

THE COMPANIES ACT, 2002

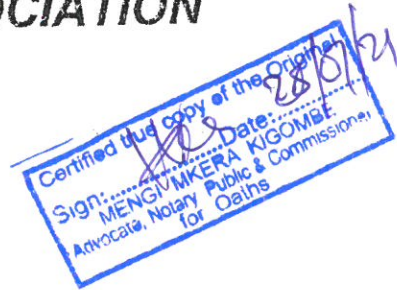
COMPANY LIMITED BY SHARES

MEMORANDUM

&

ARTICLES OF ASSOCIATION

OF



VEGGIE FOODS LIMITED

Drawn by:

MR. RAJIV SHASHI NANDHA

'Promoter & Director',

P. O. Box 4811,

Dar es Salaam

THE COMPANIES ACT, 2002  
COMPANY LIMITED BY SHARES  
MEMORANDUM OF ASSOCIATION  
OF  
VEGGIE FOODS LIMITED

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36881.12/21/13  
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1. The name of the company is VEGGIE FOODS LIMITED.

2. The registered office of the company will be situated in United Republic of Tanzania.

3. The objective for which the company is established are: -

Certified true copy of the Original  
Date: 28/10/21  
Sign: MINGI MERA KIGOMBE  
Advocate, Notary Public & Commissioner  
for Oaths

i) To engage in the business as buyer, seller, trader, processor, manufacturer, distributor, wholesaler, retailer, of agricultural products like cashew nuts, other cash crops and all kinds of grains, pulses, seeds, feeding stuffs, fertilizers, agriculture & horticulture products or other agro commodities, goods and services used in the industry of agriculture and food processing and to promote efficiency and economy in such businesses.

ii) To distribute, sell, buy and deal in all kinds of raw & processed agricultural & food products like grains, beans, groundnuts, seeds, green mug, pulsed, milk products, juices, or any other kind of food products, polymer or tetra pack packing materials and also any other kind of packing material used in the process of manufacturing, in both wholesale and retail.

iii) To undertake agriculture activities including raising of crops and to produce, manufacture and process all types of the agro based products and to acquire lands for the purpose of carrying on agricultural and related farming activities only and to deal in trading locally, such agricultural products including food grains, cereals, seeds, plants, flowers, vegetables, fruits, vegetable and edible oils, nuts, spices, spice oils, extracts, essential oils, oleo-resins, timber, scents, aromatics, fragrances, grass, seaweeds leaves or to deal in any kinds of crops, plants seed, fruits, vegetables, grass, leaves, and any other foods, arid food related items or any other produce and by products.

- iv) To carry on the business as producers, processors, in collaboration with others the business of agriculture, horticulture, poultry and dairy farming and deal in all kind of poultry, dairy milk products, aquaculture, green house, meat, fish, eggs and any other farm products.
- v) To provide the necessary infrastructure to harvest and develop forest resources based, to promote forest resources based Industries, to arrange marketing of timber and other forest resources on the mainland.
- vi) To plant, grow, cultivate, produce, and raise plantations of various forest species of proven utility and other agricultural, plantation, horticultural crops, medicinal and aromatic plants and to buy, sell, export, import, process, distribute, or otherwise deal with all kinds of forest crops, natural products agricultural, plantation and horticultural crops, medicinal and aromatic plants.
- vii) To carry on the business of planters, cultivators, producers, sellers and dealers in timber, processed or not and such other products of every description and to manufacture, dispose of sell and deal in products of natural forest and forest plantations, agricultural, plantation and horticultural crops and medicinal and aromatic plants.
- viii) To conduct and contract for training and research connected with the integrated development of forest resources of the islands and cultivation as well as processing of agricultural, plantation and horticultural crops, medicinal and aromatic plants.
- ix) To maintain and improve Wild Life and other natural Resources.
- x) To manufacture, buy sell, prepare, distribute, import, export, and deal in all kinds of raw & processed agricultural & food products like grains, seeds, pulsed, milk products, juices, or any other kind of food products, polymer or tetra pack packing materials and also any other kind of packing material used in the process of manufacturing, in both wholesale and retail.

- xi) To carry on business as agents, representatives, suppliers, universal providers, distributors and wholesaler and / or retail traders and dealer of the recycled products, goods of all nature and kind together with the products associated thereto.
- xii) To deal in any commodities, substances, articles, merchandise, goods, and things, as agents, commission agents, forwarding agents, clearing agents, distributors, warehousemen, licensees, merchants, traders, sales organizers, representatives of manufacturers of commodities, goods articles, materials and things and for that purpose to buy, to sell exchange, market, pledge, distribute, install, service, maintain, or otherwise deals in commodities, goods articles and things and to carry on the agency business.
- xiii) To carry on the business as stone merchant and to buy, sell, get, work, shape, hew, carve, polish, crush and prepare for market or use stone of all kinds.
- xiv) To carry on the business of general traders and to import and deal in fish whether fresh or died prawns, sea foods, fruits, fresh vegetables, poultry whether treated or alive, meat livestock and generally to do general export and import business.
- xv) To apply for and take out, purchase or otherwise acquire any designs, trade marks patents, patent rights or inventions, copyright or secret processes which may be useful for the company's objectives and to grant license to use the same.
- xvi) To acquire and undertake the whole or any part of the business property and liabilities of any persons, firms or company carrying on any business in which company is authorized to carry on, or possesses property suitable for the purposes of this company.
- xvii) To purchase, lease or otherwise acquire and to hold, sell, improve, develop, exchange, mortgage or otherwise dispose of any lands, buildings or any other assets.

- xviii) To purchase or otherwise acquire, erect, maintain, reconstruct, and adapt any offices, workshops, mills plant, machinery and other things found necessary or convenient for the purpose of the company.
- xix) To amalgamate or enter into partnership whether perpetual or terminable for sharing profits, unions of interest, joint ventures, reciprocal concession or co-operation with any person, firm, association or group of persons carrying on or engaged in or about to carry on or engage in or in the transaction or cause of action which may seem to the company capable of being conducted so as directly or indirectly benefit the company or to prevent or minimize apprehended loss, damage or cost to the company or to such person, firm, society, association or group of persons and to purchase subscription for or, otherwise acquire and hold shares (fully or partly paid up) or stock in society, association or group of persons, and to sell, hold, reissue with or without guarantee or otherwise deal with such shares, stock or securities.
- xx) To purchase or otherwise acquire all or any part of the business properties and liabilities of any company, society, partnership or persons, formed for all or any part of the purpose within the objective of the company and to conduct and carry on, or liquidate and wind up any such business.
- xxi) To manufacture, sell and generally deal in any plant, machinery tools, goods or things of any description which in the opinion of the company may be conveniently dealt with, by the company in connection with any of its objects.
- xxii) To improve, manage, develop, exchange mortgage, let or rent or in consideration of share of profits, either in money or kind otherwise grant license, easements and other rights of and over and in any manner dispose off the property and right of the company.
- xxiii) To draw, accept and make and to endorse, discount and negotiate bills of exchange, promissory notes and other negotiable instruments.
- xxiv) To carry on the business of transport in rail, roadways, air and sea, importers and exporters, purchasers and distributors of General kind of goods.

- xxv) To borrow, raise money or secure obligations (whether of the company or any other person) by the issue of debentures, debenture stock (perpetual or terminable) bonds, mortgages, or any other securities, founded or based up on or any of the property and rights of the company including its uncalled capital, or without any such security and up on such terms as to priority or otherwise as the company shall think fit.
- xxvi) To carry on the business of advertising contractors and agents, representatives, consultants, advisers, supply accessories for telecommunication service providers and all the players in this industry, to undertake advertising and promotional campaigns of any nature, to acquire and provide promotional requisites of every kind and description, and to carry on any other business which may be usefully carried on in connection with such business, and to acquire and undertake the whole or any part of the business as such contractors or agents, or any other business which may be usefully carried on in connection therewith.
- xxvii) To receive money deposits, with or without allowance of interest thereof.
- xxviii) 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 object of which shall either in whole or part, be similar to those of this company or such as may be likely to promote or advance, the interests of this company.
- xxix) To provide the welfare of persons in the employment of the company or formerly in the employment of the company of its predecessors in the business and their wives, widows and families of such persons by grant of money, pensions or other payments and to form, subscribe to or otherwise and benevolent religious, scientific national or other institution or aid by the company by reason of the nature or locality of its operations and otherwise.
- xxx) To carry on, develop, extend and turn to account any trade, business or operation whatsoever which can in the opinion of the company could be advantageously or conveniently carried by the company by way of extension of or in connection with all or any of the trade, business and operations



which the company is authorized to carry on or is calculated directly or indirectly to develop any branch of the company's business or to increase the value of or turn to account of the company assets, property or rights.

xxxi) Generally to do all such other things as may appear to be incidental or conducive to the attainment of the above objects or any of them and IT IS HEREBY DECLARED that in the interpretation of this clause the powers conferred up on the company or by juxtaposition of two or more objects, nor shall any of the aforesaid objects or powers be deemed subsidiary or auxiliary merely to the objects mentioned the first or any other paragraph, save as is expressly provided, but so that the company shall have full power to exercise all or any of the powers conferred by and part of this clause in any part of the word and in the event of any ambiguity this clause and every paragraph hereof shall be construed in such a way as to widen and not to restrict the power of the company.

4. The liability of the members is Limited.

5. The Share capital of the Company is T. Shs. 10,000,000/= divided in to 1,000 Ordinary shares of T. Shs. 10,000/= each with power to increase/reduce the capital or consolidate or subdivide the share into shares of larger or smaller amount and to all or any part of the said Capital. The company has the power to alter the capital value of shares and create classes to shares, attach special rights, limitations and obligations to shares from time to time as it may deem fit.

WE the undersigned 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 number of shares in capital of the Company set opposite our respective names.

NAMES, ADDRESSES AND DESCRIPTION OF SUBSCRIBERS	NO. OF SHARES TAKEN BY EACH SUBSCRIBER	SIGNATURE OF SUBSCRIBERS
1. SUBRAMANI RAVIVARMA P. O. BOX 7784, A93, RICHMOND TOWER, MINDU STREET, UPANGA, DAR ES SALAAM, TANZANIA.	980	
2. MR. RAJIV SHASHI NANDHA P. O. BOX 4811, PLOT NO. 2A/2B, JANGWANI BEACH, DAR ES SALAAM, TANZANIA.	20	

Certified true copy of the original  
 Sign: *[Signature]* Date: *12/08/2013*  
 MENEZ KIKERA KIGOMBE  
 Advocate, Notary Public & Commissioner  
 for Oaths

Dated at Dar es Salaam this 12 day of August 2013.

Witness to the above signatures: -

NAME: *Abel M. Ngalaba*

SIGNATURE: *[Signature]*

POSTAL ADDRESS: *P.O. Box 2567*

QUALIFICATION: *Advocate*



THE COMPANY ACT, 2002  
COMPANY LIMITED BY SHARES  
ARTICLES OF ASSOCIATION  
OF  
VEGGIE FOODS LIMITED  
INTERPRETATIONS

36821.12895  
12/12/13  
[Signature]

36821.12895  
12/12/13  
[Signature]

Certified true copy of the Original  
Sign: MEMETI MKERA KIGOMBE  
Notary Public & Commissioner  
for Oaths  
Date: 12/12/13

1. In these Regulations:

"the Act" means the Companies Act;

"the Articles" means the articles of the company;

"clear days" in relation to the period of a notice means that period excluding the day when the notice is given or on which is to take effect;

"the holder" in relation to shares means the member whose name is entered in the register of members as the holder of the shares;

"the seal" means the common seal of the company;

"Secretary" means the secretary of the company or any person appointed to perform the duties of the secretary of the company;

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

Unless the context otherwise required, words or expressions contained in these Regulations shall bear the same meaning as in the Act or any statutory modification thereof in force at the date at which these Regulations become binding on the company.

The regulation contained in Part I of Table A to the Companies Act, 2002 shall apply save for Regulation 22 and in so far as they are varied or excluded hereby, but in case of any conflict between the provisions herein, and the provisions under Table "A" the former shall prevail and in addition to substitution for or modification of the provisions of Table "A" the following be the regulations of the Company.

#### PRIVATE COMPANY

2. The Company is 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 person who are in the employment of the company and of persons who have been formerly in employment of the Company) is limited to fifty, provided that where two or more persons hold one or more shares in the Company they shall for the purpose of this regulation be treated as a single member.
  - (c) Any invitation to the public to subscribe for any share or debenture of the Company is prohibited.
  - (d) The Company shall not have the powers to issue warrants to bearer.

#### SHARE CAPITAL & VARIATION of RIGHTS

3. Subject to the provision of the Act, and without prejudice to any rights attached to any existing shares, any share may be issued with such rights or restrictions, whether in regard to dividend, voting, return of capital or otherwise as the company may by ordinary resolution determine.
4. Subject to the provision of Section 61 of the Act, any shares may, with the sanction of an ordinary resolution, be issued on the terms that they are, or at the option of the company are liable, to be redeemed on such terms and in such manner as the company before the issue of the shares may by special resolution determine.
5. 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 the issue of the shares of that class) may, whether or not the company is being wound-up, be varied with the consent in writing of the holders of three-fourth of the issued share of that class, or with the sanction of a special resolution passed at a separate general meeting of the holders of the shares of the class. To every such separate general meeting the provisions of these regulations relating to general meetings shall apply, but so that the necessary quorum shall be 2 persons at least holding or representing by proxy 1/3rd of the issued shares of the class and that any holder of shares of the class present in person or by proxy may demand a poll.

6. The rights conferred upon the holders of the shares of any class shall not, unless otherwise expressly provided by the terms of issue of shares of that class, be deemed to be varied by the creation or issue of further shares ranking *pari passu* therewith.
7. The company may exercise the power of paying commission conferred by Section 56 of the Act. Subject to the provisions of the Act, such commission may be stratified by the payment of cash or the allotment of fully or partly paid shares or partly in one way and partly in other.
8. Accept as required by law, no person shall be recognized by the company as holding any share up on any trust, and the company shall not be bound by or to be compelled in any way to recognized (even when having notice thereof) any equitable, contingent, future or partial interest in any share or any interest in fractional part of a share or (accept as otherwise provided by the articles or by law) any other rights or interests in respect of any share except in absolute right to the entirety thereof in the registered holder.

#### ALTERATION OF CAPITAL

9. Articles 29 to 39 of Table "A" shall apply with following clarifications:

The company may by ordinary resolution:-

- a. Increase its share capital by the new shares of such amount, as the resolution prescribes;
- b. Consolidate and divide all or any of its share capital into shares of larger amount than its existing shares.
- c. Subject to the provisions of Section 65(1)(d) of the Act, sub-divide its existing shares, or any of them, into shares of smaller amount than is fixed by the memorandum of association.
- d. ~~Cancel shares~~ which, at the date of the passing of the resolution, have not been taken or agreed to be taken by any person and diminish the amount of its share capital by the amount of the shares so cancelled.

If a call remains unpaid after it has become due and payable, shares can be forfeited and reissued or canceled by the directors as per the articles provided in Table A.

## TRANSFER OF SHARES

10. The Directors may in their discretion and without assigning any reason thereof refuse to register the transfer of any share to any person whom to their opinion he/she is undesirable for any reason whatsoever to admit to membership.
11. Subject to Article 2 and 3 hereof rights of members to transfer their shares shall be restricted as follows: -
- (a) No Share shall be transferred to a person who is not a member so long as any member or any person selected by the Directors as one who it is desirable in the interests of the Company to admit to membership.
  - (b) Every shareholder of Trustee in bankruptcy, or any person who may desire to sell or transfer any such shares and every personal representative of a deceased shareholder shall give notice in writing to the Directors that he desires to make such sales or such a transfer, such notice shall constitute the board of Directors as his agents for sale of such shares to any member or members of the company at a price to be agreed upon between the party giving such a notice and the board and in the case of difference the same shall be determined by the Auditor of the Company.
  - (c) Upon the price of such shares being agreed on or determined as 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 shares inviting the person to whom the 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 21 days' notice the Board shall apportion such shares amongst the shareholders (if more than one) who shall have expressed their desire to purchase the same and as far as may be proper according to the number of shares already held by them respectively, or if there be only one such shareholder the whole of such shares be sold to him, provided that no shareholder shall be obliged to take more than the maximum number of such shares stated in his answer to the said notice.

**GENERAL MEETINGS**  
**NOTICE OF GENERAL MEETINGS AND PROCEEDINGS**  
**AT THE GENERAL MEETING**

12. Articles 40 to 55 Table "A" shall apply subject to the following variations: -

- (a) A General meeting, Ordinary or Extra ordinary meeting, may with the consent of majority of 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 or the members of the Company holding three votes of the issued shares of the Company shall be valid and effectual as an or inanity resolution duly passed at a general meeting of the company.

**DIRECTORS**

13. Until otherwise determined by the Company in general meeting the Directors shall not be less than 2 and not more than 50 in number.

14. The following persons shall be the first Directors of the company:

- **MR. SUBRAMANI RAVIVARMA**
- **MR. RAJIV SHASHI NANDHA**

15. The shareholding qualifications for the Directors may be fixed by the Company in General Meeting and unless and until so fixed no qualification shall be required.

16. The quorum of Directors for transaction business shall, unless otherwise fixed by the Directors, be 2 (Two).

17. Resolution in writing by all the Directors then in Tanzania shall be as valid and effectual resolution as if it had been passed at a meeting of Directors duly called and constituted.

18. The Directors may from time to time borrow or raised any money for the purpose of the company, which may exceed the issued share capital of the company.

#### **BORROWING POWERS**

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

#### **ALTERNATE DIRECTORS**

20. Each Director may nominate a person, who shall be approved of in writing by the other Directors, to act as alternate in his place during his absence from Tanzania or inability to act as such Director. Shall be subject in all other respect to be terms and conditions existing with reference to the directors of the Company and such alternate Directors when acting shall exercise and discharge all duties and functions of the Director whom he represents and in the case of an alternate Director being unable to act during the absence of inability to act as Director whom he represents he may subject to the like approval of the other Directors appoint a dully qualified person to act in his place.

#### **SECRETARY**

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



22. The board may authorize the auditors or their associates or any capable person to work as secretary to carry any specific secretarial work on payment of fees.

#### **WINDING UP**

23. 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 is special or may be vested in Trustees for the benefit of such members and the liquidation of the company be closed and the company dissolved by so that no member shall be compelled to accept any shares whereupon there is only liability.

ALTERATION OR ADDITION

24. Subject to the provisions of the Act and those contained in the Memorandum of Association, the Company may by special resolution make an alteration and or addition to the memorandum and articles of association and alterations 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.

NAMES, ADDRESSES AND DESCRIPTION OF SUBSCRIBERS	NO. OF SHARES TAKEN BY EACH SUBSCRIBER	SIGNATURE OF SUBSCRIBERS
1. SUBRAMANI RAVIVARMA P. O. BOX 7784, A93, RICHMOND TOWER, MINDU STREET, UPANGA, DAR ES SALAAM, TANZANIA.	980	
2. MR. RAJIV SHASHI NANDHA P. O. BOX 4811, PLOT NO. 2A/2B, JANGWANI BEACH, DAR ES SALAAM, TANZANIA.	20	

Dated at Dar es Salaam this 12 day of August 2013

Witness to the above signatures: -

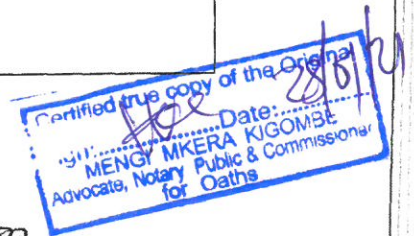
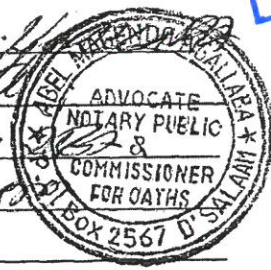
NAME:

SIGNATURE:

POSTAL ADDRESS:

QUALIFICATION:

Abel M. Y. Mwakilima  
P.O. Box 2567 Dar es Salaam  
Advocate



Handwritten notes: RA 15000/-, 13/09/2013

REG NO: 101665

**VEGGIE FOOS LIMITED**

**EXTRACT OF THE MINUTES OF MEETING OF THE BOARD OF DIRECTORS OF VEGGIE FOODS LTD HELD AT THE REGISTERED OFFICE IN DAR ES SALAAM OFFICE ON 9<sup>TH</sup> SEPTEMBER 2013.**

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

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

**RESOLUTION NO: 1**

"RESOLVED THAT the authorized capital of the company be and is hereby increased from T.Shs. 10,000,000/= divided in to 1000 ordinary shares of Tshs. 10,000/= each to T.Shs. 60,000,000/= divided into 6,000 ordinary shares of Tshs. 10,000/= each".

**RESOLUTION NO: 2**

"RESOLVED THAT the paid up capital of the company be and is hereby increased from Tshs. 10,000,000/= divided in to 1000 ordinary shares of Tshs. 10,000/= each to Tshs. 60,000,000/= divided in to 6,000 ordinary shares of Tshs. 10,000/= each by allotting 5,000 ordinary shares of Tshs. 10,000/= each to the under named shareholders of the company".

NAME	ADDRESS	NOS OF SHARES
SUBRAMANI RAVIVARMA	A 93,RICHMOND TOWER, MINDU STREET,UPANGA, DAR ES SALAAM, TANZANIA. P.O.BOX-7784.	1820
RAJIV SHASHINANDHA	PLOT NO. 2A/2B, JAGWANI BEACH, DAR ES SALAAM, TANZANIA. P.O.BOX 4811.	3180

"RESOLVED FURTHER THAT, Mr. Subramani Ravivarma is hereby authorized to complete all the formalities with the Registrar of Companies.

Certified True Copy as a true Copy of Original  
 NICKSON LUDGVICK  
 Advocate, Notary Public & Commissioner for Oaths  
 P.O. Box 24243 - D.S.M.  
 Date: 26/11/2013

Signature of Chairman  
CHAIRMAN

Signature of Director  
DIRECTOR

East African Law Chambers  
Advocates , Notary Public and Commissioners for Oaths  
Plot No. 18, Rukwa Street, Masaki,  
P. O. Box 38192, Dar es Salaam, Tanzania

**NOTARIAL AUTHENTICATION CERTIFICATE**

**TO WHOM THESE PRESENTS SHALL COME**


I, the undersigned, **Juvenalis Joseph Ngowi**, Notary Public, practicing in the United Republic of Tanzania, by lawful authority duly appointed, do hereby certify and attest that I have this day collated and compare with the original hereof, the copy hereto annexed being:-

A Memorandum and Articles of Association of **Veggie Foods Limited** registered on 16<sup>th</sup> day of August 2013 in accordance with the laws of Tanzania, herein represented by Mr. Rajiv Shashi Nandha, who warrants that he is duly authorized hereto) and given Certificate of Incorporation No. 101665 issued on the same date of registration.

And I, the undersigned Notary Public, do further attest that the same is a true and faithful copy of the original.

In testimony whereof, I, the Notary Public, have hereunto, subscribed my name and set and affixed my seal of office at Chambers, Plot No. 18, Rukwa Street, Masaki, Dar es Salaam, Tanzania aforesaid on 5<sup>th</sup> May in the year Two Thousand and Sixteen (2016)

Notary Public

  
Juvenalis J. Ngowi

