

THE COMPANIES ORDINANCE  
(CAP. 212)

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*Handwritten:*  
Certified true copy  
Date 01/02/2014

COMPANY LIMITED BY SHARES

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ARTICLES OF ASSOCIATION

OF

TANZANIA ROAD HAULAGE (1980) LIMITED

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Incorporated this ...21st.... Day of .....June..... 1980

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AMENDED PURSUANT TO SPECIAL RESOLUTION

DATED 14<sup>TH</sup> NOVEMBER 2011

DRAWN BY:

ANWARALI RAJABALI DHARAMSI  
A PROMOTER OF THE COMPANY  
P. O. BOX 21493  
DAR ES SALAAM  
TANZANIA.

THE COMPANIES ORDINANCE (CAP 212)

COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION

OF

TANZANIA ROAD HAULAGE (1980) LIMITED

1. The name of the Company is "TANZANIA ROAD HAULAGE (1980) LIMITED"
2. The Registered Office of the Company will be situate in the Mainland, Tanzania
3. The objects for which the Company is established are:-

- (a) To acquire and take over as a going concern the business now carried on at Dar es salaam under the name and style of "TANZANIA ROAD HAULAGE" and all or any of the assets and liabilities of the said business.
- (b) To carry on all or any of the business of transport, clearing and forwarding agents, warehouseman, storekeepers, insurance agents or brokers, cartage and haulage contractors, garage proprietors, owners and charters of road vehicles, aircraft and ships, tugs, barges and boats of every description, lighter man, and carriers of goods and passengers by road, rail, water or air, Carmen, cartage contractors and agents, transport and commission agents, stevedores, wharfingers, cargo superintendents, packers, haulers, travel agents, in all their branch, woodworkers, and cabinetmakers, glass, pottery, china and earthen-ware manufactures and dealers, metal and alloy makers, refiners and workers, engineers of all descriptions, storage proprietors, electricians, fuel merchants, grocers, provision dealers and general merchants.
- (c) To purchase or otherwise acquire real and personal estate of any description to develop the resources of the same by building or otherwise, and to sell lease, mortgage exchange or otherwise deal with all or any of the real or personal property of the Company.
- (d) To carry on the trade or business of bonded warehousemen, warehousemen removers, storers, packers and carriers of personal property of every description and to issue warrants to persons warehousing goods with the company, and to lend money upon the security of such goods.
- (e) To carry on the business as tourist agents and contractors to facilitate traveling and provide for tourists and travelers or promote provision of convenience of all kinds in the way of through tickets, circular tickets, in sleeping cars or berths, hotel and lodging accommodation, guides safe deposit enquiry bureau, reading room waiting rooms, baggage, transport and otherwise.
- (f) To purchase or buy and means acquire any freehold, lease hold or other property for any estate or interest whatsoever and any rights privileges or easements over or in respect of any property or any buildings, factories mill

MASHAKA M. NGOLE  
Advocate, Notary Public &  
Commissioner for Oaths  
P.O. Box 2494, D.S.M.

*M. Ngole*  
*certified true*  
*01/02/2014*

Stamp  
Receipt  
Ass: Registrar

works, wharves, road, railway, tramways machinery engines, rolling stock plant, barges, vessels or things and real or personal property or rights whatsoever which may be conveniently used with or to enhance the value of any other property of the Company.

- (g) To carry on the business of importers, dealers and distributors of kerosene, petrol, motor spirit, mineral oil crude oil, petroleum products.
- (h) 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.
- (i) 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.
- (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 of and 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 corporations, companies or persons, having objects that may seem conducive to the Company's object on any of them and to obtain from any such Government Authority Corporation, Company or person any characters, contracts, decrees, rights, privileges 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 lease, options, mineral properties, grants, concessions, charters privileges, 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 amalgamate with, or enter into partnership or into any arrangement for sharing profits, union of interest, co-operation, joint adventure reciprocal concession or otherwise with any person or company carrying on or engage in, or about to carry on or engage in any business or transaction which this Company is authorized 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.

- (o) To promote another Company for the purpose of acquiring all of 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.
- (p) To sell or dispose of the undertaking and property of the Company or any party 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.
- (q) To carry on the business by wholesale or retail or 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 or being used therewith or in the maintenance, repair and manufacture thereof.
- (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 principal 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 of 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 hire or otherwise acquire any real and personal properties and any rights or privileges which the company may think necessary or conveniently 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 money 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 under-writing 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 to 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 auxiliary 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 and 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 a reference to or inference from the terms of any other paragraph or the name of the company.

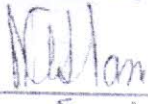
- 4. The liability of the members is limited.
- 5. The initial capital of the company is Tshs. 500,000/- divided into 500 shares of Tshs. 1,000/- each and the company shall have the power to divide the original or any increased capital into several classes, and to attach thereto any preferential, deferred, qualified or other special rights, privileges, restrictions or conditions.

WE, the several persons whose names and addresses are subscribed 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, Addresses and Descriptions of subscribers	No. of shares taken	Signature
1 ANVERALI RAJABALI DHARAMSI A COMPANY DIRECTOR P.O. BOX 21493 DAR ES SALAAM	1	
2 M/S ZAKIYA ANVERAL RAJABALI DHARAMSI A COMPANY DIRECTOR P.O. BOX 21493 DAR ES SALAAM.	1	Z A Dharamsi

DATED at Dar es salaam this 20<sup>TH</sup> Day of June 1980 WITNESS to the above signatures:

Signature:



Postal Address:

P.O. BOX 20719,  
DAR ES SALAAM

Qualification:

Authorised Auditors.

M. A. HASLAM & CO.


CEYLON REGISTERED

AUTHORISED AUDITORS

Box 20719,

DAR ES

MASHAKA K. NGOLE  
Advocate, Notary Public &  
Commissioner for Oaths  
P.O. Box 2494, D.S.M.

  
Certified true copy  
of the original shares of 1/2/80

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THE COMPANY ORDINANCE (CAP. 212)  
COMPANY LIMITED BY SHARES  
ARTICLES OF ASSOCIATION  
OF  
TANZANIA ROAD HAULAGE (1980) LIMITED

1.2 PRELIMINARY

In these regulations: -

"The Ordinance" means the Companies Ordinance Chapter 212 of the laws of Tanzania.

When any provision of the Ordinance is referred to, the reference is that provision as modified by any law for the time being in force. Unless the context otherwise requires, the expressions defined in the Ordinance or any statutory modification thereof in force at the date at which these regulations become binding on the Company, shall have the meanings so defined.

Any words importing the singular shall include the plural and vice versa, and words importing the masculine gender shall include females, and the words importing persons shall include bodies corporate, partnership, firms, co-operative societies etc.

The regulation of Table "A" in the first schedule to the Companies Ordinance (hereinafter called Table "A") shall apply to the Company, save in so far as they are varied or excluded hereby, but in case of, any conflict between the provisions herein, and the provisions under Table "A" the former shall prevail; and in addition to substitution shall be the regulations of the Company.

2. PRIVATE COMPANY

The company is a private company and accordingly: -

- (a) The right to transfer shares is restricted in manner hereinafter prescribed.
- (b) The number of members of the Company (exclusive of persons who are in the employment of company and of persons who having been formally 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) is limited to fifty provided that where two or more persons hold one or more shares in the company jointly they shall for the purpose of this regulation be treated as a single member.
- (c) Any invitation to the public to subscribe for any shares or debentures of the Company is prohibited.
- (d) The Company shall not have power to issue share warrants to bearer.

3. TRANSFER OF SHARES

The Directors may in their discretion and without assigning any reasons thereof refuse to register the transfer of any share to any person whom it shall in their opinion be undesirable for any reason whatsoever to admit to membership.

TANZANIA  
Stamp Duty Office  
Receipt of BV 2014/02/14  
Asst. Registrar of Companies

MASHAKA K. NCOLE  
Advocate, Notary Public &  
Commissioner for Oaths  
Box 2494, D.S.M.

*Mhalifa*  
*certified*  
*true copy*  
*Mhalifa*  
01/02/2014

4. Subject to Clause 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 trustees 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 or 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 such 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 day's 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 prorata 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 appointment 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 shareholder who shall have agreed to purchase the same.

## 5. GENERAL MEETING

### NOTICE OF GENERAL MEETINGS AND PROCEEDING AT GENERAL MEETING.

Articles 39 to 53 Table "A" shall apply subject to the following variations: -

- a) A General Meeting, ordinary or extra ordinary 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 fourth 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.

## 6. DIRECTORS

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

(b) The following persons shall be the first Directors of the Company: -

- (1) MR. ANVERALI RAJABALI DHARAMSI
- (2) MRS. ZAINAB ANVERALI RAJABALI DHARAMSI

(c) APPOINTMENT OF DIRECTORS

The Board Members shall have a right to appoint from time to time any person or persons as Board Members of the Company by a single resolution and to remove from such office any person or persons so appointed and to appoint any person or persons in his or their places.

7. 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.

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

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

10. 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.

## 11. BORROWING 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 un-issued capital or by the issue, at such price as they may think fit, of bonds or debentures, either charged upon the whole or any part of the property and assets of the company, or not charged, or in such other way as the Directors may think expedient.

## 12. 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 of the Company, and such Alternate Directors when acting shall exercise and discharge all duties and functions of the Director whom he represented 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.

13. SECRETARY

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

14. WINDING UP

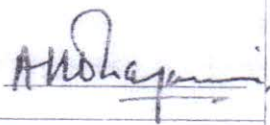
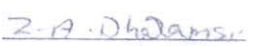
With the sanction of a special resolution of the shareholders any part of the assets of the company including any shares in other companies may be divided between the members of the company in specie or may be vested in Trustees for the benefit of such members and the liquidation of the company may be closed and the company dissolved but so that no member shall be compelled to accept any shares whereupon there is a any liability.

15. INDEMNITY

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

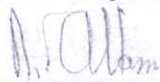
16. ALTERNATION OR ADDITIONS

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 effective as if originally contained in these articles and be subject in like manner to alteration by special resolution.

Names, Addresses and Descriptions of subscribers	No. of shares taken	Signature
1 ANVERALI RAJABALI DHARAMSI A COMPANY DIRECTOR P.O. BOX 21493 DAR ES SALAAM.	1	
2 M/s. ZAINAB ANVERAL RAJABALI DHARAMSI A COMPANY DIRECTOR P.O. BOX 21493 DAR ES SALALAM.	1	

DATED at Dar es salaam this 20<sup>TH</sup> Day of June 1980, WITNESS to the above signatures:

Signature:



M. A. HASSAM & CO.

CERTIFIED ACCOUNTANTS

AUTHORISED AUDITORS

Box 20719-Tel 20255

DAR-ES-SALAAM

Postal Address:

P.O. BOX 20719,  
DAR ES SALAAM

Qualification:

Authorised Auditors.

MASHAKA K. NGOLE  
Advocate, Notary Public &  
Commissioner for Oaths  
P.O. Box 2494, D.S.A.



Certified true copy  
This 01/02/2014