

THE COMPANIES ACT NO 12 OF 2002

.....

COMPANY LIMITED BY SHARES

.....

**MEMORANDUM AND ARTICLES OF ASSOCIATION
OF**

TANGA LIQUOR COMPANY LIMITED

.....

**DRAWN BY:
SUBSCRIBER
ADDRESS**

UKANI BAHADUR JAMAL ALIBHAI

Plot no. 13, Block KBXV
Razkazone Area,
Ocean Road,
Postal Office Box 1544
Tanga, Tanzania

TANZANIA = Paid
Stamp Duty Shs. 2500/- of 01/12/2015
60331
Receipt No. [Signature]
Asst. Registrar of Companies

THE COMPANIES ACT NO 12 F 2002

COMPANY LIMITED BY SHARES

MEMORANDUM AND ARTICLES OF ASSOCIATION OF

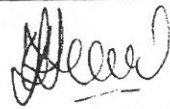
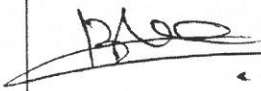
TANGA LIQUOR COMPANY LIMITED

TANZANIA =
Stamp Duty Shs. 5000/- PAID ON ORIGINAL
60331 of 01/12/2015
Receipt No. [Signature]
Stamp Duty Officer

- 1.0 The name of the Company shall be **TANGA LIQUOR COMPANY LIMITED** (hereinafter referred to as the "Company").
- 2.0 The registered office of the Company shall be situated in Tanzania mainland.
- 3.0 The objects for which the company is established (and it is expressly declared that the several sub clauses of this clause and all the powers thereof are to be cumulative and in no case is the generality of any one sub clause nor is any general expression in any sub clause to be narrowed or restricted by any particularity of expression in the same sub – clause or by the application of any rule of construction ejusdem generis or otherwise) are:
 - 3.1 To carry on business as manufacturers of and merchants and dealers in beer ale porter stout wines spirits aerated waters and liquors of every description whether intoxicating or not of sachets and of malt hops grain meal yeast and all other materials and things capable of being used in connection with any such manufactures or businesses.
 - 3.2 To carry on the liquor business as distributors wholesalers retailers and any other business which may seem to the Company capable of being conveniently carried on in connection with or by way of extension of any business or the Company or any of its objects.
 - 3.3 To carry on the business of importers and exporters of all kinds of liquor, related materials and merchandise manufacturers and distributors representatives marketing agents' salesmen brokers auctioneers commission agents.
 - 3.4 To carry on the business of liquor distilling, mixing, processing, packing and marketing.

INDEMNITY

101.0 Subject to the requirement of section 153 of the Companies Act CAP 212 of the Laws of Tanzania every Director or other officer of the company shall be entitled to be indemnified out of the assets of the company against all losses or liabilities which he may sustain or incur in or about the execution of his duty and no Director or other officer shall be liable for any loss which may be incurred by the company in the execution of his office or in relation thereto.

Names, Addresses and Description of subscriber	Number of shares taken by each subscriber	Signature of subscriber
VIRANI ZAHURALI KAMRUDIN P.O.BOX-5581, TANGA, TANZANIA.	510	
UKANI BAHADUR JAMAL ALIBHAI. P.O.BOX-1544 TANGA, TANZANIA	490	

Dated at Tanga on this 30th day of Nov., 2015

WITNESSED BY:

DRAWN BY:
Advocate

ADDRESS

Box 11340
DSM



SIGNATURE: 

TANZANIA
Stamp Duty Shs. 250/-
60331 of 01/12/2015
Receipt No. 117
Asst. Registrar of Companies

THE COMPANIES ACT NO 12 OF 2012
COMPANY LIMITED BY SHARES

MEMORANDUM AND ARTICLES OF ASSOCIATION
OF
TANGA LIQUOR COMPANY LIMITED

TANZANIA
Stamp Duty Shs. 250/-
PAID ON ORIGINAL
60331 of 01/12/2015
Receipt No. 117
Asst. Registrar of Companies

PRELIMINARY

1.0 The Regulations contained in Table "A" in the First Schedule to the Companies Act (CAP. 212) (such Table being hereinafter called "Table A") shall apply to the company save in so far as they are excluded or varied hereby.

2.0 Clauses 11, 28, 64, 69, 70, 72, 78, 92 and 102 shall not apply to this company but in lieu thereof and in addition to the remaining clauses of Table "A" the following shall be the regulations of the company.

INTERPRETATION

3.0 In these articles: -

3.1 "Board" Means the Board of Directors of the TANGA LIQUOR COMPANY LIMITED.

3.2 "Director" means a member of the Board of Directors of the TANGA LIQUOR COMPANY LIMITED.

3.3 "Executive Director" means the Executive Director of the TANGA LIQUOR COMPANY LIMITED appointed by the Board.

3.4 "Member" means any other member of the company other than directors.

3.5 Annual General Meeting, as commonly referred to as an AGM, means a formal meeting which is held once a year and all members of the Company are to participate

3.6 "The Act" means the Companies Act (Cap 212 of the laws of Tanzania)

3.7 "The articles" means the articles of the company;

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

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

3.10 "The Seal" means the common seal of the Company.

3.11 "United Republic of Tanzania," means the former Tanganyika and Zanzibar in the context of their union jurisdiction.

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

PRIVATE COMPANY

4.0 The Company shall be a private company and accordingly the following provisions shall have effect:

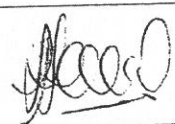

- a) The company shall not offer any of its shares or debenture to the public for subscription.
- b) The number of the members of the company (exclusive of persons who are in the employment of the company and of persons who having been formerly in the employment of the company, were, while in such employment and have continued after the determination of such employment to be members of the company shall not at any time exceed fifty.
- c) The transfer of shares in the company shall be restricted in the manner hereinafter provided.

5.0 The company shall be entitled to treat the person whose name appears upon the register in respect of any shares as the absolute owner thereof and shall not be under any obligation to recognize any trust or equitable claim to or partial interest in such share whether or not it shall have express or other notice thereof.

6.0 The company may pay a commission to any person in consideration of his subscribe whether absolutely or conditionally for any shares in the company or for procuring or agreeing to procure subscriptions whether absolute or conditional for any shares in the amount of shares subscribed or agreed to be subscribed or the subscription whereof is procured or agreed to be procured.

INDEMNITY

101.0 Subject to the requirement of section 153 of the Companies Act CAP 212 of the Laws of Tanzania every Director or other officer of the company shall be entitled to be indemnified out of the assets of the company against all losses or liabilities which he may sustain or incur in or about the execution of his duty and no Director or other officer shall be liable for any loss which may be incurred by the company in the execution of his office or in relation thereto.

Names, Addresses and Description of subscriber	Number of shares taken by each subscriber	Signature of subscriber
VIRANI ZAHURALI KAMRUDIN P.O.BOX-5581, TANGA, TANZANIA.	510	
UKANI BAHADUR JAMAL ALIBHAI. P.O.BOX-1544 TANGA, TANZANIA	490	

Dated at ~~Tanga~~ ^{DSM} on this 30th day of Nov, 2015

WITNESSED BY:

DRAWN BY:
Advocate

ADDRESS

Box 11340
DSM



SIGNATURE:.....

