TANZANIA

BRELA
BUSINESS REGISTRATIONS AND LICENSING AGENCY

Register of Companies
Detailed information

Information date and time: 27/04/2022 13:28:39
Registration date and time: 01/12/2000 08:30:00

1.	**Status:**	Registered
2.	**Incorporation number:**	**40466**
3.	**Company:**	**BULK DISTRIBUTORS LIMITED**
4.	**Company type:**	Private company Limited by shares
5.	**Registered office:**	Region Arusha, District Arusha CBD, Ward Kaloleni, Postal code 23103, Street Sokoine, Road Sokoine , Plot number 56, Block number W, House number Nil
6.	**Contacts:**	Email: rajab@bulktz.com, Mob no/Tel no: 0754318318, P.O.Box 3091
7.	**Business activity:**	4659 - Wholesale of other machinery and equipment, Main activity 4663 - Wholesale of construction materials, hardware, plumbing and heating equipment and supplies, Main activity 4773 - Other retail sale of new goods in specialized stores, Main activity 5210 - Warehousing and storage 6810 - Real estate activities with own or leased property, Main activity
8.	**Directors / Directors in the country of origin:**	RAJAB ABDULALI NURBHAI, Tanzania RUKAIYA RAJAB NURBHAI, Tanzania RASHIDA RAJAB NURBHAI, Tanzania TAHER RAJAB NURBHAI, Tanzania
9.	**Company secretary / Company secretary in the country of origin:**	HERMAN DAUDI BUGHE, Tanzania
10.	**Authorised share capital:**	6000000000 TZS
11.	**Class of shares:**	Class Ordinary: 6000000 shares, 1000 TZS/share, 6000000000 TZS
12.	**Shareholders:**	RAJAB ABDULALI NURBHAI Class Ordinary 306000 shares taken RUKAIYA RAJAB NURBHAI Class Ordinary 90000 shares taken RASHIDA RAJAB NURBHAI Class Ordinary 90000 shares taken TAHER RAJAB NURBHAI Class Ordinary 114000 shares taken

Information ordered by: WILLYBRIGHT MAMKWE
NOTE. Information printed from the Register of Company is true and complete as per extract generation date and time. Please be advised to refer to the Online Registration System at BRELA (ors.brela.go.tz) for an up-to-date information regarding given Company.

REGISTRAR OF COMPANIES
TANZANIA

Princ. Asst. Registrar of Companies

THE COMPANIES ORDINANCE

(CAP. 212 of the Laws of Tanzania)

COMPANY LIMITED BY SHARES

MEMORANDUM

AND

ARTICLES OF ASSOCIATION

OF

BULK DISTRIBUTORS LIMITED

Incorporated this ..... day of 2000

Drawn By:
Ngalo & Company
Advocate,
P.O. Box 3003,
ARUSHA.

The Original Seen,
Certified as a true copy of the Original
12/8/22
BONIFACE JOSEPH
Advocate Notary Public & Commissioner for Oaths
P.O.Box 2753, ARUSHA

THE COMPANIES ORDINANCE (CAP. 212)

COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION

OF

BULK DISTRIBUTORS LIMITED

1. The name of the Company is **BULK DISTRIBUTORS LIMITED.**

2. The registered office of the company will be situated in Tanzania.

3. The objects for which the company is established are: -

   3.1 To engage in the business of selling, buying, importing and exporting and distributing all kinds of House Construction materials, equipment, Hardware, Timber/wood and such like;

   3.2 To engage in the business of selling as a wholeseller and Retailer of human and Animal medicines, drugs, insecticides, Agricultural chemicals, fungicides, pesticides, and all sorts of pharmaceutical products;

   3.3 To carry on business of selling, buying, importing and Exporting Farm implements, Agricultural machines, Fertilisers, and all sorts of Agricultural inputs;

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3.4 To carry on the business of planters, farmers, floriculturalists, horticulturalists and agriculturalists generally;

3.5 To engage in and carry on the business of and dealers in Wines, beers, spirits, liquors, aerated mineral waters and soft drinks;

3.6 To engage in and carry on business as exporters and importers of all types of commodities;

3.7 to treat, cure, can, bottle, submit to any process or manufacture and prepare for market any produce or commodities and to buy, sell, commodities and to buy, sell, warehouse, store, transport by land, air and water and deal in any produce or commodities either by wholesale or retail;

3.8 to carry on all or any of the businesses of growers, producers, manufacturers and sellers of coffee, tea, cocoa, cotton fibre, tobacco, sugar, citrus fruits, pyrethrum, papaya, sisal, maize, beans, fruits and every kind of vegetable and agricultural produce;

3.9 to buy, sell, export, import and deal in produced goods and commodities of any descriptions whether produced by the company or not and to act as general merchants and traders both wholesale and retail and for such purposes to open and maintain shops, stores and warehouses and to do all such things either as principals or agents;

3.10 To carry on secretarial photocopying and computer services;

3.11 to engage in and carry on the business of manufacturers of and dealers in all kinds of food beverages and food

products and substances, food frying, cooking, roasting, baking and packing same for sale;

3.12 to buy, sell, export, import and deal in produce goods and commodities of any descriptions whether produced by the Company or not and to act as general merchants and traders both wholesale and retail and for such purposes to open and maintain shops, stores and warehouses and to do all such things either as principals or agents;

3.13 to carry on any trade or business whatsoever which may seem conveniently carried on by the Company in connection with or as ancillary to its general businesses or calculated directly or indirectly to enhance the value of any of the Company's property and rights for the time being;

3.14 to act as business and professional consultants to any person, firm or company whether local or foreign;

3.15 to undertake management of any hotel, restaurant, bakery or other undertaking and to purchase and sell all or any of the products;

3.16 to carry on the business of clearing and forwarding agents, land and estate agents, commission agents, air, road and shipping line agents, financial agents and agents for all classes of insurance;

3.17 to enter into hire purchase agreements with any persons and to negotiate, assign, mortgage or pledge such agreements for cash or otherwise or payments due or rights accuring thereunder;

3.18 to stock and carry on any shops or stores for the benefit of the servants of the company;

3.19 to apply for and acquire any statutory or other powers, rights or concessions;

3.20 to effect and maintain insurance on the life or lives of any director or directors and other officers or servants of the company and any other persons in whose lives the company has an insurable interest;

3.21 to purchase, or otherwise acquire all or any part of the business, property and liabilities of any company, society, partnership or person, formed for all or any part of the purposes within the objects of this company, and to conduct and carry on, or liquidate and wind up, any such business;

3.22 to purchase, take on lease, or otherwise acquire, for the purposes of the Company, any estates, lands, buildings, easements or other interests in real estate and to sell let on lease, or otherwise dispose of, or grant rights over any real property belonging to the Company;

3.23 to purchase or otherwise acquire, erect, maintain, reconstruct and adapt any offices, workshops, mills, plant, machinery and other things found necessary or convenient for the purposes of the company;

3.24 to let on lease or on hire the whole or any part of real and personal property of the company on such terms as the company shall determine;

3.25 to draw, accept and make, and to endorse, discount, negotiate bills of exchange and promissory notes and other negotiable instruments;

3.26 to borrow or raise money by the issue of debenture stock (perpetual or terminable), bonds, mortgages, or any other securities founded or based upon all or any of the property and rights of the company, including its

uncalled capital, or without any such security, and upon such terms as to priority or otherwise, as the company shall think fit;

3.27 to advance and lend money upon such security as may be thought proper, or without taking any security therefor;

3.28 to invest moneys of the Company not immediately required in such manner, other than in the shares of this Company, as from time to time may be determined;

3.29 to acquire by subscription, purchase or otherwise, and to accept and take, hold and sell share or stock, in any Company or 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;

3.30 to provide for the welfare of persons in the employment ot 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, pensions or other payments, and by providing or subscribing towards places of instruction and recreation, and attendance, and other assistance as the Company shall think fit, and form, subscribe to or otherwise aid benevolent religious, scientific, national or other institutions which shall have any moral or other claims to support or aid by the Company by reasons of the nature or the locality of its operations or otherwise;

3.31 to enter into and carry into effect any arrangement for joint working in business, or for sharing of profits, or for amalgamation with any other Company, or any partnership or person, carrying on business within the objects of this Company;

3.32 to sell, dispose of, or transfer the business, property and undertaking of the Company or any part thereof, for any consideration which the Company may see fit to accept;

3.33 to do all or any of the matters hereby authorised in any part of the world either alone or in conjunction with, or as factors, trustees or agents for, any other Companies or persons, or by or through any factors, trustees or agents;

3.34 generally to do such other things as may appear to be incidental or conducive to the attainment of the above objects or any of them;

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 reference to any other paragraph, or to the name of the company, or by the juxtaposition of two or more objects and that in the event of any ambuguity, 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 nominal capital of the company is shillings Five hundred million (shs 500,000,000/=) only divided into five hundred thousand (500,000) ordinary shares of shillings one thousand (1,000/=) each with powers for the company to increase or reduce the said nominal capital and to alter the nominal value of the shares and to convert the shares into stock and to issue any part or parts as such original or increased capital either at par or at premium and with such preferential, deferred, qualified or special rights privileges or conditions as the company may determine.

We the several persons whose names, addresses and description 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 out opposite our respective names.

Names, Addresses and Description of Subscriber	Number of shares taken by each Subscriber	Signature of Subscriber
RAJAB R. NURBHAI P.O. BOX 3091 ARUSHA COMPANY DIRECTOR	One	RANurbhai
MRS RASHIDA R. NURBHAI P.O. BOX 3091 ARUSHA COMPANY DIRECTOR	One	R.R.Nurbhai
TAHER R. NURBHAI P.O. BOX 3091 ARUSHA COMPANY DIRECTOR	One	Taher
MRS BILKIS T. ABBASBHAI P.O. BOX 3091 ARUSHA COMPANY DIRECTOR	One	Bilkis Tayabali
MRS TASNEEM H. GHOR P.O. BOX 3091 ARUSHA COMPANY DIRECTOR	One	T.H.Ghor
MRS ALEHFIYA M. TAYABALI P.O. BOX 3091 ARUSHA COMPANY DIRECTOR	One	Alyiyah Murtaza

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Advocate Notary Public & Commissioner for Oaths
P.O.Box 2753, ARUSHA

MISS RUKAIYA R. NURBHAI P.O. BOX 3091 ARUSHA COMPANY DIRECTOR	One	Rukaiya

Dated this ...31st..... day of March 2000.

Witness to the above Signatures:

COLMAN NGALO
ADVOCATE
NOTARY PUBLIC &
COMMISSIONER FOR OATHS
P. O. Box 3003 - ARUSHA

Ngalo & Company
Advocates
P.O. Box 3003
ARUSHA

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BONIFACE JOSEPH
Advocate Notary Public & Commissioner for Oaths
P.O.Box 2753, ARUSHA

THE COMPANIES ORDINANCE (CAP. 212)

COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

OF

BULK DISTRIBUTORS LIMITED

PRELIMINARY

1. The Regulations contained in the Table "A" in the First Schedule to the Companies Ordinance (Cap. 212) (such Table being hereinafter called "Table A"), shall apply to the company save in so far as they are excluded or varied hereby. Clauses 11,28,64,69,70,72,78,92 ad 102 shall not apply to this Company but in lieu thereof, and in addition to the remaining clauses of Table "A" the following shall be the regulations of the Company.

PRIVATE COMPANY

2. The Company shall be a private Company and accordingly the following provisions shall have effect: -

   (a) The Company shall not offer any of its shares or debenture to the public for subscription.

   (b) The number of the members of the Company (exclusive of persons who are in the employment of the Company and of persons who, having been formerly in the employment of the company, were, while in such employment and have continued after

the determination of such employment to be members of the Company) shall not at any time exceed fifty.

C. The transfer of shares in the Company shall be restricted in the manner hereinafter provided.

3. The Company shall be entitled to treat the person whose name appears upon the Register in respect of any shares as the absolute owner thereof and shall not be under any obligation to recognize any trust or equitable claim to or partial interest in such share whether or not it shall have express or other notice thereof.

4. The Company may pay a commission to any person in consideration of his subscribe whether absolutely or conditionally, for any shares in the Company or for procuring or agreeing to procure subscriptions, whether absolute or conditional, for any shares in the Company not exceeding one per cent of the nominal amount of shares subscribed or agreed to be subscribed, or the subscription whereof is procured or agreed to be procured.

SHARES

5. The shares shall be under the control of the Directors, who may allot and dispose of or grant options over the same to such persons as the Directors may find fit. Shares may be issued at par or at a premium and the Directors may at any time in their absolute discretion refuse to register any transfer of shares. Clause 19 of Table "A" shall be modified accordingly.

6. Any member or other person (hereinafter called the Holder) desiring to dispose of any shares shall intimate to the Secretary the number of such shares and the price at which he is willing to sell the same, and the Secretary shall then inform all other members of the proposed sale and offer the said shares to the other members at the price named. Any member desiring to purchase shall notify the Secretary in writing, within one month from the date of such offer, of the

number of shares which he is willing to purchase and, at the expiration of the said period, the Secretary shall give notice to the Holder of the number of shares which Members of the Company are willing to purchase and shall allocate those shares to or amongst the Member or Members who shall have expressed his or their willingness to purchase as aforesaid and, if more than one, as far as may be prorata according to the number of shares held by them respectively provided that no member shall be obliged to take more than the number of shares notified by him as aforesaid. Upon such allocation being made the Holder shall be bound, on payment of the price to transfer the share to the purchaser or purchasers, and if he shall make default in so doing, the Secretary may receive and give a good discharge for the purchase money on behalf of the Holder and may enter the name or the Purchaser in the Register of Members as holder by transfer of the shares purchased by him. Any shares sold and transferred within one month from the date of the notice of allocation may be sold by the Holder to any person not a member of the Company.

CALLS ON SHARES

7. The Directors may make a call or calls upon members in respect of any money unpaid on their shares and each member shall, subject to receiving at least fourteen days notice specifying the time or times of payment, pay to the Company at the time or times so specified the amount called on his shares. ...A call may be made by installments.

FORFEITURE OF SHARES

8. When any shares have been forfeited an entry shall forthwith be made in the Register of Members of the Company recording the forfeiture and the date thereof and as soon as the shares so forfeited have been sold or otherwise disposed of an entry shall also be made of the manner and date of the same or disposal thereof.

9. The lien conferred by Clause 7 of Table "A" shall attach to fully paid up shares and to all shares registered in the name of any person indebted or under liability to the Company, whether he shall be the sole registered holder thereof or one of several joint holders.

10. Any entry in the Minute Book of the Company of the forfeiture of any shares or that any shares have been sold to satisfy a lien of the Company shall be sufficient evidence as against all persons claiming to be entitled to such shares that the said shares were properly forfeited or sold, and such entry and the receipt of the Company for the price of such shares shall constitute a good title to such shares and the name of the purchaser shall be entered in the Register as a member of the Company and he shall not be bound to see to the application of the purchase money and the said shares shall not be affected by irregularity or invalidity in the proceedings in reference to the forfeiture or sale. The remedy. if any, of the former holder of such shares and of any person claiming under or through him shall be against the Company and in damages only.

BORROWING POWERS

11. The Directors may raise or borrow for the purpose of the company's business such sums of money as they think fit and may 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 or unissued capital or by the issue at such price as they think fit of bonds or debentures, either charged upon the whole or any part of the property and assets of the Company, present and future, including its uncalled or unissued capital, or not so charged, or in such other way as the Directors may think expedient.

12. A Register of the holders of the debentures of the Company shall be kept at the Registered Office of the Company and shall be open to the inspection of registered holders of such

debentures and of any member of the company, subject to such restrictions as the Company in General Meeting may from time time impose. The Directors may close such Register for such a period or periods as they may think fit, not exceeding in the aggregate thirty days in each year.

MEETINGS

13. The quorum for the transaction of business at any General Meetings shall be two third of the members personally present or represented by proxy, and clause 45 of Table "A" shall be modified accordingly.

VOTES OF MEMBERS

14. On a show of hands every member entitled to vote, present in person shall have one vote. On a poll every member entitled to vote shall have one vote for each share of which he is the holder.

DIRECTORS

15. The number of Directors shall be not less than two and not more than ten.

16. A Director shall not require any share qualification.

17. The quorum of Directors for transacting business shall unless otherwise fixed by the Directors, be two.

18. A memorandum in writing signed by all the Directors for the time being and pasted in or attached to the Minute Book shall be as effective for all purpose as a resolution of the Directors passed at a meeting duly convened, held and constituted.

19. A Director may, in addition to his directorship, be employed by and may hold any office or place of profit or otherwise under the Company (except that of Auditor) upon such terms as to remuneration and otherwise as the Directors may arrange. A Director of the Company may also accept

office as a Director of any Company promoted by the Company or which the Company is interested, and may subscribe for or otherwise acquire shares in such company and shall not be accountable for any benefits received by him as a Director or member of such company. A Director may act by himself or his firm in a professional capacity for the Company and he or his firm shall be entitled to remuneration for his services as if he were not a Director.

20. A Director or intending Director shall not be disqualified by his office from entering into a contract or agreement with the company either as vendor, purchaser, manager, agent, broker or otherwise and no such contract or arrangement or any contract or arrangement entered into by or on behalf of the company with any person, firm or company in which any Director shall be in any way interested, shall be avoided, nor shall any Director holding such office or so contracting or being so interested be liable to account to the Company for any profit realized by any such contract or arrangement by reason of such Director holding the office of Director or of the fiduciary relation thereby established. Any Director so contracting or being so interested as aforesaid shall disclose at the Board Meeting at which the contract or arrangement is determined upon the nature of his interest if his interest then exists, or in any other case at the first Board Meeting after acquisition of his interest and a Director shall not as a Director vote in respect of any contract or arrangement in which he is so interested as aforesaid and if he does so his vote shall not be counted, but this prohibition shall not apply to any contract by or on behalf of the company to give to the Directors or any of them any security by way of indemnity or advances or to a settlement or set-off of cross-claims. A General notice that a Director is a member of any specified firm or company and is to be regarded as interested in any transaction with the said firm or company, shall be sufficient disclosure under this clause, and after such general notice it shall not be

necessary to give any special notice relating to any particular transaction with such firm company as aforesaid.

ALTERNATE DIRECTORS

21. A Director may nominate a person who shall be unanimously approved by the other Directors, to act as Alternate Director in his place during his absence or inability to act as such Director on Alternate Director shall not require any share qualification, but shall be subject in all other respects to the terms and conditions existing with reference to the Directors of the Company, and such Alternate Director, when acting shall exercise and discharge all the duties and functions of the Director whom he shall represent and in the case of an Alternate Director being unable to act during the absence or inability to act of the Director whom be represents he may, with the like approval, appoint another person to act in his place,

DISQUALIFICATION OF DIRECTORS

22. The Office of Director shall be vacated:-

A If he becomes bankrupt or insolvent or compounds with his creditors.

B If he becomes prohibited from being a Director by order made under section 213 or 269 of the Ordinance.

C If he becomes of unsound mind or be found lunatic.

D If he gives the Secretary notice in Writing that he resigns his office.

E If the company by Extraordinary Resolution resolves to determine his appointment as Director.

But any act done in good faith by a Director whose office is vacated as aforesaid shall be valid unless prior to the doing of such act, written notice shall have been served upon the

Directors or an entry shall have been made in the Directors minute book stating that such Director has ceased to be a Director of the Company.

MANAGING DIRECTOR

23. The Directors may from time to time entrust to and confer upon the Managing Director or Manager all or any of the powers of the Directors (excepting the power to make calls, forfeit shares or issue debentures) that they may think fit but the exercise of all powers by the Managing Director or Manager shall be subject to such regulations and restrictions as the Directors may from time to time make and impose, and the said powers may at any time be withdrawn, revoked or varied.

CAPITALISATION OF RESERVES

24. Any General meeting may resolve that any money, investments, or other assets forming part of the undivided profits of the Company standing to the credit of the reserve fund, or any capital redemption reserve fund or in the hands of the company and available for distribution be capitalized and distributed amongst such of the shareholders as would be entitled to receive the same if distributed by way of dividend and in the same proportions on the footing that they become entitled thereto as capital and that all or any part of such capitalized fund be applied on behalf of such shareholders in paying up in full either at par or at such premium as the resolution may provide, any unissued shares or debentures or debenture stock of the company which shall be distributed accordingly or in or towards payment of the uncalled liability on any issued shares or debentures or debenture stock, and that such distribution or payment shall be accepted by such shareholders in full satisfaction of their interest in the said capitalized sum.

WINDING UP

25. With the sanction of an Extraordinary Resolution of the members any part of the assets of the Company including any shares in or securities of other companies, may be divided among the members of the Company in species, or may be vested in trustees for the benefit of such members, and the liquidation of the Company may be closed and the Company dissolved, but so that no member shall be compelled to accept any shares whereon there is any liability.

INDEMNITY

26. Subject to the requirement of Section 153 of the Companies Ordinance, Cap. 212 of the Laws of Tanganyika, 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 his duty, and no Director or other officer shall be liable for any loss which may be incurred by the Company in the execution of his office or in relation thereto.

Names, Addresses and Description of Subscriber	Number of shares taken by each Subscriber	Signature of Subscriber
RAJAB R. NURBHAI P.O. BOX 3091 ARUSHA COMPANY DIRECTOR	One	RANurbhai
MRS RASHIDA R. NURBHAI P.O. BOX 3091 ARUSHA COMPANY DIRECTOR	One	R.R.Nurbhai

TAHER R. NURBHAI P.O. BOX 3091 ARUSHA COMPANY DIRECTOR	One	Taher
MRS BILKIS T. ABBASBHAI P.O. BOX 3091 ARUSHA COMPANY DIRECTOR	One	Bilkis Tayabali
MRS TASNEEM H. GHOR P.O. BOX 3091 ARUSHA COMPANY DIRECTOR	One	T.H. Ghor
MRS ALEHFIYA M. TAYABALI P.O. BOX 3091 ARUSHA COMPANY DIRECTOR	One	Mufiyath. Murtaza.
MISS RUKAIYA R. NURBHAI P.O. BOX 3091 ARUSHA COMPANY DIRECTOR	One	Rukaiya

Dated this ...31st..... day of March 2000.

Witness to the above Signatures:

COLMAN NGALO
ADVOCATE
NOTARY PUBLIC &
COMMISSIONER FOR OATHS
P. O. Box 3003 - ARUSHA

Ngalo & Company
Advocates
P.O. Box 3003
ARUSHA