

THE COMPANIES ACT 2002

COMPANY LIMITED BY SHARES
MEMORANDUM OF ASSOCIATION

OF



AGRI COMMODITIES TANZANIA LIMITED

TANZANIA
Stamp Duty Shs 5000/-
PAID ON ORIGINAL
Receipt No. 69307/16/9/11/11

TANZANIA
Stamp Duty Shs 2500/- Paid
Receipt No. 69307/16/9/11/11
Reg. Registrar of Companies

1. The name of the Company is **AGRI COMMODITIES TANZANIA LIMITED**.
2. The registered office of the Company will be situated in Tanzania.
3. The objectives for which the Company is incorporated are:-
 1. To carry on the business as manufacturers, producers, processors, growers, fermentators, distillers, refiners, makers, inventors, convectors, importers, exporters, traders, buyers, sellers, retailers, wholesalers, suppliers, indenters, bottlers, packers, movers, preservers, stockists, agents, sub-agents, merchants, distributors, consignors, jobbers, brokers, concessionaires or otherwise deal in all kinds of agricultural commodities, fertilizers, manures, plant or animal feed, cattle fodder, pesticides, insecticides, fungicides and all types of chemicals use in agriculture, sericulture, horticulture, poultry farming and animal husbandry.
 2. To carry on business of providing the necessary infrastructure to harvest and develop forest resources, promoting forest resource based industries, arranging marketing of timber and other forest resource within the country and abroad.
 3. To carry business of developing land, growing, cultivating, producing and raising plantations and crops, maize, millet, sorghum, rice, sunflower, sugarcane, wheat, barley and of various forest species of proven utility and maintaining, conserving, protecting, preserving tending, exploiting, and managing in all respect, crops and trees raised or come up naturally, or other agricultural, plantation and 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, medical and aromatic plants.
 4. To carry on business of establishing, administering, owning and running industries for manufacturing forest products, agricultural, plantation and horticultural products, medicinal and aromatic plants.

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

Name, Address and Description of Subscribers	Number of Shares Taken by each Subscriber	Signature
DUMISANI NDEBELE PRIVATE BAG X026 GABORONE BOTSWANA (SUBSCRIBER)	99	
BOITUMELO MOLEFHE-NDEBELE PRIVATE BAG X026 GABORONE BOTSWANA (SUBSCRIBER)	1	

DATED at Dar es Salaam this 10 day of September 2016

WITNESS TO THE ABOVE SIGNATURE:

Signature: 

Postal Address: P.O. Box 6851

Dar es Salaam

Qualification: Advocate



THE COMPANIES ACT 2002

TANZANIA
Stamp Duty Paid
Stamp Duty No. 5000/-
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Receipt No. 69307 of 16/9/16

TANZANIA
Stamp Duty Paid
Stamp Duty No. 2500/-
Receipt No. 69307 of 16/9/16

COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION



OF

AGRI COMMODITIES TANZANIA LIMITED

INTERPRETATION

1. In these articles, unless the context otherwise requires, expressions defined in the Companies Act or any statutory modification thereof in force at the date at which these articles become binding on the company shall have the meaning so defined and the words standing in the first column of the table next hereinafter contained shall bear the meanings set opposite to them respectively in the second thereof, namely:

Words	Meaning
The Company	AGRI COMMODITIES TANZANIA LIMITED
The Act	The Companies Act 2002
The Articles	The Articles of Association as now framed or as may from time to time be altered in the manner required by law.
The Office	The registered office for the time being of the Company.
The Seal	The Common seal of the company
The Board	The Board of Directors of the company or the Directors present at a duly convened meeting of Directors at which a quorum is present.
The Directors	The Board
Member	Member of the company
Month	Calendar Month
The register	The register of members of the Company
In writing	Written or produced by any substitute for writing, or partly written and partly so produced.

Name, Address and Description of Subscribers	Number of Shares Taken by each Subscriber	Signature
DUMISANI NDEBELE PRIVATE BAG X026 GABORONE BOTSWANA (SUBSCRIBER)	99	
BOITUMELO MOLEFHE-NDEBELE PRIVATE BAG X026 GABORONE BOTSWANA (SUBSCRIBER)	1	

DATED at Dar es Salaam this 1st day of September 2016

WITNESS TO THE ABOVE SIGNATURE:

Signature: 

Postal Address: P. O. Box 6851
Dar es Salaam

Qualification: Advocate



AGRI COMMODITIES TANZANIA LIMITED
(Company no 129605)

MINUTES OF THE EXTRAORDINARY GENERAL MEETING OF THE SHAREHOLDERS OF AGRI COMMODITIES TANZANIA LIMITED (THE "COMPANY") HELD ON 2nd DAY OF MARCH 2018 AT 12.00PM

PRESENT: Mr. Dumisani NDEBELE, 99% Shareholder Chairing the Meeting
Ms. Boitumelo MOLEFHE-NDEBELE, 1% Shareholder and Secretary

AGENDA

1. Opening of the meeting
2. Waiver on mandatory notice
3. Adoption of the agenda
4. Special resolution to approve the amended Memorandum and Articles of Association of Agri Commodities Tanzania Limited
5. Ordinary resolution to appoint Mr Abubakar Saleh Mlilima as a Director of the Company with immediate effect.

1. OPENING OF THE MEETING

The Shareholders constituting one hundred per cent (100%) of the voting share capital of the Bank being present, the Chairman declared the quorum met and the meeting properly constituted.

2. WAIVER OF MANDATORY NOTICE

The Chairman confirmed that he had received waivers on the mandatory notice period from all the shareholders and the meeting was properly convened.

3. ADOPTION OF THE AGENDA

The agenda of the Extraordinary General Meeting was placed before the shareholders and unanimously adopted.

4. SPECIAL RESOLUTION ON THE APPROVAL OF THE AMENDED MEMORANDUM AND ARTICLES OF ASSOCIATION OF AGRI COMMODITIES TANZANIA LIMITED

RESOLVED THAT: Clause 3.1 of the of the Memorandum of Association that reads as

follows: " To carry on the business as manufacturers, producers, processors, growers, fermentators, distillers, refiners, makers, inventors, convectors, importers, exporters, traders, buyers, sellers, retailers, wholesalers, suppliers, indenters, bottlers, packers, movers, preservers, stockists, agents, sub-agents, merchants, distributors, consignors, jobbers, brokers, concessionaires or otherwise deal in all kinds of agricultural commodities, fertilizers, manures, plant or animal feed, cattle fodder, pesticides, fungicides and all types of chemicals use in agriculture, sericulture, horticulture, poultry farming and animal husbandry."

Be amended to read:

“To carry on the business as manufacturers, abattoir, producers, processors, growers, fermentators, distillers, refiners, makers, inventors, convector, importers, exporters, traders, buyers, sellers, retailers, wholesalers, suppliers, indenters, bottlers, packers, movers, preservers, stockists, agents, sub-agents, merchants, distributors, consignors, jobbers, brokers, concessionaires or otherwise deal in all kinds of agricultural commodities, meat products, fertilizers, canners, manures, plant or animal feed, cattle fodder, pesticides, fungicides and all types of chemicals use in agriculture, sericulture, horticulture, poultry farming and animal husbandry.”

The amended Memorandum and Articles of Association are hereby approved and adopted.

The resolution was approved unanimously


5. ORDINARY RESOLUTION TO APPOINT MR ABUBAKAR SALEH MLILIMA AS A DIRECTOR OF THE COMPANY WITH IMMEDIATE EFFECT

RESOLVED THAT: Mr Abubakar Saleh Mlilima be appointed as a Director of the Company with immediate effect.

The resolution was approved unanimously.

There being no other business to transact, the meeting closed at 12.30PM (GMT+2).

Dated this 2nd March 2018



Chairman of the meeting/Dumisani NDEBELE



Secretary of the meeting/Boitumelo MOLEFHE-NDEBELE



United Republic of Tanzania
Business Registrations and Licensing Agency



Application for Change of Company Particulars
Companies Act (Cap 212)

APPLICATION

Tracking number G181210-8964
Application date 10/12/2018 12:28:49

APPLICANT

National ID 19780825111010000329
Name ABUBAKAR SALEH MLILIMA
Gender Male
Date of birth 25/08/1978
Nationality Tanzanian
E-mail Address aboosaleh65@gmail.com
Mobile Phone Numbers 0752530201
Can this person update data in ORS? Yes
This person is empowered to assign persons who can update data in ORS Yes

CHANGES MADE

Business activities, Directors / Company secretary, Registered office / Contact information, Shareholder(s)

INFORMATION ABOUT COMPANY

TIN 133556281
Incorporation number 129605
Company name AGRI COMMODITIES TANZANIA LIMITED
Company type Private company Limited by shares
Incorporation date 16/09/2016 00:00:00
Accounting date 31/07

REGISTERED OFFICE

Registered office

Region Njombe, District Njombe CBD, Ward Makambako, Postal code 59113, Street KILIMAHEWA C, Road KILIMAHEWA C, Plot number 360-361, Block number N, House number nil

P.O. BOX

367

E-mail

dumisani.1.ndebele@gmail.com

Mobile Phone Number

26771309928

BUSINESS ACTIVITY

Name of activity

1062 - Manufacture of starches and starch products , Main activity

Name of activity

0150 - Mixed farming , Main activity

Name of activity

0125 - Growing of other tree and bush fruits and nuts , Main activity

Name of activity

0240 - Support services to forestry , Main activity

Name of activity

0230 - Gathering of non-wood forest products , Main activity

Name of activity

1200 - Manufacture of tobacco products , Main activity

Name of activity

4100 - Construction of buildings , Main activity

Name of activity

1010 - Processing and preserving of meat

Passport number BN0047437
Name BOITUMELO MOLEFHE NDEBELE
Gender Female
Date of birth 25/05/1965
Nationality Swede
E-mail Address dumisani.1.ndebele@gmail.com
Mobile Phone Number 26771309928
Residential address Botswana, gaborone, plot 2760, extension 9, phri cresent, private bag x026, gaborone, botwana.,

AUTHORISED SHARE CAPITAL

Class of shares	Number of shares issued	Value	Aggregate nominal value	Currency
Ordinary	100	1000000	100000000	TZS
Total:			100000000	TZS

SHAREHOLDERS

SHAREHOLDER 1

Passport number BN0619044
Name DUMISANI NDEBELE
Gender Male
Date of birth 25/05/1964
Nationality Swede
E-mail Address dumisani.1.ndebele@gmail.com
Mobile Phone Number 26771309928
Residential address Botswana, gaborone, plot 2760, extension 9, phri cresent, private bag x026, gaborone, botwana.,
 Ordinary 99

SHAREHOLDER 2

Passport number BN0047437
Name BOITUMELO MOLEFHE NDEBELE
Gender Female
Date of birth 25/05/1965
Nationality Swede
E-mail Address dumisani.1.ndebele@gmail.com
Mobile Phone Number 26771309928
Residential address Botswana, gaborone, plot 2760, extension 9, phri cresent, private bag x026, gaborone, botwana,
 Ordinary 1

Name of activity	0141 - Raising of cattle and buffaloes
Name of activity	0144 - Raising of sheep and goats
Name of activity	0146 - Raising of poultry
Name of activity	0149 - Raising of other animals

DIRECTORS

DIRECTOR 1

Can this person update data in ORS?	No
Passport number	BN0619044
Name	DUMISANI NDEBELE
Gender	Male
Date of birth	25/05/1964
Nationality	Swede
E-mail Address	dumisani.1.ndebele@gmail.com
Mobile Phone Number	26771309928
Residential address	Botswana, gaborone, plot 2760, extension 9, phri cresent, private bag x026, gaborone, botwana.,

DIRECTOR 2

Can this person update data in ORS?	No
Passport number	BN0047437
Name	BOITUMELO MOLEFHE NDEBELE
Gender	Female
Date of birth	25/05/1965
Nationality	Swede
E-mail Address	dumisani.1.ndebele@gmail.com
Mobile Phone Number	26771309928
Residential address	Botswana, gaborone, plot 2760, extension 9, phri cresent, private bag x026, gaborone, botwana.,

DIRECTOR 3

Can this person update data in ORS?	Yes
National ID	19780825111010000329
TIN	113774398
Name	ABUBAKAR SALEH MLILIMA
Gender	Male
Date of birth	25/08/1978
Nationality	Tanzanian
E-mail Address	aboosaleh65@gmail.com
Mobile Phone Number	255752530201
Residential address	Tanzania, Region Dar Es Salaam, District Ubungo, Ward Mbezi, Postal code 16113, Luguluni street, near EMET Secondary School

COMPANY SECRETARY

Can this person update data in ORS?	No
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