

THE COMPANIES ACT 2002  
COMPANY LIMITED BY SHARES

MEMORANDUM



AND

ARTICLES OF ASSOCIATION

OF

DIRILIS FOODS AND COOKING OIL LIMITED

INCORPORATED THIS \_\_\_\_ DAY OF \_\_\_\_\_ 2019

DRAWN BY:

**Rashid Hassan Mbegele**

(Advocate)

P.O.BOX 8840

DAR ES SALAAM

THE COMPANIES ACT 2002  
COMPANY LIMITED BY SHARES

MEMORUNDUM OF ASSOCIATION

OF

DIRILIS FOODS AND COOKING OIL LIMITED


1. The name of Company shall be **DIRILIS FOODS AND COOKING OIL LIMITED**
2. The registered office of the Company will be situated in **Tanzania Main Land**
3. The objectives for which the Company is registered are:
  - I) To manufacture, import, export, buy, sell, manipulate, prepare for market, process, preserve and otherwise deal in oils, vegetable oils and fats, vegetable and artificial ghee, oil made or processed from seeds, coconuts, ground nuts, products of plantation, horticulture, agriculture and forest produces, animals and poultry feeds, fatty acids, soaps, glycerin, allied products and lubricants made from such oils and other or as by-products thereof.
  - II) To establish and operate the business of food, and beverages manufacturing and engage in all or any of the activities of producing, harvesting, supplying, preserve, processing, storing, packaging, distributing, or marketing whether whole sale or retail.
  - III) To manufacture, process, prepare, preserve, refine, bottle, buy, sell and deal whether as wholesaler or retailers or as exporters or importers or as Principals or agents or as keepers or dealers in all kinds of milk products, including Cheese, Butter, Ghee, Ice creams, Baby foods, Instant foods and any by-products or co-products thereof and to carry on the business and setting up of Dairy Farms, Milk Processing Plants, Food Processing Plants, Cold Storage Plants, Research laboratories, Packing units, Bottling Plants and to manufacture and deal in all kinds and varieties of foods for human or animal consumption
  - IV) To carry on and engage in the business of importation and exportation agricultural and agriculture mechanized and agro-allied farming of all kinds and carry on the business as farmers and farm produce merchants.
  - V) To engage in the business of biological software industries and the manufacture of bio fertilizer and bio-pesticides and establishment of bio-mass refinance and promote agriculture and bio-mass related business activities for food security.

- VI) To engage in design and construction of agricultural industrial parks, greenhouses, green house technology and all related infrastructure.
- VII) To carry on and engage in the business of importation and exportation of building materials including pvc, aluminum, baluster, steel, glasses etc.

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

- 4. The liability of the members is limited.
- 5. The capital of the Company is shillings One Billion and Five Hundred Million (TSh. 1,500,000,000/=) divided into Fifteen thousand (15,000) shares of shillings One Hundred thousand Shillings (TSh.100,000/=) each. The Company shall have power to increase its capital and to divide the shares in the 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 Articles of Association of the Company.

We the several persons, whose names and addresses are described below, 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 capital of the Company see opposite our respective names.

	Name , Address , and Description of Subscriber.	Number of Shares of Subscriber	SIGNATURE
1.	Name : DOGAN AYDIN Address : ISMET PASA MAH. AHMET FATOGLU CAD.NO :56-58 IC KAPI NO: 9 BULANCAK GIRESUN TURKEY	6000	
2.	Name : AYDIN TURKMEN Address : BALLICA MAHALLESI HARMAN SOKUK NO. 6 KAT 5 GIRESUN BULANCAK TURKEY	1000	
3.	Name : APDULSAMET TURKMEN Address : BALLICA MAHALLESI HARMAN SOKUK NO. 6 KAT 5 GIRESUN BULANCAK TURKEY	1000	
4.	Name : KHADIJA ABUBAKARI KAULI Address : P.O. Box 13851, KINONDONI ,DAR ES SALAAM MT. KARAGO HOUSE NO.47 TANZANIA	1000	
5.	Name : AHMET AYDIN Address : IHSANIYE MAH.FATIH CAD. NO.129 IC KAPI NO.2 BULANCAK/ GIRESUN TURKEY	1000	

Dated at Dar es Salaam this 22 day of JANUARY 2019

Witness to the above Signatures:

Name : RASHID HASSAN MBEGELE

Signature : [Handwritten Signature]



Qualification : ADVOCATE.





60. In accordance with section 164 on the Act, the copy of the company's annual accounts to be laid before the company in general meeting together with a copy of the Director's Report and the auditors shall not less than twenty-one days before the date of the meeting be sent to every member of, and every holder of debentures of the company. Provided that this regulation shall not require a copy of those documents to be sent to any person of those address the company is not aware or to more than one of the joint holders of any debentures.

#### AUDIT

61. Auditors shall be appointed and their duties regulated in accordance with sections 170 to 179 of the Act.
62. Any notice to be given to or by any person pursuant to the Articles shall be in writing except that a notice calling a meeting of the Directors need not be in writing. The company may give notice to a member either personally or sending it by post in a prepared envelop addressed to the member at his registered address, or by leaving it at that address. Where a notice is sent by post, service of the notice shall be deemed to be effected by properly addressing, prepaying, and posting a letter containing the notice, and to have been effected at the expiration of seventy-two hours after the letter containing the same was posted. A member whose registered address is not within Tanzania and who gives to the company an address within Tanzania at which notices may be given to him shall be entitled to have notices given to him at that address, but otherwise no such member shall be entitled to receive any notice from the company.

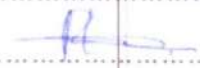
	Name, Address, and Description of Subscriber.	Number of Shares of Subscriber	SIGNATURE
1.	<b>Name:</b> DOGAN AYDIN <b>Address:</b> ISMET PASA MAH. AHMET FATOGLU CAD.NO :56-58 IC KAPI NO: 9 BULANCAK GIRESUN <b>TURKEY</b>	6000	
2.	<b>Name:</b> AYDIN TURKMEN <b>Address:</b> BALLICA MAHALLESİ HARMAN SOKAK NO. 6 KAT 5 GIRESUN BULANCAK <b>TURKEY</b>	1000	

3.	Name : APDULSAMET TURKMEN Address: BALLICA MAHALLESI HARMAN SOKUK NO. 6 KAT 5 GIRE SUN BULANCAK  TURKEY	1000	
4.	Name : KHADIJA ABUBAKARI KAULI Address : P.O. Box 13851, KINONDONI ,DAR ES SALAAM MT. KARAGO HOUSE NO.47  TANZANIA	1000	
5.	Name : AHMET AYDIN Address: IHSANIYE MAH.FATIH CAD. NO.129 IC KAPI NO.2 BULANCAK/ GIRE SUN  TURKEY	1000	

Dated at Dar es Salaam this 22 day of JANUARY 2019

Witness to the above Signatures:

Name : RASHID HASSAN MBEGELE

Signature : 

Qualification : ADVOCATE.

