

THE COMPANIES ACT, 2002

COMPANY LIMITED BY SHARES

MEMORANDUM

AND

ARTICLES OF ASSOCIATION

OF

MODERN RECYCLES PRODUCTION LIMITED

DRAWN BY:

**COSTANCIA KAHIJA
P. O BOX 70570
DAR ES SALAAM
(ADVOCATE)**

THE COMPANIES ACT 2002
COMPANY LIMITED BY SHARES
MEMORANDUM OF ASSOCIATION
OF
Modern Recycles Production Limited



1. The name of the Company is **Modern Recycles Production Limited**
2. The registered office of the Company will be situated in the United Republic of Tanzania.
3. The objects for which the Company is established are:-
 - a) To carry on a business of construction materials, hardware, plumbing and heating equipment. Including construction materials, tools such as hammers, saws, screwdrivers and other hand tools, Tubes, pipes, fittings, taps, T-pieces, connections, rubber pipes.
 - b) To carry on a business of metals and metal ores including iron yard, spelter, galvanizing sheets, ferrous and non-ferrous metal, tinplate, gold and other precious metal.
 - c) To carry on the business of non- specialized wholesale including dealing industrial materials, plastic bags, yachts wholesale, varieties of goods without any goods specialized and industrial materials.
 - d) To do business of sale of carpets, rugs, wall and floor coverings in specialized stores such as rugs wall and floor covering, carpet tiles, lino tiles and any other related objective.
 - e) To carry on a business of construction of building including repair of buildings, house building and repairing, building construction of all types.
 - f) To carry on a business of other specialized construction activities such as specialized construction work requiring special skills, machinery or equipment, iron curving in construction, installing metal partition walls. Steel fabrication contractor, Steelwork erection, Plastic covers for windows installation and Construction machinery and equipment.

- g) To manufacture, manipulate, convert, make merchantable, sell, buy, import, export or otherwise deal in all types and kinds of iron ore, coal, coke, ironstone, limestone, manganese, manganese ore, ferro-manganese, magnesite, clay, dolomite, quartzite, fire-clay, brick-earth, bricks, and other metals and minerals and substances.
- h) To carry on the business of manufacturing and selling all types of basic Iron and steel products including components and spare parts various items of Iron and Steel and its Products, Iron and Steel Castings, forgings, of all kinds required by various Industries.
- i) To carry on the trade or business of casting of iron and steel such as hot rolled steel, organic coated sheets, primary product of stainless steel, steel sheets, steel powders, bars and rods of stainless steel.
- j) To carry on a business on building completion and finishing including building restoration, sandblasting, building repairs, shot blasting of building and renovation.
- k) To establish agencies and local boards in Tanzania and elsewhere, and to regulate and discontinue the same.
- l) To acquire from any sovereign state or authority supreme local or otherwise any concessions, grants, decrees, rights, or privileges whatsoever, which may seem to the Company capable of being turned to account and to work, develop, carry out, exercise and turn to account the same.
- m) To procure the Company to be registered or recognized in any foreign country or place.
- n) To capitalize if and when deemed advisable the whole or part of the undivided profits of the Company and / or its reserves and to distribute such sum either as bonus or in any other manner and either by way of shares credited as fully, paid up or in such other manner as may seem expedient and whether amongst holders of shares in the Company or others.
- o) To distribute any of the property of the Company among the members in specie, and either by way of dividends or upon any return of capital.
- p) To provide for the welfare of persons in the employment of the Company, or formerly in the employment of the Company or its predecessors in business and the wives, widows and families of such persons by grants of money, pension or other payments.
- q) To form subscribe to an otherwise aid benevolent, religious, scientific, national charitable or other institutions or objects of a public character or which have and moral or other claims to support or aid by the Company by reason of the nature or locality of its operations or otherwise.





- r) To invest the moneys of the Company in such manner other than in the shares, of this Company, as a may from time to time be determined.
- s) To act as agents or brokers and as trustees of any person, firm or group of persons in respect of any business or matter of any nature whatsoever notwithstanding that the Company may not be empowered to act as principal in connection herewith.
- t) To purchase, take or lease or otherwise acquire land or any interest therein, and to hold, build upon, work, exercise, develop, finance and turn to account agricultural estates, building plots and lands or hereditaments of any nature and of any tenure in Tanzania or of elsewhere, and to sell, let on lease or otherwise dispose of and grant rights there over.
- u) To apply for, purchase, or otherwise acquire any patents, brevets d'invention, licenses, trademarks, copy-rights, concessions and the like conferring any exclusive or non-exclusive of a limited right, to use any secret or other information as to any invention which may seem capable of being used for any of the purposes of the Company or the acquisition of which may seem calculated directly or indirectly to benefit the Company, and to use, exercise, develop, grant licenses in respect of, or otherwise turn to account the property, rights and information so acquired.
- v) To carry on, develop, extend and turn to account any trade, business or operation whatsoever which can in the opinion of the Company be advantageously or conveniently carried out 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 to increase the value of or turn to account any of the Company's property and rights.
- w) To pay all costs, charges and expenses incurred or sustained in or about the promotion and establishment of the Company, which the Company shall consider in the nature of preliminary expenses including therein the cost of advertising, commissions for underwriting, brokerage, printing and stationery.
- x) To pay for any rights or property acquired by the Company, and to remunerate any person or company whether by cash payment or by the allotment of shares, debentures or other securities of the Company credited as paid up in full or in part otherwise.
- y) To carry on the business of buying and selling building materials and hardwares, agricultural and industrial spare parts tools and machinery.
- z) To sell and dispose of the undertaking of the Company or any part thereof for such consideration as the Company may think fit, and in particular for shares debentures or securities of any other company having objects altogether or in part similar to those of the Company.

- aa) To grant and enter into all manner of bonds, obligations, guarantees and indemnities for or in connection with any of the business aforesaid.
- bb) To buy, sell, import, export and otherwise deal in all manner of goods, commodities and merchandise, and to carry on and execute all kinds, of financial, commercial, industrial and trading operations in any part of the world.
- cc) To acquire by subscription, purchase of otherwise, and to accept and take, hold and sell, shares or stock in any Company, society or undertaking, the objects of which shall, either in whole or in part, be similar to those of this Company or such as may be likely to promote or advance the interest of this Company.
- dd) To act as managing agents and trustees for any person, firm or company, and to undertake and perform subcontracts and also to act in any of the business of the company through or by means of agents, brokers, subcontractors or others.
- ff) To do all or any of the matters hereby authorized in any part of the world either along or in connection with or by or through factors, trustees or agents.
- gg) Generally to do all such other things as may appear to be incidentals or conducive to the attainment of the above objects or any of them.
- hh) To carry on the business of buying and selling of stationary, office equipments and domestic equipments.
- ii) To Carry on Business of Manufacturing, Sale, Purchase of Oxygen Gas or any other Gas and Gas Products. To establish Gas Distribution depots, acquisition and take over of any existing business of Gas Manufacturing and distribution of oxygen and other gas through out Tanzania.

4. The liability of the members is limited.

5. The share capital of the Company in Tanzania Shillings Ten billion (T.Shs. 10,000,000,000/-) divided into 10,000 shares of T.Shs. 1,000,000/- each with power for the Company to increase or reduce such capital and to issue any part of the capital original or increased with or without any preference priority or special privilege or subject to any postponement of rights or to any conditions or restrictions and so that unless the conditions of issue shall otherwise expressly declare every issue of shares whether declared to be preference or otherwise shall be subject to the power hereinbefore contained.

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

NAME, ADDRESS AND DESCRIPTION OF SUBSCRIBER	NUMBER OF SHARES TAKEN BY EACH SUBSCRIBER	SIGNATURE OF SUBSCRIBER
Sayona Fruits Limited P.O. BOX 3030 DAR ES SALAAM	98	1. Subhash Motibhai Patel  (DIRECTOR) 2. Pawan Motibhai Patel  (DIRECTOR)
PAWAN SUBHASH PATEL P.O. BOX 3030 DAR ES SALAAM Businessman	1	
VEER RAMANLAL PATEL P.O. BOX 3030 DAR ES SALAAM Businessman	1	

SAYONA FRUITS LIMITED
P.O. Box 3030
DAR-ES-SALAAM
TANZANIA

Dated at Dar-es-salaam this 14th day of January, 2020
Witness to the above signatures




COMMISSIONER FOR OATHS

Certified true copy of the Original
 Sign:  Date: 15/06/2020
 COSTANCIA KAHIJA
 Advocate, Notary Public & Commissioner
 for Oaths

THE COMPANIES ACT 2002
COMPANY LIMITED BY SHARES
ARTICLES OF ASSOCIATION

OF

Modern Recycles Production Limited

1. The regulations contained in Table A in the first a schedule to the Companies Act (Cap. 212) such Table hereinafter called "Table A") shall apply to the Company subject to such modifications as are hereafter contained, except regulation 64 and 66.

PRIVATE COMPANY

2. The company is registered as a private Company and accordingly:
 - a) The right to transfer shares of the Company is restricted in manner and to the extend hereafter prescribed.
 - b) THE MEMBER OF THE COMPANY (exclusive of persons who are in employment of the company shall be limited to fifty. Provided that where two or more persons hold one or more shares in the company jointly they shall for the purpose of this regulations be treated as a single member.
 - c) Any invitations to the public to subscribe for any shares or debentures of the Company is prohibited.

SHARES

3. The initial capital of the Company is shillings 10,000,000,000/= divided into 10,000 shares of Shs. 1,000,000/= each. The shares taken by the subscribers to the Memorandum of Association shall be duly issued by the Directors.
4. The Director by an unanimous resolution may issue any shares as paid up, in payment in whole or in part of the purchase price of any business, or property acquired, or to be acquired by the Company or by way of remuneration for services rendered or otherwise for such considerations as they may think fit.
5. A call shall be deemed to have been made at the time the resolution of the Directors authorizing such call was passed.
6. Any money due from the Company to a shareholder may without the consent of such shareholder be applied by the Company in or toward payment of any money due from him to the Company for calls of otherwise.
7. The company may from time to time by special resolution increase the share capital by such sum, to be divided in to share of such amount, as the resolution shall prescribe.

8. The Company may, by special resolution, reduce its share capital and any capital redemption reserve fund in any manner and with, and subject to, any incident authorized, and consent required by law.
9. Every person whose name is entered as a member in the register of members shall be entitled to Certificate under the seal of the Company specifying the share or shares, held by him and the amount paid up thereon, provided that in respect of a share or shares, held jointly by several persons the company shall not be bound to issue more than one certificate and delivery of a certificate for a share to one whose name appears first of several joint holders shall be delivered to all. The register of members shall be kept at the registered office of the Company.

FORFEITURE OF SHARES

10. At the end of Article 23 of Table A, shall be added following words, namely and all expenses (legal or otherwise) that may have been incurred by the company for reason of such non-payment.

TRANSFER OF SHARES

11. Any share may be transferred at any time by a member to another member or to a spouse or offspring of the transferor member, and any share of a deceased member may be transferred by his/her executors or administrators to such deceased member's spouse or offspring.
12. The Directors may in their absolute direction and without assigning any reasons thereof decline to register any transfer of any share to any person whether or not it is a fully paid share.

BORROWING POWERS

13. The Directors may from time to time, raise or borrow or may themselves lend for the purpose of the Company's business such sum or sums of money as they think fit and 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, both present and future including its uncalled capital or by the issue at such price as they may think fit, or bonds or debentures or both either charged upon the whole or any part of the property and assets of the company, or in such way as the Directors think expedient.

GENERAL MEETING

14. A general meeting shall be held once in every calendar year as the Annual General Meeting. Such meeting shall be additional to any other meetings in the same year and shall be held at such time (not being more than fifteen (15) months) after the holding of the last preceding Annual General meeting and place as may be determined by the Directors.

15. Twenty one days' notice at least (exclusive of the day on which the notice is served or deemed to be served and of the day for which it is given) in respect of all General Meetings shall be given to the members specifying the date, hour and place of the meeting and in case of special business, the nature of such business either by Advertiser or by notice sent by post or otherwise served as hereinafter provided, but with the consent in writing of such percentage of the Members as may from time to time be required by law for the purpose, or in the event of there being no requirement by law then of all members entitled to receive notice of the meeting, a meeting may be convened in such manner as the Directors may think expedient.
16. At any General Meeting a resolution put to the vote of the member shall be decided on the show of hands unless a poll is demanded by any member present in person or by proxy or attorney (before or on the declaration of the result of the show of hands). Unless a poll is so demanded, declaration by the Chairman that a resolution has, on a show of hands, been carried, or carried unanimously or by a particular majority or lost and an entry of the proceedings of the Company shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against such resolution.
17. No meeting shall be valid unless a quorum of Members is present at the time when the meeting proceeds to business, Two members present in person or by proxy or by attorney shall be a quorum for the purpose of this clause.

VOTES OF MEMBERS

18. On a show of hands every member present in person and every proxy for or attorney or an absent member (if such proxy or attorney is not himself a member and entitled to vote) shall be entitled to one vote. On a poll every member shall have one vote for every share for which he is a holder.
19. The instrument appointing a proxy and the power of attorney of or other authority, if any, under which it is signed or a notarialy certified copy of such power or authority shall be deposited at the registered office of the company not less than twenty-four (24) hours before the time for holding the meeting or in the case of a poll, the time appointed for taking such poll and in default, the instrument shall not be treated as valid.
20. a) Extraordinary meetings shall be held at any time as it may be arranged by the Directors or required by shareholders.
b) A member will be allowed to vote only when he/she has paid up all shares called on him/her.
21. The Annual General Meeting shall discuss, among other things as:
 - a.) Accounts of the company.
 - b.) Distribution of dividends and/or interests.
 - c.) Election of Directors unless a fixed period is allocated to them.

- d.) Annual report of Directors.
 - e.) Fixing of Income and Expenditure for the current year.
 - f.) Appointment of Auditors and their remuneration.
22. The Chairman of the Board of Directors shall preside as Chairman of the General Meeting. In the absence of the Chairman, the Delegates may appoint an Interim Chairman.

DIRECTORS

23. The number of Directors shall not exceed four (4) and shall not be less than two (2).
24. The First Directors of the company shall be:-
1.) SUBHASH MOTIBHAI PATEL
2.) PAWAN SUBHASH PATEL
3.) VEER RAMANLAL PATEL
25. The business of the company shall be managed by Directors who may use powers vested to them by the General Meeting.
26. The Directors may appoint one of them to be the Managing Director who will be paid a monthly salary or commission as shall be fixed from time to time by the company in the General Meeting.

Other Directors may also be paid such remuneration as the company may determine in the General Meeting.

DISQUALIFICATION OF DIRECTORS

27. The office of a Director shall "ipso facto" be vacant:
- i.) If he be found lunatic or becomes of unsound mind,
 - ii.) If he shall become bankrupt or compound with his creditors,
 - iii.) If he, by notice to the company, resigns office,
 - iv.) If he ceases to hold the number of shares required to qualify him for office.
 - v.) If he holds another office of profit without the consent of the company in the General Meeting.
 - vi.) If he is punished with imprisonment for a term exceeding six (6) months.
 - vii.) If he becomes prohibited from being a Director by reason of provisions of the Act.
 - viii.) If he absents himself from the meetings of the Directors during a continuous period of six months without special leave from the other Directors and they pass a resolution that he has by reason of such absence vacated office.
28. The period for which a Director may hold office of Directors of the company shall be fixed by the General Meeting.

THE SEAL

29. The Company seal shall not be affixed to any instrument except by the authority of resolution of the Board of Directors and in the presence of at least two Directors or at least one Director and a Secretary or such person as the Directors may appoint for the purpose, the Directors or the Director and Secretary or other person as aforesaid shall sign every instrument to which the seal of the company is so affixed.

BORROWING POWERS

30. The Directors may raise or borrow for the purpose of the company's business such sums of money as they think fit and 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 and future including its uncalled capital or by the issue at such prices as they may think fit, or bonds or debentures, either charged upon the whole or part of the property and assets of the company or in such way as the Directors think expedient.

ACCOUNTS

31. The Directors shall cause proper books of accounts and to be kept with respect to all sums of money received and expended by the company and the matter in respect of which receipt and expenditure takes place.

AUDIT

32. All accounts books shall be audited by a qualified Auditor who will be appointed by the company of each annual general meeting and that it will be the duty of the directors to furnish the auditors with all information and documents he or they want. The directors shall lay before the general meeting at least once in every year the auditors report together with the accounts for the proceeding period within six months of the end of the year.

PRELIMINARY EXPENSES





33. In order to meet the preliminary expenses, the shareholders will have to contribute shillings one hundred thousand (100,000) in form of entrance fees which will not be refundable,

WINDING UP

34. In winding up the liquidator may, with the sanction of an Extraordinary Resolution distribute all or any of the assets in specie among Members as may be determined by such Resolution provided always that if any such distribution is determined to be made otherwise than in accordance with existing rights of the members, every member shall have the same rights of dissent and other ancillary right as if such resolution were a special Resolution passed pursuant to Section 230 of the Act.

INDEMNITY

35. 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 (including any such liability as is mentioned in paragraph (a) of the provision to section 153 of the Act) which he may sustain or incur in or about the execution of the duties of his office or otherwise in relation thereto, and no Director or other officer shall be liable for any loss, damage or misfortune which may happen to or be incurred by the company in the execution of the duties of his office or in relation thereto.


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VEER RAMANLAL PATEL P.O. BOX 3030 DAR ES SALAAM Businessman	1	VRP 

SAYONA FRUITS LIMITED
 P.O. Box 3030
 DAR-ES-SALAAM
 TANZANIA

Dated at Dar-es-salaam this 14th day of January 2020
 Witness to the above signatures



 COSTANCIA KAHIIJA
 ADVOCATE
 NOTARY PUBLIC
 &
 COMMISSIONER
 FOR OATHS
 DAR-ES-SALAAM

Certified true copy of the Original
 Sign:  Date: 15/06/2020
 COSTANCIA KAHIIJA
 Advocate, Notary Public & Commissioner
 for Oaths