

NYOIA SOAP & DETERGENTS
LTD



MINUTE SHEET

okeyo
No.

I

Ag. EXD

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

(a) Minimum finance investment threshold has been exceeded, the project expects to investUSD.....0.5m.....

(b) Legal entity has been incorporated under certificate

No.87194..... of...16/11/2011.....

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.



Glory Bildard

Ag. DIF

27th December, 2011

MINUTE SHEET

Dokezo
No.



TIC Evaluation Report

Name of Company
Nyota Soap & Detergents Ltd.

Post Box	966/B	COI Number	87194	Contact	Mr. Abdulkadar
Post Office	5	COI Date	16/11/2011	Designation	Director
Region	Es Salaam	Application F. No	09748	Phone	0
Country	Tanzania	Status		Direct Phone	0
		Sector	Manufacturing	Cell Phone	0784 455 833
		Sub Sector	Soap And Detergent	Fax	022 2184430
		File No	042147	E-Mail Address	0

Location	Investment Finance Plan in Millions USD			
	Foreign Equity	Local Equity	Foreign Loan	Local Loan
Plot/Block No. 966/B	0	0.375	0	0.125
Street No. Mwanga				
District				
Region Es Salaam				

Shareholders Detail			Investment Breakdown (USD Million)	
Name	Nationality	(%)	Land/Building	Plant
Abdulkadar Luswala	Tanzanian	50	0.0792	0.25
Fatma Abd Luswala	Tanzanian	50	0.08	0.01
			0.05	0.0108
			0.02	
			Total	0.5

Employment	12	Evaluated By	wf officer3
Capacity	7 tons	Drawn By	wf registry2
Project Type		Project Type	Local

Description: Detergents manufacturing plant

Recommendation: Providing evidence as required by section 17 of Tanzania Investment Act, 1997

Be approved:

Decision:

TICC/PP.10/042147/3

27th December, 2011

Managing Director,
Nyota Soap and Detergents Ltd.,
P.O. Box 38235,
DAR ES SALAAM

**RE: CERTIFICATE OF INCENTIVES FOR INVESTMENT IN THE
ESTABLISHMENT OF SOAP AND DETERGENTS MANUFACTURING
PLANT**

We wish to acknowledge receipt of your project proposal of establishing soap and detergents manufacturing plant as presented in the TIC P.A. 1 Form No. 09748 and Feasibility Study with a projected investment of USD 0.5m.

We have studied your project proposal and we 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 Incentives, You will be required to submit the following:-

- Certified document showing evidence of Land ownership for the location of the 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 your Certificate of Incentives is prepared. Please make deposit direct to the bank as per bank details below:-

.../2

TICC/PP.10/042147/3

27th December, 2011

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

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

Yours sincerely,

TANZANIA INVESTMENT CENTRE



R.P. Mbilinyi

AG: EXECUTIVE DIRECTOR

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

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

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



TIC Evaluation Report

Name of the Company
Nyota Soap & Detergents Ltd.

Post Box	Keko Mwanga, Plot No. 966/B	COI Number	87194	Contact	Mr. Abdulkadar
Post Office	38235	COI Date	16/11/2011	Designation	Director
Region	Dar Es Salaam	Application F. No	09748	Phone	0
Country	Tanzania	Status	New	Direct Phone	0
		Sector	Manufacturing	Cell Phone	0784 455 833
		Sub Sector	Soap And Detergent	Fax	022 2184430
		File No	042147	E-Mail Address	0

Project Location		Investment Finance Plan in Millions USD											
Plot/Block	Plot No. 966/B	<table border="1"> <thead> <tr> <th>Foreign Equity</th> <th>Local Equity</th> <th>Foreign Loan</th> <th>Local Loan</th> </tr> </thead> <tbody> <tr> <td>0</td> <td>0.375</td> <td>0</td> <td>0.125</td> </tr> </tbody> </table>	Foreign Equity	Local Equity	Foreign Loan	Local Loan	0	0.375	0	0.125			
Foreign Equity	Local Equity		Foreign Loan	Local Loan									
0	0.375		0	0.125									
Street	Keko Mwanga												
District	Ilala												
Region	Dar es Salaam												

Shareholders Detail			Investment Breakdown (USD Million)	
Name	Nationality	(%)	Land/Building	0.0792
Abdulkadar Kassam Luswala	Tanzanian	50	Plant	0.25
Fatma Abdulkadir Kassam Luswala	Tanzanian	50	Vehicles	0.08
			Furniture & Fittings	0.01
			Pre-expenses	0.05
			Others	0.0108
			Working Capital	0.02
			Total	0.5

Employment	12	Evaluated By	,wf officer3
Capacity	7 tons	Drawn By	wf registry2
Project Turn Over		Project Type	Local


Description

To establish soap and detergents manufacturing plant

Recommendations

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

Decision

Approved

 Ag FXD
 22/12/11

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

1

15 November 2001

Sir/

RE: APPLICATION FOR TIC CERTIFICATE OF INCENTIVES

Please refer the above company.


We are company incorporated in Tanzania with Certificate of Incorporation applying to register the soap and detergent manufacturing to be implemented in Temeke, Dar es Salaam

Kindly find the following attachment:

1. TIC Application Form
2. Business Plan
3. Certified Title Deed
4. Board Resolution
5. Introduction Letter from Bank

Waiting to hearing from you soon




Regards

Managing Director





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 ABDULKADAR KASSAM LUSWALA
(director/directors/agent of NYOTA SOAP AND DETERGENTS LTD
(name of business enterprise) apply for registration of TIC
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 55
NARUNG'OMBE ST. KARIAKOO

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 55 KARIAKOO
4. The Principal Officers of the Company are ABDULKADAR KASSAM LUSWALA
AND FATMA ABDUL KADIR KASSAM LUSWALA
5. Auditors of the Company are TO BE APPOINTED LATER
6. The authorized share capital of the Company is Tshs./US\$ 100 000 000/=

7. The intended capital investment of the Company in terms of Section 2(2) of the Act is Tshs./USS 500 000
8. The month and day of the financial year end is 31st DECEMBER

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

I/We enclose a cheque/cash made payable to the **Tanzania Investment Centre** for Tshs./USS 750 USD Being the Registration Fees. *In the event this application is unsuccessful we understand that this fee will not be refunded.*

I. ABDULKADAR KASSAM LUSWALA of Post Office Number 38235 DAR ES SALAAM

do solemnly and sincerely declare that I am a director/duly authorized agent of NYOTA SOAP AND DETERGENT L.T.D

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 by Abdulkadar K. Luswala }
 The 19th day of December 2011 }



Before me:

Commissioner for Oaths



APPLICATION SUMMARY

Company Name: NYOTA SOAP AND DETERGENTS LTD

Certificate of Incorporation Number: 87194 Status: NEW

Certificate of Incorporation Date: 16TH 11 2011

Post Box: 38235

Town: DAR ES SALAAM

Sector: MANUFACTURING

Sub-Sector: SOAP AND DETERGENTS

Investment Financing Plan in Million US\$/Tshs.

Foreign Equity	Local Equity	Foreign Loan	Local Loan
	375,000		25% (125,000)

Project Objectives: TO ESTABLISH SOAP AND DETERGENTS MANUFACTURING

Capacity: 7 TON

Employment: Foreign: 2 Local: 10 Total: 12

Implementation Period: 3 YRS

Project Location

Site/Plot/Block No.: 966/B

Street: KEKO MWANGA District: ILALA Region: DAR ES SALAAM (Attach sketch map showing project location)

Shareholders	Nationality	%
FATMA ABDUL KADIR	TANZANIA	50%
KASSAM LUSWALA		
ABDULKADAR	TANZANIA	50%
KASSAM		
LUSWALA		

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

Land/Building	79 200/=
Plant	250 000/=
Vehicles	80 000/=
Furniture & Fittings	10 000/=
Pre-expenses	50 000/=
Others	10 800/=
Working Capital	20 000/=
TOTAL	500 000/=

Contact Details:

Name: ABDULKADAR

Title: DIRECTOR

Telephone: 0784 455 833

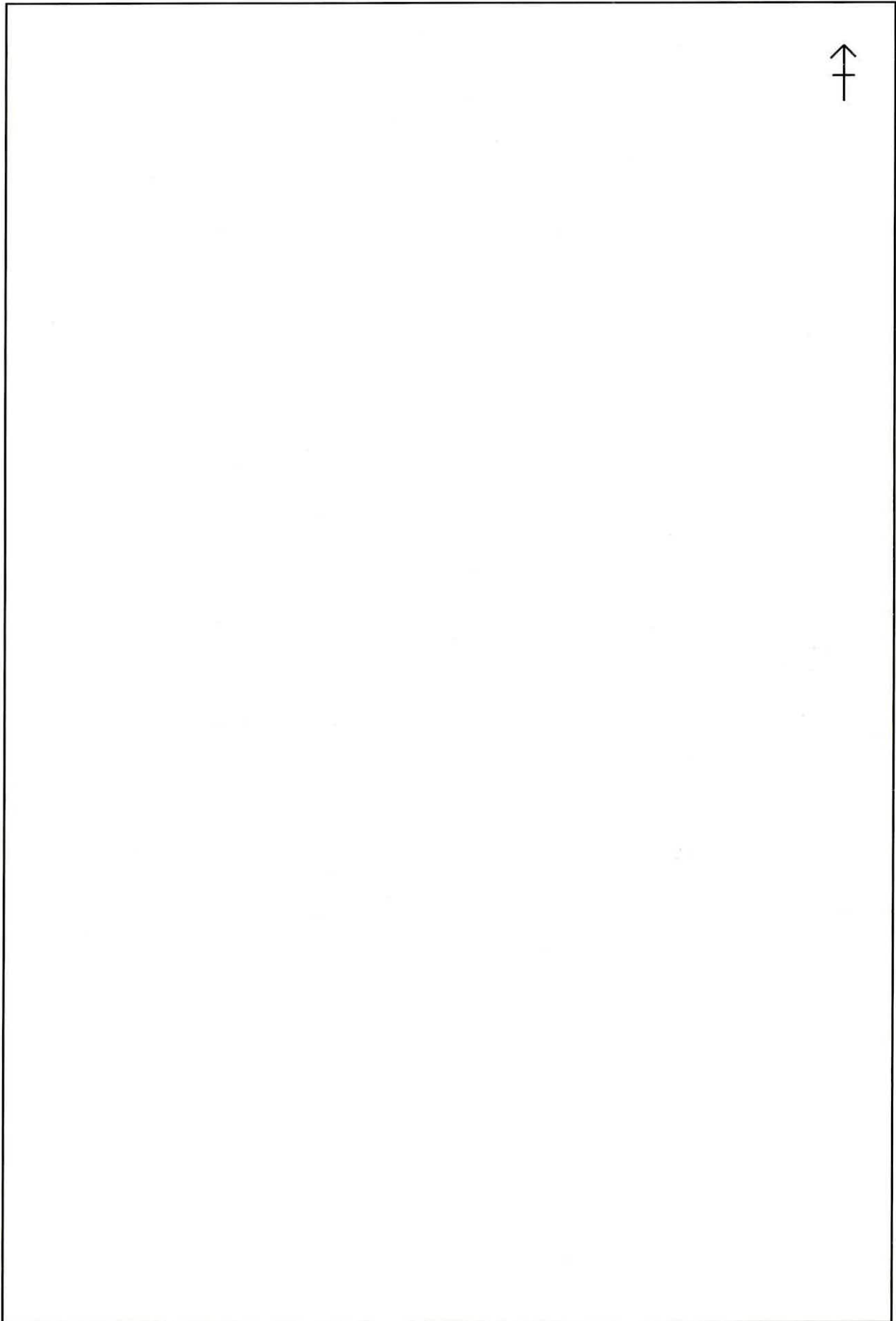
Fax: 022-2184430

Email:

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





Nyota Soap and Detergent Ltd,
P. O. Box 38235,
Dar es Salaam,
Tanzania.

11/11/2011

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

RE: NYOTA SOAP AND DETERGENT LTD

This is to kindly inform you that, the board of directors mentioned under with of the above mentioned company which shall soon deal with manufacture of soap and related products at a small scale have decided to enroll the company's name with the Tanzania Investment Centre. *yz*

We are looking forward to do the needful in accordance to the centre's advice with provided guidance and cooperation in the process of enrollment.

Thanking you,

Sincerely,

Fatma

Fatma A. Kassam Luswala
Director
Nyota Soap and Detergent Ltd



A.R.

Abdulkadir Kassam Luswala
Director
Nyota Soap and Detergent Ltd



TANZANIA



Certificate of Incorporation

Section 15

No 87194

I HEREBY CERTIFY THAT

NYOTA SOAP & DETERGENTS 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 16TH day of NOVEMBER**TWO THOUSAND AND ELEVEN.**

A handwritten signature in black ink, appearing to read 'M. N. M.' with a long horizontal stroke above it.

Asst. Registrar of Companies

11th November 2011

Tanzania Investment Centre,
Box
Dar es Salaam.

Dear Sir/Madam,

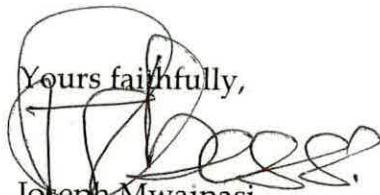
Re: Fatma A Kassam Luswala

At the express request from our esteemed customer Fatma A Kassam Luswala, we confirm that he maintains with us current account no 0150840042600 under the account name of Fatma A Kassam Luswala, of which has been operating to our entire satisfaction.

Any assistance rendered to our esteemed client will be highly appreciated.

The information is provided to you for your private use only with the express condition that neither this Bank nor any of its officials will be responsible for issuing it.

Yours faithfully,



Joseph Mwaipasi
Branch Manager



**EXTRACT FROM MEETING OF THE BOARD OF DIRECTORS
AND SHAREHOLDERS OF
NYOTA SOAP AND DETERGENT CO LTD**

AT A DULY CONVENED AND CONSTITUTED MEETING OF THE BOARD OF **NYOTA SOAP AND DETERGENT CO LTD** HELD AT REGISTERED OFFICES OF THE COMPANY, TEMEKE, DAR ES SALAAM ON 14 of November 2011, the following resolutions were passed:

1. **THAT US\$ 500,000** BE ALLOCATED TO FINANCE THE SETTING UP SOAP AND DETERGENT SOAP MANUFACTURING UNIT IN DAR ES SALAAM, TANZANIA
2. THAT **FATMA .A KASSAM** AND **ABDULKADAR K. LUSWALA** WILL BE MANAGING BUSINESS INCLUDING OVERSEE IMPLEMENTATION OF THE PROJECT INCLUDING IDENTIFYING SUITABLE EQUIPMENTS AND MACHINERY
3. THAT THE COMPANY BE REGISTERED WITH **TANZANIA INVESTMENT CENTRE SO AS TO ENJOY FULLY INVESTMENT INCENTIVES**, BENEFITS AND PROTECTION AS STATUTORY PROVIDED FOR UNDER TANZANIA INVESTMENT ACT, 1997.

CERIFIED TRUE EXTRACT
(By order of the Board)

RADEG
CHAIRMAN



A. B.
SECRETARY



FORM P.A. 1

SERIAL NO.: 7638

TICN: 09748



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
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DAR ES SALAAM

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To: The Executive Director
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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 55
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Copies of the following documents are attached to this application:
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 - (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 55 KARIAKOO
4. The Principal Officers of the Company are ABDULKADAR KASSAM
LUSWALA AND FATMA ABDULKADIR
KASSAM LUSWALA
5. Auditors of the Company are TO BE APPOINTED LATER
6. The authorized share capital of the Company is Tshs./US\$ 100 000 000/-

7. The intended capital investment of the Company in terms of Section 2(2) of the Act is Tshs./US\$ 500,000
8. The month and day of the financial year end is ... 31st DECEMBER

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

I/We enclose a cheque/cash made payable to the Tanzania Investment Centre for Tshs./US\$ 750,000 Being the Registration Fees. *In the event this application is unsuccessful we understand that this fee will not be refunded.*

I, ABDULKADAR K. LUSCUTA of Post Office Number 38235 DSM

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

authorized agent of NYOTA SOAP AND DETERGENT LTD

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

Declared at Dar es Salaam }
The 15 day of 12/2011 2003 }



Before me:

.....
Commissioner for Oaths

Attach only where applicable, otherwise indicate "N/A"

APPLICATION SUMMARY

Company Name: NYOTA SOAP AND DETERGENTS LTD

COI Number: Status: NEW

COI Date:

Post Box: 38235

Town: DSM

Sector: MANUFACTURING Sub-Sector: SOAP AND DETERGENTS

Investment Financing Plan in Million US\$/Tshs.

Foreign Equity	Local Equity	Foreign Loan	Local Loan
.....	500000	.....	25%

Project Objectives: TO ESTABLISH SOAP AND DETERGENTS MANUFACTURING

Capacity: 7 TON (7000KG)

Employment: Foreign: 2 Local: 10 Total: 12

Implementation Period: 3 YRS

Project Location

Site/Plot/Block No.:

Street: District: Region:
(Attach sketch map showing project location)

Shareholders	Nationality	%
FATMA ABDULKADAR	TANZANIA	50%
KASSAM LUSWALA	.....	.....
ABDULKADAR	TANZANIAN	50%
KASSAM	.....	.....
LUSWALA	.....	.....

Investment Breakdown	USS/Tshs.M
Land/Building	.....79200/-
Plant	.....250000/-
Vehicles	.....80000/-
Furniture & Fittings	.....10000/-
Pre-expenses	.....50000/-
Others	.....10800/-
Working Capital	.....20000/-
TOTAL	.....500000/-

Contact Details:

Name: ABDULKADAR..... Title: DIRECTOR
 Telephone: 0784455833..... Fax: 022-2184430
 Email: abdulkadar_luswala@hotmail.com

NYOTA SOAP & DETERGENTS LTD

BUSINESS PLAN FOR MANUFACTURING

OF

SOAP, DETERGENT AND OTHER CLEANING MATERIALS

Prepared for:
Nyota Soap and Detergent Ltd
P. Box 38235
Dar es Salaam

TABLE OF CONTENTS	Page
1. Introduction-----	3
2. Company's Background-----	3
3. Location-----	4
4. Project's Sponsors-----	4
5. Company's Objectives-----	4
6. Company's Formation & Legal Status-----	4
7. Objective of Study-----	4
8. Market Potentail-----	4
9. Project Management & Manpower-----	4-5
10. Project Description-----	6
11. Targeted Market-----	7
12. Demand Assessment-----	7
13. Market Strategy-----	7
14. Pricing-----	8
15. Monotoring & Evaluation-----	8-10
16. Project Investment-----	9-12
17. Project Sustainability-----	13
18. Financila Analysis-----	12-14
19. Economic Aspect-----	14-15
20. Implementation-----	15
21. Conclusion &Recommendation-----	15

1.0. INTRODUCTION

Project document presents a proposal by **NYOTA SOAP & DETERGENTS LTD**, a company incorporated in Tanzania. The project promoters are confident of mobilizing financial resources through equity by contributing **US\$ 500,000**

This study will be used as guiding tool in implementing this project and will be presented to TIC for obtaining certificate of incentives to facilitate smooth implementation of the project.

1.1 COMPANY'S BACKGROUND

NYOTA SOAP & DETERGENTS LTD is a private company registered and incorporated in Tanzania by Registrar of Companies.

The company is owned by two shareholders

1.2 LOCATION

The project will be located at Keko Mwanga, Plot No. 966/B, Block, Ilala, Dar es Salaam,

1.3 THE SPONSORS

NYOTA SOAP & DETERGENTS LTD will be sponsoring this project. The Company is currently jointly owned by two shareholders.

	NAMES,ADDRESSES	NUMBER OF SHARES
1	FATMA ABDULKADIR KASSAM LUWALA ✕ P.0 Box 38235, DAR ES SALAAM	500
2	ABDAKADAR KASSAM LUWALA ✕ P.0 Box 38235, DAR ES SALAAM	500

1.4 COMPANY'S MAIN OBJECTIVES

The company main business objectives include the following:

- To carry on business of manufacturing of soap and related products.

1.5 COMPANY FORMATION & LEGAL STATUS

NYOTA SOAP & DETERGENTS LTD was registered on 16th November 2011 with certificate of incorporation No. 87194.

1.6 OBJECTIVE OF STUDY

The purpose of this study is to work out the technical and commercial details and financial viability of the project

1.7 MARKET POTENTIAL

The market research conducted by **NYOTA SOAP & DETERGENTS LTD** reveals that there is a very big market potential to absorb company's products to be manufactured,

Household consumers, hospitality industry, schools, government institutions, corporate customers etc are target market for companies' products; distribution to clients will be through wholesalers and retailers some time direct marketing will be employed particularly for corporate customers.

The current demand for soap , cleaning products and any related products is at high, Tanzania population estimated to be more than 40 million presents a favorable market for company products which is fast moving consumer products such as;

- Liquid soap
- Tiles cleaners detergents
- Toilet powder
- Cake soap etc

Potential markets exists not only in urban areas but even in villages, the company intend to carter for the all East Africa at large such as Uganda, Rwanda, Burundi, Kenya and some part of Sudan, Malawi and Zambia in future, the company vision is to one of bigger manufacturer of soap and related products within the East and Central Africa.

Generally there is wide gap between supply and demand and therefore, business opportunities exist for setting up additional soap and related products manufacturing facilities to satisfy the market requirements.

2.0 PROJECT MANAGEMENT AND MANPOWER

NYOTA SOAP & DETERGENTS LTD will be under the Management with vast experience in managing fast consumable goods particularly soap and other cleaning products, the project will be directly managed by Managing Director assisted by two Managers i.e. General Manager who will be responsible with Production, Administration and Finance and other

Manager responsible with Sales and Marketing, who will together comprise the management team. Approximately **10** staff will be directly employed.

2.1 INDUSTRY ANALYSIS

The soap manufacturing industry in Tanzania has other players like;

- Mukwano Industries 9Significant measures have been (T) Ltd
- Kitindi &Company Ltd
- Makin Botanical Products
- Turkey Company Ltd etc
- Soap imported from Kenya and Asia as finished products.

NYOTA SOAP & DETERGENTS LTD is very determined to conquer the market due to its market strategy to be employed.

Tanzania Government has taken various initiatives to liberalize the economy so that to encourage private sector to take a lead in Tanzania economic growth; The Government of Tanzania embarked on adjustment program to give the private sector the leading role.

It is in view of the above; **NYOTA SOAP & DETERGENTS LTD** comes up with a proposal to manufacture soap and related products.

It is expected that the project will implemented within three years time the company will be into fully operation. The project will concentrate in manufacturing of soap and other cleaning products. The company will apply to be exempted from paying import duty and VAT on Capital good and deemed capital good.

2.2 TARGETED MARKETS.

The targeted markets of the project are domestic market and neighboring countries as mentioned above, the market has been dived into following categories;

- Household customers
- Hospitality industry
- Schools , College and other learning institutions
- Government institutions
- Corporate customers

2.3 SUPPLY ASSESSMENT

An assessment of the soap and other cleaning products supply matrix shows that are inadequate. It is due to this shortfall that the Tanzania Government is emphasizing manufacturing sector.

The project will involve production of following products:

- Liquid soap
- Tiles cleaners detergents
- Toilet powder
- Cake soap etc

2.4 DEMAND ASSESSMENT

Demand for soap and other cleaning products is very high it is obvious fact that the all Tanzania population of over 40million are potential customers; **NYOTA SOAP & DETERGENTS LTD** has come in to serve and to stimulate new markets.

2.5 MARKET STRATEGY

The key strategy as entry strategy is to sell NYOTA'S products to wholesalers, retailers in Dar es Salaam, Arusha, Mbeya, Mwanza and Dodoma, Company's marketing team will be aggressive in introducing our products in Tanzania markets and build loyalty for company's products with decision managers of the organizations in the targeted markets and create awareness and support of the benefits of the innovative.

Strategy pyramid

The main objective is to build company's products into standard for every soap and cleaning products users in Tanzania market opt our products, **NYOTA SOAP & DETERGENTS LTD** intends to make sure there is consistent availability and uninterrupted supply of our products. The company plan to extend new markets into neighboring countries.

2.6 PRICING

The pricing policy for the project will be based on the product cost and competition levels considering various variables namely:

- Market positioning
- Gain market share from competitors
- Stimulating and increasing demand and
- Achieving profitability and liquidity financial performance goals

Within 6 to 12 months, once the products is better positioned in the market, the pricing strategy will be evolved to a comparable pricing strategy in which our products will be priced comparable to direct competitors in the market.

2.7 **PROMOTION**

A combination of push and pull strategies and activities will be used to carve out space in the market.

Company strategy for local market will be to push the product onto the market and stimulate first trial in or near the point of purchase. This will be done using a team of sales representatives to engage shoppers once the product is widely available in stores.

Research findings reveal that women make lion's share of purchase decisions where family shopping is concerned. As such, a significant proportion of communication will be devoted towards mothers, wives and independent girls

2.8 **SALES**

Sales will be based on local and regional managers with ordering authority for establishment in their areas of operation. There will be no initial direct compensation or commission for closed deal. As company grows, commission based on incentive programme will be implemented

2.9 **MONITORING AND EVALUATION**

The Management has full commitment to ensuring good use of the resource and sustainable environment and well being of the community with which they do business. Thus, the management philosophy is through business process, management will strive to ensure compliance to standards and safety of products and customers they serve.

3.0 **PROJECT INVESTMENT**

The estimated capital investment cost of the project is US\$ **500,000** out of which US\$**419,200** will be fixed investment costs. Pre-production

expenditures have been budgeted at US\$50,000; other cost will be US\$10,800, while working capital is put at US\$20,000

**SCHEDULE I: NYOTA SOAP & DETERGENTS LTD COST
STRUCTURE**

PARTICULAR	US\$
Land and Buildings	79,200.00
Machinery & Equipment	250,000.00
Motor Vehicles	80,000.00
Furniture & Fixtures	10,000.00
Pre exp	50,000.00
Others	10,800.00
Working Capital	20,000.00
TOTAL	500,000.00

For the project to be a reality a total investment amounting to US \$500,000 is needed

(i) Land and Building(industrial premises): US\$79,200

The project has opted for long term leasing and of industrial premises; the total cost has been estimated to be US\$79,200 for the first year of project implementation

(ii) Machinery and Equipment: US\$250,000

Some US\$250,000 is anticipated to be spent on the purchase of different types of machines, working tools and equipments accommodating new technology

(iii) Motor Vehicles:US\$80,000

The project will need 1 truck, 1 Land Cruiser, and 1double cabin pick. These vehicles will be used to facilitate project business and double cabin pick up for administrative purposes.

(iv) Furniture: US\$10,000

This investment cost item has been estimated to cost US \$10,000. It will consist of office furniture such as tables, chairs, telephone, fax, machines, file cabinets, sofa chairs etc.

(v) Pre-Operational Expenses: US\$ 50,000

They cover things like company registration, expenses spent in exploring the viability of the project, especially the market/client identification exercise. This Pre-operational cost item also covers the architectural designs of project buildings and other engineering services. Also included under this item are issues like consultancy fees, legal fees and recruitment and training costs of personnel.

(vi) Initial Working Capital: US\$20,000

Assumptions for working capital requirements have been estimated that it will cost US\$20,000. This will involve purchasing of raw materials, daily operating costs etc

4.0 Financing pattern

The project will be financed by equity 75% i.e. **US\$375,000** and loan 25% i.e. **US\$125,000**

5.0 Project operating costs

In order to realize its intended objective the project will have to meet the following operating costs.

(i) Salaries and Wages US \$220,000

The project will engage 60 employees and the total cost of annual salaries have been estimated to cost US\$220,000.

(ii) Utilities US \$15,000

Considered here are water and electricity annually.

(iii) Motor vehicle running Expenses\$6,000

Petrol/diesel and lubricant requirement for the project's motor vehicles, this cost element will amount to US\$6,000 annually.

(iv) **Insurance: US\$6,000**

Insurance estimated to cost US\$ 6,000 annually

(v) **Marketing cost US\$9320**

A portion of US\$9320 is to be used in advertising the project

(vi) **Depreciation cost US\$41,920**

For the day to day depreciation of fixed asset of the project US\$41,920 will be required annually for depreciation cost.

(vii) **Pension contribution US\$2,200**

The company has set a side US\$2,200 as pension contribution

(vii) **Communication cost US\$ 5,400**

(viii) **Administrative cost US\$1,400**

(ix) **Maintenance cost US\$7,000**

(x) **Donation US\$5,000**

(xi) **Loan interest US\$ 7,500**

6.0 PROJECT SUSTAINABILITY

The project sponsors having studied market conditions and the infrastructure in Tanzania are convinced that the project will be able to operate undisturbed

7.0 FINANCIAL ANALYSIS

7.1 Considerations and Assumptions:

The corporate tax charged is 30% of the profits. Capital investment allowance is 50%. The capital assets are exempted from custom duty and Value Added Tax. The straight line method to depreciate the project's capital items has been applied.

It is assumed that the major building raw material will be procured from local market and other will be imported. Revenues have been conservatively estimated based on experience of the promoters and trends in the hospitality industry.

Exchange rate assumed to be US\$ 1=Tsh 1680/=.

7.2 Financial Statements:

7.3 Projected lodge Revenue

For projection purposes, it is assumed that the economic life of the project is five years, and that revenue from the project commence from the first year of operation.

Year	1	2	3	4	5
Sales Revenue \$	740,000	750,000	760,000	770,000	780,000

7.4 Projected Profit and Loss Statement

The Income and Expenditure Statement shows the projected income for the 5 years period. The position depicted is that the project earns profit throughout its life. Accumulated after tax profits grow from. US\$ in first year **147,368** to US\$ in the year 5th **164,966**; for the detail refer appendix (IV)

7.5 Projected Cash Flows

This is shown in the financial statements. The project has a positive end of year cash flow from year 1 US\$**530,859** of operation to the 5th year US\$ **2,723,440**; for the detail refer appendix (V)

7.6 Projected Balance Sheet

The projected Balance Sheet of the project is shown in the financial statements under same heading. Net worth of the project increases from US\$647,368 in the first year of operation to US\$ 664,966 in the 5th year; **for the detail refer appendix (VI).**

7.7 Projected pay back period

Total investment is US\$500,000 cash accumulation in 3 years is US\$577,517 which is more than the initial investment by US\$ 77,517, the project payback Period is within 3 years.

The project has a relatively short payback period; **for the detail refer appendix (VII)**

8.0 ECONOMIC ASPECTS

Implementation of this project will have the following social and economic values

- The project is an ideal option for utilization of the recently acquired prime site
- The project will create employment for 10 people on permanent contract basis as well as on temporary basis.
- It will create more business opportunities to local suppliers which will also have a trickledown effect in the environmental issues.
- It will generate substantial revenue to the government in the form of corporate tax, value added tax and pay as you earn.
- The project will have transfer of knowledge and skills to manufacturing sector
- The project will generate foreign earnings

9.0 IMPLEMENTATION

Project implementation is expected to be relatively very short once project has been approved it is estimated that construction of hotel will be completed within one year:-

SCHEDULE 11.0 IMPLEMENTATION

S/N	ACTIVITY	PERIOD
1	Processing TIC Certificate of Incentive	November 2011
2	Placing order of machines	December– October 2011
3	Installing machines	January-March 2012
4	Recruitment	April 2012
5	In house training	May- July 2012
4	Testing production	July - August 2012
6	Commercial operations	September 2012

10.0 CONCLUSION & RECOMMENDATIONS

The project is technically feasible, financially viable, and economically sound, provided the sponsors will manage it efficiently.

It is recommended that the project be approved by Tanzania Investment Centre and be granted the TIC Certificate of Incentives with its associated privileges and benefits as provided for under the Tanzania Investment Act, 1997.

Appendix (I)

NYOTA SOAP & DETERGENTS LTD COST STRUCTURE

PARTICULAR	US\$
Land and Buildings	79,200.00
Machinery & Equipment	250,000.00
Motor Vehicles	80,000.00
Furniture & Fixtures	10,000.00
Pre exp	50,000.00
Others	10,800.00
Working Capital	20,000.00
TOTAL	500,000.00

Appendix (II)

NYOTA SOAP & DETERGENTS LTD SUMMARY OF REVENUE " US\$"

	1	2	3	4	5
Sales Revenue	740,000.00	750,000.00	760,000.00	770,000.00	780,000.00

NYOTA SOAP & DETERGENTS LTD FIXED ASSETS SCHEDULE

NAME OF ASSETS	2011 USD	2012 USD	2013 USD	2014 USD	2015 USD
Land And Buildings	79,200	71,280	63,360	55,440	47,520
Machinery, Tools & Equipment	250,000	225,000	200,000	175,000	150,000
Motor Vehicles	80,000	72,000	64,000	56,000	48,000
Furniture & Fixtures	10,000	9,000	8,000	7,000	6,000
Total	419,200	377,280	335,360	293,440	251,520
DEPRECIATION	2011 USD	2012 USD	2013 USD	2014 USD	2015 USD
Land and buildings	7,920	7,920	7,920	7,920	7,920
Machinery tools & Equipment	25,000	25,000	25,000	25,000	25,000
Motor Vehicles	8,000	8,000	8,000	8,000	8,000
Furniture & Fixtures	1,000	1,000	1,000	1,000	1,000
ANNUAL DEPRECIATION	41,920	41,920	41,920	41,920	41,920
CLOSING FIXED ASSETS	377,280	335,360	293,440	251,520	209,600

NYOTA SOAP & DETERGENTS LTD PROJECTED INCOME & EXPENDITURE
STATEMENT

		1	2	3	4	5
Sales Revenue	740,000.00	750,000.00	760,000.00	770,000.00	780,000.00	
Cost of Sales	210,233.00	213,593.00	216,600.00	218,606.00	220,620.00	
Gross Profit	529,767.00	536,407.00	543,400.00	551,394.00	559,380.00	
Operating Expenses:						
Administrative Expenses	1,400.00	4,205.00	5,000.00	5,200.00	5,800.00	
Motor vehicle running expenses	6,000.00	6,000.00	6,000.00	6,000.00	6,000.00	
Salaries and Wages	220,000.00	220,000.00	220,000.00	220,000.00	220,000.00	
Donation	5,000.00	5,000.00	5,000.00	5,000.00	5,000.00	
Depreciation	41,920.00	41,920.00	41,920.00	41,920.00	41,920.00	
Marketing Costs	9,320.00	9,345.00	9,358.00	9,365.00	9,375.00	
Maintenance & Repair	7,000.00	7,000.00	7,000.00	7,000.00	7,000.00	
Interest	7,500.00	7,500.00	7,500.00	7,500.00	7,500.00	
Utility costs	15,000.00	15,000.00	15,000.00	15,000.00	15,000.00	
Insurance	6,000.00	6,000.00	6,000.00	6,000.00	6,000.00	
Communication	5,400.00	5,406.00	5,410.00	5,415.00	5,418.00	
Pension Contribution	2,200.00	2,200.00	2,200.00	2,200.00	2,200.00	
Total Expenses	326,740.00	329,576.00	330,388.00	330,600.00	331,213.00	
Profit before tax	203,027.00	206,831.00	213,012.00	220,794.00	228,167.00	
Tax (30%)	60,908.10	62,049.30	63,903.60	66,238.20	68,450.10	
Profit After Tax	142,118.90	144,781.70	149,108.40	154,555.80	159,716.90	

Appendix (V)

NYOTA SOAP & DETERGENTS LTD PROJECTED CASH FLOW US\$

	2011	2012	2013	2014	2015
CASH FLOW FROM OPERATIONS:					
Cash Sales	605,500.00	613,000.00	621,000.00	628,900.00	636,700.00
VAT Receipt	133,200.00	135,000.00	136,800.00	138,600.00	140,400.00
Subtotal cash Received	738,700.00	748,000.00	757,800.00	767,500.00	777,100.00
Expenditures from Operations:					
Cash spent	170,000.00	172,647.00	174,812.00	176,257.00	177,609.00
VAT Payments	37,841.00	38,446.00	38,988.00	39,349.00	39,711.00
Subtotal Cash Payment	207,841.00	211,093.00	213,800.00	215,606.00	217,320.00
CASH FLOW FROM OPERATIONS:	530,859.00	536,907.00	544,000.00	551,894.00	559,780.00
CASH FLOW FROM INVESTMENTS:					
Purchase of Assets	(419,200.00)				
Working Capital ,pre-expenses and Others	(80,800.00)				
CASH FLOW FROM INVESTMENTS:	(500,000.00)				
CASH FLOW FROM FINANCING:					
Loan	125,000.00				
Owners Equity Contribution	375,000.00				
CASH FLOW FROM FINANCING:	500,000.00				
NET CASH FLOW FOR PERIOD	530,859.00	536,907.00	544,000.00	551,894.00	559,780.00
CASH FLOW START OF YEAR	-	530,859.00	1,067,766.00	1,611,766.00	2,163,660.00
CASH FLOW AT THE END OF YEAR	530,859.00	1,067,766.00	1,611,766.00	2,163,660.00	2,723,440.00

PROJECTED LONG TERM LOAN REPAYMENT

Repayments US\$				
Year	principle	Loan Interest (6%)	Total Amount Paid	Loan Balance
0				125,000
1	31,250	7,500	38,750	93,750
2	31,250	7,500	38,750	62,500
3	31,250	7,500	38,750	31,250
4	31,250	7,500	38,750	0

PAYBACK PERIOD

Year	Profit After Tax	Depreciation	Total Cash Flow	Accumulative Cash Flow
1	142,118.00	24,000.00	166,118.00	166,118.00
2	144,781.00	24,000.00	168,781.00	334,899.00
3	149,108.00	24,000.00	173,108.00	508,007.00
4	154,555.00	24,000.00	178,555.00	686,562.00
5	159,716.00	24,000.00	183,716.00	870,278.00

Initial Investment Cost
US\$ 500,000.00 , Payback period is within 3 years

THE COMPANIES ACT, 2002

COMPANY LIMITED BY SHARES

MEMORANDUM

AND

ARTICLES OF ASSOCIATION

OF

NYOTA SOAP & DETERGENTS LIMITED

Incorporated at thisday of.....2011

DRAWN BY:
FATMA ABDULKADIR KASSAM LUSWALA
(SUBSCRIBER)
P. O. BOX 38235
DAR ES SALAAM

THE COMPANIES ACT, 2002

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THE COMPANIES ACT 2002
COMPANY LIMITED BY SHARES
MEMORANDUM OF ASSOCIATION
OF

NYOTA SOAP & DETERGENTS LIMITED

- TANZANIA
Stamp Duty Shs. 5000/-
PAID ON ORIGINAL
20/11/11
15/11/2011
- TANZANIA
Stamp Duty Shs. 2400/-
20/11/11
15/11/2011
1. The name of the company is "NYOTA SOAP & DETERGENTS LIMITED"
 2. The Registered office of the Company will be situated in Tanzania.
 3. The objects for which the Company is established are:-
 - (a) To acquire and take over as a going concern all the assets and liabilities of the business which was being carried out by the name of **NYOTA SOAP & DETERGENTS**.
 - (b) To acquire, take over, promote, establish and carry on all or any business of all kinds of soap manufacturers, whether in powder, solution, liquid, pieces, bars, cake, and any other form or shape, manufactures of soap and soap chemicals, washing materials of all kinds and to do such other things pertaining to the business and processing of soap manufacture.
 - (c) To carry on the business of importers, exporters, manufacturers, buyers, sellers and dealers in all types of tiles cleaners, soaps, shampoos, non medicated toilet preparations, hair colorants, hair conditioners, hair dyes, hair lotions or hair styling preparations, deodorants, non-medicated talcum powder for toilet purposes, depilatories, anti-per spirant preparations, sun-tanning preparations, bath additives, bath oils or bath salts not for medical purposes, shaving preparations, dentifrices, essential oils, beauty masks, facial packs, nail care preparations, nail vanish, pumice stones, cotton sticks, , wool for non-medical purpose.
 - (d) To manufacture, process, make, manipulate, refine, buy, sell, import, distribute, and deal in beauty products, cosmetics and perfumes of all kind and description, in particular but without prejudicing or limiting the generality of the foregoing, perfume sprays and applications, make ups, body creams, oils and ointments, skin care preparations and lotions, polishes, vanishes, talcum and other preparations.
 - (e) To carry on the business of environmental protection, cleaning, education on hygiene, importation of all cleaning facilities, equipments and chemicals.
 - (f) To provide consultancy services on the environmental analysis, environment impact assessment, design environmental management facilities
 - (g) To enable and to carry out projects on environmental cleaning services and provide or facilitate provision of environmental education

- (h) To carry on the business of importers, exporters, manufacturers, wholesalers, retailers, general traders, suppliers, merchants, stockists and dealers in all types of boutique, shoes, belt, handbags, bags, wrap imitation, clothes, leather products, suit cases, textile materials, tie and dye, , flowers, selling second hand clothing, dresses of types and description whatsoever.
- (i) To manufacture, sell, buy, import, export and process all kinds of textile and garments and apparels including shirts, trousers, dresses, hosieries, underwears, outwears, head gears and all other textiles piece goods of any other description.
- (j) To carry on the business of manufacturing, distributing, packing, importing, exporting, selling of curtains, bed sheets, mattresses, mattress covers, seat covers and any other businesses related to these.
- (k) To carry on the business of establishing and running salon, GYM, driving school, supermarkets, department stores, shopping malls, provision stores, groceries and shops of all kinds and description and generally to deal with such activities.
- (l) To carry on all or any of the business of transport, carriage and haulage contractors, owners and charter of road vehicles, aircraft and ships and boats of every description and carriers of goods and passenger by road, rail, water or air and to establish, acquire, maintain and operate transport service of every description both public and private and all services ancillary thereto and for such purposes or as independent undertakings to purchase, take in exchange, charter, hire, build, contract or otherwise acquire and to own, operate, work, manage, maintain, repair, service and deal with and in road vehicles, aircraft and vessels of every supplies therefore and to conduct any such business within the country or any other state in Africa or Europe or Asia and or any other foreign country.
- (m) To carry on the business of clearing and forwarding agents, commission agents, transporters, freighters, haulers, customs bonded warehouse and godown keepers, cargo and travel agents, insurance agents, tourist agents, manufacturers' representatives, road contractors, cargo superintendents, packers, machinery haulage specialists, warehousemen, engineers, electricians, motor cars, cabs, omnibus, lorries, oil tank and coach proprietors and transporters, civil transport contractor and transporters by any means of conveyance of people and goods in Tanzania and the neighboring countries and in such other place or places as may from time to time be determined by the company, engage in and or otherwise carry on the business as transporters and transport agents, fright forwarders.
- (n) To carry on the business of importers, exports, general merchants, general store-keepers, universal providers, wholesale and/or retail traders, dealers of weighing scales, inkjet technology, moisture analysis, lab equipment,

solar technology, hardware, piece wood, paints, glassware, crockery, cutlery, ironmongery, turners and other household fittings and requirements, other articles and commodities of personal, household use and consumption provisions, textiles, groceries, medicines, drugs, wines spirits, liquors, chemical, surgical, optical, photographic and other instruments, apparatus and materials, motor vehicles, automobiles and generally in all manufactured goods of all types and merchandise of all kinds.

- (o) To carry on business of Sports management and entertainment, Music concert, festival, advertising media , music solution, music production, music promotion, printing, media communication and consultancy advertising agents, public relations consultants and sale promotion consultant, in all their aspects and to advise on publicity, sales promotion, staff relations, industrial relation, press and community relations, music solution, promotion culture and traditional. To conduct and advise on market research, publicity projects, advertising campaigns, exhibitions, trade fairs, displays, film shows, radio and television programmes, corporate sponsorship, printing of marketing material, and also to carry on the business of investment advisers, market research and to act as intermediaries in the introduction of sellers, purchasers and partners.
- (p) To carry on the business as traders, suppliers, general merchants, importers, exporters, stockists, wholesalers, retailers and dealers in all types of electric and electrical goods, hardware, building materials, spare parts and maintenance, tyres, tubes, tools and accessories for all types of automotive, motor vehicles, agricultural machinery, implements, equipment of all kinds of industrial projects machinery and equipment, timber, fishing gears, paints, corrugated iron sheets, hinges, screws, iron mongery, all kinds of ready made garments and used clothes, all types of leather goods, tiles, shoes, bags and other similar goods
- (q) To carry on the business of household, domestic appliance and electrical goods, audio visual goods, electronic items, building material, hardwares, foodstuff, agricultural products and merchandise of every nature, kind and description whatsoever as a importer, exporter, dealer, wholesaler, retailer; distributor and after sales service and repairing.
- (r) To carry on business of manufacturers, importers, exporters and suppliers of house, office, kitchen, garden furniture, and all other equipment for office, house, kitchen and garden use such as ceramic designing ceramic items, ceramics decorations, paintings decorative lamps, flowers and flower verses, enamel wares, sanitary wares, aluminium designing and decorators, hardware, building materials, roof and wall tiles, glass wares, household, domestic appliances and all types of electronics, electrical materials, electrical fittings.
- (s) To carry on the business of dealing in importing, exporting, marketing, manufacturing stocking, buying, selling whether by wholesale or retail of

various categories of goods and merchandise, and to act as insurance agents, commission agents, brokers and manufacturers, representatives in all fields. To be agent of foreign company and to establish business enterprises whether small scale, industries and generally deal in all kinds of general merchants and to import, export and all either by merchandise and articles of all description.

- (t) To carry on the business of supplying of stationery, office equipment, writing materials, teaching aids and other educational establishment and as agents, school uniforms and stationers in all their business and to buy and sell stationery, office requirements and equipment, all types of books, sundry goods and to act as general merchants and commission agents of print and bind and manufacture stationers and other requirements.
- (u) To promote tourism in Tanzania and elsewhere in Africa, to carry on business of travel and tourist agents and tour operators, to promote facilitate traveling to organize hunting, tented-camps, fishing and diving expeditions, safari promoters and undertakers generally and in particular to arrange and manager hunting safaris, photo safaris adventure tours, fishing trips, handling of game trophies and animal skins, catching, harbouring, transporting, wildlife and marine products of all kind.
- (v) To carry on the business of big game hunter, trapping and collection of Wild, live birds for sale and export within outside Tanzania, to sell, improved export, and imports, prepare, deal and trade in carvings, painting, curios, export, and provide game sanctuary facilities and to organize of safaris and expeditions. Discover, hunt, shoot, photograph, capture animals, birds, game and fish of all kinds including reptiles, marine products, pottery crafts, crustacean, salt, mangrove sea shells, groceries, vegetables, cereals goods, fruits and all allied products of every description.
- (w) To carry on all or any business of publishing, printing, distributing and selling of business, management, industrial, scientific, academic, communications, financial, agricultural, social and environmental information technology periodicals, brochures and books and any other reading materials.
- (x) To carry on the business of manufacturing, import and export, of Ceramic items, Ceramic designing, Ceramics decorations, Paintings, decorative lamps, flowers and flower verses, Enamel wares, Sanitary wares, Aluminium designing and decorators, Hardware, Building Materials, Roof and Wall Tiles, Glass Wares, Household, Domestic Appliance, Electronics, Electrical Materials, Electrical Fittings.
- (y) To carry on the business of interior and exterior finishings, designers, carpeting, contractors, and decorators, curtain and sofa set makers, woodwork and furniture dealers, importers, exporters and makers, woodwork and furniture repairs and dealers in household, hotel,

hospitals, public residentially and office, camping and gardening furniture, fixtures and fittings and furniture requisites, utensils and trimmings, vehicles, carriage, boat ship, aircraft and rocket furniture fixtures and to publish and sell all types of journals in relation to furniture and woodwork in the United Republic of Tanzania.

- (z) To carry on the business as general distributors of all sorts and types of products and services to individuals, offices, industries, shops, schools, factories, hospitals, army, military, ministries and all other government offices, universities and all other places where the services of a supplier are needed.
- (aa) To carry on the business as manufacturers, principals or agents representatives of importing, exporting, buying, selling, distributing of new and used motor vehicles, bikes, cars, trucks, lorries or other vehicles, motor vehicles spares and parts of all descriptions, railway, fuel and other oils, petroleum of all kinds, tyres and tubes, batteries, battery solution and other spares, accessories, motor cycles, bicycles, tractors, mining equipments, fishing gears, agricultural and industrial machinery and equipments, new and second hand spare parts and accessories and generally to deal in all types of motor spare parts and industrial and agricultural machinery and parts, electronic goods and accessories thereof.
- (bb) To carry on the business as jewelers, gold and silver smiths, dealers in curiosities, articles of virtue, coins, medals, bullion and stones and as manufacturers of and dealers in gold and silver plate, plated articles, watches, clocks chronometers, and optical and scientific instruments of any description.
- (cc) To carry out the business of milling, selling, buying, distributing, exporting, importing, extracting and/or processing maize, rice, wheat, gram, cassava, millet, sorghum, groundnuts, beans, oil-seeds or other cereal or seeds or roots to get flour, cooking-oil, animal feeds and/or other consumable products therefrom.
- (dd) To carry on the business of milling, packing of all kinds of species, salt, chemicals including industrial chemicals and all products. To extract , process, refine, distil, conserve, manufacture and general deal in, and all kinds of soaps, detergents, soap chips, all kinds of oil, fats, fatty acids, oleaginous and fatty substance, all kinds of unguents and ingredients and all products of the same.
- (ee) To carry on the industry and business of milling maize, rice, producing, packing, repackaging, importing, exporting, marketing of all kinds of edible oils, cooking fats margarine and bye-products thereof.
- (ff) To carry out the business of making and printing packing materials and to carry out the business of packing various produce and/or products.

- (gg) To acquire, take over, promote, establish, engage in and carry the business of profession of farmers, planters, harvesters, sprayers, seed growers, glaziers breeders of and dealers of livestock, market gardeners, arboriculturists, agriculturalists, horticulturists, floriculturists, dairymen, vegetable oil extractors, poultry and bee-keepers and any other businesses in connection with floriculture, arboriculture agriculture and horticulture.
- (hh) To carry on the business as general buyers and sellers of agricultural products, such as coffee, tea, cashewnuts, peanuts, beans, cereals, cowpeas, yellow gram, green monks, sesame and to be general suppliers in local and export markets, to be general babers and confectioners and generally to be traders and manufacturers of the above.
- (ii) To establish and carry on the business or businesses of manufacturers of, dealers in either wholesale or retail and importers and exporters, and repairers of general merchandise all kinds of leather products, leather, imitation leather, rubber or any other material or substance whatever, all parts thereof and accessories thereto, leather and leather goods, leather, whether real or imitation, rubber or other like material or substance, and to manufacture, prepare for market, buy, sell, or otherwise deal in or with leather, leather goods, imitation leather, rubber, rubber goods, skins, hides and the like for any purpose whether in connection with footwear or not, for which the same now are or may hereafter be adapted, used or applied.
- (jj) To acquire, take over, promote, establish and carry on the business of manufacturers, distributors, representatives and agents of cloth of all descriptions including all processing, knitting, weaving, spinning, dyeing, bleaching, printing of all kinds of textiles, including all kinds of clothes, wools, silks, rayons, nylons, fibron, synthetic fibres or otherwise and any other process, threads, cottons, buttons and fastners of all kinds, house furnishers, upholsterers and dealers, curtains and other home furnishing and household requisites of all kinds and goods of any other description.
- (kk) To carry on the business and act as managers of investments and investment company, real estate agents, property managers, developers, valuers, decorators, engineers and to generally be able to carry out activities of any description with regards to land, property and real estate, investment in any type of property, buildings, lands, securities, bonds, shares and any property act as a holding company with subsidiaries and invest in any projects as the company may think fit.
- (ll) To carry on the business of miners and mining in all their branches and for the said purpose to peg, purchase, take on lease, or exchange or otherwise acquire concessions, grants, easements, options, claims, properties, cassettes- and effects supposed to contain minerals, diamonds, or other precious stones, and any interest therein, and to

- explore, mine, work, excise develop and turn to account mines and mining rights and any undertaking connected therewith.
- (mm) To carry on the business of agents, consultants or representatives of foreign or local manufacturers, industries or other like organizations in any type of goods, products, commodities and services.
 - (nn) To carry on the business of financial and managerial consultants and to act as managers, advisors and consultants in the field of accountancy, auditing business management and in any other business which may be useful carried in conjunction therewith.
 - (oo) To purchase or acquire freehold, leasehold or other immovable property and movable property generally and also rights, privileges and easements over or in respect of any property movable or immovable, and to pay for the same in cash or in any other manner agreed upon, and to take over and assume liabilities for payments of all moneys owing whatsoever under and by virtue of any mortgages, charges or other existing and charged upon any and all such property as may be purchased at any time by the Company from any Government, person, firm or company and to do all things and execute such documents and deeds as may be necessary to that end.
 - (pp) To advance money to any person or persons or corporations, either with or without interest upon the security of freehold or leasehold property by way of mortgage, or upon marketable security and in particular to advance money to shareholders in the company, and others, upon the security of or for the purpose of enabling the person borrowing the same to effect or purchase, or enlarge or repair any house of building or to purchase the free simple or any term or terms of years of any property in Tanzania, or elsewhere upon such terms, and conditions as the Company may think fit.
 - (qq) To carry on the business of spare parts for different types of machines and instruments including motor vehicles, cars, trucks, lorries or other vehicles, agricultural implements, mining implements and any other machinery, tool maker, metal workers, boil makers and any other kind of machine whatsoever.
 - (rr) To purchase, take on lease and otherwise acquire for investment or resale any estate, land, buildings, easements and other rights and interests in immovable property or any tenure in Tanzania and elsewhere and to sell let or lease exchange or otherwise dispose of or grant rights over any immovable property, belong to the company.
 - (ss) To purchase, take or lease or in exchange, hire or otherwise acquire and hold any state or interest in any lands buildings, casements, rights, licenses secret processes, machinery, plants, stock, in trade and real or personal property of any kind.

- (tt) To accept payment for any property or rights sold or otherwise disposed or dealt with by the company either in cash, by installment or otherwise or in fully or partly paid up shares of the company or corporation, with or without deferred or preferred or guaranteed rights.
- (uu) To carry any other trade or business whatever which can in the opinion of the Board of Directors be advantageously carried on by the Company in connection with the above business or the general business of the company.
- (vv) To act as agents for the sale and purchase of any stocks shares or securities or for any other monetary or mercantile transactions.
- (ww) To act as executors and trustees of wills and settlements made by customers and others and undertake and execute trusts of all kinds.
- (xx) To do all or any of the above things in any part of the world and either as principals, agents, trustees, contractors or otherwise, and either alone or in conjunction with others and either or through agents, sub-contractors, trustees and otherwise.
- (yy) To remunerate any person, firm or company rendering services to this company, whether by cash payments or by allotment to him or them of shares or securities of the Company credited and paid in full or in part, otherwise.
- (zz) To accept for safe custody and keep for customers of the company all kinds of securities valuables and things.
- (aaa) To lend money on any terms that may thought fit, and particularly to customers or other person or corporations having dealing with societies and to give any guarantees that may be expedient.
- (bbb) To advance money to shareholders in the company, and other to the purpose of enabling the person borrowing the same erect or purchase, or enlarge or repair any house or building or to purchase the fee simple or any less estate or interest in, or to take a demise for any term or terms of years of any freehold or leasehold property upon such terms and conditions as the company may think fit.
- (ccc) To invest and deal with the moneys of the Company not immediately required, upon such securities and in such manner as may from time to time be determined.
- (ddd) To distribute among the members in pieces any property of the company, or any proceeds of sale or disposal of any property of the company.

- (eee) To draw, make, accept, endorse, discount execute and issue promissory notes, bills of lading, warrants, debentures and negotiable or transferable instruments.
- (fff) To act as agents or brokers, and as trustees for any person firm or company, and to undertake and perform sub-contracts and also to act in any other business of the company through or by means of agents, brokers, sub-contractors or others.
- (ggg) To obtain any provisional order, ordinance or act of Parliament for enabling the Company to carry any of it is objects into effect, or for affecting any modification of the Company's constitution, or any other purpose which may seem expedient, and to oppose any proceedings or applications which may seem calculated, directly or indirectly to prejudice the company's interest.
- (hhh) To take or otherwise and hold shares in any other company having objects altogether or in part similar to this company, or carrying on any business capable of being conducted so as directly or indirectly to benefit the company.
- (iii) To transact or carry on all kinds of Agency business and in particular in relation to the investment of money, the sale of property, and the collection and receipt of money.

That the meaning of any general word or words in any paragraph of this clause shall not be restricted by being construed ejusdem generis with any particular word or words in the same paragraph.

4. The Liability of the Members is Limited.
5. The capital of the Company is Shillings 100,000,000/= divided into 1,000 shares of Shillings 100,000/= each.

The Company shall have powers to increase its capital and to divide the shares in its capital for the time being into several classes of stock or shares and to attach thereto respectively such preferential, deferred or special rights, privileges, or conditions as may be determined by or in accordance with the Articles of Association of the Company.

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

Names, Addresses, and Description of Subscribers.	Number of shares taken by each Subscriber	Signature
FATUMA ABDULKADIR KASSAM LUSWALA P.O.BOX 38235 DAR ES SALAAM	500	<i>FATUMA</i>
ABDULKADIR KASSAM LUSWALA P.O.BOX 38235 DAR ES SALAAM	500	<i>A.K.</i>

Dated at.....*Dsm*.....this.....*14*..... day of.....*Nov.*.....2011

Witness to the above signatures:

Name :
 Signature :
 Postal Address :
 Qualification :



THE COMPANIES ACT 2002
COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

OF
NYOTA SOAP & DETERGENTS LIMITED

PRELIMINARY

TANZANIA
Stamp Duty Shs. 5000/-
PAID ON ORIGINAL
Receipt No. 20180
15/11/2011
[Signature]

2000/-
20/80
15/11/2011
[Signature]

1. In these regulations:-
"The Act" means the Companies Act 2002 of the Laws of Tanzania.

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

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

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

The regulations of Companies Act shall not apply to the company, save in so far as they are varied or excluded hereby, but in case of any conflict between the provisions herein, and the provisions under this regulation the former shall prevail, and in addition to substitution shall be the regulations of the company.

PRIVATE COMPANY

2. The Company is a Private Company and accordingly:-
 - (a) The right to transfer shares is restricted in manner hereinafter prescribed.
 - (b) The number of members of the company (exclusive of persons who are in the employment of the Company and of persons who have been formerly in the employment of the company were while in such employment to be the member of the company) is limited fifty, provided that where two or more persons hold one or more shares in the company jointly they shall for the purpose of this regulation be treated as a single member.
 - (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.

TRANSFER OF SHARES

3. The Directors may in their direction and without assigning any reason there of refuse to register the transfer of any share to any person who it shall in their opinion be undesirable for any reason whatsoever to admit to membership.
4. Subject to clauses 2 and 3 hereof the right to members to transfer their shares shall be restricted as follows;
 - (a) No share shall be transferred to a person who is not a member so long as any member of any person selected by the Directors as one who it is desirable in the interest of the Company to admit to membership.
 - (b) Every shareholder or trustee in bankruptcy, or any person who may desire to sell or transfer any such shares and every who may desire to sell or transfer any such shares and every personal representatives of a deceased shareholder shall give notice in writing to the Directors that he desires to make such sale or transfer. Such notice shall constitute the Board of Directors of the Company as his agent for the sale of the said shares to any member or members of the company at the price to be agreed upon between the party giving such notice the party and the board, or in case of difference to be determined by the Auditor of the Company.
 - (c) Upon price of such shares being agreed on a determined as per clause (b) above, the board shall forthwith give notice to such of the shareholders other than the shareholders desiring to sell or transfer the said shares, stating the number and price of such share inviting the person to whom notice is sent to state within 21 days from the date of such notice whether he is willing to purchase any, if so what maximum number of such shares. At the expiration of such days 21 notice the board shall apportion such shares amongst the shareholders (if more than one) who shall have expressed their desire to purchase number of shares already held by them respectively, or if there be only one such shareholder, that the whole of such shares shall be sold to him, provided no shareholder shall be obliged to take more than the maximum number of such shares stated in his answer to the said notice.

Upon such apportionment being made or such one shareholder notifying his intention to purchase, as the case may be, the party desiring to sell or transfer such shares shall be bound upon payment of the said price to transfer the shares to the respective shareholders or to single shareholder who shall have agreed to purchase the same.

5. GENERAL MEETINGS: NOTICE OF GENERAL MEETING AND PROCEEDINGS OF THE GENERAL MEETINGS.

The regulation of Companies Act shall apply to the following variations:-

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

6. DIRECTORS

- (a) Until otherwise determined by the company in General Meeting the Directors shall not be less than two and not more than four in number.
 - (b) The following persons shall be the first Directors of the company:-
 - 1. **FATUMA ABDULKADIR KASSAM LUSWALA**
 - 2. **ABDULKADIR KASSAM LUSWALA**
7. The shareholding qualification for Directors may be fixed by the company in General Meeting, and unless and until so fixed no qualification shall be required.
8. The quorum of Directors for transacting business shall, unless otherwise fixed by the Directors, be two.
9. A resolution in writing signed by all the Directors then in Tanzania shall be as valid and effectual as if it had been passed at a meeting of Directors duly called and constituted.
10. The Directors may from time to time borrow or raise any money for the purposes of the Company which may exceed the issued share capital of the company.

BORROWING POWERS

The Directors may from time to time in their discretion raise or borrow for the purpose of any Company's business such sum or sums of money as they think fit.

- 11. The Directors may secure the repayment of or raise any such sum or sums as aforesaid by mortgage or charge upon the whole or any part of the property and assets of the Company present or future including its uncalled capital for the time being, or by the issue at

such price as they may think fit, of bonds or debentures either charged upon the whole or any part of the property and assets of the company or not so charged or in such other way as the Directors may think expedient.

VOTE OF MEMBERS

12. On a show of hands every member present in person shall have one vote. On a roll every member shall have one vote only for the shares of which he is holder.
13. No member shall be entitled to vote at any general meeting unless all calls or other sums presently by him in respect of shares in the Company have been paid.

DISQUALIFICATION OF DIRECTORS

14. The office of a Director shall be vacated if the Director;
 - (a) becomes bankrupt; or
 - (b) is found to be a lunatic or becomes of unsound mind; or
 - (c) resigns his office by notice in writing to the Company;
 - (d) abstains himself from meetings of the directors for a period of six months without special leave of absence from the other Directors.

S E A L

15. The Directors shall provide for the safe custody of the Seal. The Seal of the Company shall not be affixed to any instrument except by the authority of a resolution of the Board of Directors and in the presence of at least two Directors or a Director and Secretary or other person as aforesaid shall sign every instrument to which the seal of the Company is so affixed in their presence.

ALTERNATE DIRECTORS

16. Any director shall have power to nominate any person to act or attend as alternate Director during his absence or during his inability so to act. Such Director shall be subject in all respects to the terms and conditions existing with reference to the other Directors and such Alternate Director shall exercise and discharge all the duties of Director whom he represents.
17. Unless otherwise decided by the Directors the quorum necessary to transact business of the Directors shall be two Directors personally present.

SECRETARY

18. The Secretary shall be appointed by the Board for such terms at such remuneration and upon such condition as it may think fit, and any Secretary so appointed may be removed by the Board.

WINDING UP

19. With the sanction of a special resolution of the shareholders any part of the assets of the Company including any shares in other Companies may be divided between the members of the Company in special or may be vested in Trustees for the benefit of such members and the liquidation of the company may be closed and the company dissolved but so that no member shall be compelled to accept any shares whereupon there is any liability.

ALTERNATION OR ADDITION

20. Subject to the provisions of the Act and to those contained in the Memorandum of Association the Company may by Special Resolution make alteration or addition so made shall be as valid and effectual as if originally contained in those articles and be subject in like manner to alteration by Special Resolution.

INDEMNITY

21. Every Director, Managing Director, Agent, Auditor, Secretary and other Officer for the time being of the Company shall be indemnified out of the Assets of the Company against any liability incurred by him in defending any proceedings, whether civil or criminal in which judgement is given in his favour or in which he is acquitted or is in connection with any application in which relief is granted to him by the Court.

ARBITRATION

22. If and whenever any dispute or difference shall arise between the Company and any of the members or their respective representatives touching upon the construction or meaning of any of the Articles herein contained or any act matter or thing made or done or omitted to be done or with regard to the rights or liabilities arising here under or arising out of the relation existing between the parties by reasons of these Articles or the Act, such differences shall (unless a sole arbitrator be agreed upon) forthwith be referred to the arbitration of three 3) arbitrators, one to be appointed by each party and the third to be appointed by the first two or, in the event of failure to agree within (Cap. 15) or any then existing statutory modifications or re-enactment thereof shall apply.

Names, Addresses, and Description of Subscribers.	Number of shares taken by each Subscriber	Signature
FATUMA ABDULKADIR KASSAM LUSWALA P.O.BOX 38235 DAR ES SALAAM	500	<i>Fatuma</i>
ABDULKADIR KASSAM LUSWALA P.O.BOX 38235 DAR ES SALAAM	500	<i>A-K</i>

Dated at *DSM* this *14* day of *Nov.* 2011

Witness to the above signatures:

Name :
 Signature :
 Postal Address :
 Qualification :

