

THE COMPANIES ACT, 2002
(ACT NO. 12 OF 2002)

COMPANY LIMITED BY SHARES

Memorandum

AND

Articles of Association

OF

SALEHBHAI GLASS INDUSTRIES LIMITED

Incorporated this

day of

2010

Drawn by:

Sajjadhussein Salehbhai,

P.O. BOX 20355,

DAR ES ES SALAAM,

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THE COMPANIES ACT, 2002
(ACT NO. 12 OF 2002)
PRIVATE COMPANY LIMITED BY SHARES
MEMORANDUM OF ASSOCIATION
OF
SALEHBHAI GLASS INDUSTRIES LIMITED

1. The name of the Company is **SALEHBHAI GLASS INDUSTRIES 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 business as manufactures of glass tempering/ toughened, processors, and sand blasting.
 - (b) To carry on business as fabricators of all types of Aluminum sliding windows, projected windows, doors, office partitions, suspended ceilings, curtain walling, arch aluminum windows and doors, shops fronts, balustrade, vertical/ Venetian blinds, display cabinets, aluminum grills etc.
 - (c) To carry on business as, importers and distributors of all types of construction glasses in all thickness and colours, louver glasses louver frames, shop fittings, glass blocks, glass accessories and gypsum boards.
 - (d) To carry on the business of distribution, selling, buying, dealers in hardware, building materials, sanitary-ware, wall papers, roofing tiles, flooring tiles, supplying industrial equipments, plumbers, decorators, steel fabrication, machine shop, nickel plating, electric plating, making steel windows, doors, frames and roof tresses.
 - (e) To carry on business and trade in both deep sea and reef fishing ,scuba diving and snorkeling
 - (f) To establish and maintain modern hotels and conduct clubs, restaurants, bars and fresh water pools.

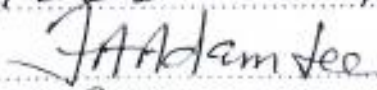
- (g) To establish and carry on a network with safari companies, hotels and lodges that strives for eco-consciousness.
- (h) To manufacturers of all types of laminated safety glass including colour laminated glass and bullet proof glass.
- (i) To carry on business of caterers of beef, fish, general food stuffs suppliers, on tender arrangements, super markets, provision stores, Exporters of all kinds of handicrafts, food stuffs, such as cereals, seed oils and leguminous seeds, to be general agricultural and farm implements dealers, poultry and poultry feeds, dairy farmers, and to be exporters of all agricultural products of all kinds and description, forest products such as timber, timber products, charcoal and logs of all kinds and description.
- (j) To carry on the business of manufacturing food, beverages, textile, clothing, forests, products, furniture, paper, paper products, printing and packaging, industry, chemicals, and all Livestock chemicals of all kinds, plastics and metals, iron and steel, non-ferrous metals, metal goods, machinery and equipment, electric motors, engines and components and all general merchandise.
- (k) To own and operate plants factories for making spare parts, including nuts and bolts, rivet screws, nail, roofing nail, radiators, valves, crankshafts, springs, door handles and locks, bushes, electrical fittings including wires, switches, plugs, electrical contractors, maintenance contractors and to own machinery equipments and tools including lathes, drills, spanner, hydraulic jacks and running gear including trucks, lorries, cars and any other power propelled vehicles and machinery, whatsoever.
- (l) To carry on business of aviation, buy, sell, take and let in hire repair, maintain, store and otherwise deal with aeroplanes, helicopter, gliders, motor cars and ships, boats, trailers and other vehicles and crafts of all kinds (whether for use in the air or on land or water and howsoever powered or propelled) radio instrument and other equipment and machinery of all kinds as well as parts propellers accessories tires tubes, fuels, and lubricants for any of the following.
- (m) To carry on the business of tourists agents and operators, ground transporters, carriers of mail by air, water and land and act as general couriers..
- (n) To carry on the business of tourists agents and operators, and to facilitate travelling and to provide for tourists and travellers, to promote provisions of conveniences of all kinds in any way through tickets, sleeping cars or berths, hotel and lodging,

We, the several persons whose names and addresses are subscribed 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 the capital of the Company set opposite our respective names.

Names, Postal address of Subscribers	Number of shares taken by each Subscribers	Signature of Subscribers
SAJJADHUSSEIN SALEHBHAL, P. O. BOX 20355, DAR ES SALAAM.	200	
MUFADDAL S. SALEHBHAL, P. O. BOX 20355, DAR ES SALAAM.	100	

Dated this 19TH day of JANUARY 2010

WITNESS to the above Signatures:-

Full Name: FAZLEALI A. ADAMJEE
 Signature: 
 Postal Address: P. O. Box 4
DSM
 Qualification: Advocate



THE COMPANIES ACT, 2002

(ACT NO. 12 OF 2002)

PRIVATE COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

OF

SALEHBHAI GLASS INDUSTRIES LIMITED.

PRELIMINARY

1. The regulations in Table A in the First Schedule to the Companies Act, 2002 shall not apply to the Company except so far as the same are repeated or contained in these Articles.

INTERPRETATION

In these Articles, unless the subject or context otherwise requires, 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 column thereof.

WORDS AND MEANINGS

"Articles" these Articles of Association as originally framed or as altered from time to time by special resolution.

"Articles" means these Articles of Association of SALEHBHAI GLASS INDUSTRIES LIMITED.

"Board" means the board of Directors of the Company or the Directors present at a duly convened meeting of Directors at which a quorum has been attained.

"Company" shall mean SALEHBHAI GLASS INDUSTRIES LIMITED.

"Month" shall mean a calendar month.

"A Shareholder" : Any holder from time to time of the shares.

"The Directors" : The directors for the time being of the Company present at a duly convened meeting of the directors at which a quorum is present.

"The Office" : The registered office of the Company for the time being .

"The Act": The Companies Act, 2002 and every statutory modification and re-enactment thereof for the time being in force.

2. The company is private company and accordingly, no invitation or offer shall be made to the public (whether for cash or otherwise) to subscribe for any shares in or debentures of the company, nor shall the company allot or agree to allot (whether for cash or otherwise) any shares in or debentures of the company with a view to all or any of those shares or debentures being offered for sale to the public.



The company may pay to any person a commission in consideration of his subscribing or agreeing to subscribe, whether absolute or conditional, for any shares in the company, provided that such commission shall not exceed 10 per cent of the price at which such shares are issued, or an amount equivalent to such percentage and the requirements of section 56 of the Act shall be observed.

3. (a) The Directors may subject to Article 48 hereof allot, grant options over, or otherwise deal with or dispose of any relevant securities of the company in accordance with the provisions of these Articles and the Act to such persons and generally on such terms and conditions as the Directors think proper.
(b) The general authority conferred by paragraph (a) of this article shall be conditional upon due compliance with Article 48 hereof and shall extend to the amount of the authorized share capital of the company upon its incorporation.
(c) The Directors shall be entitled under the general authority conferred by paragraph (a) of this Article to make at any time before the expiry of such authority any offer or agreement which will or might require relevant securities of the company to be allotted after the expiry of such authority.
4. If two or more persons are registered as joint holders of any shares any one of such persons may give effectual receipts for any dividends or other moneys payable in respect of such shares.
5. No person shall be recognized by the company as holding any share upon any trust and the company shall not be bound by or required to recognize equitable, contingent, future or partial interest in any share or any right whatsoever in respect of any share other than an absolute right to the entirety thereof in the registered holder, except as by these Articles otherwise expressly provide or as required by law.

SHARE CAPITAL

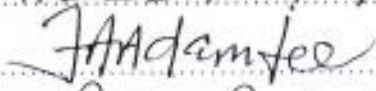
6. The authorized share capital of the company is issued share capital 300 shares of shillings 1,000 (One Thousand) each with such rights, privileges or conditions as may be determined by or in such rights, privileges or conditions in such manner as may for the time being be provided by the regulations of the Company.

SHARES

Names, Postal Address of Subscribers	Number of Shares taken by each Subscribers	Signature of Subscribers
SAJJADHUSSEIN SALEHBHAL, P. O. BOX 20355, DAR ES SALAAM.	200	
MUFADDAL. S. SALEHBHAL, P. O. BOX 20355, DAR ES SALAAM.	100	

Dated this 9TH day of JANUARY 2010

WITNESS to the above Signatures:-

Full Name: FAZLEALI A. ADAMJEE
 Signature: 
 Postal Address: P.O. Box 4
DSM
 Qualification: Advocate

