

THE COMPANIES ORDINANCE (CAP. 213)

COMPANY LIMITED BY SHARES

MEMORANDUM

AND

ARTICLES OF ASSOCIATION

OF

MAC HOLDINGS LIMITED

Incorporated this 28<sup>th</sup> day of May 1984

PRESENTED BY:-  
YOGESH M. MAJHEK  
A PROMOTER OF THE COMPANY  
P.O. BOX 20641.  
DAR ES SALAAM.

T A N Z A N I A

CERTIFICATE OF INCORPORATION.

NO. 10,009

I HEREBY CERTIFY that MAC HOLDINGS LIMITED is this day incorporated under the Companies Ordinance (Cap. 212) and that the Company is Limited.

GIVEN under my hand at Dar-es-Salaam this 22<sup>nd</sup> day of May One thousand nine hundred and eighty four.

Sd. R. MGHUWI  
REGISTRAR OF COMPANIES.

S E A L

COMPANIES ORDINANCE (CAP. 212)

COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION

OF

MAC HOLDINGS LIMITED

1. The name of the Company is "MAC HOLDINGS LIMITED."
2. The Registered Office of the Company will be situated at Mainland Tanzania.
3. The objects for which the Company is established are:-
  - a) To carry on all or any of the businesses of traders, manufacturers and of proprietors, promoters, financiers, concessionaires, commercial agents and advisers of and for commercial industrial, agricultural, forestry, fishery, mining, transport, housing, entertainment, hotel, restaurant and financial undertakings and enterprises, and in particular but without prejudice to the generality of the foregoing to act as consultants, general agents, managing agents, director, secretaries personnel agents, financial agents and technical advisers to and for any such undertaking or enterprise as aforesaid.
  - b) To establish companies and associations for the prosecution or execution of undertakings, works, projects, and/or enterprises of any description whether of a private or public character in Tanzania and/or elsewhere.
  - c) To procure capital for any person in Tanzania or elsewhere to buy, underwrite, invest in, subscribe for, acquire and hold shares, stock, debentures, debenture stock, bonds, obligations and/or securities issued or guaranteed by any company or body, corporate or unincorporated or by any person, co-operative society or association; or by any Government state, dominion, sovereign, ruler, public body or authority supreme, federal, regional state, local municipal or district and to sell, deal in or turn to account the same and to exercise and enforce all rights and powers conferred by or incident to the ownership thereof.
  - d) To act as Managers of or Managing Agents or Consultants to any company or association in Tanzania or elsewhere or of any undertaking, works project and/or enterprise of any such company or association in Tanzania or elsewhere.
  - e) To act as trustee of any deed constituting or securing any debentures debenture, stock or other security or obligation, and to execute and undertake any other trust either gratuitously or for remuneration.
  - f) To carry on all or any of the businesses of general merchants, importers, exporters and/or dealers in goods and/or articles of any description whatsoever.
  - f1) To act as manufacturers representatives and/or agents and brokers for manufacturers and/or merchants and generally to carry out manufacturers representative or agency work of every kind.
  - f2) To act as financial advisors and agents stockholders, suppliers and financiers.
  - f3) To negotiate loans of every description either for the benefit of the company or for any other person or organisation.

I HEREBY CERTIFY THAT THIS IS A TRUE COPY OF THE ORIGINAL

REGISTRAR OF COMPANIES

DATE 20/12/1997

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*[Handwritten signature]*

TANZANIA  
REGISTRAR OF COMPANIES  
Stamp: 05/12/97  
No. 97

To carry on the business of importers, dealers and distributors of kerosene, petrol, motor spirit, mineral oil, crude oil, petroleum, lubricating oil, grease and all other kinds of mineral and petroleum products.

) To carry on any other business which may seem to the Company capable of being conveniently carried on in connection with the above or calculated directly or indirectly to enhance the value of or render profitable any of the Company's property or rights.

) To establish depots and agencies in different parts of the world for the purpose of carrying on any or all of the business of the Company.

) To carry on the business of general merchants, general store-keepers, universal providers, importers, exporters and wholesale and/or retail traders of or otherwise dealers of and in cotton, silk, and woollen goods and textile fabrics of all kinds.

) To enter into any arrangements and contracts with Government or Authorities supreme, municipal, local or otherwise or any corporations, companies or persons having objects that may seem conducive to the Company's object or any of them and to obtain from any such Government Authority, Corporation, Company, or persons any characters, contracts, decrees, rights, privileges and concessions.

) To purchase, take or lease, option or licence, exchange, or otherwise acquire in any part of the world, prospecting rights and contracts, leases, options, mineral properties, grants, concessions, charters, privileges, licences or authorities of and over mines, land and minerals or other properties either absolutely or conditionally.

) To borrow or raise or secure the payment of money in such manner as the Company shall think fit, and in particular by the issue of debenture stock, certificates or other securities, perpetual or otherwise charged upon all or any other Company's rights and property (present and future) purchase, redeem or pay off any such security or loan.

) To amalgamate with, or enter into partnership or into any arrangement for sharing profits, union of interest, co-operation, joint venture, reciprocal concessions or otherwise with any person or company carrying on or engage in or amount to carry on or engage in any business or transaction which the Company is authorised to carry on or engage in any business or transaction capable of being conducted so directly or indirectly to benefit this Company. And to take or otherwise acquire shares and securities of any such Company, and sell, hold re-issue with or without guarantee, or otherwise deal with the same.

) To promote another company for the purpose of acquiring all or any of the property and liabilities of this Company, or for any other purpose which may seem directly or indirectly calculated to benefit this Company.

) To sell or dispose of the undertaking and property 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 this Company.

) To carry on the business by wholesale or retail of automotive spares and parts of all description tyres and tubes batteries battery solution and all other spares accessories and goods as may be conveniently sold therewith and all things capable of being used therewith or in the maintenance, repair and manufacture thereof.

I HEREBY CERTIFY THAT THIS IS A TRUE COPY OF THE ORIGINAL  
DATE 20/1/00  
SECRETARY OF COMPANIES

- r) To carry on the business of saw mills and the preparation of timber for market and the manufacture of and dealing in all articles made of or principally made of wood.
- s) To construct, erect, maintain and alter any buildings, machinery plant works necessary or convenient for the purpose of the Company.
- t) To undertake and execute any contracts for work involving the supply or use of any machinery and to carry out any ancillary or other work comprised in such contracts, carrying passengers and goods in Tanzania.
- u) Generally to purchase, take on lease or in exchange lease or otherwise acquire any real and personal property and any rights or privileges which the Company may think necessary or convenient for the purpose of its business and in particular any land, buildings, easements machinery plant and stock-in-trade.
- v) To invest and deal with moneys of the Company not immediately required, upon such securities and in such manner as the Company may from time to time determine.
- w) To remunerate any person or company for services rendered or to be rendered in placing or assisting to place or guaranteeing the placing of the shares in the Company's capital, or any debentures or other securities of the Company or the conduct of its business.
- x) To distribute any part of the property of the Company in specie among the members.
- y) To lend and advance money and give credit to such persons or companies as may seem expedient and in particular to members of the Company and customers and others having dealing with the Company and to guarantee the performance of contracts by such person.
- z) To draw, make accept endorse discount execute and issue cheques promissory notes bills of exchange, bills of lading, warrants debentures and other negotiable or transferable instruments.
- aa) To do all or any of the above things in any part of the world as principals, agents, contractors trustees or otherwise alone or in conjunction with others.
- bb) To pay the expenses of and preliminary and incidental to the promotion establishment and registration of the Company or of any other company promoted, formed, established or registered by the Company and all brokerage, discount and other expenses lawfully payable which may at any time and from time to time be deemed expedient for taking, placing or underwriting all or any of the shares or debentures, or other obligations of the Company or of any Company so promoted, formed, established or registered by the Company.
- cc) To obtain all powers and authorities necessary to carry out or extend any of the above objects.

The objects set forth in any sub-clause of this clause shall not except when the context expressly so required, be in anywise limited or restricted by reference or inference from the terms of any sub-clause or by the name of the Company. None of such sub-clause or the objects therein specified or the powers thereby conferred shall be deemed subsidiary or

I HEREBY CERTIFY THAT THIS IS THE ORIGINAL COPY OF THE REGISTERED DOCUMENTS  
 DATE 17/11/1954  
 J. J. J.

apply merely to the objects mentioned in the first sub-clause of this clause, but the company shall have full power to exercise all or any of the powers conferred by any part of this clause in any part of the world notwithstanding that the business undertaking, property or acts proposed to be transacted, acquired, dealt with or performed do not fall within the objects of the first sub-clause of this clause.

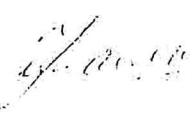
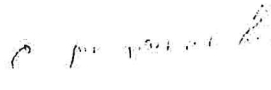
AND it is hereby declared that the word "COMPANY" in this clause shall be deemed to include any partnership or other body of persons, whether incorporated or unincorporated, and whether domiciled in East Africa or elsewhere and the intention is that the objects specified in each paragraph of this clause shall except where otherwise expressed in such paragraph be independent main objects and shall in no wise be limited or restricted by reference to or inference from the terms of any other paragraph or the name of the Company.

The liability of the members is limited.

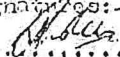
The initial capital of the Company is Shs. 100,000/- divided into 100 shares of Shs. 1,000/- each and the Company shall have power to divide the original or any increased capital into several classes, and to attach thereto any preferential, deferred, qualified or other special rights privileges, restrictions or conditions.

WE, the several persons whose names and addresses are subscribed hereunder 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:

I HEREBY CERTIFY THAT THIS IS A TRUE COPY OF THE ORIGINAL  
 REGISTERED WITH THE REGISTRAR OF COMPANIES  
 Dar es Salaam 25th July 1964

Names, Addresses and Descriptions of Subscriber	Number of Shares taken	Signature
YOGESH MANGALAL HANSEK A DIRECTOR OF THE COMPANY P. O. BOX 20641 DAR ES SALAAM.	90	 Y. M. HANSEK
MRS. CHANDRAVATI MANGALAL HANSEK A DIRECTOR OF THE COMPANY P. O. BOX 20641 DAR ES SALAAM.	10	 MRS. C. V. HANSEK

DATED at Dar es Salaam this 25<sup>th</sup> day of July 1964.

WITNESS to the above Signatures:-  
 Signature:   
 Postal Address: P. O. Box 21455  
 Qualification: Accountant



Subject to Clauses 2 and 3 hereof the right to members to transfer their shares shall be restricted as follows:

- a) No share shall be transferred to a person who is not a member so long as any member or any person selected by the Directors as one who it is desirable in the interest of the Company to admit to Membership.
- b) Every shareholder or trustee in bankruptcy, or any person who may desire to sell or transfer any such shares and every personal representative of a deceased shareholder shall give notice in writing to the Directors that he desires to make such sale or transfer. Such notice shall constitute the Board of Directors of the Company as his agent for the sale of such shares to any member or members of the Company at a price to be agreed upon between the party giving such notice and the Board, or in case of difference to be determined by the Auditor of the Company.
- c) Upon price of such shares being agreed on or determined as per clause (b) above, the Board shall forthwith give notice to each of the shareholders other than the shareholders desiring to sell or transfer the said shares, stating the number and price of such shares inviting the person to whom notice is sent to state within 21 days from the date of such notice whether he is willing to purchase any, if so what maximum number of such shares. At the expiration of such 21 days' notice the Board shall apportion such shares amongst the shareholders (if more than one) who shall have expressed their desire to purchase the same and as far as may be pro rata according to the number of shares already held by them respectively, or if there be only one such shareholder the whole of such shares shall be sold to him, provided that no shareholder shall be obliged to take more than the maximum number of such shares stated in his answer to the said notice. Upon such apportionment being made or such one shareholder notifying his intention to purchase, as the case may be, the party desiring to sell or transfer such shares shall be bound upon payment of the said price to transfer the shares to the respective shareholders or to the single shareholders who shall have agreed to purchase the same.

GENERAL MEETINGS: NOTICE OF GENERAL MEETINGS AND PROCEEDINGS AT GENERAL MEETINGS

5. Articles 59 to 53 Table 'A' shall apply subject to the following variations:
  - a) A General Meeting, ordinary or extraordinary may with the consent in writing of all members, be convened on a shorter notice than seven days or without notice.
  - b) Two members, present either personally or by proxy shall form a quorum.
  - c) Any ordinary resolution of the Company determined without any General Meeting and evidenced by writing under the hands of majority of the Directors and of the members of the Company holding three-fourths of the issued shares of the Company shall be valid and effectual as an ordinary resolution duly passed at a General Meeting of the Company.

DIRECTORS

5. a) Until otherwise determined by the Company in General Meeting the Directors shall not less than two and not more than seven in number.

HEREBY CERTIFY THAT THIS IS A TRUE COPY OF THE ORIGINAL  
C. M. REGIST. MGR. OF COMP. ACTS  
1948

b) The following persons shall be the First Directors of the Company:

1. YOGESH HAGANLAL HANDEK
2. MRS CHANDRAVATI HAGANLAL HANDEK.

The shareholding qualification for Directors may be fixed by the Company in general meeting and unless and until so fixed no qualification shall be required.

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

A resolution in writing signed by all the Directors then in Tanzania shall be as a valid and effectual as if it had been passed at a Meeting of Directors duly called and constituted.

The Directors may from time to time borrow or raise any moneys for the purposes of the Company which may exceed the issued share capital of the Company.

#### OWING POWERS

The Directors may raise or borrow for the purpose of the Company's business such sum or sums of money as they think fit and they 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 unpaid capital or by the issue, at such price as they may think fit, of debentures, either charged upon the whole or any part of the property and assets of the Company, or not charged, or in such way as the Directors may think expedient.

#### ALTERNATE DIRECTORS

Each Director may nominate a person, who shall be approved of in writing by the other Director, to act as Alternate in his place during his absence from Tanzania or inability to act as such Director. Such Alternate Director shall be subject in all other respects to the terms and conditions existing with reference to the Directors and discharge all duties and functions of the Director whom he represents and in the case of an Alternate Director being unable to act during the absence or inability to act as the Director whom he represents he may subject to the like approval of the other Directors appoint a duly qualified person to act in his place.

#### SECRETARY

The Secretary shall be appointed by the Board for such terms as may be determined and upon such conditions as it may think fit, and any Secretary so appointed may be removed by the Board.

#### WINDING UP

With the sanction of a Special Resolution of the Shareholders any part of the assets of the Company including any shares in other companies may be divided between the Members of the Company in specie or may be vested in Trustees for the benefit of such Members and the Shareholders of the Company may be closed and the Company dissolved and the Members shall be compelled to accept any shares which may be offered to them in full satisfaction.

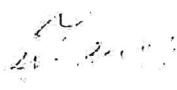
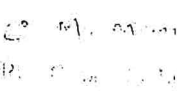
APPROVED AND SIGNED BY THE DIRECTORS  
DATE 27/12/1954  
MRS CHANDRAVATI HANDEK  
SECRETARY OF COMPANY

FIDELITY

Every Director, Managing Director, Agent, Auditor, Secretary and other officer for the time being of the Company shall be indemnified for the assets of the Company against any liability incurred by him to or in connection with any proceedings, whether civil or criminal, in which judgment is given in his favour or in which he is acquitted or in connection with any legal proceedings (under Section 345 of the Ordinance) in which relief is granted by the Court.

ALTERATION OR ADDITIONS

Subject to the provision of the Ordinance and to those contained in the Memorandum of Association of the Company may by Special Resolution make alteration or addition so made shall be as valid and effect as if originally contained in those Articles and be subject in the same manner to alteration by Special Resolution.

Name, Addresses and Descriptions of Subscriber	Number of Shares taken	Signature
MOHESH MAGANLAL MANEK DIRECTOR OF THE COMPANY P. O. Box 20641 DAR ES SALAAM	90	 Y S MANEK
MRS CHANDRAVATI MAGANLAL MANEK DIRECTOR OF THE COMPANY P. O. Box 20641 DAR ES SALAAM	10	 CHANDRAVATI MANEK

I HEREBY CERTIFY THAT THIS IS A TRUE COPY OF THE ORIGINAL  
 ASSIST. REGISTRAR OF COMPANIES  
 DATE 25/5/84

DATED at Dar es Salaam this 25<sup>th</sup> day of MAY 1984.

WITNESS to the above signatures:

Signature .....

Postal Address .....

Qualification .....



TANZANIA



## Register of Companies Detailed information

**Information date and time:** 09/07/2021 10:23:31

**Last update date and time:** 21/06/2021 16:07:00

**Registration date and time:** 10/02/1984 00:00:00

1. **Status:** Registered
2. **Incorporation number:** 10009
3. **Company:** MAC GROUP LIMITED
4. **Company type:** Private company Limited by shares
5. **Registered office:** Region Dar Es Salaam, District Kinondoni, Ward Msasani, Postal code 14111, 439, Mahando Street, Msasani
6. **Contacts:** Email: operations@mactz.com, Mob no/Tel no: 255222600000, P.O.Box 2552
7. **Business activity:** 7020 - Management consultancy activities, Main activity  
6810 - Real estate activities with own or leased property, Main activity
8. **Directors / Directors in the country of origin:** YOGESH MAGANLAL KANJI MANEK, Tanzania  
PRADIP MAGANLAL MANEK, Tanzania  
GEETHA SIVAKUMAR, Indian  
SALJIT POTTIAN KAYAKAL, Tanzania  
MOHAMEDBAKIR ESMAIL ABDULKARIM, Tanzania
9. **Company secretary / Company secretary in the country of origin:** SALMA MOMMI JARUFU, Tanzania
10. **Authorised share capital:** 1686809000 TZS
11. **Class of shares:** Class Ordinary: 16868090 shares, 100 TZS/share, 1686809000 TZS
12. **Shareholders:** YOGESH MAGANLAL KANJI MANEK Class Ordinary  
15741720 shares taken  
PRADIP MAGANLAL MANEK Class Ordinary 1076370 shares taken  
GEETHA SIVAKUMAR Class Ordinary 50000 shares taken

Information ordered by: SALMA JARUFU

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](http://ors.brela.go.tz)) for an up-to-date information regarding given Company.



Princ. Asst. Registrar of Companies