



TANZANIA



Register of Companies Detailed information

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Registration date and time: 04/11/2011 00:00:00

1. **Status:** Registered
2. **Incorporation number:** 86966
3. **Company:** ROYAL SUPERMARKET (2008) LIMITED
4. **Company type:** Private company Limited by shares
5. **Registered office:** Region Shinyanga, District Kahama, Ward Nyasubi, Postal code 37302, Street NYASUBI, Road NGAYA, Plot number 89, Block number A, House number NIL
6. **Contacts:** Email: mhojankwabikabalo@gmail.com, Mob no/Tel no: 0767780777, P.O.Box 253
7. **Business activity:**
 - 4721 - Retail sale of food in specialized stores
 - 4759 - Retail sale of electrical household appliances, furniture, lighting equipment and other household articles in specialized stores
 - 4752 - Retail sale of hardware, paints and glass in specialized stores
 - 4722 - Retail sale of beverages in specialized stores
 - 4772 - Retail sale of pharmaceutical and medical goods, cosmetic and toilet articles in specialized stores
 - 4764 - Retail sale of games and toys in specialized stores
 - 4753 - Retail sale of carpets, rugs, wall and floor coverings in specialized stores
 - 4781 - Retail sale via stalls and markets of food, beverages and tobacco products
 - 4751 - Retail sale of textiles in specialized stores
 - 4763 - Retail sale of sporting equipment in specialized stores
 - 4799 - Other retail sale not in stores, stalls or markets
 - 4789 - Retail sale via stalls and markets of other goods
8. **Directors / Directors in the country of origin:** MHOJA NKWABI KABALO, Tanzania
SYLVESTER MHOJA NKWABI, Tanzania
9. **Company secretary / Company secretary in the country of origin:** WILLIAM MAKOYE MATONANGE, Tanzania
10. **Authorised share capital:** 200000000 TZS
11. **Class of shares:** Class Ordinary: 100000 shares, 2000 TZS/share, 200000000 TZS
12. **Shareholders:** MHOJA NKWABI KABALO Class Ordinary 4000 shares taken
SYLVESTER MHOJA NKWABI Class Ordinary 1000 shares taken
KOM GROUP OF COMPANIES LIMITED Class Ordinary 75000 shares taken

Information ordered by: EMMANUEL MAKUNGU

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.



Princ. Asst. Registrar of Companies

THE COMPANIES ACT 2002

COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION
OF

ROYAL SUPERMARKET (2008) LIMITED

1. The name of the Company is Royal Supermarket (2008) Ltd
2. The registration office the Company will be situated in Tanzania.
3. The object for which the Company is established are:-
 - (a) To acquire and take over as a going concern the business carried now under the name and style of **ROYAL SUPERMARKET (2008)** with all its assets and liabilities and to carry on the business as traders, merchants, manufactures, wholesale and retail, sales of household utensils, ornaments, stationary and fancy goods, drugs, chemicals, toilet goods photographic and optical equipment, articles and commodities of personal and household use and generally in all manufactured goods, materials and sundry products.
 - (b) To carry on the business of importers & exporters of foodstuffs, consumables goods household goods and textiles, metals, wood, hardware & building materials, plastics, paper and paper products, footwear, electrical apparatus and equipment, machinery, tools and articles, merchandise, commodities and goods of every description.
 - (c) To carry on the business of wholesale and or retail dealers of seed and vegetable edible cooking oil, cooking fats, cheese, butter, ghee and edible oil of all kinds and every product description.
 - (d) To carry on the business of wholesale and retail grocers, fruiterers, bakers, butchers meat salesmen, butter factors and salesmen, corn and flour merchants and salesmen, poulterers, wine, beer and spirit merchant and general provision merchants.
 - (e) To carry on and engage in the business of dealing with all types of information systems hardware and software systems, consultancy, general computer knowledge, telecommunications computer training and programming, electronic apparatus sells.

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royal Supermarket

- (f) To act as agents for any company or companies engaged in life-insurance, motor cars, locomotive machinery and other things, insurance of owners and users of vehicles and other insurance of all kinds.
- (g) To carry on the business of importers, dealers and distributors of kerosene, petrol, motor spirit, mineral, oil petroleum, lubricating oil grease and all other kinds of mineral and petroleum products.
- (h) To carry on other business which may seem to the company capable of being conveniently carried in connection with the above or calculated directly to enhance the value of or render profitable any of the Company's property or rights.
- (i) To establish agencies in different parts of the world for the purpose of carrying on any or all of the business of the company.
- (j) 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 in cotton, silk, and woolen goods and textile fabrics of all kinds.
- (k) To enter into any arrangements and contracts with Government or authorities supreme, municipal, local or otherwise or any corporation, 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, contract, decrees, rights, privileged and concessions.
- (l) To purchase, take on lease, option or license, exchange or otherwise acquire in any part of the world, prospecting rights and contracts, leases, options mineral properties, licenses or authorities of and over mines, land and mineral or other properties either absolutely or conditionally.
- (m) 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) including any uncalled capital or without any such security and to purchase, redeem, or pay off any such security or loan
- (n) To promote any other company for the purpose of acquiring all or of the property and undertaking or any of the liabilities of this company, or of undertaking any business or operation which may appear likely to assist or benefit this company, or to enhance the value of the property or business of this company, and to place or guarantee the placing of, underwrite, subscribe for or otherwise acquire all or any part of the share or securities of each company as aforesaid.

- (o) To lend and advance money or give credit to such persons, firms or companies and on such terms as seem expedient, and in particular to customers and others having dealing with the Company, and to give guarantee to become surety for performance of any obligations or liabilities
- (p) 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.
- (q) 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.
- (r) To distribute any of the property of the Company in specie among the members.
- (s) 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.
- (t) To do all or any of the above things in any of the world as principals, agents, contractors trustees or otherwise alone or in conjunction with others.
- (u) To pay the expenses of and preliminary and incidental to the promotion establishment and registration of the 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.
- (v) To obtain all power and authorities necessary to carry out or extend any of the above objects.

The object set forth sub-clause of this clause shall not except when the context expressly so required, be in anywise limited or restricted by reference or from time 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 auxiliary merely to the objects

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We the several persons whose names and addresses are subscribed and desirous or being formed into a company, in pursuance of this memorandum of Association, and we respectively agreed to take number of shares in the capital of the Company set opposite our respective names:

NAME ADDRESSES AND DESCRIPTION OF SUBSCRIBER	NUMBER OF SHARES TAKEN	SIGNATURE OF EACH SUBSCRIBER
MHOJA NKWABI KABALO P.O.BOX 253 KAHAMA SHINYANGA	4,000	<i>[Signature]</i>
SYLIVESTER MHOJA NKWABI P.O.BOX 253 KAHAMA SHINYANGA	1,000	S.N. Mhoja

Dated this 2nd day of JUNE 2011

WITNESS to the above signature

NAME : _____
 POSTAL ADDRESS: _____
 SIGNATURE : *[Signature]*
 QUALIFICATION : _____

LADISLAUS LEON PROTAS LLB (Hons)
 ADVOCATE NOTARY PUBLIC AND
 COMMISSIONER FOR OATHS
 P.O. BOX 256714
 DAR ES SALAAM
 TANZANIA

[Signature] 15/10/2017

THE COMPANIES ACT NO. 12 OF 2002

COMPANY LIMITED BY SHARES

ARTICLE OF ASSOCIATION

OF

ROYAL SUPERMARKET (2008) LIMITED

5000=
11/9/12 21/6/11
16342 21/6/11

2500=
11/9/12 21/6/11
16342 21/6/11

TABLE A: EXCLUDE

The regulations in Table A in the first schedule to the Company Act 2002 shall not apply to the Company, except so far as the same repeated or contained in these Articles.

INTERPRITATION

In these Articles, unless the subject or context otherwise requires these words standing in the first column of the table next hereinafter contained shall bear the meaning set apposite to them respectively in these second column thereof.

WORDS AND MEANING

"Articles": these Articles of Association as originally frame or as altered from to time by Special Resolution

"A Shareholder": any holder from time to time of the Shares

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

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

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

A. The Company is a private Company and accordingly: no invitation or offer shall be made to the public (whether for cash or otherwise) to for any shares in or debenture of the Company nor shall the Company allot or agree to allot (whether for cash 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 the public.

The Company may pay to any person a commission in consideration of his subscribing or agreeing to subscribe or condition, for any shares in the Company; provided that such commission shall not exceed 10 per cent of 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

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3. (a) The Director may, subject to Articles 48 hereof allot, grant option over or otherwise deal with or dispose of any relevant securities of the Company in accordance with the provision of these Articles and shall extend to the amount of the authorized share capital of the Company upon its incorporation.
- (b) The general authority conferred by paragraph (a) of this Article shall be conditional upon due compliance with Article 48 hereof and extend to the amount of the authorized share capital of the Company upon its incorporation.
- (c) The Director 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 share.
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 and 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.

CAPITAL

6. The capital of the Company is Shillings 10,000,000/= (ten millions) divided into 5,000 (five thousand) shares of shillings 2,000/= (two thousand) each.

SHARES

7. Without prejudice to any special rights previously conferred on the holders of any existing shares or class of shares, any share in the capital of the Company may be issued with such preferred, deferred or other special rights or such restrictions, whether in regard to dividend, voting, return of capital or otherwise as the Company may from time to time by ordinary resolution determine.
8. Subject to the provision of Companies Act 2002, any preference shares may, with the sanction of an ordinary resolution, be issued on the terms that they are, or at the option of the Company be redeemed on such terms and in such manner as the Company may before the issue of the shares may by Special Resolution determine.
9. The rights conferred upon the shares of any class issued with preferred or other rights shall unless otherwise expressly provided by the terms of issue of the shares of that class, be

deemed not to be varied by the creation or issued of further shares ranking pari-passu therewith.

10. If at any time share capital is divided into different classes, the rights attached to any class may be varied with the consent in writing of the holders of the three fourths of the issues shares of that class, or with the sanction of an extraordinary resolution passed at a separate general meetings of the holders of the shares of that class. To every such separating meeting the provisions of the necessary quorum shall be two persons at least holding or representing by proxy on-third of the issue shares of the class and that any holder of shares of the class present in person or by proxy may demand a poll.
 11. Every person whose is entered as member in the register of members shall, without payment, be entitle to one certificate under the common seal of the Company specifying the share or a shares held by him and the amount paid up thereon, provided that in respect of a share or issue more than one certificate, and sufficient delivery to all.
 12. If a share certificate is defaced, lost, or destroyed, it may be renewed on payment of such fee, if any, not exceeding one hundred shillings and on such terms, if any, as to evidence and indemnity as the Directors think fit.
- LIEN
13. The company shall have lien on every share for all moneys (whether present payable or not) called or payable at a fixed time in respect of that share, and the Company shall also have a lien an all shares standing registered in the name of a single person for all moneys presently payable by him or his estate to the Company; but the Directors may at any time declare any share to be wholly or in part exempt from the provisions of this articles. The Company's lien, if any on a share shall extend to all dividends payable thereon.
 14. The Company may sell, in such manner as the directors thin fit, any share on which the Company has a lien, but no sale shall be made unless some sum in respect of which the lien exists is presently payable. Nor until the expiration of fourteen days after a notice in writing, stating and demanding payment of such part of the amount in respect of which the lien exists as is presently payable, has been given to the registered holder for the time being of the share, or the person entitled by reason of his death or bankruptcy to the share.
 15. For giving effect to any such sale the directors may authorize some person transfer the share sold to the purchaser thereof. The purchaser shall be registered as the holder of the shares comprised in any such transfer and he shall not the shares be affected by any irregularity of the purchaser money, nor shall his title to the shares be affected by any irregularity or invalidity in the proceedings in reference to the sale.

Royal Supermarket

16. The proceeds of sale shall be applied in payment of part of the amount in respect of which the lien exists as is presently payable, and residue shall be held (subject to a like lien for sums not presently payable as existed upon the shares prior to the sale) by the Company on behalf of the person entitled to the shares at the date of the sale.

CALLS ON SHARES

17. The directors may from time to time make call upon the members in respect of any moneys 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 time or times of specified the amount called in his shares. A call shall be deemed to have been made at the time when the resolution of the directors authorizing the call was passed.
18. The joint holders of a share shall be jointly and severally liable to pay all calls in respect hereof.
19. If sum called in respect of a share is not paid before or on the appointed for payment thereof, the person from whom the sum is due shall pay interest upon the sum at bank rate prevailing from time to time from the day appointed for payment thereof to the actual payment, but the directors shall be at liberty waive payment of the interest wholly or in part
20. The provisions of these articles as to the liability of joint holders and as to payment of interest shall apply in the case of the non-payment of any sum which, by the terms of issue of share, becomes payable at a fixed time, whether on account of the amount of the share, or by way of premium, as if the same has become payable by virtue of a call duly made and notified.
21. The director may make arrangements on the issue of shares for a difference between the holders in the amount of calls to be paid and the time of payment
22. The directors may, if they think fit, receive from any member willing to advance the same all or nay part of the moneys uncalled and unpaid upon any shares held by him, and upon all or any of the moneys so advanced may (until the same would, but for such advance, become presently payable) pay interest at such rated (not exceeding, without the sanction of any Company in general meeting, the bank rate existing from time as may be agreed upon between the member paying the sum in advance and the director
23. Subject to the provisions hereinafter continued shares in the Company shall be and transferable by writing instrument in the common from signed by the both transfer and transferee, and the transferor shall be deemed to remain the holder of the share until the name of the transferee is entered in the register of members in respect thereof.

TRANSFER AND TRANSMISSION

24. The directors may in their absolute discretion and without assigning any reason therefore decline to register any transfer of share to any person whom they do not approve not being a member of the Company or they may also decline to register any transfer of shares on which the Company has a lien. The directors may also suspend the registration of transfers during the fourteen days immediately preceding the ordinary general meeting in each year. The directors may decline to recognize any instrument of transfer unless:-
- (a) A fee not exceeding shillings two hundred and fifty is paid to the Company in respect thereof and;
 - (b) The instrument of transfer is such other evidence as the directors may reasonably require to show the right of the transfer to make the transfer.

If the directors refuse to register a transfer of any shares, they shall within two months after the date on which the transfer was lodged with the Company send to the transferees notice of the refusal.

25. The personal representatives of a deceased sole holder of a share shall be the only persons recognized by the Company as having any title to the share. In the case of shares registered in the name of two or more holders, the survivors or survivor, or the personal representatives of the deceased survivor, shall be the only persons recognized by the Company as having any title to the share.
26. Any person becoming entitled to a share in consequence of the death or bankruptcy of a member shall, upon such evidence being produced as may from time to time be required by the directors, have the right, either to be registered as a member in respect of the share or, instead of being registered himself to make such transfer of share as the deceased or bankrupt person could have made; but the directors shall, in either case, have the same right to decline or suspend registration as they would have had in the case of transfer of the share by the deceased or bankrupt person before the death or bankruptcy.
27. Except as hereinafter provided no share in the Company shall be transferred unless and until the rights of pre-emption hereinafter conferred shall have been exhausted.
28. Every member or other person referred to in article 26 hereof who intends to transfer a share (hereinafter called the vendor) shall give notice in writing to the board of his intention. The notice shall constitute the board his agent for the sale of the said shares in one or more lots at the discretion of the board to members of the Company at a price to be agreed upon by the vendor and the board, and in default of agreement, at a price which the auditor of the Company for the time being shall certify, by writing under hand, to be in his opinion, the fair selling value thereof as between a willing vendor and a willing purchaser.

29. Upon the price being fixed as aforesaid the board shall forthwith give notice to all the member of the Company other than holders of employees' share of the number and price of the share to be sold and invite each of them to state in writing within twenty-one days from the date of said notice whether he is willing to purchase any, and if so, what maximum number, of the said shares.
30. At the expiration of the said twenty-one days the board shall allocate the said shares to or among the member or members who shall have expressed his or their willingness to purchase as aforesaid, and (if more then one) so far as may be prorated according to the number of shares held by them respectively, provide that no member shall be obliged to make more than the said maximum number of shares so member of shares so notified by him as aforesaid. Upon such allocation being made the vendor shall bound on payment of the said price to transfer the shares to the purchaser or purchasers. if he make default in so doing the chairman for the time being of the directors of the Company or failing his one of the directors duly nominated by resolution of the board for that purpose shall forthwith be deemed to be duly appointed attorney of the vendor with full power to the shares to the purchasing member and the board may receive and give a good discharge for the purchase-money on behalf of the vendor and enter the name of the purchaser in the register of members as holder by transfer of the shares purchased by him.
31. In the event of the whole of the said shares not being purchased under article 28 the vender may, at any time within six calendar months after the expiration of the said twenty-one days, transfer the shares not sold to any person (subject to article 17) and at any price.
32. Article 25,26,27, 28,and 29 hereof shall not a transfer to a person who as already a member of the Company, nor to a transfer merely for the purpose of effecting the appointment of the Company of new trustees, nor to a transfer by personal representatives to a legatee under the will of, or to the husband, wife, or next of kin of, a deceased member, nor to a transfer by trustee to a beneficiary, provided that it is prove to the satisfaction of the board that the transfer bona fide falls within one if these exception.

FORFEITURE OF SHARES AND EXPROPRIATION OF SMALL HOLDINGS

33. If a member fails to pay any call or instalment of a call, on the day appointed for payment thereof, the directors may at any time thereafter during such time as any part of such call or instalment remains unpaid, serve a notice on him requiring payment of so much of the call or instalment as is unpaid, together with any interest which may have accrued.
34. The notice shall name a further day (not earlier than the expiration of fourteen days from the date of the notice) on or before which the payment required by the notice is to be made, and shall state that in the event of non-payment at or before the tome appointed the shares in respect of which the call was made will be liable to be forfeited

35. If the requirements of any such notice as aforesaid are not complied with, any share in respect or which the notice has been given by at any time thereafter, before the payment required by the notice has been made, be forfeited by a resolution of the directors to that effect and such forfeiture shall extend to any dividends in respect of any share so forfeited not actually paid at the date of the said notice.
36. A forfeited share may be sold or otherwise disposed of on such terms and in such manner as the directors think fit, and at any time before a sale or disposition the forfeiture may be cancelled on such terms as directors think fit.
37. A person whose shares have been forfeited shall cease to be member in respect of the forfeited shares, but shall notwithstanding, remain liable to pay to the Company all moneys which, at the date of the forfeiture, were presently payable by him to the Company in respect of the shares, but his liability shall cease if and when the Company receive payment in the full of the nominal amount of the shares.
38. The holders for the time being of four-fifths of the issued shares in the Company shall be entitled at any time to purchase ex-dividend all or any of the shares held by any member of the Company at a price equal to the sum paid up thereon and upon the tender of that price by holders of four-fifths of the issued shares to any other member for shares held by him that member shall execute transfer of the shares to the members by whom the tender is made their nominees in such shares and proportion as shall direct. If the member to whom the tender is made neglects or refuses to accept the sum tendered or to execute transfers of the shares the Company may on proof of his neglect or refusal accept and give a good discharge for the moneys tendered on behalf of the member to whom the same shall have been tendered, and the provision of article 23 shall apply to the execution of transfer of the shares and the registration of the members by whom the tender was made or their nominees as owner of said shares.
39. A statutory declaration in writing that declarant is a director of the Company, and that the Company has been duly forfeited or expropriated on a date stated in the declaration, shall be conclusive evidence of the facts therein stated as against all persons claiming, to be entitled to the share. The Company may receive the consideration, if given for the share on any sale or disposition thereof and may execute a transfer of the shares in favor of the person to whom the share is sold or disposed of and he shall thereupon be registered as the holder of the share and shall not be bound to see to the application of the purchase-money, the proceeding in reference to the forfeiture or expropriation, sale or disposal of the share.
40. The provision of these articles as to forfeiture shall apply in the case of non-payment of any sum which, by terms of issue of share, becomes payable at a fixed time, whether on account

of the amount of the share, or by way of premium, as if the same had been payable by virtue of a call duly made and notified.

ALTERATION OF CAPITAL

41. The Company may, from time to time by ordinary resolution increase the share capital by such sum, to be divided into shares of such amount, as the resolution shall prescribe.
42. Subject to any direction to the contrary that may be given by the resolution sanctioning the increase of share capital, all new shares shall, before issue, be offered to such persons as at the date of the offer are entitled to receive notices from the Company of general meetings in proportion, as nearly as the circumstances admit, to the amount of the existing shares to which they are entitled. The offer shall be made notice specifying the number of shares offered, and limiting a time within which the offer, if not accepted, will be deemed to be declined, and after the expiration to that time, or on receipt of an intimation from the person to whom the offer is made that he declines to accept the shares offered, the directors may dispose of the same in such manner as they think most beneficial to the Company. The directors may likewise so dispose of any new shares which (by reason of the ratio which the shares bear to shares held by persons entitled to an offer of new shares cannot, in the opinion of the director, be conveniently offered under this article.
43. The new shares shall be subject to the same provisions with references to payment of calls, lien, transfer, transmission, forfeiture, expropriation, and otherwise as the shares in the original share capital.
44. The company may by ordinary resolution.
 - (a) Consolidate and divide all or any of its share capital into shares of large amount that its share capital into shares of large amount that its existing shares;
 - (b) Sub-divide its existing shares, or any of them, into shares of smaller amount than is fixed by the memorandum of association, subject, nevertheless, to the Companies Act.
 - (c) Cancel any shares which, at the date of the passing of the resolution, have not been taken or agreed to be taken by any person:-
 - (d) Reduce its share capital and any capital redemption reserve fund in any manner and with, and subject to and incident authorized, and consent, required by Law.

GENERAL MEETINGS

45. The Company shall in each year hold a general meeting as its annual general meeting in adding to any other meetings that year, and shall specify the meeting as such in the notices calling it, and not more than fifteen months shall elapse between the date of one annual general meeting and that of next. Provided that so long as the Company holds its first annual

meeting within eighteen months of its incorporation, it need not hold it in the year of its incorporation or in the following year. The annual general meeting shall be held at such time and at such place as the directors shall appoint.

46. All general meeting other than the annual general meeting shall be called extraordinary general meeting.
47. The directors may, whenever they think fit, convene an extraordinary general meeting. If at any item there are not within the united republic of Tanzania sufficient directors capable of acting to form a quorum, any director or any one member of the Company may convene an extraordinary general meeting in the same manner as nearly as possible as which meeting any be convened by the directors.
48. Annual general meeting and a meeting called for the passing of special resolution shall be called by twenty-one days 'notice in writing at the least and all other meeting by fourteen days' notice in writing at lease. Such notice shall be exclusive of the day on which it is served or deemed to be served and of the day for which it is given and shall specify the place, the day, and the hour of meeting and in case of special business, the general nature of the business shall be given in the manner hereinafter mentioned, or in such manner, if nay, as may be prescribed by Company in general meeting to such persons as are, under these articles, entitled to receive such notices from the Company; but with the consent of all the members entitled to receive notice of some particular meeting. That meeting may be convened by such shorter notice and in such manner as those members may think fit.
49. The accidental omission to give or the non-receipt of notice of a meeting by, any member shall not invalidate the proceedings at any meetings.
50. All business shall deemed special that is transacted at an extraordinary general meeting, with the exception of sanctioning a dividend, the consideration of the accounts and balance sheet and the ordinary report of the directors and auditors, the election of directors in the place of those retiring by rotation, and the appointment and fixing of the remuneration of the directors.
51. No business shall be transacted at any general meeting unless a quorum of members is present at the time when the meeting proceeds to business; same as herein otherwise provided two members personally present shall be a quorum.
52. If within half an hour the time appointed for the meeting a quorum is not present, the meeting, if convened upon the requisition of member, shall be dissolved; an any other case it shall stand adjourned to the same day in the next week, at the same time and place, and if at the adjourned meeting a quorum is not present within half an hour from the appointed for the meeting the meeting shall be dissolved.

53. The chairman, if any, of the board of directors shall preside as chairman at every general meeting of the Company.
54. If there is no such chairman, or if at any meeting he is not present within fifteen minutes after the time appointed for holding the meeting or unwilling to act as chairman, the members present shall choose some one of their number to be chairman.
55. The chairman may, with the consent of any meeting at from time to time (and shall if so directed by the meeting) adjourn the meeting from time to time and from place to place, but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place. When a meeting is adjourned for thirty days or more, notice of the adjourned meeting shall be necessary to give any notice and meeting. Save as aforesaid it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.
56. At any general meeting a resolution put to the vote of the meeting shall be decided on a show of hands, unless a poll is (before or on the declaration of the result of the show of hands) demanded by at least one member entitled to vote present in person or by proxy; and unless a poll is so demanded, a declaration by the chairman that the resolution has, on show of hands, been carried, or carried unanimously, or by particular majority, or lost, and to that minute book shall be conclusive evidence of the fact, without proof of the number or proportion of the votes recorded in favor of, or against the resolution.
57. If a poll is duly demanded it shall be taken in such manner as the chairman directs, and the result of the poll shall be deemed to be a resolution of the meeting at which the poll was demanded.
58. In the case of an equality of votes, whether on a show of hands or on a poll, the chairman of the meeting at which the show of hands takes place. Or at which the poll is demanded, shall be entitled to a second or casting vote.
59. A poll demanded on the election of a chairman, or in a question of adjournment, shall be taken forthwith. A poll demanded on any other question shall be taken at such time as the chairman of the meeting directs.
60. Any ordinary resolution of the Company determined on without any general meeting and evidenced by writing under the hands of all the directors or a sole director and of members of the Company holding three-fourths of the issued shares of the Company shall be as valid and effectual as an ordinary resolution duly passed at a general meeting of the Company duly convened and held.

VOTES OF MEMBERS

61. On a show of hands every present in person shall have one vote. On a poll every member shall have one vote for each share of which he is the holder.
62. In the case of joint holders the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders; and this purpose seniority shall be determined by the order in which the names stand in the register of member.
63. A member of unsound mind, or in respect of whom an order has been made by any having jurisdiction in lunacy, may vote, whether on a show of hands or on a poll, by his committee, a curator bonis, or other person in the nature of a committee or curator bonis appointed by that court, and any such committee, curator bonis, or other person may, on a poll, vote by proxy.
64. No member shall be entitled to vote at any general meeting unless all calls or other sums presently payable by him in respect of shares in the Company have been paid.
65. No objection shall be raised to the qualification of any voter except at the meeting or adjourned meeting at which the vote objected to is given or tendered, and every vote not disallowed at such meeting shall be valid for all purposes. Any such objection made in due time shall be referred to the chairman of the meeting whose decision shall be final and conclusive.
66. On a poll votes may be given either personally or by proxy
67. The instrument appointing a proxy shall be in writing under the hand of the appointer or his attorney duly authorized in writing, or if the appointer is a corporation, either under the common seal, or under the hand of an officer or attorney so authorized. A member shall not be entitled appoint more than one proxy to attend on the same occasion nor May a proxy vote except on a poll.
68. The instrument appointing a proxy and the power of attorney or other authority, if any under which it is signed or a naturally certified copy of that power or authority shall be deposited at the registered office of the Company not less than forty-eight hours before the time for holding the meeting, or adjourned meeting, or taking of the poll at which the person named in the instrument proposes to vote, and in default the instrument of proxy shall not be treated as valid.

69. An instrument appointing a proxy may be in the following form, or in any other form which the directors shall approve:-

..... Limited
I, Of, act being a member of the
Limited, hereby appoint Of, act. As my proxy to vote for me and on my
behalf at the ordinary (or extraordinary, as the case may be) general meeting of the
Company to be held on the Day of and at
any adjourned meeting thereof.

Signed this day of 200...

.....
Signature of Member

70. Any corporation which is a member of the Company may by resolution of its directors or other governing body authorize such person as think fit to act as its representative at any meeting of the Company and behalf of the corporation which he represents as that corporation could exercise if it were an individual member of the Company.

71. The first directors shall be not less than two in number and shall be appointed by the subscribers to the Memorandum Association. Unless and until otherwise determined by the Company by ordinary resolution the number of directors shall not be less than two.

72. The name of the first directors of the Company are as follows:-

1. MHOJA NKWABI KABALO
2. SYLIVESTER MHOJA NKWABI

73. (a) The remuneration of the directors shall from time to time be determined by the Company in general meeting

(b) In addition to their usual remuneration the directors shall also be paid such traveling, hotel and other expenses as may reasonably be incurred by them in the exercise of their duties, including any such expenses incurred in connecting with their attendance at meetings of director.

74. Any director any in writing appoint any person, who is approved by the majority of the directors, to be his alternate to act in his place at any meeting of the directors to which he is unable to be present. Every such alternate shall be entitled to notice of meetings of the directors and to attend and vote these at as a director when the person appointing him is not personally present, and where he is a director, to have a separate vote on behalf of the director he is representing in addition to his own vote. A director may at

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any time in writing revoke the appointment of an alternate appointed by him. Every such alternate shall be an officer of the Company and shall not be the agent of the director appointing him. The remuneration of such alternate shall be payable out of the remuneration payable to the director appointing him, and the proportion thereof shall be agreed between them. An alternative director need not hold any share qualification.

75. A director and alternative director shall not require a share qualification by nevertheless shall be entitled to attend and speak at any general meeting of the Company.
76. The Company may by extraordinary resolution remove any director before the expiration of his period of office, and may by an ordinary resolution appoint another person in his stead. A vacancy occurring in the board of directors may be filled up by the Company by an ordinary resolution.

POWERS AND DUTIES OF DIRECTORS

77. The business of the Company shall be managed by the directors who may pay all expenses incurred in forming and registering the Company, and may exercise all such powers of the Company as are not, by the Companies Act 2002 or any statutory modification thereof, for the time being in force, or by these articles required to be exercised by the Company in general meeting, subject nevertheless to the provisions of these articles and of the said ordinance, and the exercise of such power shall be subject to control of any general meeting of the Company specially convened for the purpose. But no resolution of the Company in general meeting shall invalidate any prior act of the directors which would have been valid if that resolution had not been passed.
78. The directors may from time to time appoint one or more their body to the office of managing director or manager for such term and at such remuneration (whether by way of salary, or commission, or participation in profit, or partly in one way and partially in another) as they may think fit. The office of managing director shall be subject to determination ipso facto if he ceases from any cause to office of managing director or manager be determined
79. The directors may exercise all the power of the Company to borrow money, and to mortgage or charge its undertaking, property, uncalled capital, or any part thereof, and to issue debentures, debenture stock, and other securities whether outright or as security for any debt liability or obligation of the Company or of any third party.
80. The directors shall duly comply with the provisions of the Companies Act 2002 or any statutory modification thereof for the time being in force, and particular with the provisions in regard to registration of the particulars of mortgages and charges affecting the property of the Company, or credited by it, and to keeping a register of the directors and secretaries, and to sending to the Register of Companies an annual list of members,

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and a summary of particulars relating thereto, and notice of any consolidation or increase of share capital, or conversion of shares into stock, and copies of special and extraordinary resolutions, and a copy of the register of directors and notification of any charges therein.

81. The directors shall cause minutes to be made in the books provided for the purpose:-
- (a) Of all appointments of officers made by directors;
 - (b) Of the names of the directors present at each meeting of the directors and of any committee of the directors;
 - (c) Of all resolutions and proceedings at all meetings of the Company, and of the directors, and of Committees of directors and every director present at any meeting of directors of committee of Directors shall sign his name in a book to be kept for that purpose.

DISQUALIFICATION OF DIRECTORS

82. The Office of any director shall be vacated, if the director;
- (a) Resigns his office by notice in writing to the Company; or
 - (b) Becomes bankrupt in this Territory or in any other territory which is declared to be a reciprocating territory under section 147 of the bankruptcy Ordinance; or
 - (c) Is found lunatic or becomes unsound mind; or
 - (d) Is punished with imprisonment for a term exceeding six months without the option of fine; or
 - (e) Is requested in writing by all his co-directors to resign.
83. Any directors or any Company of firm of which a director is a member, may enter into contracts with the Company and any director may vote as a director or shareholder in respect of such contract and retain for his own use profits made by him under any such contract; provided always that unless he be at the time sole director he must disclose his interest to his co-directors before the contract is entered into by the directors, and if he be at the time sole directors be interested contract the contract must be entered into by the Company in general meeting, and before the contract into, the directors must disclose his or their interest to the meeting.

PROCEEDINGS OF DIRECTORS

84. The directors may meet together for the dispatch of, adjourn and otherwise regulate their meetings, as they think fit, question arising at any meeting shall be decided by a majority of votes. In case of any equality of votes the chairman shall have a second or

casting vote. A director may, and the secretary on the requisition of a director shall, at any same summon a meeting of the directors.

85. The quorum necessary for the transaction of the business of the directors may be fixed by the directors and unless so fixed shall be two.
86. The continuing directors may act notwithstanding any vacancy in the body, but, if and so long as their number is reduced below the number fixed by or pursuant to these articles as the quorum of directors, the continuing director may act for the purpose of increasing the number of directors to that number, or summoning a general meeting of the Company, but for no other purpose.
87. The directors may elect a chairman of their general meeting and determine the period for which he is to hold office; but if no such chairman is elected or if at any meeting the chairman is not present within five minutes after the time appointed for holding the same, the directors present may choose one of their number to be chairman of their meeting.
88. The directors may delegate any of their powers to committees consisting of such members of their body as they think fit; any committee so formed shall in the exercise of the powers so delegate conform to any regulation that may be imposed on them by the directors.
89. A committee may elect a chairman of their meeting; if no such chairman is elected, or if at any meeting the chairman is not present within five minutes after the time appointed for holding the same, the members present may choose any of their number to be chairman of the meeting.
90. A committee may meet and adjourn as they think proper. Questions arising at any meeting shall determined by a majority of votes of the members present, and in the case if an equality of votes the chairman shall have a second or casting vote.
91. All acts done by any meeting of the directors or of a committee of directors, or any person acting as a director, shall, notwithstanding that it afterwards discovered that there was some defect in the appointment of any such directors or persons acting as aforesaid. Or that they or any of them were disqualified, be as valid as if every such person had been duly appointed to be a director.
92. A resolution determined on without any meeting of directors and evidenced by writing under the hands of all directors, or sole director, or of all members of a committee, or of sole member of a committee, shall be as valid and effectual as a resolution duly passed at meeting of the directors or of such committee.

SECRETARY

93. The secretary shall be appointed by the directors for such term, at such remuneration and upon such conditions as they may think fit and any Secretary so appointed may removed by them.
94. No person shall be appointed or hold office as a Secretary who is:-
- (a) The sole director of the Company or
 - (b) A corporation the sole director of which is the sole director of the Company; or
 - (c) The sole director of a corporation which is the sole director of the Company.
95. A provision of the Companies Act 2002 or these regulations requiring or authorizing a thing to be done by or to a director and the secretary shall not be satisfy by its being done by or to the same person acting both as director and as, or in place of the secretary.

THE SEAL

96. The Director shall provide for the safe custody of the seal, which shall only be used by the authority of the directors or of a committee of the directors or of a committee of the directors authorized by the directors in that behalf, and every instrument to which the Seal Secretary or by a second director or by some other person appointed by the directors for the purpose but so that the directors may be resolution determine, either generally or in any particular but so that the directors may be affixed by some mechanical means to be specified in such resolution, provide that the use of such means is by such resolution restricted to certificates which have first been approved for sealing by the Auditors, Transfer Auditors, Transfer Agents or Bankers of the Company in writing.

DIVIDENDS AND RESERVE

97. The Company in general meeting may declare dividends, but no dividend shall exceed the amount recommended by the directors.
98. The directors may from time to time pay to the members such interim dividends as appear to the directors to be justified by the profits of the Company.
99. No dividends shall be paid otherwise than out of profits.
100. Subject to the rights of persons, if any, entitled to shares with special rights as to dividends, all dividends shall be declared and paid according to the amounts paid on the shares, but if and so long as nothing is paid up on any of shares in the Company dividends may be declared and paid according to the amount of the shares. No amount paid on a share in advance of call shall, while carrying interest, be treated for purpose of this article as paid on the share.
101. The directors may, before recommending and dividend, set aside out of the profits of the Company such sums as they think proper as a reserve or reserves which shall, at the