



TANZANIA



Register of Companies Detailed information

Information date and time: 07/08/2023 10:22:30

Last update date and time: 25/04/2023 11:23:00

Registration date and time: 21/02/2005 00:00:00

1. **Status:** Registered
2. **Incorporation number:** 51559
3. **Company:** TANLAPIA LIMITED
4. **Company type:** Private company Limited by shares
5. **Registered office:** Region Dar Es Salaam, District Temeke, Ward Chang'ombe, Postal code 15103, Street MWAKALINGA, Road MWAKALINGA, Plot number 106, Block number NIL, House number NIL
6. **Contacts:** Email: fjmawji@gmail.com, Mob no/Tel no: 255754770221, P.O.Box 909
7. **Business activity:** 0311 - Marine fishing, Main activity
0321 - Marine aquaculture, Main activity
0322 - Freshwater aquaculture, Main activity
0312 - Freshwater fishing, Main activity
8. **Directors / Directors in the country of origin:** FATEHALI JAFFER MAWJI, Canadian
MAHIMBO TIMOTHY MDOE, Tanzanian
ABDU IDDI SIMBA, Tanzanian
BARAKA JUMA KALANGAHE, Tanzanian
JAVED MZWJI, British
9. **Company secretary / Company secretary in the country of origin:** SALIM HASSAN BAKARI MNKONJE, Tanzania
10. **Authorised share capital:** 100000000 TZS
11. **Class of shares:** Class Ordinary: 100000 shares, 1000 TZS/share, 100000000 TZS
12. **Shareholders:** FATEHALI JAFFER MAWJI Class Ordinary 2000 shares taken
MAHIMBO TIMOTHY MDOE Class Ordinary 392 shares taken
FREDDY EDUARDO LAPENTTI MENENDEZ Class Ordinary 392 shares taken
NAMADO LIMITED Class Ordinary 941 shares taken
ABDU IDDI SIMBA Class Ordinary 196 shares taken

Information ordered by: SAMEER REMTULLA

NOTE. Information printed from the Register of Company is true and complete as per extract generation date and time. Please be advised to refer to the Online Registration System at BRELA (ors.brela.go.tz) for an up-to-date information regarding given Company.



Princ. Asst. Registrar of Companies

THE COMPANIES ORDINANCE (CAP.212)

COMPANY LIMITED BY SHARES

MEMORANDUM

AND

ARTICLES OF ASSOCIATION

OF

AQUATAN LIMITED

Incorporated this day of 2005

CERTIFIED TRUE COPY OF THE ORIGINAL
LILIAN JUSTINE MNDEME
ADVOCATE, NOTARY PUBLIC & COMMISSIONER FOR OATHS
SIGNATURE: *Lilian Justine Mndeme*
DATE: *02/05/2020*

DRAWN BY:

FATEHALI JAFFERALI MAWJI
(SUBSCRIBER)
P.O. BOX 909
DAR ES SALAAM
TANZANIA

THE UNITED REPUBLIC OF TANZANIA

Certificate of Incorporation

No.

I HEREBY CERTIFY that

AQUATAN LIMITED

Is this day incorporated under the Companies Ordinance
(Cap.212), and that the Company is Limited

GIVEN under my hand at Dar es Salaam

Thisday of 2005



.....
Registrar of Companies

THE COMPANIES ORDINANCE (CAP.212)

COMPANY LIMITED BY SHARES
MEMORANDUM OF ASSOCIATION

OF
AQUATAN LIMITED

TANZANIA
Stamp Duty Shs. 5000/-
PAID ON ORIGINAL
Receipt No. B3/7055 of 21/2/05
Stamp Duty Office

TANZANIA
Stamp Duty Shs. 2500/-
Receipt No. B3/7055 of 21/2/05
Asst Registrar of Companies

The name of the company is AQUATAN LIMITED.

2. The registered office of the company is situated in the United Republic of Tanzania.
3. The objects for which the company is established are:
 - a. To purchase or otherwise acquire and to carry on the business or businesses of steamship owners, ship owners, trawlers, deep-sea fishers, fishers, fish curers, fish salesman, wholesale and retail fish merchants, ice manufacturers, cold storage keepers, warehousemen, cold liver oil manufacturers, oil merchants and refiners, utilisers of fish refuse, manure manufacturers, anchor and chain makers, wire rope makers, rope makers, mast and block makers, ship chandlers, marine storekeepers, compass and nautical instruments makers, marine engineers, engineers, boiler makers, ship builders, dry-cock keepers, slip keepers, boat builders, ship and boat repairers and out fitters, ship brokers, ship agents, salvors, wreck removers, wreck raisers, divers, auctioneers, valuers, assessors stevedores, wharfingers, carriers, forwarding agents and all other branches or business usually or conveniently connected with any such business as aforesaid, aqua fishing and farming.
 - b. To enter into, take over, negotiable or otherwise acquire, any contract or contracts for the construction, building, equipping, fitting out, gearing or otherwise relating to any steamship, ship, trawler, catcher, carriers, drifter, fishing boat, boat or other vessel whatsoever, and to enter into, take over, negotiate or otherwise acquire any other contract or contracts whatever which the company may think necessary, desirable or convenient for the purposes of the company or any of them and to enter into, take over, negotiate, or otherwise acquire any such contract or contracts at such prices and for such considerations, and upon such terms and conditions and subject to at any time, and from time to time to vary, modify, alter, or cancel any such contract.
 - c. To cultivate, farm, breed, research, buy, sell, import, export, act as agents and to generally deal in all types of food, marine and farm animals or items including all fish products from fresh or sea water and all types of farm animals, horticulture and agricultural farming. To engage in husbandry, artificial insemination, hybrid farming of all types of aqua or land animals, plants or any other item whatsoever. To deal in (either as manufacturers, agents, factors, or merchants) by sale, purchase, or by letting or hiring, or otherwise, and to repair and alter any apparatus, machinery, material and articles which shall be capable of being used in the course of any such business as aforesaid, or which are likely to be required by customers of any such business.

- d. To build, construct, alter, improve, enlarge, repair, maintain, develop, pull down, remove or replace and to work, manage, carry out or control works of all descriptions including buildings, houses, flats, offices, plants, factories, mills, warehouses, shops, stores, garages, marinas, reservoirs, water courses, docks, piers, electric, gas, water drainage and sewage works and any other works and conveniences on any lands of the company or upon any other lands or hereditaments, working management, carrying out or control thereof and to join with any other person or company in doing any of these activities.
- e. To own and acquire aircrafts and operate the aircrafts for the facilitation of the foregoing businesses and to provide all and any facilities for such aircrafts including instructions, training pilots, navigators and all other relevant personnel.
- f. To engage in and carry on the business of crop farmers, dealers, buyers, sellers, importers, exporters, processors of farm produce, grain milling, juice extraction and canning, bottling, oil extraction, refining, packaging and preserving, product stock or animal feed. To engage in agricultural consultancy initiate projects, offer managerial service, technical services and performance evaluation. To carry on the business as dealers, buyers, sellers, importers, exporters, manufacturers, processors, blenders of agricultural and industrial chemicals, veterinary drugs, vaccines, animal health products, natural drug extractors, pharmaceutical chemicals, phosphorus chemicals, chemicals for water treatment, equipment suppliers and stockists.
- g. To enter into contracts to subcontract any portion or the whole of the work in respect of the foregoing businesses to local or foreign sub contractors.
- h. To engage in manufacturing of every kind of item, furniture, textiles, blankets, indulge in tailoring, knitting, sisal and coconut fibre processing, ropes, twine, carvings, handcrafts, buy, sell, import and export the same.
- i. To carry on the business of travel and tourist agents and contractors, and to provide all facilities and conveniences for travelers and tourists.
- j. To engage in engineering works of every description including civil engineering, mechanical, electrical, chemical and thermal engineering.
- k. To purchase, construct, take on lease or in exchange, hire or otherwise acquire any movable and immovable property, heavy earth moving machinery, caterpillars, tractors, tippers, silos, abattoir, hatchery, coldroom storage, dry store, warehouse and every right and privilege which the company may think necessary or convenient for the purpose of its business or may enhance the value of any other property of the company.
- l. To acquire and undertake the whole or any part of the business property and liabilities of any person, firm or company carrying on any business which the company is authorized to carry on, or possess any of the property suitable for the purpose of this company.

- m. To enter into any arrangement with any Government Authorities (supreme, municipal, local or otherwise) or any corporation, company or person having objects that may seem conducive to the company's objects and authority, in respect of any contracts, decrees, rights, privileges and commission which the company may think desirable and to carry out, exercise and comply with any such contracts, decrees, rights, privileges and concessions.
- n. To enter into partnership or any arrangement for sharing profits, union of interests, corporation, joint ventures, reciprocities, concessions or otherwise with any persons, firm, corporation or company carrying on or engaged in or about to carry on any business or transaction which this company is authorized to carry on, or engage in any business or transaction capable of being conducted so as directly or indirectly to benefit this company, and to lend money, to guarantee the contracts of, or otherwise assist any such person, firm or company, and securities of any such company, and to sell, hold, re-issue with or without guarantee, or otherwise deal with the same.
- o. To invest and deal with moneys of the company not immediately required upon each security and in such manner as may from time to time be determined.
- p. To adopt such means of making known the products of the company as may seem expedient and in particular by advertising in the press, publication of books and periodicals and by granting prizes, rewards and donations.
- q. To lend and advance money or give credit to such persons, firms, or companies and on such terms as may seem expedient, and in particular to customers and other persons having dealings with the company and to give guarantees to become sureties for any persons, firms or companies for the due payment of money for the performance of any obligations.
- r. To draw, accept, make, endorse, discount, execute and issue promissory notes, bills of exchange, bill of lading, warrants, debentures and other negotiable or transferable instruments.
- s. To receive money on deposit or loan and to borrow or raise money in such manner as the company shall deem fit, and in particular by the issue of debentures or debenture stock, (perpetual or otherwise) and to secure the repayment of any money borrowed, raised or owing by mortgage, charge or lien upon all or any of the property or assets of the company (both present and future) including its uncalled capital, also by a similar mortgage or lien to secure and guarantee the performance by the company or any other person as the case may be.
- t. To sell or otherwise dispose of the whole or any part of the business or, property of the company, either together or in portion, for such consideration as the company thinks fit, and in particular for shares, debentures or securities of any company purchasing the same.

- u. To establish agencies and local boards in Tanzania and elsewhere and to regulate and discontinue the same.
- v. 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 dispatch expeditions, commissions, experts and agents.
- w. To provide for the welfare of the persons in the employment of the company or formerly in the employment of the company or its predecessor in business and the wives, widows and families of such persons by grants of money, pensions or other payments and providing or subscribing towards places of instruction and recreation and hospitals, assistance as the company shall think fit.
- x. To form, subscribe to and otherwise aid benevolent, religious, scientific, national, charitable or other institutions or objects of a public character or which have any moral or other claims to support or aid by the company by reason of the nature or locality of its operations or otherwise.
- y. To promote any other company for the purpose of acquiring all or any of the property, and undertaking or any of the liabilities of this company, or of undertaking any business or operation which may appear likely to assist or benefit this company, or to enhance the value of the property of business of this company and to place or guarantee the placing of, underwrite, subscribe for or otherwise acquire all or any part of the shares or securities of each company as aforesaid.
- z. To procure the company to be registered or recognized in any foreign country or place.
- aa. To distribute any of the property of the company among the members in specie and either by way of dividends or upon any return of capital.
- bb. To carry on, develop, extend and expand 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 authorized to carry on, or is calculated directly or indirectly to develop any branch of the company's assets, property or rights.
- cc. To do all or any of the matters hereby authorized in any part of the world either alone or in conjunction with or as, by or through factors, trustees and agents.
- dd. To carry on any other business which may seem to the company capable of being carried on in connection with any of the business of the company or calculated directly or indirectly to enhance the value of or render profitable any of the property or rights.

AND it is hereby declared that in the interpretation of this clause and powers conferred upon the company by any paragraph shall not be restricted by the 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 by 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 restrict the powers of the company.

4. The liability of the members is limited.
5. The authorized share capital of the company is Tanzania Shillings One Hundred Million (Shs. 100,000,000/-) divided into One Hundred Thousand (100,000) shares of Shillings One Thousand (1,000/-) each with power for the company to increase or reduce the said 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 hereinbefore contained.

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.

| Name, Addresses and Description of subscribers | Number of Shares taken | Signature of Subscribers |
|---|------------------------|--------------------------------|
| MR. FATEHALI JAFFERALI MAWJI P.O. BOX 909 DAR ES SALAAM TANZANIA | 999 | <i>[Handwritten Signature]</i> |
| MRS. GLORIA ANNE MAWJI P.O. BOX 909 DAR ES SALAAM TANZANIA | 1 | <i>Gloria Mawji</i> |

DATED this 21st day of FEBRUARY 2005

WITNESS TO THE ABOVE SIGNATURES

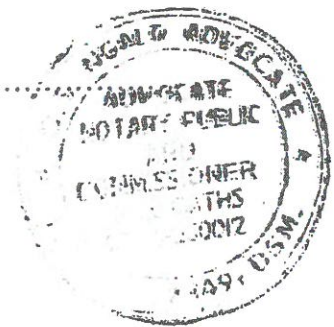
FULL NAME : DEBIDERI SEBASTIAN NGALO

SIGNATURE : *[Handwritten Signature]*

POSTAL ADDRESS : Box 72349 DSM

QUALIFICATION : ADVOCATE

CERTIFIED TRUE COPY OF THE ORIGINAL
 LILIAN JUSTINE MNDEME
 ADVOCATE, NOTARY PUBLIC & COMMISSIONER FOR OATHS
 SIGNATURE: *[Handwritten Signature]*
 DATE: 18/05/2020



Stamp Duty Shs. 2500/-
PAID ON OCTOBER 21/2015
Receipt No. 21/2015
Stamp Duty Office

THE COMPANIES ORDINANCE (CAP. 212)

COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

OF

AQUATAN LIMITED

Stamp Duty Shs. 2500/-
PAID ON OCTOBER 21/2015
Receipt No. 21/2015
Stamp Duty Office

PRELIMINARY

1. The Regulations contained in Table "A" in the First Schedule to the Companies Ordinance (Hereinafter referred to as Table "A") shall apply to the company save in so far as they are excluded or raised by the clauses hereinafter contained.

SHARE CAPITAL AND RESERVES

2. The company shall be private and accordingly the following provisions shall have effect:
 - a) The company shall not offer any of its shares, share warrants or debentures to the public for subscription.
 - b) The number of the members of the company (not including persons who are in employment of the company and persons having been formerly in the employment of the company were in such employment and have continued after the termination of the employment to be members of the company) shall not at any time exceed fifty.
3. Subject to the provisions of para 11, 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 recognize any trust or equitable claim to or partial interest in such share, whether or not it shall give express or other notices thereof.
4. The original share capital of the company is Tanzania Shillings One Hundred Million (100,000,000/-) divided into One Hundred Thousand (100,000) shares of Shillings One Thousand (1,000/-) each.
5. The shares shall be under control of the shareholders who shall allot or otherwise dispose of the same to persons on such terms and conditions and such time as the shareholders think fit.

6. The Certificate of Title to shares shall be issued under the seal of the company and shall be signed by two directors.
7. If any member of the company shall at any time desire to sell or transfer any shares registered in such member's name and/or in the event of the creation of any further shares by the company, such shares shall be first offered by the shareholders to the existing members of the company in the proportion of shares held by each member at the time of such desire, transfer or creation of new shares.
8. Save as hereby otherwise provided, no share shall be transferred to any person who is not a member of the company so long as any member is willing to purchase the same at a fair value to be determined by the company auditor, and thereafter to be approved by an ordinary resolution of the shareholders.
9. A call shall be deemed to have been made at the time when the resolution of the shareholders authorizing such call was passed.
10. If by the terms of issue of any shares or otherwise any amount is payable in respect of any shares by installments at fixed times every such installment shall be payable as if it were a call duly made by the shareholders of which due notice had been given.
11. The shareholders may at any time in their absolute and uncontrolled discretion, refuse to register any transfer of shares PROVIDED ALWAYS that any share may be transferred at any time by a shareholder to his appointed heir, trustee or agent who will have had prior approval by a special resolution of the shareholders.

BORROWING POWERS

12. The directors may from time to time on authority of a special resolution raise or borrow and secure for the purpose of the company's business such sums of money as they think fit.
13. The directors may secure the repayment of, or raise any such sum or sums as aforesaid by mortgage or charge upon the whole or any part of the property and assets of the company present or future including its uncalled capital, for the time being, 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 so charged or in such other way as the directors may think expedient.

GENERAL MEETING

14. A general meeting of the company shall be held at least once in every calendar year at such a time (not being more than fifteen months after holding of the preceding general meeting) and at such place as may be determined by the directors. Such general meetings shall be called "Ordinary General Meeting" and all other meetings of the company shall be called "Extraordinary General Meeting".

VOTE OF MEMBERS

15. On a show of hands or poll, every member present shall have the number of votes equal to the number of shares held.
16. No member shall be entitled to vote at any general meeting unless all calls or other sums presently due by him in respect of shares in the company have been paid.
17. The number of the directors shall not be less than two and not more than ten unless the company otherwise decides at a general meeting.
18. The following persons shall be the first directors to the company:
MR. FÁTEHALI JAFFERALI MÁWJI
MRS. GLORIA ANNE MÁWJI
19. The directors may appoint one or more of their number to be the Managing Director or Managing Directors of the company, either for a fixed or indefinite period and may from time to time remove any such managing director from such office and put another or others in his place and may at their discretion fill up any vacancy that may occur in such office.
20. The remuneration of any managing director shall be determined by the general meeting and may be by way of salary or commission or participating in the profits of the company or by all or any of these modes.
21. Each director shall be paid remuneration at such rate, as the company shall in a general meeting decide. Every director shall be entitled to be paid his traveling expenses to be approved by the board, incurred by him whilst employed in the business of the company or in attending board meetings.

ALTERNATE DIRECTORS

22. Any director shall have power to nominate a person to act or attend as alternate director during his absence or during his inability to act. Such director shall be subject in all respects to the terms and conditions existing with reference to the other directors and such alternate director shall exercise and discharge all duties of directors whom he represents.
23. Unless otherwise decided by the directors the quorum necessary to transact business of the directors shall be two directors personally present.

DISQUALIFICATION OF DIRECTORS

24. The office of a director shall be vacated if the director:
- i. become bankrupt; or
 - ii. is found to be a lunatic or becomes of unsound mind; or
 - iii. resigns his office by notice in writing to the company; or
 - iv. absents himself from meetings of the directors for a period of six months without special leave of absence from the other directors.
 - v. Removed by ordinary resolution in General Board Meeting.

DIVIDENDS AND RESERVES

25. The company may in its general meeting declare dividends but no dividend shall exceed the amount recommended by the directors.
26. The directors may from time to time pay the members such interim dividends as appear to the directors to be justifiable by the profits of the company.
27. No dividend shall be paid otherwise than out of profits.
28. The directors may before recommending any dividend set aside out of the profits of the company such sums as they think proper as reserve or reserves which shall at the discretion of the directors be applicable for meeting contingencies or for equaling dividends or for any other purpose to which the profits of the company may be properly applied and pending such applications may in the like discretion either be employed in the business of the company or be invested in such investments (other than shares of the company) as the directors from time to time think fit.

SEAL

29. The seal of the company shall not be affixed to any instrument except by the authority of the resolution of the board of directors and in the presence of two directors or such other person as the directors may appoint for the purpose and the directors as aforesaid shall sign every instrument to which the seal of the company is so affixed in their presence.

INDEMNITY

30. Subject to the provisions of the Act and of other relevant legislation in force from time to time every Director, Manager, Secretary, Auditor and other Officers or Servant of the company shall be indemnified by the company against losses, costs, expenses and other liability of any nature which any such officer or Servant may incur or become liable to by reason of any contract entered into or act or deed done by him as such officer or servant of in any way in the discharge of his duties PROVIDED THAT such indemnity shall not apply to any loss, costs, expenses or other liability which by virtue of any law would otherwise attach to any officer or Servant in respect of any negligence, default, breach of duty or breach of trust of which he may qualify in relation to the company.

ALTERATION OF ARTICLES

31. Subject to the provisions of the ordinance and those of the memorandum of association the company may by special resolution make alteration or addition to the articles of association and such alteration or addition so made shall be as valid and effectual as is originally contained in these articles and be subject in this manner to alteration by special resolution.

WINDING UP

32. If the company shall be wound up the assets remaining after payment of the debts and liabilities of the company and cost of the liquidation shall be applied; first in repaying to the members the amount paid up or credited as paid upon the shares held by them respectively and the balance, if any, shall be distributed among the members in proportion to the number of shares held by them respectively PROVIDED ALWAYS that the provisions hereof shall be subject to the rights of all holders of shares, if any, issued upon special conditions.
33. With the sanction of the extraordinary resolution of the shareholders any part of the assets of the company may be divided between the members of the company in specie or may be vested in trustees for the benefit of such members and the liquidation of the company may be closed and the company dissolved but so that no member shall be compelled to accept any shares whereon there is any liability.
34. If the directors are unable to decide by majority any question relating to the winding up of the company or to any change in the policy of the company they shall appoint two arbitrators who are not members of the company to decide such question and shall accept their decision.

| Name, Addresses and Description of subscribers | Number of Shares taken | Signature of Subscribers |
|---|------------------------|--------------------------|
| MR. FATEHALI JAFFERALI MAWJI P.O. BOX 909 DAR ES SALAAM TANZANIA | 999 | <i>Fatehali Mawji</i> |
| MRS. GLORIA ANNE MAWJI P.O. BOX 909 DAR ES SALAAM TANZANIA | 1 | <i>Gloria Mawji</i> |

DATED this 21 day of February 2005

WITNESS TO THE ABOVE SIGNATURES

FULL NAME DESIDERI SEBASTIAN NGALO

SIGNATURE *[Signature]*

POSTAL ADDRESS Box 72349 DSM

QUALIFICATION Advocate

