

THE COMPANIES ACT, 2002

(Act No. 12 of 2002)

COMPANY LIMITED BY SHARES

MEMORANDUM
&
ARTICLES OF ASSOCIATION

OF

BARAKA AGRIBUSINESS DEVELOPMENT SERVICES
COMPANY LIMITED

Incorporated this.....day of.....2015

Drawn by:

HAJRA ANZURUNI MUNGULA
(ADVOCATE),
P. O. BOX 21473
DAR ES SALAAM



THE COMPANIES ACT 2002

MEMORANDUM OF ASSOCIATION

OF


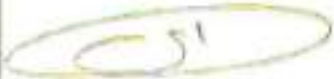
BARAKA AGRIBUSINESS DEVELOPMENT SERVICES COMPANY LIMITED

1. The name of the company is "BARAKA AGRIBUSINESS DEVELOPMENT SERVICES COMPANY LIMITED"
2. The Registered office of the Company will be situated in Tanzania.
3. The objects for which the Company is established are:-
 - (a) To carry on the business of agriculture and agricultural products, planters, growers, cultivators, market gardeners, agriculturist, agribusiness, buyers, sellers, fishing, and exporters of all types of cereals and every kind of soil produce whether in raw, prepared, preserved, processed, cured, blended, seined, treated, manufactured form and rendered marketable, deal in poultry, dairy forms, breeders and sealers of cattle, sheep, goats and any kind of livestock and self of all their products, bee, wax, honey, shirrs and all marine and forest products.
 - (b) To buy and sell agricultural products, to assist farmers as an agent in meeting good markets for their crops within the boundaries or outside the boundaries as descriptions, engage in poultry farming, cattle ranching, small stock ranching, dairy farming, pig farming and carry on the business of livestock agency of every kind as description.
 - (c) To carry on the business of Textiles, textile products, yarns, cotton yarn, spun, synthetic, polyester, acrylic, dyed yarn, combed, gassed & mercerized yarn, silk, wool, knitted fabric, fibres, dyes, cloth, leather, garments, readymade garments, cushions, pillows, mattresses, canvas, terry towels, terry products, bathrobes, terry cloth, shearing cloth and derivatives, by-products, intermediates and mixtures thereof.
 - (d) To do business of Paper, paper products including but not limited to writing & printing paper, maplitho paper, Kraftpaper, bond paper, glazed paper, pulp, paper and pulp based products, wood based paper, packing materials, card board, printing inks and derivatives, by-products, intermediates and mixtures, importing or exporting thereof.

4. The Liability of the Members is Limited.
5. The capital of the Company is Shillings 300,000,000/=(Three Hundred Million Tanzanian Shillings) divided into 30,000 shares(Thirty thousand of ordinary shares) of Shillings 10,000/= each.

The Company shall have powers to increase its capital and to divide the shares in its capital for the time being into several classes of stock or shares and to attach thereto respectively such preferential, deferred or special rights, privileges, or conditions as may be determined by or in accordance with the Articles of Association of the Company.


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 Description of Subscribers.	Number of shares taken by each Subscriber	Signature
1. ABDULHANIF ISSAK YAKUB P. O. BOX 1187 DAR ES SALAAM	15,300	
2. AHMAD GHADDAR P. O. BOX 8812 DAR ES SALAAM	14,700	

Dated at KINNDOM this 10 day of JULY 2015

Witness to the above signatures

Name : HATIFA ANZURONI ALLINGULA

Signature : 

Postal Address : P.O. BOX 21473, DSA

Qualification : ADVOCATE



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28/9/15
21/7/2013

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THE COMPANIES ACT NO. 12 OF 2002

COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

OF

BARAKA AGRIBUSINESS DEVELOPMENT SERVICES COMPANY LIMITED

TABLE A EXCLUDE

1. 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 are repeated or contained in these Articles.

INTERPRETATION

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

WORDS AND MEANINGS

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

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

"The Directors": the directors for the time being of the Company present 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 being in force;

2. The Company is a Private Company and accordingly, no invitation or offer shall be made to the public (whether for cash or otherwise) to subscribe for any shares in or debentures of the Company, nor shall the Company allot or agree to allot (whether for cash or 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 to the public.

Provided that a share premium account and capital redemption reserve fund may, for the purpose of this regulation, only be applied in the paying up of unused shares to be issued to members of the Company as fully paid bonus shares.

110. Whenever such resolution as aforesaid shall have been passed the directors shall make all appropriations and applications of the undivided profits resolved to be capitalized thereby, and all allotments and issue of fully paid up shares or debentures, if any, and generally shall do all acts and things to give effect thereto, with full power to the directors to make such provision by the issue of fractional certificates or by payment in cash or otherwise as they as they think fit for the case of share of debentures becoming distributable in fractions, and also to authorize any person to enter on behalf of all members entitled thereto into an agreement with the Company providing for the allotment to them respectively, credited as fully paid up, of any other shares or debentures to which they may be entitled up on such capitalization, or (as the case may require) for the payment up by the Company or their behalf, by the application thereto of their respective proportions of the profits of the resolved to be capitalized of the amounts or any part of the amounts remaining unpaid on their existing shares, and any agreement made under such authority shall be effectively and binding on all such members.

AUDIT



111. Auditors shall be appointed and their duties regulated in accordance with the law for the time being governing the business of auditors, specifically of a company like this;
112. If a member has no registered address in Tanzania and has not supplied to the Company an address within The Republic of Tanzania for the giving of notices to him, a notice addressed to him, and displayed in the registered office of the company, shall be deemed to do dully given on the day on which it is so displayed.
113. The company shall have powers to make rules, circulars, and regulations etc. specifically for purposes of governing any matter or activity of the company.

NOTICES

114. A notice may be given by the Company to any member either personally or by sending it by post to him or to his registered address, or (if has registered address in Tanzania, to the address, if any, within Tanzania supplied by him to the Company for the giving of notices to him. Where a notice is sent by post, service of the notice shall be deemed affected by properly addressing, prepaying and posting a letter containing the notice and, unless the contrary is proved, to have

INDEMNITY

120. Subject to the provisions of the Companies Act 2002 every director, managing director, agent, auditor, secretary and other officer for the time being of the Company shall be indemnified any proceedings, whether civil or criminal, in which judgment is given in his favor or in which he is acquitted.

Names, Addresses, and Description of Subscribers.	Number of shares taken by each Subscriber	Signature
1. ABDULHANIF ISSAK YAKUB P. O. BOX 1187 DAR ES SALAAM	15,300	
2. AHMAD GHADDAR P. O. BOX 8812 DAR ES SALAAM	14,700	

Dated at *Kinshasa* this *10* day of *JULY* 2015

Witness to the above signatures

Name : *HASRA BACHUNT MUMANDA*

Signature : 

Postal Address : *P.O. BOX 8812*

Qualification : *ADVOCATE*

Certified as a True Copy of the Original
 Sign:  Date: *2015/07/10*
 MWAJOMA CHODDY
 Advocate, Notary Public & Commissioner for Oaths