



TANZANIA

BRELA
BUSINESS REGISTRATIONS AND LICENSING AGENCY

Register of Companies Detailed information

Information date and time: 11/07/2023 08:57:37

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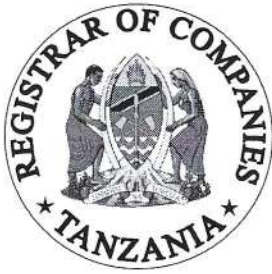
Registration date and time: 22/11/2004 00:00:00

1. **Status:** Registered
2. **Incorporation number:** 50741
3. **Company:** ROUGH TRACKS LIMITED
4. **Company type:** Private company Limited by shares
5. **Registered office:** Region Kilimanjaro, District Moshi CBD, Ward Majengo, Postal code 25104, Street Mfumuni Mwereni, Road Mfumuni, Plot number 181/182, Block number 34, House number 10
6. **Contacts:** Email: info@roughtracksafrica.com, Mob no/Tel no: 255764388399, P.O.Box 1725
7. **Business activity:** 5520 - Camping grounds, recreational vehicle parks and trailer parks, Main activity
5590 - Other accommodation, Main activity
8. **Directors / Directors in the country of origin:** MANMOHAN SINGH BHAMRA, British
VARINDER SINGH BHAMRA, British
9. **Company secretary / Company secretary in the country of origin:** MOHAMMED OSMAN IBRAHIM, Tanzania
10. **Authorised share capital:** 10000000000 TZS
11. **Class of shares:** Class Ordinary 'A': 7600000 shares, 1000 TZS/share, 7600000000 TZS
Class Ordinary 'B': 2400000 shares, 1000 TZS/share, 2400000000 TZS
12. **Shareholders:** MANMOHAN SINGH BHAMRA Class Ordinary 'A' 2600 shares taken, Class Ordinary 'B' 9100 shares taken
VARINDER SINGH BHAMRA Class Ordinary 'A' 2600 shares taken

Information ordered by: MOHAMMED IBRAHIM

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.


Certified as True Copy of the Original
Gabriel Michael Shayo
Advocate, Notary Public & Commissioner
for Oaths
Sign:
Date: 14-09-2023



Princ. Asst. Registrar of Companies

THE COMPANIES ORDINANCE (CAP. 212)

MEMORANDUM OF ASSOCIATION

OF

ROUGH TRACKS LIMITED

1. The name of the Company is ROUGH TRACKS LIMITED
2. The registered office of the company will be situated in the Republic of Tanzania
3. The objects of which the Company is established are: -
 - (a) To acquire, purchase or take over, promote, construct, establish and carry on the business of hoteliers, restaurant, bar, café, motel, holiday camping, safaris lodges, tours operators, hire of vehicles, mountain climbing and other safaris operators, boat tours and fishing, carriers of passengers and goods, souvenir and handcraft shop and to carry on any other business which the Directors of the Company may deem fit in respect of tourist industry.
 - (b) To carry on the business of importers, exporters, manufacturers and dealers in all kinds of mercantile goods
 - (c) To import, export, sell, market, transport, pack, process preserve and generally deal in all manners possible with agriculture and food products, agriculture commodities and agricultural inputs, chemicals, machinery, equipment, requisites and necessities of all kind descriptions and to act as promoters, agents and salesmen of the products and manufacturers of the same
 - To carry on the business as general merchants, shop keepers, indenters, dealers in sundry goods, households goods, hosiery, fancy goods, ready made goods, textiles, garments, hardware, electrical goods, medicines, drugs, wines and spirits, produce merchants, cosmetics, chemicals, cutlery, leather goods, plastic goods canned fruits and juices and aluminium ware.
 - (e) To acquire by purchase or otherwise land, buildings, machinery, sisal plant, coffee plant and cotton factories and to carry on the business of growing and dealing in sisal, coffee, wheat, and deal in any, other substances of a fibrous nature.
 - (f) To carry on all or any of the business of manufactures of and dealers in and workers in cement, lime, plasters, whittings, clay gravel, sand, stone, minerals, earth fuel, artificial stone, bricks, tiles, pipes, pottery earthenware, China and builders requisites and convenience of all kinds and as quarry owners, builders, general contractors and carriers.

TANZANIA
Stamp Duty Sis.
PAID ON ORIGINAL
2213415
22
Stamp Duty Office

TANZANIA
Stamp Duty Sis.
2213415
12271-04
Asst. Registrar of Companies

Certified as True Copy of the Original
Innocent Sotery Msack
Advocate, Notary Public & Commissioner
for Oaths
Sign: _____
Date: 13th SEP 2023

- (g) To operate a florist arcade to act as a decorator, landscapes and gardening.
- (h) To deal in import and export, of all types of building materials, textile materials, industrial materials and chemicals, consumer sundries, groceries, footwear, electrical equipment, domestic appliances, agricultural and farm implements, motor vehicles spares and any other general merchandise.
- (i) To develop and turn to account any land acquired by or in which the Company has interest and particular by laying out and preparing the same for building purposes, constructing, altering, pulling down, decorating, maintaining, furnishing, fitting up and improving buildings and planting, paving, draining, farming, cultivating, letting on building lease or building agreement and by advancing money to and entering into contracts and arrangements of all kinds with builders, tenants and other.
- (j) To enter into any arrangements with any Government or authorities supreme, municipal, local or otherwise, that may seem conducive to the company's objects or any of them, and to obtain and to carry out, exercise and comply with any such arrangements, rights, privileges and concessions.
- (k) To obtain any provisional Order, Ordinance or Act of Parliament for enabling the Company to carry any of its objects into effect, or for effecting any modification of the Company's constitution or for any other purpose which may seem expedient, and to oppose any proceedings or applications which may seem calculated directly or indirectly to prejudice the Company's interests.
- (l) To procure the company to be registered, incorporated or otherwise constituted if necessary or advisable according to the law of any foreign country.
- (m) To sell, improve, manage, develop, exchange, lease, mortgage, dispose of, turn to account, or otherwise deal with all or any part of the property and rights of the company.
- (n) To amalgamate or enter into partnership or any agreement whether perpetual or terminable, for sharing profits, union of interest joint adventure, reciprocal concessions or co-operation with any persons, firm, society, association or group of persons, carrying on or engaged in or about to carry (in the case of a company) formed to carry on or engage in any business or transaction within the objects of this Company or any business transaction or course of action which may seem to the Company capable of being conducted so as directly or indirectly to benefit the company or to prevent or minimize apprehended loss, damage or cost to the Company or to such person, firm, society, association or group of person, purchase, subscribe for or otherwise acquire and hold shares (fully or partly paid up) or stock in or securities of, or to lend money, to guarantee the contracts of subsidies or otherwise assist any such person, firm, society, association or group of persons, and to sell, hold, re-issue with or without guarantee or otherwise deal with such shares, stock or securities.

- (o) To sell exchange let, develop, dispose of, transfer of otherwise deal with the undertaking of the company or any part thereof upon such terms and for such consideration as the company may think fit.
- (p) To improve, manage, develop, exchange, mortgage, let on rent or in consideration of a share of profits, either in money or kind or otherwise grant, licence, easements and other rights of and over and in any manner dispose of, turn to profit or deal with all or any part of the property and rights of the company.
- (q) To establish, promote and otherwise assist any company or companies for the purpose of acquiring all or any part of the property of furthering any of the objects of this company.
- (r) To issue or guarantee the issue of or the payment of interest on the shares, debentures, debenture stock or other securities or obligations of any company.
- (s) To invest the moneys of the company not immediately required in such manner, other than in the shares of this company, as may from time to time be determined.
- (t) To lend and advance money or give credits to such persons and on such terms as may be deemed expedient and in particular to customers and others having dealings with the company and to give guarantees or become surety for any such person.
- (u) To rise or borrow money or to secure the payment of money and of any interest thereon in such manner and on such terms as may be deemed expedient, and in particular by the issue at par or at a premium or discount of debentures or debenture stock either perpetual or terminable, or by bonds, mortgages or any other form of security over or upon all or any of the undertaking, property or rights of the company both present and future including its uncalled capital, or without any such security.
- (v) To receive money on deposit with or without allowance of interest thereon.
- (w) To join with any other company or companies in the issue of a joint debenture or joint debentures, to secure the performance of any of the joint or several obligation of this company and all or any such other companies.
- (x) To accept stock or shares in or the debentures, mortgage debentures or other securities of any other company in payment for any services rendered or for any sale made to or debt owing from any such company.
- (y) To draw, accept and make and to endorse, discount and negotiate bills of exchange, promissory notes and other negotiable instruments.
- (z) To establish agencies, and local boards in Tanzania and elsewhere, and to regulate and discontinue the same.

- (aa) To seek for and secure openings for the employment of capital in any part of the world, and with a view thereto to prospect, inquire, examine, explore and test and to employ and to despatch expeditions, commissioners, experts and other agents.
- (bb) To acquire from any sovereign state or authority supreme local or otherwise any concessions, grants, decrees, rights or privileges whatsoever which may seem to the company capable of being turned to account and to work, develop, carry out exercise and turn to account the same.
- (cc) To procure the company to be registered or recognised in any foreign country or place.
- (dd) To carry on the business of financiers in all their branches and departments, including the borrowing, raising or taking up of money, the lending or advancing of money, securities and property, the discounting, buying, selling and dealing in bills of exchange, promissory notes, coupons, drafts, bills of lading, warrants, debentures, certificates, scrip and other instruments and securities and issuing letters of credit and circular notes, the buying, selling and dealing in bullion and specie, the acquiring, holding, issuing on commission, underwriting and drawing with stocks, funds, shares, debentures, debenture stock, bonds, obligations, securities and investment of all kinds, the negotiating of loans and advances, the receiving of money and valuables on deposit or for safe custody of otherwise, the collecting and transmitting of money and securities, the managing of property and transacting of all kinds agency business.
- (ee) To distribute any of the property of the company among the Members in specie, and either by way of dividends or upon and return of capital.
- (ff) To capitalise if and when deemed advisable the whole or part of the undivided profits of the company and/or moneys standing to the credit of the company's reserve fund and to distribute such sum either as bonus or in any other manner and either by way of shares credited as fully paid up or in such other manner as may seem expedient and whether amongst holders of shares in the company or others.
- (gg) To provide for the welfare of persons in the employment of the company or formerly in the employment of the company, or its predecessors business, and the wives, widows, and families of such persons by grants of moneys, pensions or other payments and by providing or subscribing towards places of instruction and recreation, and hospitals, dispensaries, medical and other attendance and other assistance as the company shall think fit.
- (hh) To form, subscribe to and otherwise aid benevolent, religious, scientific, national, charitable or other institutions or objects of a public character or other which have any morale or other claims to support or aid by the company by reason of the nature or locality of its operations or otherwise.

- i) To carry on, develop, extend and turn to account any trade business or operation whatsoever which can, in the opinion of the company be advantageously or conveniently carried on by the company by way of extension of or in connection with all or any of the trade, business and operations which the company is authorised to carry on, or is calculated directly or indirectly to develop any branch of the company's business or to increase the value of or turn to account any of the company's assets, property and rights.
- (jj) To do all or any of the matters hereby authorised in any part of the world either alone or in conjunction with or as, by or through factors, trustees or agents.
- (kk) General to do all such other things as the Company deem incidental or conducive to the attainment of the above objects or any of them and to carry on any other business which may seem to the company capable of being conveniently carried on in connection with its business or calculated directly or indirectly to enhance the value of or render profitable any of the Company's property or rights.

AND IT IS HEREBY DECLARED THAT in the interpretation of this clause the powers conferred upon the company by any paragraph shall not be restricted by reference to any other paragraph or to the name of the company or by the juxtaposition of two or more objects, nor shall any of the aforesaid objects or powers be deemed subsidiary or auxiliary merely to the objects mentioned in the first or any other paragraph, save as is expressly provided, but so that 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 in the event of any ambiguity this clause and every paragraph hereof shall be construed in such a way as to widen and not to restrict the powers of the company.


4. The liability of the Members of the company is limited.


5. The authorised share capital of the company is Tanzania Shillings One billion (T.Shs. 1, 000, 000, 000/=) Divided into One million (1, 000, 000) Ordinary Shares of Tanzania Shillings One thousands (T.Shs. 1, 000/=) Each, with power for the company to increase or reduce the said share capital and to issue any part of its capital, original or increased, with or without any preference, priority or special privilege or subject to any postponement of rights or to any conditions or restrictions, and so that unless the conditions of issue shall otherwise expressly declare, every issue of shares whether declared to be preference or otherwise shall be subject to the power herein-before contained.

We, the several persons whose names, postal addresses and descriptions subscribe, as 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.


 Certified as True Copy of the Original
Innocent Sotery Msack
 Advocate, Notary Public & Commissioner
 for Oaths
 Sign: 
 Date: 18th SEP 2023


No.	NAMES, POSTAL ADDRESS AND DESCRIPTION OF SUBSCRIBERS	NUMBER OF SHARES TAKEN BY EACH	SIGNATURE OF SUBSCRIBERS
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1	MANMOHAN SINGH BHAMRA P.O.BOX 1725 MOSHI TANZANIA BUSINESSMAN	100	
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2	VARINDER SINGH BHAMRA P.O.BOX 1725 MOSHI TANZANIA BUSINESSMAN	100	
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Dated this 19th Day of November 2004

Witness to the above Signatures:-


Mehboob M. Sadiq F.C.P.A. F.T.A.A.
 Certified Public Accountant in
 Public Practice
 P. O. Box 822, MOSHI


 Certified as True Copy of the Original
Innocent Sotery Msack
 Advocate, Notary Public & Commissioner
 for Oaths
 Sign: 
 Date: 13/SEP/2023

PRIVATE COMPANY

3. The Company is **PRIVATE COMPANY** and accordingly:
- (a) No invitation shall be issued to the public to subscribe for any shares or debentures of the Company.
 - (b) The number of the members of the company not including persons who are in the employment of the company and persons who, having been formerly in the employment of the company were in that employment and have continued after the determination of that employment to be members of the company shall be limited to fifty, **PROVIDED THAT**, for the purposes this provision, where two or more person hold one or more shares in the company jointly they shall be treated as a single member.
 - (c) The right to transfer the share of the company shall be restricted in manner hereinafter appearing.
 - (d) The company shall not have power to issue share warrants to bearer.

SHARES

4. The Initial Share Capital of the Company is Tanzania Shillings One billion (T.Shs. 1, 000, 000, 000/=) divided into One million (1, 000, 000) Ordinary Shares of Tanzania Shillings One thousand (T.Shs. 1, 000/=) each.
5. Subject to the provisions if any, in that behalf of the memorandum of Association, and without prejudice of any special rights previously conferred on the holders of existing shares, any share may be issued with such preferred, deferred or other special rights or such restrictions, whether in regard to dividend, voting, return of share capital or otherwise, as the company may from time to time by special Resolution determine, and any preference share may, with the sanction of a special Resolution, be issued on the terms that it is, or at the option of the company is liable, to be redeemed.

SHARE CAPITAL AND SHARES.

6. (a) If at any time share capital is dividend into different classes of shares, the rights attached to any class (unless otherwise provided by the terms of issue of the class) may be varied with the sanction of an Extraordinary Resolution passed at a Separate General Meeting of the holders of the shares of that class.
- (b) In every such Separate General Meeting the provisions these Regulations relating to General Meetings should "mutatis mutandis" apply, but so that the necessary quorum shall be two persons at least holding or representing by proxy one-third of the issued shares of the class present or by proxy may demand a poll.

- (c) For the purpose of this Article, the rights conferred upon the holders of the shares of any class issued with preferred of other rights shall not, issue of the shares of that class be deemed to be varied by the creation or issue of further shares ranking "pari passu" therewith.
7. Every person whose name is registered as a member in the register of members shall, without payment, be entitled to a certificate under the Seal of the company specifying thereon, provided that in respect of a share or shares held jointly by several persons the company shall not be bound to issue more than one certificate, and delivery of a certificate for a share to one of several joint holders shall be sufficient delivery to all.
 8. 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.
 9. No part of funds of the Company shall directly or indirectly be employed in the purchase of, or loans upon the security of, the Company's shares, but nothing in this regulation shall prohibit transactions mentioned in the previous to Section 46 (1) of the Ordinance.
 10. The Company shall be entitled to treat the person whose name appears upon the register in respect of any shares as the absolute owner thereof and shall not be under any obligation to recognise any trust or equity of equitable claim to or partial interest in such shares whether or not it shall have express or other notice thereof.

LIEN

11. The Company shall have a lien on every share for all moneys (whether presently payable or not) called or payable at fixed time in respect of that share, and the company shall also have a lien on all shares standing registered in the name of single person for all money 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 except from the provisions of this regulations. The Company's lien, if any, on a share shall extend to all dividends payable thereon.
12. The Company may sell, in such manner as the Directors think fit, any shares on which the Company has a lien, but no sale be made under or 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 starting and demanding payment of such part of the amount in respect of which the lien exists as presently payable, has been given to the registered holder for the time being of the share, or the person entitled thereto by reason of his death or bankruptcy.
13. For giving effect to any such sale the Directors may authorise some person to transfer the shares sold to the purchaser thereof. The Purchase shall be registered as the order of the shares comprised in any such transfer and be shall not be bound to see the application of the Purchaser money, nor shall his title to the shares be effected by any irregularity or invalidity in the proceeding in reference to the sale.

14. The proceeds of the sale shall be received by the Company and applied in payment of such part of the amount in respect of which the lien exists as is presently payable, and the residue shall (subject to like lien for sums not presently payable as existed upon the shares prior to the sale) be paid to the person entitled to the shares at the date of the sale.
15. The Directors may, subject to any conditions of allotment, from time to time make calls upon the Members in respect of any moneys unpaid on their shares (whether on account of the nominal value of the shares or by way of premium) provided that (except as otherwise fixed by the conditions of allotment) no call on any shares shall be payable at less than thirty days from the date appointed or payment of the last preceding call, and each Member shall (subject to being given at least fourteen days' notice specifying the time or times and place of payment) pay to the Company at the time or times and place of specified the amount called on this shares.
16. The joint holders of a share shall be jointly and severally liable to pay all calls in respect thereof.
17. If a sum called in respect of a share is not paid before from/or on the day appointed for payment thereof, the person from whom the sum is due shall pay interest upon the sum at the rate of eight per centum per annum from the date appointed for the payment thereof to the time of the actual payment, but the Directors, shall be a liberty to waive payment of that interest wholly or in part.
18. The provisions of these regulations as to the liability of joint holders and as to payment of interest shall apply in case of non-payment of any such which, by the terms of issue of a 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 become payable by virtue of a call dully made and notified.
19. The Directors may, if they think fit, receive from any Member willing to advance the same all or any part of the money unpaid upon the shares held by him beyond the sums actually called upon thereon as a payment in advance of calls which shall extinguish, so far as the same shall extend, the liability upon the shares in respect of which it is advanced, or so much thereof as from time to time exceed the amount of the calls then made upon the shares in respect of which it has been received, at such rate as the Member paying such sum as the Directors agree.


Certified as True Copy of the Original
Innocent Sotery Msack
Advocate, Notary Public & Commissioner
for Oaths
Sign:
Date:

Company No: 50741

Brw 15000
15000
15000

ROUGH TRACKS LIMITED

FEE PAID BRS. 15000
RECEIPT NO. 28732489
DATE 13/04/07

EXTRACT RESOLUTION FROM THE MINUTES OF DIRECTORS'
SHAREHOLDERS MEETING HELD ON 17TH APRIL 2007
AT THE REGISTERED OFFICE OF THE COMPANY

Changes in Memorandum of Association
Special Resolution

The Memorandum of Association No. 5 of the Company be changed to be replaced by the following:

"The Authorised share capital of the Company is Tanzania Shillings one billion (T.Shs. 1, 000, 000, 000/-) divided into six hundred thousand (600, 000) 'A' ordinary shares of T.Shs. 1, 000/- each and four hundred thousand (400, 000) 'B' ordinary shares of T.Shs. 1, 000/- each with power to divide both classes of shares in any increased capital into several classes and to attach thereto respectively any preferential, qualified, special or deferred right privileges or conditions.

The said 'A' ordinary share shall confer on the founder members of the Company and have right to management of the business and the control of the Company and they alone respectively shall be capable of voting. Any 'A' ordinary shareholder can be a Director of the Company.

The 'B' ordinary shares in the capital of the Company shall confer on the holders thereof the right to attend the meetings of the Company but shall not confer the right to vote either in person or by proxy at any meetings of the Company. The 'B' ordinary shareholders can take part in the management of the Company and may be appointed as Director of the Company".

BY ORDER OF THE BOARD

[Signature]
DIRECTOR


Certified as True Copy of the Original
Innocent Sotery Msack
Advocate, Notary Public & Commissioner
for Oaths
Sign: *[Signature]*
Date: 13th APR 2007

Company No. 50741

ROUGH TRACKS LIMITED

15000/-
28232489
3645716
FEE PAID SHS.
RECEIPT NO.
DATE

EXTRACT RESOLUTION FROM THE MINUTES OF DIRECTORS/
SHAREHOLDERS MEETING HELD ON 17TH APRIL, 2007
AT THE REGISTERED OFFICE OF THE COMPANY

File
30/4/07

Changes in Articles of Association

Special Resolution

The Articles of Association No. 22 to 26 of the Company be and hereby replaced by the following Articles:

- 22. No share may be transferred by any member unless that member first obtains express written consent of the majority founder member(s). Founder members shall be the first members of the Company at the point of incorporation together with their successors in title, their heirs and assignees. That consent may be absolute or qualified and it shall be the complete and unfettered discretion of the majority founder member(s). The shares will be distributed amongst the founded members in proportion to their shareholdings unless otherwise agreed.
- 23. No share may be transferred at a consideration higher than the par value unless the majority founder members otherwise agree. This will apply to all the shareholder(s) other than the founder members.
- 24. The majority founder member(s) may, at any time and without assigning any reasons, acquired jointly or severally any share or shares from any non founder member(s) at the par value and after giving the affected shareholder(s) a one calendar month Notice of Acquisition of those share(s)
- 25. No minority shareholder(s) other than founder members shall at any time during or after that shareholder(s) membership in the company have any right whatsoever in the Company and brand name of "Rough Tracks Limited" or any other name as the majority founder member(s) shall from time to time inform all the shareholders in writing.
- 26. In the event of any conflict between the provisions of this Article and any other Article herein, the provisions of this Article shall always prevail.

BY ORDER OF THE BOARD

[Signature]
DIRECTOR

Certified as True Copy of the Original
Innocent Sotery Msack
Advocate, Notary Public & Commissioner
for Oahu
Sign: *[Signature]*
Date: 13TH SEP 2007

TRANSFER AND TRANSMISSION OF SHARES

The instrument of transfer of any share shall be executed by or on behalf of the transferor and transferee, and the transferor shall be deemed to remain a holder of the share until the name of the transferee is entered in the register of Members in respect thereof.

- 1. Shares shall be transferred in the following form, or in any usual or common form, which the Directors shall approve.

"I, _____ of _____
in consideration of Shs. _____ Paid to me by _____
_____ of _____

(hereinafter called "the transferee") do hereby transfer to the said transferee the share (or shares) numbered _____ in the undertaking called ROUGH TARCKS LIMITED to hold unto the said transferee, do hereby agree to take the said share (or shares) subject to the condition aforesaid.

As witness our hands the _____ day of _____ 20_____

Witness to the signature of, etc."

- 22. Save as is hereinafter provided, the Directors may in their absolute discretion decline to register any transfer of shares to person of whom they do not approve not being already a member of the company and may also decline to register any transfer of shares on which the company has lien. The Directors may also suspend the registration of transfer 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 two hundred shillings is paid to the company in respect thereof; a
- (b) the instrument of transfer is accompanied by the certificate of the shares to which it relates, and such other evidence as the right of the transferor to make the transfer.

If Director 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 transferee notice of the refusal.

- 23. The legal 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 a share registered in the names of two or more holders, the survivors or survivor shall be the only persons recognized by the company as having any title to the share.

 Certified as True Copy of the Original
Innocent Sotery Msack
Advocate, Notary Public & Commissioner
for Oaths
Sign: _____
Date: 13th Sept 2023

24. 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 property 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 the 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 a transfer of the share by the deceased or bankrupt person before the death or bankruptcy.
25. A person becoming entitled to a share by reason of the death or bankruptcy of the holder shall be entitled to the same dividends and other advantages of which he would be entitled to if he were the registered holder of the share, except that he shall not, before being registered as a Member in respect of the share, be entitled in respect of it to exercise any right conferred by Membership in relation to meetings of the Company.
26. Save as hereinafter provided, no shares in the Company shall be transferred otherwise than to a person who is already a Member of the Company until the rights of pre-emption hereby conferred shall have been exhausted that is to say:
- (i) Every Member or other person referred to in Article 24 who intends to transfer shares (hereinafter called "The Vendor") shall give Notice in writing to the Board of Directors of his intention to do so. Such notice shall constitute the Board of Directors, his agent for the sale of the said shares in one or more lots at the discretion of the Board of Directors to Members of the Company at a price to be agreed upon by the Vendor and the Board of Directors, or in default of agreement, at a price which the Auditor of the Company for the time being shall certify by writing under his hand, to be in his opinion, the fair selling value thereof as between a willing Vendor and willing Purchaser.
 - (ii) Upon the price being fixed as aforesaid the Board of Directors shall forthwith give Notice to all the Members of the Company of the Number and price of the shares to be sold and invite each of them to state in writing within thirty days from the date of the said Notice whether he is willing to purchase any and, if so, what maximum number of the said shares.
 - (iii) At the expiration of the said thirty days the Board of Directors shall allocate the said shares to or amongst the Member or Members who shall have expressed his or their willingness to purchase as aforesaid, and (if more than one) so far as may be prorata according to the number of share so notified by him as aforesaid.
 - (iv) Upon such allocation being made the Vendor shall be bound on payment of the said price to transfer the shares to the Purchaser or Purchasers. If he makes default in so doing the Chairman for the time being of the Board of Directors of failing him one of the Directors duly nominated by resolution of

the Board of Directors for that purpose shall forthwith be deemed to be duly appointed attorney of the Vendor with full power to execute, complete and deliver in the name and on behalf of the Vendor as transfer of the shares to the Purchasing Member and the Board of Directors may receive and give a good discharge for the purchase money on behalf of the Vendor and enter the name the Purchaser in the Register of Members as holder by transfer of the shares purchase by him.

- (v) In the events of the whole or any lot of shares offered through the Board of Directors as provided by this Article not being sold in the manner by this Article provided, the Vendor may at any time within six calendar months after the expiration of the said period of thirty days after the date of the Notice given by the Board of Directors of the Members, transfer the shares not so sold to any person (subject to Article 22) and at any price.

FORFEITURE OF SHARES

27. If the member fail to pay any call or installment on the day appointed for payment thereof, the Directors may, at any time thereafter during such time as any part of such call or installment remain unpaid serve as Notice on him requiring payment of so much of the call of installment as is unpaid, together with any interest which may have accrued.
28. The Notice shall name a further day (not earlier than the expiration of fourteen days from the date of 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 time appointed the shares in respect of which the call was made will be liable to the forfeited.
29. If the requirements of any such Notice as aforesaid are not complied with, and share in respect of which the Notice has been given may 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.
30. A forfeited share may be sold or otherwise disposed 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 the Directors think fit.
31. A person whose shares have been forfeited shall cease to be a Member in respect of the forfeited shares, but shall notwithstanding, remain liable to pay to the company all moneys which, at the date of 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 full of the nominal amount of the shares.
32. A statutory declaration in writing that the declarant is a Director of company, and that a share company has been duly forfeited 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 any, given for

the share on any sale or disposition thereof and may execute a transfer of the share in favour of the person to whom the share is sold or disposed of and he shall thereupon be registered as the holder share, and shall not be bound to see to the application of the purchase money, if any, nor shall his title to the proceedings in reference to the forfeiture, sale or disposal of the share.

33. The revisions of these regulations as to forfeiture shall apply in the case of non-payment of any sum which, by the terms of issue of a 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.

CONVERSION OF SHARES INTO STOCK

34. The company may by Ordinary Resolution convert any paid up shares into stock, and reconvert any stock into paid up shares of any denomination.
35. The holders of stock may transfer the same, or any part thereof, in the same manner, and subject to the same regulations, as and subject to which, the shares from the stock arose might previously conversion have been transferred, or as near thereto as circumstances admit but the Directors may from time to time fix the minimum amount of stock transferable, and restrict or forbid the transfer of fractions of that minimum, but the minimum shall not exceed the nominal amount of the shares from which the stock arose.
36. The holder of stock shall according to the amount of the stock held by them, have the same rights privileges and advantages as regards dividends, voting at meetings of the Company and other matters as if they held the shares from which the stock arose, but no such privilege or advantage (except participation in the dividends and profits of the Company) shall be conferred by any such aliquot part of stock as would not if existing in shares, have conferred that privilege or advantage.
37. Such of the regulations of the company as are applicable to paid up shares shall apply to stock, and the words "share" and "Shareholder" therein shall include "stock" and "stockholder"

ALTERATION OF CAPITAL

38. The company may from time to time by Special Resolution increase the Share Capital by such sum, to be divided into shares of such amount, as the Resolution shall prescribe.
39. 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 by 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 of that time, or on the receipt of an intimation from the person to whom the offer is made that he declines to accept

NOTICE OF GENERAL MEETINGS

45. Subject to the provisions of Section 117 (2) of the Ordinance relating to Special Resolutions, seven days' Notice at the least (exclusive of the day on which the Notice is given) specifying the place, the day and the hour of meeting and, in case of special business, the general nature of that business shall be given in manner hereinafter mentioned, or in such other manner, if any, as may be prescribed by the Company in General Meeting, to receive such Notice from the Company in General Meeting, 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, that meeting may be convened by such shorter Notice and in such manner as those Members may think fit.
46. The accident omission to give Notice of a meeting to, or the non-receipt of a meeting by, any Member shall not invalidate the proceedings at any meeting.

PROCEEDINGS AT GENERAL MEETINGS

47. All business shall be deemed special that is transacted at an Extraordinary General Meeting and shall all that is transacted at an Annual General Meeting, with the exception of sanctioning a Dividend, the consideration of the accounts, balance sheets and the Ordinary Report of the Directors and Auditors and the fixing of remuneration of the Auditor.
48. 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 save as herein provided, two Members present in person or by proxy shall be a quorum.
49. If within half an hour from the appointed for the meeting a quorum is not present, the meeting, if convened upon the requisition of Members, shall be dissolved if any other case it shall be adjourned to the same day in next week, at the same time and place, and if at the adjourned meeting a quorum is not present within a half an hour from the time appointed for the meeting the Member present shall be a quorum.
50. The Chairman, if any, of the Board of Directors shall preside as Chairman at every General Meeting of the Company.
51. If there is no such Chairman, or if any meeting he is not present within fifteen minutes after the time appointed for holding the meeting or is unwilling to act as Chairman, the Members present shall choose, someone of their member to be Chairman.
52. The Chairman, may, with the consent of any meeting at which a quorum is present (and shall if so directed by the meeting) adjourn the meeting from time to time and from 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 the days or more, Notice of the adjourned meeting shall be given as in the case of an original 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.

53. 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 a least one Member present in person or by proxy and entitled to vote. 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 a particular majority, or lost, and an entry to that effect in the minute books shall be conclusive evidence of the fact.
54. 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 the Resolution of the meeting at which the poll was demanded.
55. 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.
56. A poll demanded on the election of a Chairman or on question of adjournment shall be taken forthwith. A poll demanded on any other question should be taken at such time as the Chairman of the meeting directs.
57. An 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 in the aggregate three-fourths of the issue shares of the Company shall be as valid and effectual as an Ordinary Resolution duly passed at a General Meeting of the Company.

VOTES OF MEMBERS

58. Subject to any rights or restrictions for the time being attached to any class or classes of shares, on a show of hands every Member present in person shall have one vote. On poll every Member shall have one vote for each share of which he is the holder.
59. Subject to any rights or restrictions for the time being attached to any class or classes of shares, on a show of hands every Member 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.
60. In the case of joint holders the vote of the senior who tenders as a vote whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders and for this purpose seniority shall be determined by the order in which the names stand in the register of Members.

- 61. A Member of a sound mind, or in respect of whom an order has been made by any court having jurisdiction in lunacy, may vote, whether on a show of hands or on a poll, by this committee or other legal guardian may, on a poll vote by proxy.
- 62. No Member shall be entitled to vote at any General Meeting unless all class or other sums presently payable by him in respect of shares in the company have been paid.
- 63. On a poll votes may be given either personally or by proxy provided that no company shall vote by proxy as long as a Resolution of its Directors in accordance with the provisions of Section 116 of the Ordinance is in force.
- 64. The instrument appointing proxy shall be in writing under the hand of the appointor or of his attorney duly authorised in writing, or if the appointor is a corporation, either under Seal, or under the hand of an Office Attorney duly authorised. A proxy need not be a member of the Company.
- 65. The instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power of authority shall be deposited at the registered office of the company not less than seventy-two hours before the time for holding the meeting or adjourned meeting, at which the personal named in the instrument proposes to vote in default the instrument of proxy shall not be treated as valid.
- 66. An instrument appointing a proxy may be in the following form, or any other form, which the Directors shall approve.

ROUGH TRACKS LIMITED

I, _____ being a member of **ROUGH TRACKS LIMITED** do hereby appoint _____ as my proxy, to vote for me and on my behalf at the (Annual or Extraordinary, as the case may be) General Meeting of the company to be held on _____ day of _____ 20__ and at an adjournment thereof. Signed this _____ day of _____ 20__

(Signature of Member)."


 Certified as True Copy of the Original
Innocent Sotery Msack
 Advocate, Notary Public & Commissioner
 for Oaths
 Sign: _____
 Date: 13th SEPT 2023

67. The instrument appointing a proxy shall be deemed to confer authority to demand or joint in demanding a poll.

CORPORATIONS ACTING BY REPRESENTATIVES AT MEETINGS

68. Any Corporation which is a member of the company may by resolution of its Directors or other governing body authorise such person as it thinks fit to act as its representatives at any meeting of the company or of any class of member the company, and the person so authorised shall be entitled to exercise the same power on behalf of the corporation which he represents as that Corporation could exercise if it were an individual member of the company.

BOARD OF DIRECTORS

69. (i) Unless and until otherwise determined by the company by Ordinary Resolution the number of Directors (excluding Alternate Directors) shall not be less than two and not more than ten.
- (ii) The names of the First Directors of the company shall be:
1. MANMOHAN SINGH BHAMRA
 2. VARINDER SINGH BHAMRA
70. The company may by Ordinary Resolution remove any Director and appoint another person in his stead. Any vacancy occurring in the Board of Directors may be filled up by an Ordinary Resolution.
71. (i) The remuneration of the Directors shall from time to time be determined by the company in General Meeting.
- (ii) In addition to their remuneration the Directors shall also be paid such travelling, hotel and other expenses as may reasonably be incurred by them in the exercise of their duties, including any such expenses incurred in connection with their attendance at meetings of Directors.
72. Any Director may at any time appoint any person approved by the Directors to be an Alternate Director of the Company, and may at any time remove any Alternate Director so appointed by him from office and subject to such approval as aforesaid, appoint another person in his place. An alternate Director shall (subject to his giving to the company an address within Tanzania at which Notices may be served on him) be entitled to receive Notices of all meetings of the Directors, and to attend and vote as a Director at any meeting at which the Director appointing him is not personally present, and generally to perform all the functions of his appointor as a Director in the absence of such appointor. An Alternate Director shall impso facto cease to be an Alternate Director if his appointor ceased for any reason to be a Director. All

appointments and revocations of Alternate Director shall be effected by Notice in writing under the hand of the Director making or revoking such appointment sent to or left at the registered office. An alternate Director shall be an officer of the company and shall alone be responsible to the Company for his own acts and defaults and he shall not be deemed to be the agent of or for the Director appointing him. The remuneration of any such Alternate Director shall be payable out of the remuneration payable to the Director appointing him, and shall consist of such part (if any) of the last mentioned remuneration as shall be agreed between the Alternate Director and the Director appointing him.

73. A Director and Alternate Director shall not require a share qualification but nevertheless shall be entitled to attend and speak at any General Meeting of the Company, and at any Separate Meeting of the holders of any class of shares in the Company.
74. A Resolution in writing signed by all the Directors shall be as valid and effectual as if has been passed at a meeting of the Directors duly called and constituted and may consist of several documents in the like form, each signed by one or more of the Directors but so that the expression "DIRECTOR" in this article shall not include an Alternate Director other than an Alternate Director appointed by a Director who at the date of the Resolution is absent from Tanzania.
75. Provided a Director declares his interest therein in manner provided by the Ordinance he may vote as a Director in regard to any contract or arrangement in which he is interested or upon any matter arising thereout, and if he shall so vote his vote shall be counted in the quorum when any such contract or arrangement is under consideration.

BORROWING POWERS

76. The Director may exercise all the power of the company to borrow money, and to mortgage or charge its undertaking, properly uncalled capital, or any part thereof, and to issue debentures, debenture stock, and other securities whether outright or as security for any debt liability of obligation of the Company or of any third party.

POWER AND DUTIES OF DIRECTORS

77. The business of the Company shall be managed by the Directors who may pay all expenses incurred in getting up and registering the Company, and may exercise all such powers of the Company, as are not, by the Ordinance, or by these Articles, required to be exercised by the Company in General Meeting, subject, nevertheless, to any regulation of these Articles, to the provisions of the Ordinance and to such regulations, being not inconsistent with the aforesaid regulations or provisions, as may be prescribed by the Company in General Meeting shall invalidate any prior act of the Directors which would have been valid if that regulation had not been made.
78. The Directors may from time to time appoint one or more of their body to the office of Managing Director or may appoint any person or body corporate to manage the Company for such term and at such remuneration (whether by way of salary or

DISQUALIFICATION OF DIRECTOR

84. The office of Directors shall be vacated, if the Director or Directors:
- (a) without the consent of the Company in general Meeting holds any other office of profit under the Company except that of Managing Director or Manager; or
 - (b) becomes bankrupt in this Territory or in other Territory which is declared to be a reciprocating Territory under Section 147 of the Bankruptcy Ordinance; or
 - (c) become prohibited from being a Director by reason of any order made under Section 213 of 269 of the Ordinance; or
 - (d) is found lunatic or becomes of unsound mind; or
 - (e) resigns his office by Notice in writing to the Company; or
 - (f) is punished with imprisonment for a term exceeding six months without the option of a fine.

PROCEEDINGS OF DIRECTORS.

85. The Director may meet together for the dispatch of business, adjourn, and otherwise regulate their meetings, as they think fit. Questions arising at any meeting shall be decided by a majority of votes. In case of and equality of votes the Chairman shall have a second or casting vote. A Director shall, at any time summon a meeting of the Directors.
86. 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.
87. The continuing Directors may act notwithstanding any vacancy in their body but, if and so long as their number is reduced below the number fixed by or pursuant to the regulations of the Company as the necessary quorum of Directors, the continuing Director may act for the purpose of summoning a General Meeting of the Company, but for no other purpose.
88. The Directors may elect a Chairman of their meetings and determine the period for which he is to hold office; but if no such Chairman is elected, or if 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 the meeting.
89. The Directors may delegate any of their powers to Committees consisting of such Member or Members of their body as the think fit; and Committee so formed shall in the exercise of the powers so delegated conform to any regulations that may be imposed on it by the Directors.

90. A Committee may elect a Chairman of its 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 one of their member to be Chairman of the meeting.
91. A Committee may meet and adjourn, as it thinks proper. Questions arising at any meeting shall be determined by a majority of votes of the Members present and in case of an equality of votes the Chairman shall have a second or casting vote.
92. All acts done by any meeting of the Directors or of a Committee of Directors, or by any person acting as a Directors or of a committee of Directors, or by any person acting as a Directors shall, notwithstanding that it be afterwards discovered that there was some defect in the appointment of any such Director or person acting as aforesaid, or that they or any of them were disqualified, be as valid as if every such person had been duly appointed and was qualified to be a Director.

SECRETARY

93. The Secretary shall be appointed by the Directors for such term, at such remuneration and upon such conditions as may they think fit and any Secretary so appointed may be removed by them.
94. No person shall be appointed or hold 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 Ordinance or these Regulations requiring or authorising a thing to be done by or to a Director and the Secretary shall not be satisfied by its being done by or to the same person acting both as Director and as, or in place of, the Secretary.

DIVIDENDS AND RESERVE

96. The Company in General Meeting may declare dividends, but no dividends shall exceed the amount recommended by the Directors.
97. 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.
98. No dividends shall be paid otherwise than out of profits.
99. 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 shares, but if and so long as nothing is paid up on any of the said shares in the Company dividends may be declared and paid according to the amounts of the shares. No amount paid on a share in advance of calls shall, while carrying interest, be greeted for the purposes of this Article as paid on the share.

100. The Directors may, before recommending any dividends, set aside out of the profit of the Company such sums as they think proper as a reserve or reserves which shall at the discretion of the Directors, be applicable for meeting contingencies or for equalising dividends, or for any other purpose to which the profits of the Company may be properly applied, and pending such application may, at the like discretion, either be employed in the business of the Company or invested in such investments (other than shares in the Company) as the Directors may from time to time think fit.
101. Any dividend may be paid by cheque or warrant sent through the post to the registered address of the Member or person entitled thereto or in the case of joint holder to any one of such joint holders at his registered address or to such person and such address as the Member or person entitled or such joint holders as the case may be direct. Every such cheque or warrant shall be made payable to the order of the person to whom it is sent or to the order of such other person as the Member or person entitled or such joint holders as the case may be direct.
102. If several person are registered as joint holders of any share, any one of them may give effectual receipt for any dividend or other money payable on or in respect of the share.
103. No dividend shall bear interest against the Company.
104. The Director shall cause proper books of accounts to be kept with respect to:-
- (a) All sums of money received and expended by the company and the matters in respect of which the receipt and expenditure takes place.
 - (b) all sales and purchase of goods by the company;
 - (c) the assets and liabilities of the company.
105. The book of accounts shall be kept at the registered office of the company, or at such other place or place as the Directors think fit, and shall always be open to the inspection of the Directors.
106. The Directors shall from time to time determine whether and to what extend and at what times and place and under what conditions or regulations the Accounts and books of the company or any of them shall be open to the inspection of members not being Directors, and no Member (not being a Director) shall have any right to inspecting any accounts or books or documents of the company except as conferred except as conferred by statute or authorised by Directors or by the company in General Meeting.
107. The Directors shall from time to time in accordance with Section 123 of the Ordinance, cause to prepared and to be laid before the company in General Meeting such profit and loss accounts, balance sheets and reports as are referred to in that Section.

108. The profit and loss accounts shall show, arranged under the most convenient heads, the amount of gross income, distinguishing the expenses of the establishment, salaries and other like matters. Every item of expenditure fairly chargeable against the year's income shall be brought into laid before the meeting and, in cases where any item of expenditure which may in fairness be distributed over several years has been incurred in any one year, the whole amount of such item shall be stated with the addition of the reason why only a portion of such expenditure is charged against the income of the year.
109. A copy of every balance sheet (including every document required by law to be annexed thereto) which is to be laid before the company in General Meeting together with a copy of the Auditor's Report shall not less than seven days before the date of the meeting be sent to all persons entitled to receive Notices of General Meetings of the Company.

CAPITALISATION OF RESERVES

110. The Company in General Meeting may upon the recommendation of the Directors resolve that it is desirable to capitalise any part of the amount for the time being standing to the credit of any of the Company's reserve accounts or to the credit of the profit and loss account or otherwise available for distribution, and according that such sum be set free for distribution amongst the Members who would have been entitled thereto if distributed by way of dividend and the in the same proportions on the condition that the same be not paid in cash but be applied either in or towards paying up any amounts for the time being unpaid on any shares held by such Member respectively or paying up in full unissued shares or debentures of the Company to be allotted and distributed credited as fully paid up to and amongst such Members in the proportion aforesaid or partly in the one way, and partly in the other, and the Directors shall give effect to such resolution PROVIDED THAT a share premium account and capital redemption reserve fund may, for the purpose of this Article, only be applied in the paying up of unissued shares to issued to members of the company is fully paid bonus shares.
111. Whenever such a resolution as aforesaid shall have been passed the Directors shall make all appropriations and applications of the undividend profits resolved to be capitalised thereby, and all allotment and issues of fully paid shares or debentures, if any, and generally shall do all acts and things required 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 think fit for the case of shares or debentures becoming distributable in fractions, and also to authorise any person to enter on behalf of all the Members entitled thereto into an agreement with the Company providing for the allotment to them respectively, credited as fully paid up, of any further shares or debentures to which they may be entitled upon such further they may be entitled upon such capitalisation, or (as the case may require) for the payment paid up by the Company on their behalf, by the application thereto of their respective proportions of the profits resolved to be capitalised, of the amounts or any part of the amounts remaining unpaid on their existing shares, and any agreement made under such authority shall be effective and binding on all such Members.

AUDIT

112. Auditors shall be appointed and their duties regulated in accordance with section 132, 133, and 134 of the Ordinance.
113. A Notice may be given by the company to any member either personally or by sending it by post to him to his registered address, or (if he has no registered address within the Territory) to the address, if any, within the Territory supplied by him to the company for the giving of Notice to him. Where a notice is sent by post, service of the notice shall be deemed to be effected by properly addressing, prepaying and posting a letter containing the Notice, and unless the contrary is proved to have been affected at the time at which the letter would be delivered in the ordinary Course of post.
114. If a member has no registered address within the Territory and has not supplied the company an address within the Territory for the giving of Notices to him, a Notice addressed to him and advertised in a Newspaper circulating in the neighborhood of the registered office of the company shall be deemed to have duly given to him at noon on the day on which the advertisement appears.
115. A Notice may be given by the company to persons entitled to a share in the consequence of the death or bankruptcy of a member by sending it through the post in a prepaid letter addressed to them by name, or by the title of representatives of the deceased, or receiver of the bankrupt, by any like description, at the address, if any, within the Territory supplied for the purpose by the persons claiming to be supplied, or (until such an address within the Territory has been so supplied) by giving the notice in any manner in which the same might have been given if the death or bankruptcy has not occurred.
116. Notice of every General Meeting shall be given in some manner herein before authorised to:
- (a) Every member except those members who (having to registered address within the Territory) have not supplied to the company an address within the Territory for the giving of Notice to the; and also to:
 - (b) Every person entitled to a share in consequence of the death or bankruptcy would be entitled to receive Notice of the Meeting. No other person shall be entitled to receive Notices of General Meetings.

WINDING UP

117. If the company shall be wound up, the Liquidator may, with the sanction of an Extra-Ordinary Resolution of the company and any other sanction required by the Companies Ordinance, if any, and having due regard to the respective rights of the holders of different classes of shares to which special rights are attached, divide amongst the members in specified or kind the whole or any part of the assets of the company and may for such purpose set such value as be deemed fair upon any property to be divided as aforesaid and may determine how such division shall be carried out as between the members of different classes of members. The Liquidator may with like sanction vest the whole or any part of such assets in trustees upon such trusts for the benefit of the contributors as the Liquidator, with the like sanction, shall think fit, but so that no member shall be compelled to accept any shares or other securities whereon there is any liability.

INDEMNITY

118. Subject to the provisions of the Ordinance, every Director or other officer and Auditor of the Company shall be indemnified out of the assets of the company against all costs, charges, expenses, losses, and liabilities which he may sustain or incur in or about the execution of his office or otherwise in relation.

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