5/2009	Construction 6/2009 – 7/2009	Construction 8/2009 – 8/2009	Construction 9/2009 – 12/2009	Construction 1/2010 – 1/2010
TOTAL CASH INFLOW	0.00	0.00	0.00	0.00	0.00	0.00	0.00
Inflow operation	0.00	0.00	0.00	0.00	0.00	0.00	0.00
Other income	0.00	0.00	0.00	0.00	0.00	0.00	0.00
TOTAL CASH OUTFLOW	398,000.00	0.00	244,500.00	2,500.00	2,500.00	2,500.00	0.00
Increase in fixed assets	395,500.00	0.00	242,500.00	0.00	0.00	0.00	0.00
Increase in net working capital	2,500.00	0.00	2,500.00	2,500.00	2,500.00	2,500.00	0.00
Operating cost	0.00	0.00	0.00	0.00	0.00	0.00	0.00
Marketing costs	0.00	0.00	0.00	0.00	0.00	0.00	0.00
Income (corporate) tax	0.00	0.00	0.00	0.00	0.00	0.00	0.00
NET CASH FLOW	-398,000.00	0.00	-244,500.00	-2,500.00	-2,500.00	-2,500.00	0.00
CUMULATIVE CASH FLOW	-398,000.00	-398,000.00	-642,500.00	-645,000.00	-647,500.00	-650,000.00	-650,000.00
Net present value	-398,000.00	0.00	-234,980.55	-2,364.80	-2,346.09	2,272.73	0.00
Cumulative net present value	-398,000.00	-398,000.00	-632,980.55	-635,345.35	-637,691.44	-639,964.17	-639,964.17
NET PRESENTED VALUE	at 10.00%	832,191.19					
INTERNAL RATE OF RETURN	27.22%						
MODIFIED INTERNAL RATE OF RETURN	27.22%						
NORMAL PAY BACK	at 0.00%	5 years	= 2008				
DYNAMIC PAY BACK	at 0.00%	6 years	= 2009				
NPV RATIO	1.31						

DISCOUNTED CASH FLOW – TOTAL INVESTED

US Dollar

	Production 4/2009 – 10/2009	Production 11/2010 – 12/2010	Production 2011	Production 2012	Production 2013	Production 2014	Production 2015
TOTAL CASH INFLOW	0.00	275,000.00	412,500.00	550,000.00	550,000.00	550,000.00	550,000.00
Inflow operation	0.00	275,000.00	412,500.00	550,000.00	550,000.00	550,000.00	550,000.00
Other income	0.00	0.00	0.00	0.00	0.00	0.00	0.00
TOTA CASH OUTFLOW	0.00	125,285.95	219,792.26	274,880.92	274909.85	276,423.74	276,409.85
Increase in fixed assets	0.00	0.00	0.00	0.00	0.00	0.00	0.00
Increase in net working capital	0.00	7,404.08	-13,867.59	-28.94	0.00	13.89	0.00
Operating costs	0.00	52,438.39	165,228.57	165,228.57	165,228.57	165,228.57	165,228.57
Marketing costs	0.00	10,000.04	10,000.04	10,000.04	10,000.04	10,000.04	10,000.04
Income (corporate)tax	0.00	64,443.44	58,431.25	99,681.25	99,681.25	101,181.25	101,181.25
NET CASH FLOW	0.00	149,714.05	192,707.74	275,119.08	275,119.08	273,576.26	273,590.15
CUMMULATIVE NET CASH FLOW	-650,000.00	500,285.62	-307,578.17	-32,459.13	242,631.02	516,207.28	789,797.43
Net present value	0.00	123,730.62	144,784.17	187,910.04	170,809.34	154,426.67	140,395.01
Cumulative net present value	-639,964.17	516,233.54	-371,449.37	-183,539.33	-12,729.99	141,696.68	282,091.68
NET PRESENT VALUE							
INTERNAL RATE OF RETURN							
MODIFIED INTERNAL RATE OF RETURN							
NORMAL PAYBACK							
DYNAMIC PAYBACK							
NPV RATIO							

DISCOUNTED CASH FLOW – TOTAL CAPITAL INVESTED

US Dollar

	Production 2011	Production 2012	Production 2013	Production 2014	Production 2015
TOTAL CASH INFLOW	55,000.00	55,000.00	55,000.00	55,000.00	299,766.22
Inflow operation	55,000.00	55,000.00	55,000.00	55,000.00	0.00
Other income	0.00	0.00	0.00	0.00	299,766.22
TOTA CASH OUTFLOW	276,409.85	276,409.85	276,409.85	276,409.85	0.00
Increase in fixed assets	0.00	0.00	0.00	0.00	0.00
Increase in net working capital	0.00	0.00	0.00	0.00	0.00
Operating costs	165,228.57	165,228.57	165,228.57	165,228.57	0.00
Marketing costs	10,000.04	10,000.04	10,000.04	10,000.04	0.00
Income (corporate)tax	101,181.25	101,181.25	101,181.25	101,181.25	0.00
NET CASH FLOW	273,590.15	273,590.15	273,590.15	273,590.15	299,766.22
CUMMULATIVE NET CASH FLOW	1,063,387.58	1336,977.73	1610,567.88	1,884,158.03	2,183,924.25
Net present value	12,7631.82	116,028.93	105,480.85	95,891.68	105,066.23
Cumulative net present value	40,9723.51	525,752.44	631,233.28	727,124.96	832,191.19
NET PRESENT VALUE					
INTERNAL RATE OF RETURN					
MODIFIED INTERNAL RATE OF RETURN					
NORMAL PAYBACK					
DYNAMIC PAYBACK					
NPV RATIO					

NET INCOME INVESTED

US Dollar

	Production 4/2009 –12 /2009	Production 2010	Production 2011	Production 2012	Production 2013	Production 2014	Production 2015
Sales revenue	275,000.00	412,500.00	550,000.00	550,000.00	550,000.00	550,000.00	550,000.00
Less variable costs	53,900.00	180,000.00	180,000.00	180,000.00	180,000.00	180,000.00	180,000.00
VARIABLE MARGIN	221,099.61	232,499.61	369,999.61	369,999.61	374,999.61	374,999.61	374,999.61
In % of sales revenue	80.40	56.36	67.27	67.27	68.18	68.18	68.18
Less fixed costs	6,288.13	37,728.78	37,728.78	37,728.78	37,728.78	37,728.78	37,728.78
OPERATIONAL MARGIN	214,811.48	194,770.83	332,270.83	332,270.83	332,270.83	332,270.83	332,270.83
In % of sales revenue	78.11	47.22	60.41	60.41	60.32	60.32	60.32
Interest on short – term deposits	0.00	0.00	0.00	0.00	0.00	0.00	0.00
Financial costs	0.00	0.00	0.00	0.00	0.00	0.00	0.00
GROSS PROFIT FROM OPERATIONS	214,811.48	194,770.83	332,270.83	332,270.83	332,270.83	332,270.83	332,270.83
In % of sales revenue	78.11	47.22	60.41	60.41	60.32	60.32	60.32
Extraordinary income	0.00	0.00	0.00	0.00	0.00	0.00	0.00
Extraordinary allowance	0.00	0.00	0.00	0.00	0.00	0.00	0.00
Depreciation allowances	0.00	0.00	0.00	0.00	0.00	0.00	0.00
GROSS PROFIT	214,811.48	194,770.83	332,270.83	332,270.83	332,270.83	332,270.83	332,270.83
Investment allowance	0.00	0.00	0.00	0.00	0.00	0.00	0.00
TAXABLE PROFIT	214,811.48	194,770.83	332,270.83	332,270.83	332,270.83	332,270.83	332,270.83
Income (corporate)tax	64,443.44	58,431.25	99,681.25	99,681.25	101,181.25	101,181.25	101,181.25
NET PROFIT	150,368.04	136,339.58	232,589.58	232,589.58	232,589.58	232,589.58	232,589.58
In % of sales revenue	54.68	33.05	42.29	42.29	42.93	42.93	42.93
Dividends	60,147.21	54,535.83	93,035.83	93,035.83	93,035.83	93,035.83	93,035.83
RETAINED PROFIT	90,220.82	81,803.75	139,553.75	139,553.75	141,653.75	141,653.75	141,653.75
RATIO							
Net profit to equity (%)	23.13	20.98	35.78	35.78	36.32	36.32	36.31
Net profit to net worth (%)	20.31	16.59	24.19	21.12	19.00	17.05	45.47
Net profit + interest to investment (%)	22.87	21.19	36.14	36.14	36.68	36.99	36.68

BREAK – EVEN ANALYSIS – TOTAL

US Dollar

	Production 4/2009 – 12/2009	Production 2010	Production 2011	Production 2012	Production 2013	Production 2014	Production 2015
Sales revenue	275,000.00	412,500.00	550,000.00	550,000.00	550,000.00	550,000.00	550,000.00
Variable costs	53,900.00	180,000.39	180,000.39	180,000.39	175,000.00	175,000.00	175,000.00
Variable margin	221,099.61	232,499.61	369,999.61	369,999.61	374,999.61	374,999.61	374,999.61
Variable margin ratio (%)	80.40	56.36	67.27	67.27	68.18	68.18	68.18
Including cost of finance							
Fixed costs	6,288.13	37,728.78	37,728.78	37,728.78	37,728.78	37,728.78	37,728.78
Financial costs	0.00	0.00	0.00	0.00	0.00	0.00	0.00
Break even sales value	7,821.07	66,938.28	56,083.39	56,083.39	55,335.61	55,335.61	55,335.61
Break even ratio (%)	2.84	16.23	10.20	10.20	10.06	10.06	10.06
Fixed costs coverage ratio	35.16	6.16	9.81	9.81	9.94	9.94	9.94
Excluding cost of finance							
Fixed cost	6,288.13	37,728.78	37,728.78	37,728.78	37,728.78	37,728.78	37,728.78
Break even sales value	7,821.07	66,938.28	56,083.39	56,083.39	55,335.61	55,335.61	55,335.61
Break even ratio (%)	2.84	16.23	10.20	10.20	10.06	10.06	10.06
Fixed cost coverage ratio	35.16	6.16	9.81	9.81	9.94	9.94	9.94

NET INCOME STATEMENT

US Dollar

	Production 2012	Production 2013	Production 2014
Sales revenue	550,000.00	550,000.00	550,000.00
Less variable cost	175,000.39	175,000.39	175,000.39
VARIABLE MARGI	374,999.61	374,999.61	374,999.61
In % of sales revenue	68.18	68.18	68.18
Less fixed costs	37,728.78	37,728.78	37,728.78
OPERATIONAL MARGIN	337,270.83	337,270.83	337,270.83
In % of sales revenue	61.32	61.32	61.32
Interest on short term deposits	0.00	0.00	0.00
Financial cost	0.00	0.00	0.00
GROSS PROFIT FROM OPERATIONS	337,270.83	337,270.83	337,270.83
In % of sales revenue	61.32	61.32	61.32
Extra ordinary income	0.00	0.00	0.00
Extra ordinary loss	0.00	0.00	0.00
Depreciation allowances	0.00	0.00	0.00
GROSS PROFIT	337,270.83	337,270.83	337,270.83
Investment allowances	0.00	0.00	0.00
TAXABLE PROFIT	337,270.83	337,270.83	337,270.83
Income (corporate) tax	101,181.25	101,181.25	101,181.25
NET PROFIT	236,089.58	236,089.58	236,089.58
In % of sales revenue	42.93	42.93	42.93
Dividends	94,435.83	94,435.83	94,435.83
RETAINED PROFIT	141,653.75	141,653.75	141,653.75
RATIOS			
Net profit to equity (%)	36.32	36.32	36.32
Net profit to net worth (%)	14.16	1.05	12.10
Net profit +interest to investment (%)	36.69	36.69	36.69

PROJETE BALANCE SHEET

US Dollar

	4/2009 -12/2009	2010	2011	2012	2013	2014	2015	2016	2017
TOTAL ASSETS	650,000.00	650,000.00	741,122.80	822,496.27	962,078.95	1101632.70	1243272.56	1384926.31	1526570.05
Total Current assets	254,500.00	12,500.00	109,872.89	228,749.93	405,830.19	592884.51	762024.93	941179.25	1120333.57
Total fixed assets, net of depreciation	395,500.00	637,500.00	631,249.91	593,749.33	556,248.77	518748.20	481247.63	443747.06	406246.49
Accumulated losses brought forward	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
Loss in current year	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
TOTAL LIABILITIES	650,000.00	650,000.00	714,122.80	822,496.27	962,078.95	1101632.70	1243272.56	1384926.31	1526580.05
Total current liabilities	0.00	0.00	901.98	471.70	500.64	500.64	486.75	486.75	486.75
Total long-term debt	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
Total equity capital	650,000.00	650,000.00	650,000.00	650,000.00	650,000.00	650000.00	650000.00	650000.00	650000.00
Reserves, retained profit brought forward	0.00	0.00	0.00	90,220.82	172,024.57	311578.3200	451132.07	592785.81	734439.56
Retained profit	0.00	0.00	0.00	81,803.75	139,553.75	139553.75	141653.75	141653.75	141653.75
Net worth	650,000.00	650,000.00	740,220.82	822,024.57	961,578.32	1101132.07	1242785.81	1384439.56	1526093.31
RATIOS									
Equity to total liabilities (%)	100.00	100.00	87.70	79.03	67.56	59.00	52.28	46.93	42.58
Net worth to total liabilities (%)	100.00	100.00	99.88	99.94	99.95	99.95	99.96	99.96	99.97
Long term debt to net worth	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
Current assets to current liabilities	0.00	0.00	121.81	484.94	910.63	1164.29	1565.55	1933.61	2301.68

PROJECTE BALANCE SHEET

US Dollar

	2012	2013	2014
TOTAL ASSETS	1,668,233.80	1,809,887.55	1,951,541.30
Total Current assets	1,299,487.89	1,478,642.20	1,657,796.52
Total fixed assets, net of depreciation	368,745.92	331,245.35	293,744.78
Accumulated losses brought forward	0.00	0.00	0.00
Loss in current year	0.00	0.00	0.00
TOTAL LIABILITIES	168,233.80	1,809,887.55	1,951,541.30
Total current liabilities	468.75	486.750	486.75
Total long -term debt	0.00	0.00	0.00
Total equity capital	650,000.00	650,000.00	650,000.00
Reserves, retained profit brought forward	876,093.31	1,017,747.06	1,159,400.80
Retained profit	141,653.75	141,653.75	141,653.75
Net worth	1,567,747.06	1,809,400.80	1,951,054.55
RATIOS			
Equity to total liabilities (%)	38.96	35.91	33.31
Net worth to total liabilities (%)	99.97	99.97	99.98
Long term debt to net worth	0.00	0.00	0.00
Current assets to current liabilities	2669.74	3037.81	3405.88

BREAK – EVEN ANALYSIS - TOTAL			
US Dollar			
	Production 2012	Production 2013	Production 2014
Sales revenue	550,000.00	550,000.00	
Variable costs	175,000.39	175,000.39	
Variable margin	374,999.61	374,999.61	374,999.61
Variable margin ratio (%)	68.18	68.18	68.18
Including cost of finance			
Fixed costs	37,728.78	37,728.78	37,728.78
Financial costs	0.00	0.00	0.00
Break –even sales value	55,335.61	55,335.61	55,335.61
Break - even ratio (%)	10.06	10.06	10.06
Fixed costs coverage ratio	9.94	9.94	9.94
Excluding cost of finance			
Fixed costs	37,728.78	37,728.78	37,728.78
Break –even value	55,335.61	55,335.61	55,335.61
Break –even ratio (%)	10.06	10.06	10.06
Fixed costs coverage ratio	9.94.	9.94.	9.94.



29th July 2010

REF: PIL/IMP/2010

The Commissioner For Customs and Excise,
Tanzania Revenue Authority,
Dar es Salaam

n.f.s The Executive Director,
Tanzania Investment Centre,
P.O.BOX 938
Dar es salaam

Proper Report Plse
Dr. F
11/08/2010



Dear sir,

RE: APPLICATION FOR DUTY/VAT EXEMPTION/DEFERMENT ON OUR IMPORTATION OF INDUSTRIAL MACHINERY AND MATERIALS DEEMED CAPITAL GOODS FOR OUR POLYPET INDUSTRIES LTD ALONG MBEZI INDUSTRIAL AREA , PLOT NO 427 DSM.

We have the honour to submit our application applying for the exemption and or deferment of DUTY and VAT payable on our importation of industrial machinery equipments and materials (pet bottles production equipment/machinery and pet bottles resin dryer with hopper bin and loader together with compressors for the above – mentioned machinery) as per attached list/proforma invoices.

As you are already aware that our company POLYPET INDUSTRIES LTD is fully registered with Tanzania Investment Centre (Reg no 041652) have installed quite new and modern production machinery to meet all local and International standards of Pet bottles and other plastic products and packing materials, which is supplying to the local market demands as well as export to neighbouring countries.



P.O. Box 22345, Dar es Salaam, Tanzania

Te: +255 22 2627223, Fax: +255 22 2627224, Cell: +255 786 786785 E-mail: polypet.tz@gmail.com

We may be calling upon for your further approval as and when additional and supplementary supplies industrial machinery , equipment and materials are required.

We hereby confirm that the capital goods mentioned in the attached list will be solely for the furtherance of POLYPET INDUSTRIES LTD production activities.

Your continued co- operation and prompt attention into our application as herein above mentioned will be highly appreciated.

Thanking you in advance for your assistance

Yours Faithfully



Abdulkayum Dawood Kassam

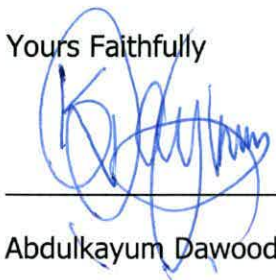
DIRECTOR

REF: PIL/IMP/2010

LIST OF INDUSTRIAL EQUIPMENTS, MACHINERY AND MATERIALS REQUIRED FOR IMPORTATIONS FOR OUR POLYPET INDUSTRIES LTD/PROJECT AT PLOT NO 427, MBEZI INDUSTRIAL AREA:-

SERIAL NO	ITEM AND DESCRIPTION	QUANTITY
1	ASB 50MB VER 1 2 MACHINE	1(ONE)
2	L & T PET RESIN DRYER WITH HOPPER BIN AND LOADER	1(ONE)
3	SRH 660 PISTON COMPRESSOR UNIT SHR-SERIES	2(TWO)
4	599013866P BOGE USDA-H1 19 1 SPECIAL PISTON COMPRESSOR LUBRICANT.	10(TEN)
5	MODEL NO. FTAF (32 X 60) BOTTOM SEALING & CUTTING MACHINE W. NO TENSION DEVICE TO SEAL UPTO 500 MICRON, WITH UP AND DOWN HEATING DEVICE AND METAL WORKING TABLE (1 LINE/ NO PRINTING PHOTOCCELL)	1(ONE) SET

Yours Faithfully



Abdulkayum Dawood Kassam

DIRECTOR



P.O. Box 22345, Dar es Salaam, Tanzania

Te:l +255 22 2627223, Fax: +255 22 2627224, Cell: +255 786 786785 E-mail: polypet.tz@gmail.com

Office C/111, Urvi Park, Opp. Oswal Park, Pokhran Road No. 2, Thane (W)
 Tel. No. +91 22 2173 6862 Mob. No. +91 9869575669
 Email jumboexports@gmail.com

Proforma Invoice no EXP/0035/10

Date 29.06.10

To: Polypet Industries Ltd.
 P.O. BOX- 22345
 Dar.es. Salaam, Tanzania

Supply of ASB 50MB Machine VER 1.2 and PET resin dryer.

Origin india.
 Destination Tanzania **By SEAFREIGHT**
 Terms of Delivery CFR Dar es Salaam, Tanzania
 Terms of Payment 100 % of invoice value to be remitted before dispatch

Packing Wooden crate / Export worthy packing
 Validity of offer One month

<u>Item</u>	<u>Description</u>	<u>Quantity</u>	<u>Amount US\$</u> <u>FOB MUMBAI</u>
	Description		
1	ASB 50MB Ver 1.2 machine	1	51000
2	L&T Pet resin dryer with hopper bin and loader	1	11000
TOTAL FOB MUMBAI		USD	62000
Seafreight From Mumbai to Dar.es Salaam in 20ft FCL Cargo Gross Wt 6000 Kg Approx.		USD	2700
TOTAL CFR Dar.es. Salaam		USD	64700

Handwritten signature/initials



POLYPET INDUSTRIES LTD.
 P.O.Box: 22345, Dar Es Salaam

2010-07-29

Office C/111, Urvi Park, Opp. Oswal Park, Pokhran Road No. 2, Thane (W)
Tel. No. : +91.22.2173 6862 Mob. No. : +91.9869575669
Email : jumboexports@gmail.com

Time of Delivery :

Four weeks for machine and dryer

We will start the manufacturing after receipt of 50% advance

In case of the delay caused by the reasons not attributable to the Seller, the equitable adjustment in contract shall be made after mutual agreement.

Terms of Payment .

50% of Invoice value as the commitment fee/advance by T/T remittance immediately on the confirmation of your order

Balance 50% after approval of sample and before dispatch.

Bank of India, New York
Swift Code : BKIDUS33
Account No : 0003325000


Beneficiary
Bank of India Panchpakhadi Branch
Swift Code : BKIDINBBPPD
Account No: 006820110000249
Name : JUMBO EXPORTS

Others

All other terms and conditions not specified in this quotation shall be mutually discussed and agreed

Formal contract shall be concluded between Polypet Industries Ltd and JUMBO EXPORTS

For JUMBO EXPORTS


Authorized Signatory

For Polypet Industries Ltd.


Authorized Signatory

2010 -07- 29

POLYPET INDUSTRIES LTD.
P.O.Box: 22345, Dar Es Salaam

CHERNG HORNG MACHINERY CO., LTD.

POSTAL ADDRESS:

P.O.BOX 42 123 TAIPEI, TAIWAN
 TEL:(02) 2981-1707, 2981-3178, 2982-9753
 FAX:886 - 2 - 29813455, 29817026
 E-MAIL:extruder@ms8.hinet.net

OFFICE AND FACTORY ADDRESS:

NO.2, LANE 393, ZHONGZHENG N. RD.,
 SANCHONG CITY, TAIPEI COUNTY,
 24157, TAIWAN.
 http:\\ www.film-inflation.com.tw
 http:\\ www.rewinder.com.tw

INSPECTION NO TZDAR 543105
 IDF NUMBER 1034186

INVOICE
 =====

ORIGINAL

NO. CH-10062408

DATE : JUN. 28, 2010

INVOICE OF AS BELOW

FOR ACCOUNT AND RISK OF MESSRS. POLYPET INDUSTRIES LTD.
 P.O.BOX 22345,
 DAR-ES-SALAAM,
 PLOT NO.427, MBEZI BEACH MAKONDE,
 NEXT TO SHAMO INDUSTRY.
 TANZANIA
 ATTN: MR. YUSUF DAWOOD
 FAX NO: 255 22 2861406
 CELL NO: 255 786 786 786
 E-MAIL: majipoa@hotmail.com

SHIPPED BY CHERNG HORNG MACHINERY CO., LTD. PER HYUNDAI OAKLAND V-002W

SAILING ON OR ABOUT JUN. 28, 2010 FROM KEELUNG, TAIWAN TO DAR ES SALAAM

MARKS & NOS.	DESCRIPTION OF GOODS	QUANTITY	UNIT PRICE	AMOUNT
CHERNG HORNG (IN DIAM.)			C&F DAR ES SALAAM	
DAR ES SALAAM W/NO. 1 MADE IN TAIWAN	MODEL NO. FTAF (32 X 60) BOTTOM SEALING & CUTTING MACHINE W. NO TENSION DEVICE TO SEAL UPTO 500 MICRON, WITH UP & DOWN HEATING DEVICE AND METAL WORKING TABLE (1 LINE/NO PRINTING PHOTOCCELL)	1 SET	USD10,950-	USD10,950-
	OCEAN FREIGHT.....			USD 750-
TOTAL:		1 SET VVVVV		USD11,700- VVVVVVVVVV

SAY TOTAL U. S. DOLLARS ELEVEN THOUSAND SEVEN HUNDRED ONLY.

YEAR OF PRODUCTION: 2010

CHERNG HORNG MACHINERY CO., LTD.

[Signature]
 MANAGER

INVOICE (COPY)

BOGE, Postfach 100713, 33507 Bielefeld

Polypet Industries Ltd.
 Plot No427 Mbezi Beach-Makonde
 DAR ES SALAAM
 TANZANIA

Consignee's address

Polypet Industries Ltd.
 Plot No427 Mbezi Beach-Makonde
 DAR ES SALAAM
 TANZANIA

Please indicate at payment and queries

Invoice No.	Invoice Date	Customer No.	Page
90274745	08.06.2010	1288939	1 / 2
O/C No./Date	Delivery No./Date		
215785/05.02.2010	80256518/27.05.2010		

Contact Information

Contact person Mr Dyck	Fon +49 5206-601 179
E-Mail r.dyck@boge.de	Fax +49 5206 601-4179
V.A.T. No. DE126938128	Supplier-No.

Order Information

Date of Order 05.02.2010	Order No. Mr. Kayum D. Kassam	Your V.A.T. No.
Your reference	Name	

Shipment Information

Shipping method by seafreight	Packing heavy wooden crate acc. to
Incoterms 2000 CFR Dar-es-Salaam	Date for despatch 09.06.2010

Item	Material	Quantity	Unit Price	Value EUR
IDF No. 1027350 / TZDAR0536178				
100	SRH 660 SRH 660 Piston compressor unit SRH-series With the equipment No. 5038486 5038487 With following components: Type SRH 660 max. pressure 35 Suction capacity 660 l/min Free air delivery 509 l/min Cylinder/min-1 3 cyl. / 680 rpm Motor capacity 5.5 kW Supply voltage 400 Volt / 50 Hz Control voltage 230V AC Suction filter mounted Cyclone separator with solenoid drain valve Assembly kit Assembly kit with cond. drain Operating hours counter installed Oil first filling BOGE-USDA-H1 100 Label manufacturer	2 pcs.	3.500,00	7.000,00
200	599013866P BOGE USDA-H1 100 19 1 special piston compressor lubricant No. of Harmon. System: 27101981 Country of origin: Germany	10 pcs.	416,00	4.160,00
	No. of Harmon. System: 84148051 Country of origin: Germany			

BOGE AIR. THE AIR TO WORK.



INVOICE (COPY)

Please indicate at payment and queries

Invoice No.	Invoice Date	Customer No.	Page
90274745	08.06.2010	1288939	2 / 2

Item	Material	Quantity	Unit Price	Value EUR
300	KOSTEN0014 Freight charges CFR	1 pcs.	1.282.00	1.282.00

gross weight: 334 KG netweight: 255 KG
Size: 145 x 110 x 115 cm
wooden bell crate

gross weight: 334 KG netweight: 255 KG
Size: 145 x 110 x 115 cm
wooden bell crate

Invoice Amount EUR

12.442,00

Payment term: special terms of payment, see separate text

PAYMENT TERM:

50% advance by banktransfer to put order in force.
50% balance by banktransfer against notification that goods ready for despatch.

Packing: 2 bell crates

shipping Marks

POLYPET INDUSTRIES LTD.
215785
DAR ES SALAAM PORT TANZANIA
MADE IN GERMANY

Packing material acc. to IPPC Standard:
HT-treated DE-NW-2-4900 444-HT

Country of origin :
Federal Republic of Germany

BOGE KOMPRESSOREN

i.A. Kerim Homburg

[Handwritten signature]
KOMPRESSOREN
Postfach 10 07 13, 33507 Bielefeld

We work exclusively on basis of our general terms of business. (Version 12/2009).
Court of jurisdiction is Bielefeld. All goods remain our property until full payment has been credited.

Customer Notice

Minimum order value for order acceptance is 100 EUR worth of goods
(using onlineshop only 50 EUR).

1 set certificates of quality inspection according to applicable regulations and directives with
invoice free of charge. Expenses for subsequent / replacement documentation will be charged separately.

Bank details

Deutsche Bank AG Bielefeld (480 700 20) * account no. 149 419 * BIC: DEUTDE33 * IBAN: DE 37 48070020 00 149419 00
Commerzbank AG Bielefeld (480 400 35) * account no. 765 805 700 * BIC: COBADEFF480 * IBAN: DE27 4804 0035 0765 8057 00
Sparkasse Bielefeld (480 501 61) * account no. 339 111 7 * BIC: SPBIDE33 * IBAN: 16480501610003391117
Bankhaus Lampe (480 201 51) * account no. 180 580 * BIC: LAMPDE33 * IBAN: DE43480201510000180580

Postal address:
Postfach 10 07 13 | 33507 Bielefeld

Visitors' address:
Otto-Boge-Straße 1-7 | 33739 Bielefeld

Delivery address:
Lechtermannshof 26 | 33739 Bielefeld

For: +49 5206 601-0 | Fax 601-200
info@boge.com | www.boge.com

BOGE KOMPRESSOREN Otto Boge GmbH & Co. KG | Sitz Bielefeld | AG Bielefeld HRA 9554 | Ph.G.: Industrie-Beteiligungs-GmbH, Bielefeld | AG Bielefeld HRB 7370
Board of Management: Rolf Struppek, Wolf D. Meier-Scheuven

Verified True Copy
of The Original

Signature
Date

[Handwritten Signature]
20/3/2009



No 00215443

THE UNITED REPUBLIC OF TANZANIA

For: Executive Director
Tanzania Investment Centre

Certificate of Incentives

(Section 17 of the Tanzania Investment Act, 1997)

041652

No:

This is to certify that

.....
POLYPET INDUSTRIES LTD
.....

of address
P.O. BOX 22345

.....
DAR ES SALAAM
.....

has been granted a Certificate of Incentives to invest in a new, ~~rehabilitation~~ ~~expansion~~ ~~or equity~~ ~~of the~~ enterprise known as

.....
POLYPET INDUSTRIES LTD
.....

Which is located at
PLOT NO. 427, MBEZI INDUSTRIAL AREA

.....
DAR ES SALAAM
.....

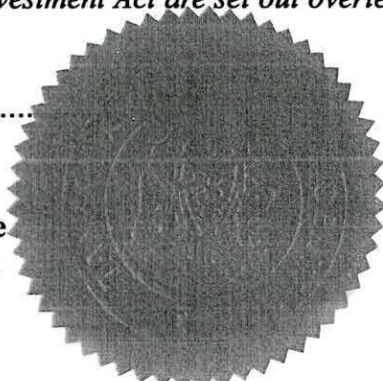
Further particulars required by Section 17 of the Tanzania Investment Act are set out overleaf.

[Handwritten Signature]

.....
Executive Director

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

Dated
20TH MARCH 2009



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

1. Shareholders
- | Shareholders | Nationality | Shareholding (%) |
|--------------------------|-------------|------------------|
| Yusuf Dawood Kassam | Tanzanian | 50 |
| Abdulkayum Dawood Kassam | Tanzanian | 50 |
2. Proposed Activities: To establish manufacturing facilities for fruit juice, mineral water, pet bottles and packing materials
3. Sector: Manufacturing Subsector: Mineral water
4. Investment cost: Foreign USD 0.65m. Local - Total USD 0.65m.
5. Project Financing: Equity USD 0.65m. Loans - Total USD 0.65m.
6. Source, terms and conditions of loan
7. Assets to be invested:
- | Capital items: | Foreign | Local | Total |
|----------------|------------|-------|------------|
| | USD 0.65m. | - | USD 0.65m. |
8. Technology Agreement: None
9. Date of TIC Registration: 11th March 2009
10. Implementation period: March 2009 - February 2012
11. Operative date: March 2012
12. Investment Incentive Grade: As defined in part III Section 19 (1), (2) and Section 20 of the Tanzania Investment Act, 1997 And VAT as per Customs Tariff Act, 1976 & VAT Act 1997
- (i) Applicable Import Duty: As per Income Tax Act, 2004 (as amended)
 - (ii) Applicable with-holding Tax: As per Income Tax Act, 2004 (as amended)
 - (iii) Eligibility of Capital Allowances: As per Income Tax Act, 2004 (as amended)
13. Protection of Investment, Arbitration and Transfer of Foreign Currency: as defined in part III Section 21, 22 and 23 of the Act.
14. Conditions attached to this Certificate of Incentives
- (i) Date of Commencement of investment has to be notified to the Centre.
 - (ii) Certificate not to be transferred, assigned or amended
 - (iii) Failure to commence implementation within two years invalidates Certificate
 - (iv) Failure to operate investment must be notified to the Centre
 - (v) Changes in shareholding, project activities and level of invested capital must be notified to the centre
15. Additional conditions attached to Certificate
- Finished good is not allowed under this certificate

Signed 
Executive Director

TANZANIA



Certificate of Incorporation

Section 15

No 69839

I HEREBY CERTIFY THAT

POLYPET INDUSTRIES 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 20TH day of **FEBRUARY**

TWO THOUSAND AND NINE

[Signature]
Asst. Registrar of Companies



THE UNITED REPUBLIC OF TANZANIA

The National Industries (Licensing and Registration) Act, 1967
(Sections 28(f))

TEMPORARY INDUSTRIAL LICENSE

License No **00000456**
ISIC Class No **3113/02/20090717**
Issued at **DAR ES SALAAM**
Name of firm and address **POLYPET INDUSTRIES LIMITED**
P.O. BOX 22345
DAR ES SALAAM

The License permits operating a factory to manufacture for sale
FRUIT JUICE AND MINERAL WATER =====

Subject to the following conditions

- (i) that the bearer is obliged to submit annual progress reports on the project
- (ii) that the product shall conform to the standards accepted by National standards Institute
- (iii) Others: **1. That locally available inputs must be used.**

**2. That be Approved by the National Environmental
Management Council.**

Location of the factory **Plot No. 427 Mbezi Beach Dar es Salaam.**

24TH JULY 2009
Date

dak

G. BinaMungu

Registrar Ministry of Industry, Trade and
Marketing



NEW 2009

CI 64839

Box 22345 DSM.

TEN 226
(Rev 2003)

JAMHURI YA MUUNGANO WA TANZANIA

LESENI YA BIASHARA

B N° 01204772

(Imetolewa chini ya Sheria ya Leseni za Biashara Na. 25 ya Mwaka 1972. marekebisho ya mwaka 1980 na masharti yaliyo nyuma)

*Futa isiyotakiwa

- 1 Ofisi iliyotolewa: MINISTRY OF INDUSTRY, TRADE & MARKETING
- 2 Nambari ya Ushuru wa mapato: 107 - 823 - 565
- 3 Leseni imetolewa kwa POLYPET INDUSTRIES LTD
 khondeshi biashara ya MANUFACTURES OF FRUIT JUICE & MINERAL WATER
 katika Wilaya/Kaa ya KINDUANI Mtaa MBEZI BEACH
PLOT 427
- 4 Ni ya Shina/Tani*
 Ada Sh. _____ Nambari ya Stakabadhi _____
 ya tarehe _____
- 5 Mpya iorandeleza* muda wa leseni Na _____
 ya tarehe _____
 (ii) Muda wa leseni hii utaiisha 01/01/20

Tarehe...

8/12/2009

Sahibi na Mkuuzi wa Mtoaji Leseni

DIRECTOR FOR INTERNAL TRADE

GP DSM

THE UNITED REPUBLIC OF TANZANIA
MINISTRY OF LABOUR, EMPLOYMENT AND YOUTH DEVELOPMENT
OCCUPATIONAL SAFETY AND HEALTH AUTHORITY (OSHA)
THE OCCUPATIONAL HEALTH AND SAFETY ACT NO.5 OF 2003

COMPLIANCE LICENCE

Reg. Certificate No: **DAR/000633**

NO. 009002

Name of the occupier/owner: **POLYPET INDUSTRIES LTD.**

Address and location of factory/workplace: **P.O BOX 22345, D'SALAAM
PLOT NO. 427 MBEZI BEACH
MAKONDE ADJACENT, SHAMO
AREA**

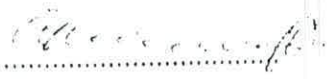
Nature of work : **PET BOTTLES MANUFACTURER**

The occupier/owner has been issued with a compliance licence after fulfilling the requirements of The Occupational Health and Safety Act; and is required to observe the conditions of licence.

Validity Period of Licence: **UNTIL JANUARY, 2011**

Place of Issue: **OSHA, HEADQUARTERS, P.O.BOX 519, DAR ES SALAAM**

Date of Issue: **10TH FEBRUARY, 2010**


**H.I. Kitumbo
CHIEF INSPECTOR**

Conditions:

1. The occupier/owner must comply with The Occupational Health and Safety Act and its subsidiary legislation throughout the validity period of the licence.
2. Non-compliance at anytime can attract legal actions and/or revocation of a licence.
3. This certificate should be attached to the General Register.

CTIN: 0534600



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

POLYPET INDUSTRIES LIMITED

.....

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

107-823-565

with effect from 19-Mar-2009

JOANNES N. A. MALLY

OFFICIAL SEAL

COMMISSIONER FOR DOMESTIC REVENUE



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
POLYPET INDUSTRIES LIMITED**

WHOSE TAXPAYER IDENTIFICATION NUMBER (TIN) IS

107-823-565

HAS BEEN REGISTERED FOR VALUE ADDED TAX (VAT)

AND ASSIGNED VAT REGISTRATION NUMBER (VRN)

40-003398-I

FOR BUSINESS LOCATED AT MBEZI BEACH INDUSTRIAL 427
DAR ES SALAAM

WITH EFFECT FROM 30 April 2009

GIVEN UNDER MY HAND

THIS 30th **DAY OF** April 2009

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



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

1. PLANNED ACTIVITIES FOR THE PERIOD.

To process fruit juices, bottled mineral water, manufacturing PET Bottled and packaging materials, as well as acquisition of motor vehicles, machinery and land for factory premises.

2. ACHIEVEMENTS MADE ON THE PROJECT IMPLEMENTATION TO DATE:

- a) Areas of achievements were made particularly in the acquisition of supplies and installation of machinery and equipment which has enabled the company to commence manufacturing PET Bottles and packaging materials for own use and sale to local markets as well as acquisition of motor vehicles and lease of premises for own factory/industrial use.

3. PROJECT FINANCIAL EXPENDITURE TO DATE:

ITEM	FOREIGN (\$)	LOCAL	TOTAL (Tshs)
LAND AND BUILDING (RENT)	7,200.00	-	-
PLANT AND MACHINERIES	300,000.00	28,355,450/-	28,355,450/-
VEHICLES/AIRCRAFTS	-	70,950,580/-	70,950,580/-
FURNITURE	-	7,850,990/-	7,850,990/-
OFFICE EQUIPMENTS	-	950,000/-	950,000/-
INSURANCE COVERS	-	5,650,675/-	5,650,675/-
PRE-OPERATIONAL EXPENDITURE	-	10,540,770/-	10,540,770/-
WORKING CAPITAL	-	-	-
GRAND TOTAL	307,200.00	124,298,465/-	124,298,465/-

4. PROJECT FINANCING

The project is being financed from local shareholders contributors.

5. PROBLEMS AND SOLUTIONS

- a) Construction of the factory building has not been accomplished due to delay in allocation of proper land to our company. The company is still negotiating with proper authorities for allocation of suitable land who have promised to allocate the company with proper land in the near future.
In the mean time, the company has managed to rent/lease suitable premises for our factory/industry for production purposes.
- b) Delay in releasing and clearing our consignments of raw materials from the port authorities is a major problem and has been adversely affecting our planned and timely production as well as delivery of goods to our customers.

- c) Too much harassment by traffic police on our delivery vehicles is just too much and uncalled for. They will always try to find (what they call as fault), what is this for!!!
- d) Uncalled for visits by the immigration authorities is another problem area. They come as what they call are physical inspection visits almost on a monthly basis. We find it so embarrassing considering the fact that currently, we have managed to employ only two (2) expatriates on approval of the immigration department.

6. FUTURE PLANS

- a) The company in addition to improving and expansion of its production capacities to enable meet the ever increasing market demands which were formerly depending importations of PET Bottles from Nairobi. Thus our intentions to install more production machineries which will enable our company increase production and quality of our products.

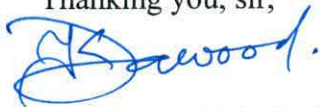
It is intended to expand our factory capacities in the coming near future to enable our company to cope-up with the said increase of our products in the markets.

- b) Our company also is planning to undertake and install full automatic recycling plant which will employ more than 1,000 people. Discussions with the financiers (World Bank) are at full swing. The company will also accomplish the construction of the factory premises.

7. RECOMMENDATIONS AND ANY OTHER COMMENTS.

Please note our achievements and our future plans as here in above mentioned and approve our application for the extension and importation of more production machineries to enable our company meet the ever increasing demands on our quality products. You are cordially here by invited to visit the factory premises to verify our here by aforesaid performances and achievements.

Thanking you, sir,



YUSUF DAWOOD KASSAM
POLYPET INDUSTRIES LTD,
P.O.BOX 22345,
DAR ES SALAAM,
TANZANIA.









10

TICC/PP.10/041652/10

21/09/2010

Commissioner for Customs & Excise,
Tanzania Revenue Authority,
P.O. Box 9053,
DAR ES SALAAM

Dear Sir,

**RE: DUTY/VAT EXEMPTION ON THE CAPITAL/DEEMED CAPITAL
GOODS OF CERTIFICATE OF INCENTIVES NO. 041652**

M/S Polypet Industries Limited is a TIC registered company with certificate of incentives **No. 041652** which is valid up to **February 2012**

The company has been registered with objectives of establishing manufacturing facilities for fruit juice, mineral water, pet bottles and packing materials.

Attached herewith please find a list of Capital/ Deemed Capital Goods for Duty and VAT exemption approval.

Yours sincerely

TANZANIA INVESTMENT CENTRE


N.A. Senzia

FOR: EXECUTIVE DIRECTOR

11th April 2011

REF: PIL/IMP/2011

The Commissioner for Customs and Excise,
Tanzania Revenue Authority,
Dar es Salaam

n.f.s The Executive Director,

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



Dear sir,

RE: APPLICATION FOR DUTY/VAT EXEMPTION/DEFERMENT ON OUR IMPORTATION OF INDUSTRIAL MACHINERY AND MATERIALS DEEMED CAPITAL GOODS FOR OUR POLYPET INDUSTRIES LTD ALONG MBEZI INDUSTRIAL AREA , PLOT NO 427 DSM.

We have the honor to submit our application applying for the exemption and or deferment of DUTY and VAT payable on our importation of industrial machinery equipments and materials (Injection molding system, piovon chiller and UPM conveyor) as per attached list/proforma invoices.

As you are already aware that our company POLYPET INDUSTRIES LTD is fully registered with Tanzania Investment Centre (Reg no 041652) have installed quite new and modern production machinery to meet all local and International standards of Pet bottles and other plastic products and packing materials, which is supplying to the local market demands as well as export to neighboring countries.

Please also note that the attached list of industrial machinery, equipments and materials required for the development and use at our factory project/company is not conclusive.

P.O. Box 22345, Dar es Salaam, Tanzania

Te: +255 22 2627223, Fax: +255 22 2627224, Cell: +255 786 786785 E-mail: polypet.tz@gmail.com

We may be calling upon for your further approval as and when additional and supplementary supplies industrial machinery, equipment and materials are required.

We hereby confirm that the capital goods mentioned in the attached list will be solely for the furtherance of POLYPET INDUSTRIES LTD production activities.

Your continued co- operation and prompt attention into our application as herein above mentioned will be highly appreciated.

Thanking you in advance for your assistance

Yours Faithfully



Abdulkayum Dawood Kassam



DIRECTOR

REF: PIL/IMP/2011

LIST OF INDUSTRIAL EQUIPMENTS, MACHINERY AND MATERIALS REQUIRED FOR IMPORTATIONS FOR OUR POLYPET INDUSTRIES LTD/PROJECT AT PLOT NO 427, MBEZI INDUSTRIAL AREA:-

SERIAL NO	ITEM AND DESCRIPTION	QUANTITY
1	HUSKY INJECTION MOLDING SYSTEM MODEL G160GEN RSS60/50 SER NO 2099946	1(ONE)(assemble in 3 pieces)
2	PIOVAN CHILLER MODEL RPN 600,NR ORE 2157-9452, ART R22K6 25.5	1(ONE)(assemble in 5 pieces)
3	UPM CONVEYOR 'DYNA COM'	1(ONE)

Yours Faithfully



Abdulkayum Dawood Kassam

DIRECTOR

Certified True Copy
of The Original

Signature
Date

[Handwritten Signature]
20/3/2009



No 00215443

For: Executive Director
Tanzania Investment Centre

THE UNITED REPUBLIC OF TANZANIA

Certificate of Incentives

(Section 17 of the Tanzania Investment Act, 1997)

No: 041652

This is to certify that

POLYPET INDUSTRIES LTD

of address P.O. BOX 22345

DAR ES SALAAM

has been granted a Certificate of Incentives to invest in a new, ~~rehabilitation~~ *rehabilitation* expansion
or equity of the enterprise known as

POLYPET INDUSTRIES LTD

Which is located at PLOT NO. 427, MBEZI INDUSTRIAL AREA

DAR ES SALAAM

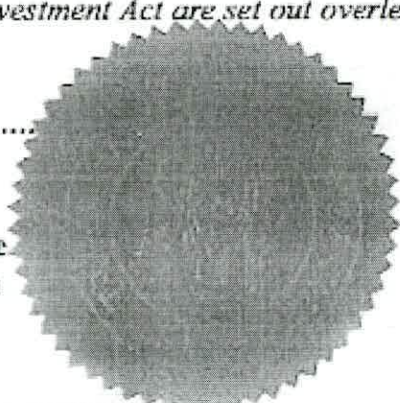
Further particulars required by Section 17 of the Tanzania Investment Act are set out overleaf.

[Handwritten Signature]

Executive Director

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

Dated 20TH MARCH 2009



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

1. Shareholders

Shareholders	Nationality	Shareholding (%)
Yusuf Dawood Kassam	Tanzanian	50
Abdulkayum Dawood Kassam	Tanzanian	50
2. Proposed Activities: To establish manufacturing facilities for fruit juice, mineral water, pet bottles and packing materials
3. Sector: Manufacturing Subsector: Mineral water
4. Investment cost:

Foreign	USD 0.65m.	Local	-	Total	USD 0.65m.
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5. Project Financing:

Equity	USD 0.65m.	Loans	-	Total	USD 0.65m.
--------	------------	-------	---	-------	------------
6. Source, terms and conditions of loan
7. Assets to be invested:

Capital items:	Foreign	Local	Total
	USD 0.65m.	-	USD 0.65m.
8. Technology Agreement: None
9. Date of TIC Registration: 11th March 2009
10. Implementation period: March 2009 - February 2012
11. Operative date: March 2012
12. Investment Incentive Grade: As defined in part III Section 19 (1), (2) and Section 20 of the Tanzania Investment Act, 1997 And VAT as per Customs Tariff Act, 1976 & VAT Act 1997
 - (i) Applicable Import Duty
 - (ii) Applicable with-holding Tax: As per Income Tax Act, 2004 (as amended)
 - (iii) Eligibility of Capital Allowances: As per Income Tax Act, 2004 (as amended)
13. Protection of Investment, Arbitration and Transfer of Foreign Currency: as defined in part III Section 21, 22 and 23 of the Act.
14. Conditions attached to this Certificate of Incentives
 - (i) Date of Commencement of investment has to be notified to the Centre.
 - (ii) Certificate not to be transferred, assigned or amended
 - (iii) Failure to commence implementation within two years invalidates Certificate
 - (iv) Failure to operate investment must be notified to the Centre
 - (v) Changes in shareholding, project activities and level of invested capital must be notified to the centre
15. Additional conditions attached to Certificate: Finished good is not allowed under this certificate.



I.C.S. "EUROPLAST - CHISINAU" SRL

MD-2009, str. Puskin, 10
or. Chisinau, Republica Moldova
tel.: (373-22) 24-12-98, 24-17-83,
(373-22) 412-000

Fax: (373-22) 24-15-94,
(373-22) 412-333
e-mail: info@europlast.md
www.europlast.md

Invoice №: 02/03-11 Date: 02.03.2011

SUPPLIER / SELLER

I.C.S. "EUROPLAST-CHISINAU" S.R.L.
str. Puskin, 10, MD - 2009 CHISINAU, Republic of Moldova
Beneficiary account: 225174126, Beneficiary bank: BC "MOLDOVA-AGROINDBANK", S.A.,
Filiala "Mihai Eminescu", Chisinau, Moldova
SWIFT: AGRNMD2X, Correspondent bank: Acc.No. 400-8865297-01EUR
THE COMMERZBANK AG, Frankfurt/Main, Germany
SWIFT: COBADEFF

CONSIGNEE / BUYER

Polypet Industries Ltd
P.O. Box 22345, Dar-es-salaam, Tanzania, Plot no.427, Mbezi beach Makonde, Next to Shamo industry

CONTRACT № 03/03-11 dd " 01" of March 2011

Equipment transferred under this Contract is not new and was previously in operation.

Quantity, pieces	Description	Price, EURO
3	Husky injection molding system model G160GEN RSS60/50 ser. № 2099946; (Canada)	26 000
5	Piovan Chiller model RPN600, nr. ORE 2157-9452, art. R22k6 25.5, manufactured in 1999, (Italy)	3 200
1	UPM Conveyor "Dyna Com" (UPM Machinery sales Ltd, United Kingdom)	800
	Insurance	150
	Freight	4 700
Total amount, EURO		34 850

Terms of Delivery: CIF Dar-es-Salaam, Tanzania (INCOTERMS 2000)

Director



Kuchuk G.B.

POLYPET INDUSTRIES LTD.
P.O.Box: 22345, Dar Es Salaam

TANZANIA



Certificate of Incorporation

Section 15

No 69839

I HEREBY CERTIFY THAT

POLYPET INDUSTRIES 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 20TH day of FEBRUARY

TWO THOUSAND AND NINE

Asst. Registrar of Companies

PROGRESS REPORT

POLYPET INDUSTRIES LTD

P. O. BOX 22345

DAR ES SALAAM

MARCH 2009 – MARCH 2011

1. PLANNED ACTIVITIES FOR THE PERIOD.

To process fruit juices, bottled mineral water, manufacturing PET Bottled and packaging materials, as well as acquisition of motor vehicles, machinery and land for factory premises.

2. ACHIEVEMENTS MADE ON THE PROJECT IMPLEMENTATION TO DATE:

- a) Areas of achievements were made particularly in the acquisition of supplies and installation of machinery and equipment which has enabled the company to commence manufacturing PET Bottles and packaging materials for own use and sale to local markets as well as acquisition of motor vehicles and lease of premises for own factory/industrial use.

3. PROJECT FINANCIAL EXPENDITURE TO DATE:

ITEM	FOREIGN (\$)	LOCAL	TOTAL (Tshs)
LAND AND BUILDING (RENT)	14,400.00	-	-
PLANT AND MACHINERIES	378,000.00	35,655,050/-	35,655,050/-
VEHICLES/AIRCRAFTS	-	70,950,580/-	70,950,580/-
FURNITURE	-	7,850,990/-	7,850,990/-
OFFICE EQUIPMENTS	-	55,950,000/-	55,950,000/-
INSURANCE COVERS	-	5,650,675/-	5,650,675/-
PRE-OPERATIONAL EXPENDITURE	-	17,040,900/-	17,040,900/-
WORKING CAPITAL	-	-	-
GRAND TOTAL	392,200.00	193,098,195/-	193,098,195/-

4. PROJECT FINANCING

The project is being financed from local shareholders contributors.

5. PROBLEMS AND SOLUTIONS

- a) Construction of the factory building has not been accomplished due to delay in allocation of proper land to our company. The company is still negotiating with proper authorities for allocation of suitable land who have promised to allocate the company with proper land in the near future.

In the mean time, the company has managed to rent/lease suitable premises for our factory/industry for production purposes.

- b) Delay in releasing and clearing our consignments of raw materials from the port authorities is a major problem and has been adversely affecting our planned and timely production as well as delivery of goods to our customers.

- c) Too much harassment by traffic police on our delivery vehicles is just too much and uncalled for. They will always try to find (what they call as fault), what is this for!!!
- d) Uncalled for visits by the immigration authorities is another problem area. They come as what they call are physical inspection visits almost on a monthly basis. We find it so embarrassing considering the fact that currently, we have managed to employ only two (2) expatriates on approval of the immigration department.

6. FUTURE PLANS

- a) The company in addition to improving and expansion of its production capacities to enable meet the ever increasing market demands which were formerly depending importations of PET Bottles from Nairobi. Thus our intentions to install more production machineries which will enable our company increase production and quality of our products.

It is intended to expand our factory capacities in the coming near future to enable our company to cope-up with the said increase of our products in the markets.

- b) Our company also is planning to undertake and install full automatic recycling plant which will employ more than 1,000 people. Discussions with the financiers (World Bank) are at full swing. The company will also accomplish the construction of the factory premises.

7. RECOMMENDATIONS AND ANY OTHER COMMENTS.

Please note our achievements and our future plans as here in above mentioned and approve our application for the extension and importation of more production machineries to enable our company meet the ever increasing demands on our quality products. You are cordially here by invited to visit the factory premises to verify our here by aforesaid performances and achievements.

Thanking you, sir,

YUSUF DAWOOD KASSAM
POLYPET INDUSTRIES LTD,
P.O.BOX 22345,
DAR ES SALAAM,
TANZANIA.

CTIN.: 0564600



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

POLYPET INDUSTRIES LIMITED

.....

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

107-823-565

.....

with effect from 19-Mar-2009


JOANNES N. A. MALLY

OFFICIAL SEAL

COMMISSIONER FOR DOMESTIC REVENUE

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

11th April 2011

REF: PIL/IMP/2011

The Commissioner for Customs and Excise,

Tanzania Revenue Authority,

Dar es Salaam

n.f.s The Executive Director,

Tanzania Investment Centre,

P.O.BOX 938

Dar es Salaam



Dear sir,

RE: APPLICATION FOR DUTY/VAT EXEMPTION/DEFERMENT ON OUR IMPORTATION OF INDUSTRIAL MACHINERY AND MATERIALS DEEMED CAPITAL GOODS FOR OUR POLYPET INDUSTRIES LTD ALONG MBEZI INDUSTRIAL AREA , PLOT NO 427 DSM.

We have the honor to submit our application applying for the exemption and or deferment of DUTY and VAT payable on our importation of industrial machinery equipments and materials (Pet bottle stretch blow moulding machine, pet resin dehumidifying dryer and colour dosing unit) as per attached list/proforma invoices.

As you are already aware that our company POLYPET INDUSTRIES LTD is fully registered with Tanzania Investment Centre (Reg no 041652) have installed quite new and modern production machinery to meet all local and International standards of Pet bottles and other plastic products and packing materials, which is supplying to the local market demands as well as export to neighboring countries.

Please also note that the attached list of industrial machinery, equipments and materials required for the development and use at our factory project/company is not conclusive.

P.O. Box 22345, Dar es Salaam, Tanzania

Te:l +255 22 2627223, Fax: +255 22 2627224, Cell: +255 786 786785 E-mail: polypet.tz@gmail.com

We may be calling upon for your further approval as and when additional and supplementary supplies industrial machinery, equipment and materials are required.

We hereby confirm that the capital goods mentioned in the attached list will be solely for the furtherance of POLYPET INDUSTRIES LTD production activities.

Your continued co- operation and prompt attention into our application as herein above mentioned will be highly appreciated.

Thanking you in advance for your assistance

Yours Faithfully



Abdulkayum Dawood Kassam

DIRECTOR

REF: PIL/IMP/2011

LIST OF INDUSTRIAL EQUIPMENTS, MACHINERY AND MATERIALS REQUIRED FOR IMPORTATIONS FOR OUR POLYPET INDUSTRIES LTD/PROJECT AT PLOT NO 427, MBEZI INDUSTRIAL AREA:-

SERIAL NO	ITEM AND DESCRIPTION	QUANTITY
1	NISSEI ASB 50MB VER 3 INJECTION STRECTH BLOW MOULDING MACHINE	1(ONE)
2	LARSON & TURBO LUXOR-80 PET RESIN DEHUMIDIFYING DRYER	1(ONE)
3	MOVACOLOR MC-12 COLOUR DOSING	1(ONE)

Yours Faithfully



Abdulkayum Dawood Kassam

DIRECTOR

P.O. Box 22345, Dar es Salaam, Tanzania

Te:l +255 22 2627223, Fax: +255 22 2627224, Cell: +255 786 786785 E-mail: polypet.tz@gmail.com

CTIN.: 0564600



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

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107-823-565

.....

with effect from 19-Mar-2009

JOANNES N. A. MALLY

OFFICIAL SEAL

COMMISSIONER FOR DOMESTIC REVENUE

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

PROGRESS REPORT

POLYPET INDUSTRIES LTD

P. O. BOX 22345

DAR ES SALAAM

MARCH 2009 – MARCH 2011

- c) Too much harassment by traffic police on our delivery vehicles is just too much and uncalled for. They will always try to find (what they call as fault), what is this for!!!
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- b) Our company also is planning to undertake and install full automatic recycling plant which will employ more than 1,000 people. Discussions with the financiers (World Bank) are at full swing. The company will also accomplish the construction of the factory premises.

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Please note our achievements and our future plans as here in above mentioned and approve our application for the extension and importation of more production machineries to enable our company meet the ever increasing demands on our quality products. You are cordially here by invited to visit the factory premises to verify our here by aforesaid performances and achievements.

Thanking you, sir,

YUSUF DAWOOD KASSAM
POLYPET INDUSTRIES LTD,
P.O.BOX 22345,
DAR ES SALAAM,
TANZANIA.

1. PLANNED ACTIVITIES FOR THE PERIOD.

To process fruit juices, bottled mineral water, manufacturing PET Bottled and packaging materials, as well as acquisition of motor vehicles, machinery and land for factory premises.

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3. PROJECT FINANCIAL EXPENDITURE TO DATE:

ITEM	FOREIGN (\$)	LOCAL	TOTAL (Tshs)
LAND AND BUILDING (RENT)	14,400.00	-	-
PLANT AND MACHINERIES	378,000.00	35,655,050/-	35,655,050/-
VEHICLES/AIRCRAFTS	-	70,950,580/-	70,950,580/-
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WORKING CAPITAL	-	-	-
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In the mean time, the company has managed to rent/lease suitable premises for our factory/industry for production purposes.

- b) Delay in releasing and clearing our consignments of raw materials from the port authorities is a major problem and has been adversely affecting our planned and timely production as well as delivery of goods to our customers.

TANZANIA



Certificate of Incorporation

Section 15

No **69839**

I HEREBY CERTIFY THAT

POLYPET INDUSTRIES 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 **20TH** day of **FEBRUARY**

TWO THOUSAND AND NINE

Asst. Registrar of Companies

certified true copy
of the Original

Signature _____
Date 20/3/2009



No 00215443

For: Executive Director
Tanzania Investment Centre

Certificate of Incentives

(Section 17 of the Tanzania Investment Act, 1997)

No: 041652

This is to certify that

POLYPET INDUSTRIES LTD

of address P.O. BOX 22345
DAR ES SALAAM

has been granted a Certificate of Incentives to invest in a new, ~~rehabilitation~~ ~~expansion~~
or equity of the enterprise known as

POLYPET INDUSTRIES LTD

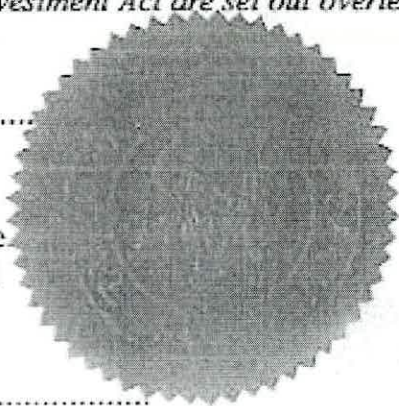
Which is located at PLOT NO. 427, MBEZI INDUSTRIAL AREA
DAR ES SALAAM

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

Executive Director

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

Dated 20TH MARCH 2009



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

1. Shareholders

Shareholders	Nationality	Shareholding (%)
Yusuf Dawood Kassam	Tanzanian	50
Abdulkayum Dawood Kassam	Tanzanian	50
2. Proposed Activities: To establish manufacturing facilities for fruit juice, mineral water, pet bottles and packing materials.
3. Sector: Manufacturing Subsector: Mineral water
4. Investment cost:

Foreign	Local	Total
USD 0.65m.	—	USD 0.65m.
5. Project Financing:

Equity	Loans	Total
USD 0.65m.	—	USD 0.65m.
6. Source, terms and conditions of loan
7. Assets to be invested:

Capital items:	Foreign	Local	Total
	USD 0.65m.	—	USD 0.65m.
8. Technology Agreement: None
9. Date of TIC Registration: 11th March 2009
10. Implementation period: March 2009 - February 2012
11. Operative date: March 2012
12. Investment Incentive Grade: As defined in part III Section 19 (1), (2) and Section 20 of the Tanzania Investment Act, 1997 And VAT as per Customs Tariff Act, 1976 & VAT Act 1997
 - (i) Applicable Import Duty
 - (ii) Applicable with-holding Tax: As per Income Tax Act, 2004 (as amended)
 - (iii) Eligibility of Capital Allowances: As per Income Tax Act, 2004 (as amended)
13. Protection of Investment, Arbitration and Transfer of Foreign Currency: as defined in part III Section 21, 22 and 23 of the Act.
14. Conditions attached to this Certificate of Incentives
 - (i) Date of Commencement of investment has to be notified to the Centre.
 - (ii) Certificate not to be transferred, assigned or amended
 - (iii) Failure to commence implementation within two years invalidates Certificate
 - (iv) Failure to operate investment must be notified to the Centre
 - (v) Changes in shareholding, project activities and level of invested capital must be notified to the centre
15. Additional conditions attached to Certificate



The Innovation Centre, 1 Evolution Park, Haslingden Road
Blackburn, BB1 2FD UNITED KINGDOM
T. + 44 (0)845 - 128 - 5501 F. + 44 (0)845 - 128 - 5502
Email: sales@i-p-r.co.uk Web : www.i-p-r.co.uk

INTERNATIONAL PET RESALES Ltd.

COMMERCIAL PFI INVOICE TO:

POLYPET INDUSTRIES LTD
Plot no.427,Mbezi beach Makonde
P.O. Box 22345 Dar-es-salaam
Tanzania
FAO: Mr. Yusuf Kamman
Tel: +255 786 786 785
Fax:

P.F.I INVOICE NO:	EVB/030311/PP01
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INVOICE DATE:	03-Mar-11
---------------	-----------

ORDER NO / REF:	Verbal_Ykamman
-----------------	----------------

ACCOUNT NO:	
-------------	--

Qty	Details	Net Price (USD)
1	Nissei ASB 50MB version 3 Injection Stretch Blow Moulding machine Year of manufacture : 2005 Working hours : approx. 30,000 hrs.	\$ 60,000.00
	Includes :	
1	Larson & Turbo Luxor-80 PET Resin Dehumidifying Dryer	
1	Movacolor MC-12 Colour Dosing Unit	
	Packing & Loading	\$ 1,000.00
	Shipping to Port Tanzania cost for 20' container from factory stuffing Baddi via ICD Delhi to CFR Port Tanzania. Transit 22 days Quay to Quay via ICD Delhi and Port Nhava Sheva Excludes Indian Taxes	\$ 4,284.90
	Insurance (based on value US\$ 70,000.-) Excess: £250.00 each and every claim	\$ 315.00
	Total delivered to Port Tanzania	\$ 65,599.90

Availability: Immediately after receipt of full payment
Dismantling, packing, loading and any further logistic or insurance costs will be paid by the Customer (unless indicated otherwise).
The Customer is to arrange insurance from door-to-door.
Non return of our terms and conditions implies acceptance. All equipment offered as-is, where-is.

This proforma invoice has a validity of 15 days after above date.

Bank Details:

Account Name : International PET Resales

Bank : HSBC Bank, Blackburn Branch
Lancashire, UK
Sort Code: 40 05 15
BIC : MIDLGB22

IBAN : GB74MIDL40051568408191 (EURO Account)
IBAN : GB36MIDL40051568410815 (USD Account)
IBAN : GB72MIDL40120471763423 (GBP Account)

Due For Payment

Total Net \$ 65,599.90

Payment Terms:

\$25,000 Deposit Payment on order
Balance by bank transfer prior to dismantling

TERMS OF PAYMENT - RESERVATION OF TITLE

Terms of payment are stated above, and until such time of goods supplied been paid in full title to the goods will remain vested in International PET Resales Ltd. who may without notice or liability, and without prejudice to any other legal remedy repossess any goods supplied by ourselves, for which payment has not been received.

Vat Reg Nr : GB 931 2636 40 Registered in England : 06539272

OUR REF: PIL/GH/02/250621

DATE: 25 June 2021

Tanzania Investment Centre
P. O. Box 983
Dar es Salaam
Tanzania



Dear Sirs,

**RE: NOTIFICATION LETTER WITH RESPECT TO THE CHANGE IN
SHAREHOLDING IN POLYPET INDUSTRIES LIMITED**

Please refer the above heading.

We, POLYPET INDUSTRIES LIMITED (the “Company”) a private company registered in Tanzania with Tanzania Investment Centre’s Certificate of Incentives No. 041652 (the “Certificate”), hereby notify your esteem office that the Company has changed its shareholding structure from what has been indicated in the Certificate attached with this letter to what we have set out below. Please find attached with this letter official search report dated 12 May 2021 issued by the Registrar of Companies at Business Registration Licensing Agency (BRELA) for your ease of reference.

No.	Name of Shareholders	Nationality	Number of Shares
1.	Abdulkayum Dawood Kassam	Tanzanian	2000
2.	Mohamedrafi Abdulkayum Dawood	Tanzanian	2000
3.	Bilal Yusuf Dawood	Tanzanian	2000
4.	Prakash Gochhait	Indian	100
5.	Yogesh Kumar	Indian	100

The Company hereby requests you esteemed office to change the shareholding on your records and include the new shareholding as reflected above on the Certificate.

We hope our request will be granted and your office can process our notification and change the shareholding structure in the Certificate to reflect the current shareholding structure.

Thank you for your assistance, please contact us should you have any questions.

Yours Faithfully,

P.O. Box 22345, Dar es Salaam, Tanzania

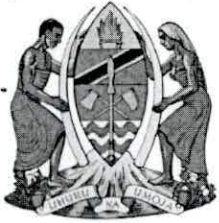
Te: +255 22 2627223, Fax: +255 22 2627224, Cell: +255 786 786785 E-mail: polypet.tz@gmail.com



Tanzania Investment Centre
Exchequer Receipt
Stakabadhi ya Malipo ya Serikali

Receipt No : **EC100969398728**
Received from : **Polypet Industries Limited**
Amount : **1000.0**
Amount in Words : **One Thousand United States Dollar Only**
In respect of : **Certificate Of Incentives for Polypet Industries Limited**
Bill Description : **Certificate Of Incentives for Polypet Industries Limited**
Bill Reference : **BL-COI-1625574603066**
Payment Control Number : **995360019243**
Payment Date : **2021-07-08 12:24:56**
Issued by : **Geoffrey Haule**
Date Issued : **2021-07-08 12:24:56**
Signature : _____

*For Executive Director
Tanzania Investment Centre
Printed By
[Signature]*



TANZANIA

BRELA
BUSINESS REGISTRATIONS AND LICENSING AGENCY

TANZANIA INVESTMENT CENTRE
RECEIVED
17 AUG 2021
P. O. Box 938
DAR-ES-SALAAM

Register of Companies Detailed information

Information date and time: 12/05/2021 11:14:55
Last update date and time: 03/12/2020 12:45:00
Registration date and time: 20/02/2009 00:00:00

1. **Status:** Registered
2. **Incorporation number:** 69839
3. **Company:** POLYPET INDUSTRIES LIMITED
4. **Company type:** Private company Limited by shares
5. **Registered office:** Region Dar Es Salaam, District Kinondoni, Ward Kinondoni, Postal code 14110, Street MAKONDE STREET, Road NEW BAGAMOYO ROAD, Plot number 427, Block number A, House number A
6. **Contacts:** Email: polypet.tz@gmail.com, Mob no/Tel no: 255786786785, P.O.Box 22656
7. **Business activity:** 2220 - Manufacture of plastics products, Main activity
8. **Directors / Directors in the country of origin:** ABDULKAYUM DAWOOD KASSAM, Tanzania
MOHAMEDRAFI ABDULKAYUM DAWOOD, Tanzania
BILAL YUSUF DAWOOD, Tanzania
9. **Company secretary / Company secretary in the country of origin:** ABDULKAYUM DAWOOD KASSAM, Tanzania
10. **Authorised share capital:** 200000000 TZS
11. **Class of shares:** Class Ordinary: 200000 shares, 1000 TZS/share, 200000000 TZS
12. **Shareholders:** ABDULKAYUM DAWOOD KASSAM Class Ordinary 2000 shares taken
MOHAMEDRAFI ABDULKAYUM DAWOOD Class Ordinary 2000 shares taken
BILAL YUSUF DAWOOD Class Ordinary 2000 shares taken
PRAKASH GOCHHAIT Class Ordinary 100 shares taken
YOGESH KUMAR Class Ordinary 100 shares taken

Information ordered by: GEOFFREY HAULE

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

Certified True Copy of the Original
Sign: *[Signature]* Date: 25 June 2021
GEOFFREY JONAS HAULE
Advocate, Notary
Public & Commissioner for Oaths



Princ. Asst. Registrar of Companies

**TANZANIA INVESTMENT CENTRE
DAR ES SALAAM**

PROGRESS REPORT

(Information required for the project's progress report after every six months or for amendment of Certificate of Incentives)

1. Planned Activities for the period
2. Achievements made on the project implementation todate:

(i.e. from the date the project was approved to the date of writing the report)

Describe the status of activities that have already been undertaken e.g. construction of buildings, acquisition of supplies, installation of equipment, etc.

3. Provide updated information on the following aspects;

S/No.	Information	Description	Current Project Status
1.	Shareholder's Information	Current Shareholders names, nationality and percentage of ownership	SEE BRELA SEARCH REPORT
2.	Company Communication Information	Email address	polypet.tz@gmail.com
		Mobile Number	0786786500
		Land Line Telephone Number	0222627223
		Physical Address (Plot No., Block No, Street, District and Region)	MBEZI BEACH MAKONDE, PLOT NO. 427, KINONDONI, DSM.
3.	Contact Person	Name	MOHAMEDRAFI A. DAWOOD
		Position	DIRECTOR
		Communication Details (Email, Mobile and telephone)	0786786500 polypet.tz@gmail.com
4.	Incorporation	Certificate of Incorporation No.	69889
5.	TIN information	TIN Certificate No.	107-823-565
6.	Project Objective	Project Core Activity	MANUFACTURING OF PLASTICS
7.	Capacity	Project Capacity per Year	
8.	Direct Employment	Foreign-Men	4
		Foreign-Women	0
		Local-Men	150
		Local-Women	80
9.	Indirect employment	Estimated Total No.	N/A
		Type/areas of Indirect Employment	N/A



4. **Project Financial Expenditure todate (USD):**

	Foreign (USD)	Local (USD)	Total (USD)
Land and Buildings		USD \$163,000	
Plant and machinery		USD \$ 1,600,000	
Vehicles/Aircrafts		USD \$ 29,000	
Furniture		USD \$ 11,000	
Office equipment		USD \$ 28,000	
Insurance Cover		USD \$ 1,200	
Pre-operational expenses			
Working sub-total capital		USD \$ 50,000	
GRAND TOTAL			

5. **Project Financing**

Explain how the project is being financed e.g. equity, loans, sources of loans, conditions, etc. See table below.

	Amount (USD)	Source Country
Local Equity		Tanzania
Local Loans		Tanzania
Foreign Equity		
Foreign Loans		
Total Investment		

6. **Problems and Solution**

Explain problems, which the management is encountering in executing the project and the steps being taken to solve them.

7. **Future Plans**

Explain future plans for the next coming six months and planned financial Commitments

8. **Recommendations and any other comments**



[Handwritten signature]

13

TICC/PP.10/041652/13

15/04/2011

Commissioner for Customs & Excise,
Tanzania Revenue Authority,
P.O. Box 9053,
DAR ES SALAAM

Dear Sir,

**RE: DUTY/VAT REMISSIONS ON THE CAPITAL/DEEMED
CAPITAL GOODS OF CERTIFICATE OF INCENTIVES NO.
041652**

M/S Polypet Industries Limited is a TIC registered company with certificate of incentives **No. 041652** which is valid up to **February 2012**

The company has been registered with objectives of establishing manufacturing facilities for fruit juice, mineral water, pet bottles and packing materials.

Attached herewith please find a list of Capital/ Deemed Capital Goods for Duty and VAT remissions approval.

Yours sincerely

TANZANIA INVESTMENT CENTRE



Revocatus Arbogast

FOR: EXECUTIVE DIRECTOR



THE UNITED REPUBLIC OF TANZANIA

00215443

Certificate of Incentives

(Section 17 of the Tanzania Investment Act, 1997)

No: **041652**

This is to certify that

POLYPET INDUSTRIES LIMITED

.....
of address **P.O.BOX 22345**

DAR-ES-SALAAM

.....
has been granted a Certificate of Incentives to invest in a new investment project. This Certificate replaces the previous one No. 041652 issued on 20/03/2009 due to amendment on Section 1

PROJECT NAME - PRODUCTION OF BOTTLED MINERAL WATER AND BEVERAGES

.....
Which is located at **PLOT NO. 427 MBEZI INDUSTRIAL AREA**

KINONDONI-DAR-ES-SALAAM

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

.....
Executive Director

Tanzania Investment Centre
P.O.Box 938 , Dar-es-salaam

Dated: **20 August, 2021**



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

1	Shareholders	Nationality	Shareholding (%)
	<i>Abdulkayum Dawood Kassam</i>	<i>Tanzania</i>	<i>1</i>
	<i>Mohamedrafi Abdulkayum Dawood</i>	<i>Tanzania</i>	<i>1</i>
	<i>Bilal Yusuf Dawood</i>	<i>Tanzania</i>	<i>1</i>
	<i>Prakash Gochhait</i>	<i>India</i>	<i>0.05</i>
	<i>Yogesh Kumar</i>	<i>India</i>	<i>0.05</i>
	<i>Un allotted</i>	<i>Tanzania</i>	<i>96.9</i>
2	Proposed Activities: <i>To establish manufacturing facilities for fruit juice, bottled mineral water, pet bottles and packing materials</i>		
3	Sector Manufacturing	Sub Sector mineral water	
4	Investment Cost	Foreign (M\$) 0	Local (M\$) 0.65 Total (M\$) 0.65
5	Project Financing	Equity (M\$) 0.65	Loan (M\$) 0 Total (M\$) 0.65
6	Source, terms and conditions of loan	None	
7	Assets to be Invested	Foreign (M\$)	Local (M\$) Total (M\$)
	Capital items:	0	0.65 0.65
8	Technology Agreement	None	
9	Date of TIC Registration	28 February, 2009	
10	Implementation period	28 February, 2009 - 27 February, 2012	
11	Operative date	27 February, 2012	
12	Investment Incentive Grade : As defined in part III Section 19(1), (2) and Section 20 of the Tanzania Investment Act, 1997		
	(i) Applicable Import Duty	EAC Customs Management Act. 2004 and VAT Act. 2014	
	(ii) Applicable with-holding Tax	As per Income Tax Act. 2004 (as amended)	
	(iii) Eligibility of Capital Allowances	As per Income Tax Act. 2004 (as amended)	
13	Protection of Investment , Arbitration and Transfer of Foreign Currency as defined in part III Section 21, 22 and 23 of the Act.		
14	Conditions attached to this Certificate of Incentives		
	(i)	Date of Commencement of investment has to be notified to the Centre	
	(ii)	Certificate not to be transferred , assigned or amended	
	(iii)	Failure to commence implementation within two years invalidates Certificate	
	(iv)	Failure to operate investment must be notified to the Centre	
	(v)	Changes in shareholding, project activities and level of invested capital must be notified to the Centre	
15	Additional conditions attached to Certificate		
	None		

Signed


Executive Director