

THE COMPANIES ACT 2002

PRIVATE COMPANY LIMITED BY SHARES

MEMORANDUM AND ARTICLES OF ASSOCIATION

OF

JND POLYBAGS COMPANY LIMITED

DRAWN by:

**JIMSON DAUDI KISIGO
(SUBSCRIBER)
P.O BOX 190
IRINGA**

THE COMPANIES ACT 2002

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MEMORANDUM OF ASSOCIATION

OF

JND POLYBAGS COMPANY LIMITED


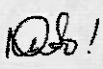
1. The name of the Company is JND POLYBAGS COMPANY LIMITED.
2. The registered office of the Company will be situated in the United Republic of Tanzania.
3. The objects for which the Company is established are:
 - (a) To carry on the business of manufacturing of polybags.
 - (b) To carry on the business of transporters, logistics management and general carriers and conveyors of goods by land and deal in the business of passenger transporters. Purchase charters, hire or otherwise acquire all kinds of motor vehicles.
 - (c) To carry on business of Construction of buildings.
 - (d) To carry on business of producing high quality of maize flour that will profitable commercial maize sub-sector that looks to develop and expand markets, and pull further growth in production.
 - (e) To carry on the business of blending, packaging, marketing and selling various brands of tea in Tanzania. Printing inner liners, cellophane sheets to cover packets; production record in batches to identify fake packets; adding date of manufacturing, batch number and date of expiry; all information is computerized; and each packet bears a serial number.
 - (f) To carry on any other business which in the opinion of the Company may be capable of being conveniently and profitably carried on in conjunction with or subsidiary to any other business of the Company and is calculated to entrance the value of the Company's property or further its objects or any of them.
 - (g) To purchase or otherwise acquire rights of occupancy or to take on lease or in exchange and generally to secure any right whatsoever over any land, tenements and hereditament of any tenure whatsoever, whether subject or not to any changes or encumbrances and hold or sell, let, alienate, mortgage, change or otherwise deal with all or any land, tenements or hereditament.
 - (h) To carry on the business as a **general commercial Company**.

AND it is hereby declared that the intention hereof is that the objects hereinabove specified in this clause 3 shall be independent main objects

of the Company and shall in no wise be limited or restricted by reference to or inference from the terms of any other paragraph or the other clauses hereof.

4. The liability of the members is limited.
5. The nominal share capital of the Company is Tanzania Shillings Five Hundred Million (Tshs.500,000,000/=) divided into one hundred (100) ordinary shares of Tanzania Shillings Five Million (T.Shs.5,000,000/=) each with the rights, privileges and conditions respectively attached thereto as may from time to time be conferred by the regulations of the Company with powers to increase or to reduce its capital and to divide the share capital of the Company from time to time into several classes and attach thereto such preferential, differed, qualified or special rights, privileges or conditions as may be determined by or in accordance with the regulations of the Company and to vary, modify or abrogate any such rights, privileges or conditions in such manner as may for the time being be provided by the regulations of the Company.

WE, the several persons, whose names and addresses are subscribed below 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 AND ADDRESSES OF SUBSCRIBERS	NUMBER OF SHARES TAKEN BY EACH SUBSCRIBER	SIGNATURE OF SUBSCRIBERS
1. Jimson Daudi Kisigo P.O. Box 190 Iringa.	Sixty (60)	
2. Neema Shauri Gumbo P.O. Box 190 Iringa.	Forty (40)	
Total Shares Taken	hundred (100)	

DATED as of this 20th day of 11, 2020.

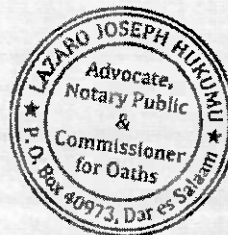
WITNESS to the above signatures:

Name: LAZARO JOSEPH HUKUMU

Signature: 

Address: P.O. Box 92, IRINGA

Qualification: Commissioner For Oaths



transactions mentioned in the proviso of Section 57 (l) of the Act.

SHARE CAPITAL

7. The share capital of the Company at the date of adoption of these Articles is Tanzania Shillings Five Hundred Million (Tshs. 500,000,000/=) divided into one hundred (100) ordinary shares of Tanzania Shillings Five Million (TShs.5, 000,000.00/=) each.
8. Without prejudice to any special rights previously conferred on the holders of any shares or class of shares, any share in the Company (whether forming part of the original capital or not) may be issued with any such preferred, deferred or other special rights or subject in regard to dividend returns of capital, voting or otherwise as the Company may from time to time, by resolution, determine or in the case of any shares in respect of which there has been no such determination as the Board may direct.
9. Subject to the provisions of Section 61 of the Act any preference shares may be issued on terms that they are, or at the option of the Company are to be liable, to be redeemed on such terms and in such manner as the Company may, by special resolution, determine.
10. The Company may, from time to time by ordinary resolution, increase its share capital by such sum, to be divided into shares of such amount as the resolution shall prescribe.

MODIFICATION OF CLASS OF SHARES

11. All or any of the special rights and privileges for the time being attached to any class of shares issued may from time to time (whether or not the Company is being wound up) be altered or abrogated with the consent, in writing, of the holders of no less than three – fourths (3/4) of the issued shares of that class or with the sanction of a special resolution passed at a separate general meeting of the holders of such shares. To any such separate general meeting all the provisions of these Articles as to the general meeting of the Company shall *mutatis mutandis* apply, but so that the necessary quorum shall be two persons at least holding or representing by proxy no less than one-third of the issued shares of the class, that every holder of shares of the class shall be entitled on a poll to one vote for every such share held by him, and that if at any adjourned meeting of such holders a quorum as above defined be not present, those of such holders who are present shall be a quorum.
12. The special rights conferred upon the holders of any shares or class of shares shall not, unless otherwise expressly provided by the conditions of issue of such shares, be deemed to be altered by the creation or issue of further shares ranking, *pari passu* therewith.

SHARES

13. Subject to the provisions of these Articles, the unissued shares of the Company shall be at the disposal of the Board, which may allot, grant