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14/11/2011
21-11-26

THE COMPANIES ORDINANCE (CAP. 212)

COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION
OF

ALLIANCE GINNERIES LIMITED

- 539
04/11/14
21-11-26
1. The name of the company is **ALLIANCE GINNERIES LIMITED**
 2. The registered office of the company will be situated on the mainland of the United Republic of Tanzania.
 3. The objects for which the company is established are:-
 - (a) To carry on the business as planters growers ginnerers and processors of cotton sisal coffee tea and other agricultural products, millers, manufacturers, producers dealers and agents in the widest sense of those terms and more particularly carry on business of cotton ginnerers, oil millers, soap manufacturers and to buy, sell, prepare for market import, export, deal in grain and other produce.
 - (b) To carry on business as manufacturers, processors, refiners, crushers, growers, buyers, sellers, exporters, and dealers both wholesale and retail in:-
 - (i) all kinds of oleaginous and saponaceous substances, seeds and all kinds of ingredients required for manufacture of any products.
 - (ii) all kinds of soaps, soap powders, detergents, scourers, dentifrices, perfumery and other cleansing and toilet requisites and preparations.
 - (iii) margarine and other edible oils and fats, lards compounds and all articles of foods prepared from oils, fats and the like.
 - (iv) foods of all kinds whether solid or liquid and whether for human or animal consumption.
 - (v) every kind of by-product or residue resulting from any of the company's manufactures or operations.
 - (c) To carry on the business of management advisors, industrial consultants, planners and advisors, to any company, corporation undertaking, firm, or individual, in the conduct of commercial, industrial, financial and other business undertakings.

- (d) To import into Tanzania any goods such as agricultural machinery and equipments, cement and other building materials, road construction equipment, motor vehicles, and spares, bicycles and tricycles, camera and films, radio and other musical instruments, office machinery and equipment, computer and other software, printing machinery and stationery, domestic appliances, toys and games, and/or any other goods that are lawfully allowed to be imported at the time of importation.
- (e) To lend money, upon such terms as the company may think fit, to persons, companies or corporations having dealings with the company, or otherwise upon such security as shall be thought fit, or without security and to guarantee the performance of contracts by any such persons companies or corporations.
- (f) To advise, assist, promote, encourage or implement schemes for improvement of business methods or practice or for the expansion, amalgamation, development, diversification or reconstruction of enterprises and undertakings of all kinds and for such purpose to establish, provide, maintain, conduct, organise, equip or otherwise promote, assist or subsidize research facilities, stations, expeditions, laboratories and experimental workshop for connected with or relevant to such enterprises and undertakings and to employ or otherwise acquire and pay experts, agents and other persons for or in connection with the same: to provide or contribute to the award of scholarships, prizes, grants or otherwise and generally to encourage, promote and read studies, researches, investigations, experiments, tests and inventions of any kind that may be considered likely directly or indirectly to assist, promote, enhance or render profitable such enterprises and undertakings.
- (g) To carry on the trade or business of construction work of any kind and for the alteration, improvements, and demolition of any building or structure and to carry on the trade or business of civil, constructional, electrical, mechanical and precision engineering and in general to alter, repair, pull down and restore, either alone or jointly with any other persons, firms or companies, works of all descriptions including, but not limited to roads, bridges, warehouses, factories, mills, wharves, docks piers, godowns, dwelling houses, flats, hotels, safari and game lodges, water works, drainage and sewage works.
- (g) To act as agents, brokers or managers for any insurance company, club or association, or for any individual underwriter in connection with its or his insurance or underwriting business (whenever the same may be carried on) or any branch of the same and to make arrangements for all classes of insurance (including group, life accident, fire and pension fund scheme); and to enter into any agreement for any of the purposes of the said with any such company, association or underwriter.

- (h) To undertake recruitment and training of staff either on its own behalf or on behalf of any other and advise on the suitability of applicants based on their qualifications or general experience for any particular class of employment and to supply to any person, firm corporation, government, local or other authority personnel or every grade including those possessed of professional, technical or other specialist qualifications.
- (i) To appoint and remunerate any directors, trustees, accountants, engineers, administrators, managers or other experts or agents of or in connection with any company, business undertaking or assets.
- (j) To act as general agents, directors, bookkeepers, financial controllers or agents, registrars, secretaries, personal agents, advisers, consultants, technical agents to and for any undertaking or enterprise.
- (k) To undertake the office of trustees, receiver, liquidator, executor, administrator, committee, manager, attorney, delegate, substitute, treasurer, and any other office or situation of trust or confidence and to perform and discharge the duties and functions incidental thereto.
- (l) To carry on the business of an insurance and guarantee company in all its branches, insure against risks of all kinds which are insured against by any insurance company such as the National Insurance Company or the Lloyd's, and to undertake all kinds of guarantee and indemnity risks.
- (m) To re insure and counter-insure all or any risks, and to undertake all kinds of re-insurance and counter-insurance connected with any of the business aforesaid.
- (n) To carry on any other business which may seem to the company capable of being conveniently carried on in connection with the above objects, or calculated directly or indirectly to enhance the value of or render more profitable any of the company's property.
- (o) To purchase, take on lease or hire or otherwise acquire in Tanzania or elsewhere any movable and/or immovable property which shall include any right of occupancy, government lease and/or rights or interests in such movable and/or immovable property.

Proper books of account shall not be deemed to be kept if there are not kept such books of account as are necessary to give a true and fair view of the state of the company's affairs and explain its transactions.

119. The books of account shall be kept at the office of the company, or at such other place as the directors think fit, and shall always be open to the inspection of the directors.
120. The directors shall from time to time determine whether and to what extent and at what time and places and under what condition or regulations the accounts and books of the company or any of them shall be open to inspection to a member not being directors and no member (not being a director) shall have any right of inspecting any account or book or document unless authorised by the directors or by the company in General Meeting.
121. The directors shall, from time to time, in accordance with sections 123 to 129 (both inclusive) of the Ordinance cause to be prepared and to be laid before the company in General Meeting such profit and loss accounts, balance sheets, group accounts (if any) and reports as referred to in those sections.
122. A copy of every balance sheet (including every document required by law to be annexed thereto) which is to be laid before the company in General Meeting, together with a copy of the Auditors' report, shall, not less than fourteen days before the date of the meeting, be sent to every member of, and every holder of Debentures, of the Company and to every person registered under Regulation 32. Provided that this regulation shall not require a copy of those documents to be sent to any person of whose address the Company is not aware or to more than one of the joint holders of any shares or Debentures.

CAPITALISATION OF PROFITS

123. The company in General Meeting may, upon the recommendation of the directors, resolve that it is desirable to capitalise any part of the amount for the time being standing to the credit of any of the company's reserve accounts or to the credit of the profit and loss account or otherwise for distribution, and accordingly that such sum be set free for distribution amongst the members who would have been entitled thereto if distributed by way of dividend and in the same proportions, on condition that the same not be paid in cash but be applied either in or towards paying up any amounts for the time being unpaid on any shares held by such members respectively or paying up in full un-issued shares or debentures of the company to allotted and distributed credited as fully paid up to and amongst such members in the proportion aforesaid or partly in the one way and partly in the other, and the directors shall give effect to such resolution, provided that a share premium Account and a Capital Redemption reserve Fund may for the purposes of this regulation, only be applied in paying up of unissued shares to be issued to members of the company as fully paid bonus shares.
124. Whenever such a resolution as aforesaid shall have been passed the directors shall make all appropriations and applications of the undivided profit resolved to be capitalised thereby, and all allotments and issues of fully-paid shares of debentures, if any, and generally shall do all acts and things required to give effect thereto, with full power to the directors to make such provision by the issue of fractional certificates or by payment in cash or otherwise as they think fit for the case of shares or debentures becoming distributable in fractions, and also to authorise any person to enter on behalf of all the members entitled hereto into an agreement with the company providing for the allotment to them respectively, credited as fully paid up, of any further shares or debentures to which they may be entitled upon such capitalisation, or (as the case may require) for the payment up by the company on their behalf, by the profits resolved to be capitalised, of the amounts remaining unpaid on their existing shares, and agreement made under such authority shall be effective and binding on all such members.

AUDIT

125. Auditors shall be appointed and their duties regulated in accordance with sections 132, 133 and 134 of the Ordinance.

NOTICES

126. A notice may be given by the company to any member either personally or by sending it by post to him or to his registered, or (if he has no registered address within Tanzania) to the address, if any, within Tanzania supplied by him to the company for the giving of notice to him. 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 in the case of a notice of a meeting at the expiration of 24 hours after the letter containing the letter would be delivered in the ordinary course of post.
127. A notice may be given by the company to the joint holders of a share by giving the notice to the joint holder first named in the Register of members in respect of the share.
128. A notice may be given by the Company to the persons entitled to a share in consequence of the death or bankruptcy of a member by sending it through the post in a prepaid letter addressed to them by name, or by the title or representatives of the deceased, or trustee of the bankrupt, by any like description, at the address, if any within Tanzania supplied for the purpose by the persons claiming to be so entitled, or (until such an address has been so supplied) by giving the notice in any manner in which the same might have been given if the death or bankruptcy had not occurred.
129. Notice of every General Meeting shall be given in any manner hereinbefore authorised to:-
- (a) Every member except those members who (having no registered address within Tanzania) have not supplied to the company an address within Tanzania for the giving of notices to them;
 - (b) Every person upon whom the ownership of a share devolves by reason of his being a legal personal representative or a trustee in bankruptcy would be entitled to receive notice of the meeting; and (c) the Auditor for the time being of the company;

No other person shall be entitled to receive notices of General Meetings.

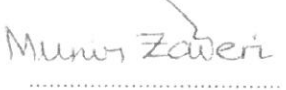

WINDING UP

130. If the company shall be wound up the liquidator may, with the sanction of an Extraordinary Resolution of the Company and any other sanction required by the Ordinance, divide amongst the members in specie or kind, the whole or any part of the assets of the company (whether they shall consist of property of the same kind or not) and may, for such purpose set such value as he deems fair upon any property to be divided as aforesaid and may determine how such division shall be carried out as between the members of different classes of members.

The liquidator may, with the like sanction, vest the whole or any part of such assets in trustees upon such trusts for the benefit of the contributories as the liquidator with the like sanction, shall think fit, but so that no member shall be compelled to accept any shares or other securities whereon there is any liability.


INDEMNITIES OF DIRECTORS

131. 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 the duties of his office or otherwise in relation thereto, including any liability incurred by him in defending any proceedings whether civil or criminal, in which judgement is given in his favour or in which he is acquitted or in connection with any application under section 345 of the Ordinance, in which relief is granted to him by the court, 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. But this Article shall only have effect in so far as its provisions are not avoided by section 153 of the Ordinance.

Munir Zaveri P. O. Box 61338 Nairobi. Businessman	10	
Jessie Stephen Mnguto P. O. Box 70491 Dar Es Salaam. Lawyer	5	

Dated at Dar-Es-Salaam this 19th day of NOV. 1996.

WITNESS to the above signatures:-

Name: GN KATO 

Address: P. O. Box 1495 DSM.

Qualification: Advocate

