

THE UNITED REPUBLIC OF TANZANIA
THE COMPANIES ORDINANCE (CAP.212)

COMPANY LIMITED BY SHARES

Memorandum

and

Articles of Association

of

HANSPAL INDUSTRIES LIMITED

Incorporated this day of 1996

Drawn by:

Dharam Singh Hanspal
P. O. Box 613,
ARUSHA.

- (g) To carry on the business of garage proprietors, haulage and transport contractors, omnibus proprietors, clearing and forwarding agents and any other business which may conveniently be carried on in connection therewith.
- (h) To carry on the business of dealers and fitters of wireless and electrical goods of all descriptions and may other business which may conveniently be carried on in connection therewith.
- (i) To carry on the business of auctioneers, brokers, estate or commission agents or any other business which may conveniently be carried out in connection therewith, Gold prospecting and mining gemstone, prospecting and digging general trader and Export, general trade Import, manufacture of Food.
- (j) To carry on any other business (whether manufacturing of otherwise) which may seem to the Company capable or being conveniently carried on in connection with the above or calculate directly or indirectly to enhance the value of or render more profitable any of the Company's property.
- (k) To purchase or by any other means acquire any freehold, leasehold or other property for any estate or interest whatsoever and any property and buildings, factories mills, works wharves, roads, railways, machinery engines, rolling stock, plant, live and dead stock, barges, vessels of things and any real and personal property or rights whatsoever which may be necessary for or may be conveniently used with or may enhance the value of any other property of the Company
- (l) To build, construct, maintain, alter, enlarge, pull down, and remove or replace any buildings, factories mills, offices works, wharves, roads, railways, tramway, machinery engines, walls, fences, banks, dams weervices or water courses and to clear sites for the same or to join with any person firm or company in doing any of the things aforesaid and to work, manage, and control the same or join with others in so doing.
- (m) To apply for, purchase, or by other means acquire and protect, prolong and renew whether in Tanganyika or elsewhere any patents rights brevets, invention, licenses, protections and concessions which may appear likely to be advantageous or successful to the Company and to use and turn to account and to manufacture under or grant licenses or privileges in respect of the same and to spend money in experimenting upon, and testing and in improving or seeking to improve any patents, inventions or rights which the Company may acquire or propose to acquire.

- (n) To improve, manage, cultivate, develop, exchange let on lease or otherwise, mortgage, sell, dispose of, turn to account, grant rights, and privileges in respect of or otherwise and with all or any part of the property and rights of the Company.
- (o) To invest and deal with the moneys of the Company not immediately required upon such securities and in such manner as may from time to time be determined.
- (q) To carry on the business of importers, exporters, manufacturers of dealers in garments, general merchandise, cosmetics, medicines, textile dealers, goods, wares, chemicals and merchandise of every nature, kind and description whatsoever.
- (r) To lend a advantage money or give credit to such persons on such terms as may seem expedient and in particular to customers and others having dealings with Company and to give guarantees or become security for any such persons.
- (s) To borrow or raise money in such manner as the Company shall think fit and in particular by the issue of debentures or debenture-stock (perpetual otherwise) and to secure the repayment of any money borrowed, raised or owing by mortgage charge or lien upon the whole or any part of the Company's property or assets (whether present or future) including its uncalled capital and also by a similar mortgage, charge or lien to secure and guarantee the performance by the Company of any obligation or liability it may undertake.
- (t) To receive money on deposit or loan without allowance of interest thereon.
- (u) To draw, make, accept, endorse, discount, execute and issue promissory notes, bills of exchange, bills of lading, warrants, debentures, and other negotiable instruments.
- (v) To enter into partnership or any other arrangement for sharing profits, union of interest, co-operation, reciprocal consensus in or otherwise with any persons, firm or firms, or company on or engaged in or about to carry on or engaged in any business or transactions 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 and/or whereby the company would be benefitted.

- (w) To enter into any arrangements with any Governments, or authorities (supreme, municipal, local or otherwise) or any corporations, companies or persons that may seem conducive to the company's objects or any of them and to obtain from any Government, authority, Corporation, Company or persons any charters, decrees, rights, privileges and concessions which the company may think desirable and to carry out, exercise and comply with any such charters contracts, decrees, rights, privileges and concessions.
- (x) To subscribe for, take purchase or otherwise acquire and hold shares or other company having objects altogether or in part similar to those of this company or carrying on any business capable of being conducted so directly or indirectly to benefit this company.
- (y) To act as agents or brokers and as trustees for any person, firm or company and to undertake and perform sub-contracts and also to act in any of the business of the company through or by means of agents, brokers, sub-contractors or others.
- (z) To remunerate any person, firm or company rendering services to this company where by cash payment or by allotment to him or them of shares of securities of the company credited as paid up in full or the part or the part or otherwise.
- (za) To pay all or any expenses incurred in connection with the formation and incorporation of the company or to contract with any person, firm or company to pay the same and to pay commission to brokers and others for underwriting, placing selling or guaranteeing the subscription of any shares, debentures, debenture-stock or securities of this company.
- (zb) To support and subscribe to any charitable or public object and any institution, society, or club which may be for the benefit of the company or it's employees or may be connected with any town or place where the company carries business, to give pensions, gratuities or charitable aid to any person or persons who may serve the company or to wives, children or their relatives of such persons, to make payments towards insurance and from and contribute to provident and to benefit funds for the benefit of any person employed by the company.

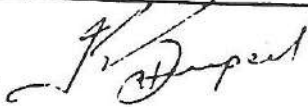
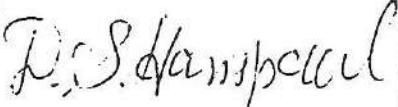
It is hereby declared that:-

The word "Company" in this clause except when used in reference to this company shall be deemed to include any partnership or other body of persons whether domiciled in Tanzania or elsewhere.

The objects set forth in each sub-clauses of this clause shall not be restrictively constructed but the widest interpretation shall be given thereto and they shall not, except where the context expressly so requires be in any way limited or restricted by reference to or inference from any other object to objects here in specified on the powers thereby conferred shall be deemed subsidiary or ancillary to the objects or powers mentioned in any other sub-clause but the Company shall have powers to exercise all or any of the objects conferred by or provided in each of the said sub-clauses.


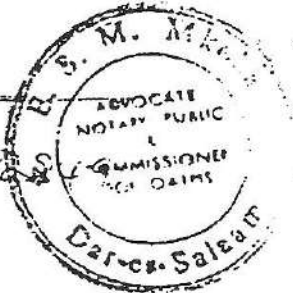
4. The Liability of the members is limited.
5. The share capital of the Company is shillings 1,000,000/= divided into 100 shares of shs. 100,000/= each with power to increase or reduce the capital, to consolidate or sub-divide the share into shares of larger or smaller amount and to issue all or any part of the said capital.

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 & DESCRIPTION OF SUBSCRIBERS	NO. OF SHARES TAKEN	SIGNATURE
KAMALJIT SINGH HANSPAUL, P.O. BOX 613, ARUSHA.	FIFTY	
DIRECTOR		
DHARAM SINGH HANSPAUL, P.O. BOX 613, ARUSHA.	FIFTY	
DIRECTOR		

DATED AT *DSM* ON *14th Feb 1996*

WITNESS TO THE ABOVE SIGNATURES


DSM 3


STAMPED
29910608
ON ORIGINAL
Duty Officer

THE COMPANIES ORDINANCE (CAP. 212)
COMPANY LIMITED BY SHARES
ARTICLES OF ASSOCIATION
OF
HANSPAL INDUSTRIES LIMITED

MINISTRY
40/2
PROVISION

PRELIMINARY

In the 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 expression 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; words importing the masculine gender shall include females and words importing persons shall include bodies, corporations, partnership, firms, co-operative societies, etc.

Regulations 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 provision 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 the Company and of persons who having been formerly in the employment of the Company were while in such employment and have continued after the termination 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 relation 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.

TRANSFER OF SHARES

- 3. The Directors may in their discretion and without assigning any reason thereof refuse to register the transfer of any share to any person whom it shall in their opinion deem undesirable for any reason whatsoever to admit the membership.
- 4. Subject to Clauses 2 and 3 hereof, the right of members to transfer their shares shall be restricted as follows:
 - a) No share shall be transferred to a person who is not a member except 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 make the Board of directors of the Company his agent for the sale of such shares to any members 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 day's 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 desires to purchase the same and as far as may be 'prorate' 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 take more than the maximum number of such shares 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 part 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 the single shareholder who shall have agreed to purchase the same.

5. GENERAL MEETING.

NOTICE OF GENERAL MEETINGS AND PROCEEDINGS AT MEETINGS

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

- a) A general meeting, Ordinance or Extraordinary may with the consent in writing of all members, be convened 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 shall be as 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.

DHARAM SINGH HANSPAUL

KAMALJIT SINGH HANSPAUL

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 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 purpose 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 mortgages or charge upon the whole or any part of the property and assets of the Company, present or future, including its uncalled or unissued 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 Directors, to act as Alternate in his absence from Tanzania or inability to act as such Director. Such Alternate 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 who 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.

13. SECRETARY

The Secretary shall be appointed by the Board for such terms, reference to the Directors and discharge all duties at such remuneration and upon such condition as it may think fit, and any Secretary so appointed may be removed by the Board.

14. WINDING UP

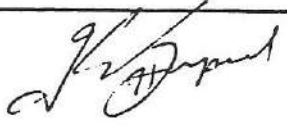
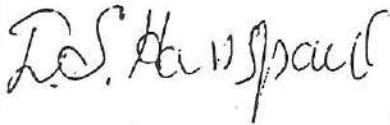
With the sanction of a Special Resolution of the Shareholders any part of the assets of the Company including any shares in other Companies may be divided between the Members of the Company in specie or may be vested in Trustees for the benefit of such members and the Company dissolved but so that no member shall be compelled to accept any shares whereupon there is any liability.

15. INDEMNITY

Every Director, Managing Director, Agent, Audit, 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 in defending any proceedings, whether civil or criminal, in which judgement is given in his favor 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. ALTERATIONS OR ADDITIONS.

Subject to the provision of the Ordinance and to those contained in the Memorandum of Association the Company may by Special Resolution make alterations or additions which shall be as valid and effectual as if originally contained in these Articles and be subject in like manner to alteration by Special Resolution.

NAMES, ADDRESSES & DESCRIPTION OF SUBSCRIBERS	NO. OF SHARES TAKEN	SIGNATURE
KAMALJIT SINGH HANSPAUL, P.O. BOX 613, ARUSHA. DIRECTOR	FIFTY	
DHARAM SINGH HANSPAUL, P.O. BOX 613, ARUSHA. DIRECTOR	FIFTY	

DATED AT BGM ON 14th Feb. 1996

WITNESS TO THE ABOVE SIGNATURES

