



**THE COMPANIES ACT 2002**

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**COMPANY LIMITED BY SHARES**

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**MEMORANDUM**

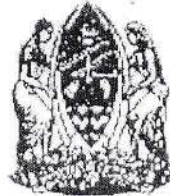
**AND  
ARTICLES OF ASSOCIATION  
OF**

**TRANSCARE LOGISTICS LIMITED**

-----  
*Incorporated this                      day of                      2011*  
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**DRAWN BY  
SALMIN AHMED  
SUBSCRIBER  
P.O. BOX 38383  
DAR ES SALAAM**

THE UNITED REPUBLIC OF TANZANIA



CERTIFICATE OF INCORPORATION

NO.

I HEREBY CERTIFY THAT

**TRANSCARE LOGISTICS LIMITED**

Is this day incorporated under the Companies Act 2002 and that the Company is Limited

**GIVEN** under my hand at Dar es Salaam, this                      day of Two  
Thousand and Eleven

Registrar of Companies

5000/-  
18698 2/19/11  
Dinesh

THE COMPANIES ACT NO. 12 OF 2002  
COMPANY LIMITED BY SHARES  
MEMORANDUM OF ASSOCIATION

OF

TRANSCARE LOGISTICS LIMITED



1. The name of the company "TRANSCARE LOGISTICS LIMITED".
2. The Registered office of the Company will be situated in Tanzania.
3. The objects for which the Company is established are:-
  - (a) To carry on the business of clearing and forwarding agents, commission agents, customer agents, logistics, warehouse, transporters, freighters, hauliers, customs bonded warehouse and godown keepers, court brokers, Insurance and assurance, insurance broker, Management, stock exchange and stock exchange brokers, shipping agents, cargo and travel agents, road, water agents, airport handling, courier services, insurance agents, tourist agents, manufacturers' representatives, road contractors, cargo superintendents, packers, machinery haulage specialists, warehousemen, engineers, electricians, motor cars, trucks, cabs, omnibus, oil tank and coach proprietors and transporters, civil transport contractors and transporters by any other means of conveyance of people and goods in Tanzania and the neighbouring countries and in such other place or places as may from time to time be determined by the company, engage in and or otherwise carry on the business as transporters and transport agents, freight forwarders and related transactions whatsoever.
  - (b) To carry on all or any of the business of transport, carriage and haulage contractors, owners and charter of road vehicles, aircraft and ships and boats of every description and carriers of goods and passenger by road, rail, water or air and to establish, acquire, maintain and operate transport service of every description both public and private and all services ancillary thereto and for such purposes or as independent undertakings to purchase, take in exchange, charter, hire, build, contract or otherwise acquire and to own, operate, work, manage, maintain, repair, service and deal with and in road vehicles, aircraft and vessels of every supplies therefore and to conduct any such business within the country or any other state in Africa or Europe or Asia and or any other foreign country.
  - (c) To carry on business as transporters of passengers, goods, package merchandise, wares, luggage, personal effects and also act as agents for railways, shipping, chartering and transporting, corporations, road constructors, cargo, superintendents, warehousemen, government, parastatal, transport contractors and deal with clearing and forwarding dispatching of sea, air and land cargo to various parts or destinations in the world network.
  - (d) To carry on the business of clearing and forwarding agents, commission agents, transporters, freighters, hauliers, customs bonded warehouse and godown keepers, cargo and travel agents, insurance agents, tourist

agents, manufacturers' representatives, road contractors, cargo superintendents, packers, machinery haulage specialists, warehousemen, engineers, electricians, motor cars, trucks, cabs, omnibus, oil tank and coach proprietors and transporters, civil transport contractors and transporters, by any other means of conveyance of people and goods in Tanzania and the neighbouring countries and in such other place or places as may from time to time be determined by the company, engage in and or otherwise carry on the business as transporters and transport agents, freight forwarders.

- (e) To arrange before hand and organize for tourists, budget and luxury camping safaris, lodge safaris, Road safaris and excursions, ticketing, Airlines and charters, game hunting, fishing ornithological and other safaris and expeditions of all kinds, mountain climbing, walking safaris, photographic safaris, car hire and cultural tourism, to establish, maintain and operate aircraft services of all kinds to carry on the business of carriers by air or otherwise of passengers, mail goods merchandise and valuable of all kinds, to engage in aerial survey photography and mapping and aerial advertising and to enter into contracts with any person, corporation or government as to the interchange of traffic the carriage of goods and passengers or for any other purpose advantageous to the Company.
- (f) To carry on the business as rent car, importers and distributors of all types of motor vehicles, tractors, water pumping machines and trade in second hand motor car, motor vehicles and motor cycles.
- (g) To carry on the business as importers, exporters, general suppliers, traders, merchants, commission agent, stockists, wholesalers, retailers and dealers in all types of hardware, petroleum products, coconut oils, spare parts and maintenance, tyres, tubes, tools and accessories for all types of automotive, motor vehicles, agricultural machinery, implements, equipment, all kinds of industrial projects machinery and equipment, electrical goods, timber, fishing gears, groceries, computers, office equipments, cooking oils, salts, foodstuffs, cosmetics, oil paints, spirits sheets, hinges, screws, iron mongery, textiles piece goods, all types of leather goods, shoes, bags and other similar goods.
- (h) To engage in and or otherwise carry on the business of professional and international traders, importers and exporters of general goods and merchandise, domestic appliances, commercial and industrial goods, electrical and electronic equipment, tools and apparatus, hardwares, building materials, construction goods, machinery and farm implements, general business consultants, all businesses and trades incidental, analogous similar thereto, required to be or otherwise capable of being carried on in conjunction therewith.
- (i) To build, construct, alter, improve, enlarge, repair, maintain, develop, demolish, remove or replace and to work, manage, carry out or control works of all descriptions, including but not limited to offices, water works, gasworks, reservoirs, electrical, power, factories, mills, warehouse, shops, playgrounds, stores, garages and other buildings, roads,

machinery and plants, which may, in the opinion of the directors of the Company, be likely to advance directly or indirectly the Company's interests; to clear sites for the same, to contribute to, subsidies or otherwise assist in the building, construction, hiring of construction equipment and quarry, alternation, repair, improve, enlargement, maintenance, development, demolition, removal, replacement, working, management, carrying out or control. To be professional services contractors, fumigation agents, renovators.

- (j) To carry on business of travel agency; car hire and safaris tours operators, ticket bookings, garage, buying and selling motor vehicles, transport agents, transportation of goods, and passengers by air, sea, land, import and export, gift shops, boutiques, entertainment and all artist work, safari outfitters, safari contractors, and guides, for hunting trophy dealers, travel and tourist and other travelers by way of promoting and facilitating conveniences of all kinds such as reserved places, baggage deposit, courier services, sleeping card enquiry bureau, hotel and lodging accommodation, guides, motor vehicles hire, airplane and motor boats character and otherwise facilitating tourist movements and accommodation, photographic safaris lodges and hotel, tourism and all related business and to promote tourism in Tanzania and elsewhere all over the world.
- (k) To engage in and carry out the business of proprietors and managers of lodges marquees, hotels, restaurants, cafes, road houses, motels, hotel management, safari and holiday camps, caravan sites, guest houses, apartment housekeepers, refreshment and tea rooms, milk and snacks bars, tavern, beer house and lodging housekeepers and to provide food and catering services to individuals, private and public institutions and to industrial and business concerns, also to provide variety of services and products to guest, tourist and hoteliers related to activities of marine parks and reserves along the coast and any other place.
- (l) To carry on of petroleum and petroleum products, transportation, storage, distributors, sale and use of petroleum products in the country and export outside the country, oil depots, coal, coke, patent, fuel, oil of all kinds, manufacture of all goods and services of general merchandise of all kinds and to transact any and every manufacturing, general services of all kinds of goods and general merchandise
- (m) To carry on the business of geological survey, exploration in mining minerals, such as gemstones, gold, Diamond, Tanzanite and all minerals available in Tanzania. To engage and or otherwise carry on the business of mining activities, importers and or exporters of all kinds of mines, goldsmith, jewellery, to be buyers and sellers of gemstones, gold mineral products, both buying and selling, mines and precious stones all over the world, to lease, acquire any lands, mines, mining rights, to import cutting and digging equipment and to do any business that is related to mines all businesses and trades incidental analogous similar thereto, required to be or capable of being carried on in conjunction therewith.

- (n) To engage in and carry on business of profession of farmers, planters, harvesters, sprayers, seed growers, glaziers breeders, sellers of and dealers of livestock, market gardeners, arboriculturists, horticulturalists, floriculturists, dairymen, vegetable oil extract, poultry and bee-keepers and any other businesses in connection with floriculture, arboriculture, agriculture and horticulture.
- (o) To carry the business of importer and exporters, wholesalers, retailers, general merchants, provision store, general store keepers, universal providers, to establish supermarkets, duty free shops, import and export, manufacture goods, textiles, home appliances, utensils, piece goods imitation jewellery, hosiery, shoes, sun-glasses, handbags household requirements generally in all manufactured goods of all type, to acquire, establish, dealers in selling ready made garments and knitwear's, shoes, toys, motor cycles, bicycles, bicycle chairs, computer and its parts, television, mobile phone, vcd, cookers, slippers jeans, and description for commercial and home use.
- (p) To carry on business of processing of timber and its allied products including timber-cutting production, forestry and cultivation of man-made forest and to process forest products including the process of cutting, lumbering and all other forest products.
- (q) To carry on the business of manufacturing mineral water and aerated waters, bottled water and other non alcoholic drinks, fruit juices, and other consumable liquids of whatever description, to pack and sell the same by whole sale or retail locally and to export the same to different parts of the world.
- (r) To manufacture, treat, prepare, pack, distribute, export, transport, buy, sell, water, soft drink, fruit drinks and fruit juices, locally and to export the same.
- (s) To carry on the business as general suppliers of food stuffs, processors, packers, and agricultural crops, grain millers, food mixers, general exporters of fresh fruits, vegetables and flowers, to act as agents of buying and selling all kinds of food stuffs, agricultural equipments of every description, and general to del in any other business connected therewith.
- (t) To undertake or otherwise carry on the business of seed oil extraction to produce the oil seeds, process crude oil to produce refined edible oil and other types of oils, wares chemicals and merchandise of every nature, soaps, detergents and allied products and sundries.
- (u) To engage and or carry on the business of Geotechnical and geo-environmental engineering services which includes; site planning, water and environmental engineering, Site Investigation, Drilling, laboratory Testing and geotechnical Engineering structures services including Foundations, Slopes, Landfill, Retaining Walls, Dams, Earthwork, Anchors, Bridges, Geotextile, Drainage and Pavements.

- (v) To carry on business in all aspects on the retail and wholesale markets as purchaser and re-seller of all refined petroleum products including, without limitation, brakes fluids and adhesions, leaded and unleaded petrol, diesel, petrol and diesel oil or heating and otherwise) Bitumen and lubricants (for all sectors including , without limitation, agriculture, motor vehicle, marine and general industrial lubricants) and non-oil activities including (without limitation) ownership and operation of service station, shop and car washing facilities.
- (w) To carry on the business of computer networks, sales of computers, consultancy, computer training, graphic, design, internet café computer programming, web sites, database, telecommunication equipment telephones, cellular phones, TV-transmission equipment etc transport automobiles, marine vessels, aircraft, drilling and mining technologies and equipment, and agricultural and dairy equipment and all types of computer networks and related networks activities.
- (x) To carry on the business of cosmetics and to engage in the business of hairdressing, haircutting, trimming, styling setting, hair dying, shampoo treatment, massaging of scalp, beauty treatment, body relaxing, facial, manicure, pedicure, waxing, acne treatment and all sorts of beauty soaps, creams, lotions, hair lotion, essential oils, dentifrices, bleaching, preparations and other substances for laundry use, clearing, polishing, scouring and abrasive preparations
- (y) To carry on the business of customers robe, dress and mantle makers, tailors, silk and supplies of clothing, lingerie, trimmings of every kind, corset makers, furriers, general drapers, haberdashers, millers, hosiery, gloves, lace makers and dealers, feather dressers and merchants, hatters, boot and shoe makers, dealers in fabric, ribbons, perfume and flower (artificial and natural) and materials of all kinds.
- (z) To engage in and carry on business of profession of farmers, planters, harvesters, sprayers, seed growers, glaziers breeders, sellers of and dealers of livestock, market gardeners, arboriculturists, horticulturalists, floriculturists, dairymen, vegetable oil extract, poultry and bee-keepers and any other businesses in connection with floriculture, arboriculture, agriculture and horticulture.
- (aa) To engage in and or otherwise carry on the business as professionals traders, super dealers in clothing materials, headgears, uniforms, shoes, shirts all kinds of personal effects, upper real, importer, exporter, manufactures, buyers, sellers, suppliers, distributors general business consultants, all businesses and trades incidental, analogous similar thereto required to be or capable of being carried on in conjunction therewith.
- (bb) To carry on the business of media and entertainment advertising, media communication and consultancy advertising agents, public relations consultants and sale promotion consultant, in all their aspects and to advise on publicity, sales promotion, staff relations, industrial relation, press and community relations, promotion culture and traditional. To

conduct and advise on market research, publicity projects, advertising campaigns, exhibitions, trade fairs, displays, film shows, radio and television programmes, and also to carry on the business of investment advisers, market research and to act as intermediaries in the introduction of sellers, purchasers and partners.

- (cc) To carry on business of relating to information and communication technology and to act as consultants, as managers or advisors in information management, data processing applications development, computerized system development, data telecommunication and networks technology and those purposes to promote, arrange, organize, conduct and facilitate information and communication technology in Tanzania elsewhere and to promote arrange facilitate and operate information technology activities in all its diverse areas and all such facilities advantages and conveniences as may be considered necessary or incidental thereto. To do activities as development customer-made and instructional software, educational, managerial and control software products for small, medium and large clients.
- (dd) To carry on business of Exporters of timber, wood logs, trades of timber merchants and proprietors of sawmills, planning moulding and turning mills, general contractors, brokers and commission agents, wood workers and to buy sell grow and prepare for market, manufactures, import and export and deal in timber and wood of all kinds, to run or operate the shops and to sell furniture and other wooden articles.
- (ee) To engage in and carry out the business of proprietors and managers of hotels, restaurants, cafes, road houses, motels, lodges marquees, hotel management, safari and holiday camps, caravan sites, guest houses, apartment housekeepers, refreshment and tea rooms, milk and snacks bars, tavern, beer house and lodging housekeepers and to provide food and catering services to individuals, private and public institutions and to industrial and business concerns, also to provide variety of services and products to guest, tourist and hoteliers related to activities of marine parks and reserves along the coast and any other place.
- (ff) To carry on the business of fumigators, vacuum cleaners, steam cleaners, carpet cleaners, window shop, offices, club hotel, theatre clears vermin, and insects destroyers and generally to undertake cleaning and fumigation of any kind..
- (gg) To carry on the business as principals, agents or manufacturers, representatives of importing, exporting, buying, selling, distributing of motor vehicles, cars, trucks, lorries or other vehicles, motor vehicles spares and parts of all descriptions, fuel and other oils, petroleum of all kinds, motor cycles, bicycles, tractors, mining equipments, fishing gears, agricultural and industrial machinery and equipments, new and second hand spare parts and accessories and generally to deal in all types of motor spare parts and industrial and agricultural machinery and parts, electronic goods and accessories thereof.

- (hh) To engage in advertising, marketing, promotion, consultancy, telecommunication equipment and contractual jobs regarding cellular operations, services and surveys, professional publishers, producers of newspapers, bulletions, journals, periodicals, magazines, programmer, advertisements, to be promoters and financiers of publicity and/or publications, newsagents, to offer and or render communication services, transportation facilities, telephones, telex, telefax, audio visual films, to be news collectors, editors, disseminators, television, radio broadcasting, buyers, sellers, importers, distributors, suppliers of all kinds of photographic equipments, story books and or booklets, pictorial albums, to be consultants, promoters, financiers and participants in either industrial commercial projects both nationally and internationally.
- (ii) To carry on the business of computer networks, sales of computers, consultancy, computer training, graphic, design, internet café computer programming, web sites, database, telecommunication equipment telephones, cellular phones, TV-transmission equipment etc transport automobiles, marine vessels, aircraft, drilling and mining technologies and equipment, and agricultural and diary equipment and all types of computer networks and related networks activities.
- (jj) To carry on the business of electronic telecommunication engineering, mechanical engineering, electrical engineering, to design, manufacture, assemble, repair any electrical and electronic apparatus, component or system, to act as manufactures' representatives, commission agents, merchants or brokers and to import, export, hire, sell, purchase or otherwise dealing in all kinds of mechanical, electrical and electronic systems.
- (kk) To carry on the business and act as managers of investments and investment company, business of property managers, developers, real estate agents valuers, decorators, engineers and to generally be able to carry out activities of any description with regards to land, property and real estate, investment in any type of property, buildings, lands, securities, bonds, shares and any property act as a holding company with subsidiaries and invest in any projects as the company may think fit.
- (ll) To purchase, take on lease and otherwise acquire for investment or resale any estate, land, buildings, easements and other rights and interests in immovable property or any tenure in Tanzania and elsewhere and to sell let or lease exchange or otherwise dispose of or grant rights over any immovable property, belong to the company.
- (mm) To purchase, take or lease or in exchange, hire or otherwise acquire and hold any state or interest in any lands buildings, casements, rights, licenses secret processes, machinery, plants, stock, in trade and real or personal property of any kind.
- (nn) To accept payment for any property or rights sold or otherwise disposed or dealt with by the company either in cash, by installment or otherwise or in fully or partly paid up shares of the company or corporation, with or without deferred or preferred or guaranteed rights.

- (oo) To carry any other trade or business whatever which can in the opinion of the Board of Directors be advantageously carried on by the Company in connection with the above business or the general business of the company.
- (pp) To act as agents for the sale and purchase of any stocks shares or securities or for any other monetary or mercantile transactions.
- (qq) To act as executors and trustees of wills and settlements made by customers and others and undertake and execute trusts of all kinds.
- (rr) To do all or any of the above things in any part of the world and either as principals, agents, trustees, contractors or otherwise, and either alone or in conjunction with others and either or though agents, sub-contractors, trustees and otherwise.
- (ss) To remunerate any person, firm or company rendering services to this company, whether by cash payments or by allotment to him or them of shares or securities of the Company credited and paid in full or in part, otherwise.
- (tt) To accept for safe custody and keep for customers of the company all kinds of securities, valuables and things.
- (uu) To lend money on any terms that may thought fit, and particularly to customers or other person or corporations having dealing with societies and to give any guarantees that may be expedient..
- (vv) To advance money to shareholders in the company, and other to the purpose of enabling the person borrowing the same erect or purchase, or enlarge or repair any house or building or to purchase the fee simple or any less estate or interest in, or to take a demise for any term or terms of years of any freehold or leasehold property upon such terms and conditions as the company may think fit.
- (ww) To invest and deal with the moneys of the Company not immediately required, upon such securities and in such manner as may from time to time be determined.
- (xx) To distribute among the members in pieces any property of the company, or any proceeds of sale or disposal of any property of the company.
- (yy) To draw, make, accept, endorse, discount execute and issue promissory notes, bills of lading, warrants, debentures and negotiable or transferable instruments.
- (zz) To act as agents or brokers, and as trustees for any person firm or company, and to undertake and perform sub-contracts and also to act in any other business of the company through or by means of agents, brokers, sub-contractors or others.

- (aaa) To obtain any provisional order, or act of Parliament for enabling the Company to carry any of its objects into effect, or for affecting any modification of the Company's constitution, or 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 interest.
- (bbb) To take or otherwise and hold shares in any other company having objects altogether or in part similar to this company, or carrying on any business capable of being conducted so as directly or indirectly to benefit the company.
- (ccc) To transact or carry on all kinds of Agency business and in particular in relation to the investment of money, the sale of property, and the collection and receipt of money.
- (ddd) To do all other things as may be deemed incidental or conducive to the attainment of the objects or any of them.

And it is hereby declared that:-

The word "company" in this clause, except where used in reference to this Company, shall be deemed to include any partnership or other body of persons, whether corporate or incorporate, and whether domiciled in the United Republic of Tanzania or elsewhere.




The object specified in each of the paragraphs of the paragraph of this clause shall be regarded as independent objects, and accordingly shall in no way be limited or restricted (except where otherwise expressed in such paragraphs) by reference to or inference from the terms of any other paragraph of the name of the Company but may be carried out in as full and ample a manner and construed in as wide a sense as if each of the said paragraphs define the objects of the separate and distinct compound.

That the meaning of any general word or words in any paragraph of this clause shall not be restricted by being construed ejusdem generic with any particular word or words in the same paragraph.

4. The Liability of the Members is Limited.
5. The capital of the Company is Shillings 10,000,000/= divided into 1,000 shares of Shillings 10,000/= each. The Company shall have powers to increase its capital and to divide the shares in its capital for the time being into several classes of stock or shares and to attach thereto respectively such preferential, deferred or special rights, privileges, or conditions as may be determined by or in accordance with the Articles of Association of the Company.




We, the several persons whose names and addresses are subscribed, are desirous of being formed into a company, in pursuance of this Memorandum of Association, and we respectively agree to take the number of shares in the capital of the Company set opposite our respective names.

Names, Addresses, and Description of Subscribers.	Number of shares taken by each Subscriber	Signature
SALMIN AHMED P. O. BOX 38383 DAR ES SALAAM	350	
FAHMY AHMED P. O. BOX 38383 DAR ES SALAAM	350	
LUTFI AHMED P. O. BOX 38383 DAR ES SALAAM	300	

Dated at Dar es Salaam this 21 day of Sept. 2011

Witness to the above signatures:

Name : P. G. Chumbe  
 Signature :   
 Postal Address : 15865  
 Qualification : Advocate

THE COMPANIES ACT NO. 12 OF 2002  
COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

OF

TANSCARE LOGISTICS LIMITED

PRELIMINARY

1. In these regulations:-  
"The Act means" the Companies Act 2002 of the Laws of Tanzania.

When any provision of the Act is referred to, the reference is that provision is as modified by any law for the time being in force.

Unless the context otherwise requires, the expressions defined in the Act or any statutory modification thereof in the force at the date at which these regulations become binding on the company, shall have the meaning so defined.

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

The regulations of Companies Act shall not apply to the company, save in so far as they are varied or excluded hereby, but in case of any conflict between the provisions herein, and the provisions under this regulation the former shall prevail, and addition in addition to substitution shall be the regulation of the Company.

PRIVATE COMPANY

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

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## TRANSFER OF SHARES

3. The Directors may in their direction and without assigning any reason thereof refuse to register the transfer of any share to any person who it shall in their opinion be undesirable for any reason whatsoever to admit to membership.
4. Subject to clauses 2 and 3 hereof the right to members to transfer their shares shall be restricted as follows:
  - (a) No share shall be transferred to a person who is not a member so long as any member of any person selected by the Directors as one who it is desirable in the interest of the Company to admit to membership.
  - (b) Every shareholder or trustee in bankruptcy, or any person who may desire to sell or transfer any such shares and every who may desire to sell or transfer any such shares and every personal representatives of a deceased shareholder shall give notice in writing to the Directors that he desires to make such sale or transfer. Such notice shall constitute the Board of Directors of the Company as his agent for the sale of the said shares to any member or members of the company at the price to be agreed upon between the party giving such notice the party and the board, or in case of difference to be determined by the Auditor of the Company.
  - (c) Upon price of such shares being agreed on a determined as per clause (b) above, the board shall forthwith give notice to such of the shareholders other than the shareholders desiring to sell or transfer the said shares, stating the number and price of such share inviting the person to whom notice is sent to state within 21 days from the date of such notice whether he is willing to purchase any, if so what maximum number of such shares. At the expiration of such days 21 notice the board shall apportion such shares amongst the shareholders (if more than one) who shall have expressed their desire to purchase number of shares already held by them respectively, or if there be only one such shareholder, that the whole of such shares shall be sold to him, provided no shareholder shall be obliged to take more than the maximum number of such shares stated in his answer to the said notice.

Upon such apportionment being made or such one shareholder notifying his intention to purchase, as the case may be, the party desiring to sell or transfer such shares shall be bound upon payment of the said price to transfer the shares to the respective shareholders or to single shareholder who shall have agreed to purchase the same.

### GENERAL MEETINGS: NOTICE OF GENERAL MEETING AND PROCEEDINGS OF THE GENERAL MEETINGS.

The Regulation of Companies Act shall apply the following variations:-

- (a) A General Meeting, Ordinary or Extraordinary may with the consent in writing of all members, be convened on a shorter notice than seven days or without notice.
- (b) Two members, present either personally or by proxy shall form a quorum.
- (c) Any ordinary resolution of the company determined without any general meeting and evidenced by writing under the hands of majority of the Directors and of the members of the company holding three - fourths of the issued shares of the company shall be valid and effectual as an ordinary resolution duly passed at a general meeting of the company.

5. **DIRECTORS**

- (a) Until otherwise determined by the company in General Meeting the Directors shall not be less than two and not more than seven in number.
  - (b) The following persons shall be the first Directors of the company:-
    - 1. SALMIN AHMED
    - 2. FAHMY AHMED
    - 3. LUTFI AHMED
6. The shareholding qualification for Directors may be fixed by the company in General Meeting, and unless and until so fixed no qualification shall be required.
7. The quorum of Directors for transacting business shall, unless otherwise fixed by the Directors, be two.
8. A resolution in writing signed by all the Directors then in Tanzania shall be as valid and effectual as if it had been passed at a meeting of Directors duly called and constituted.
9. The Directors may from time to time borrow or raise any money for the purposes of the Company which may exceed the issued share capital of the company.

**BORROWING POWERS**

- The Directors may from time to time in their discretion raise or borrow for the purpose of any Company's business such sum or sums of money as they think fit.
10. 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.

#### VOTE OF MEMBERS

12. On a show of hands every member present in person shall have one vote. On a roll every member shall have one vote only for the shares of which he is holder.
13. No member shall be entitled to vote at any general meeting unless all calls or other sums presently by him in respect of shares in the Company have been paid.

#### DISQUALIFICATION OF DIRECTORS

14. The office of a Director shall be vacated if the Director;
  - (a) becomes bankrupt; or
  - (b) is found to be a lunatic or becomes of unsound mind; or
  - (c) resigns his office by notice in writing to the Company;
  - (d) abstains himself from meetings of the directors for a period of six months without special leave of absence from the other Directors.

#### SEAL

15. The Directors shall provide for the safe custody of the Seal. The Seal of the Company shall not be affixed to any instrument except by the authority of a resolution of the Board of Directors and in the presence of at least two Directors or a Director and Secretary or other person as aforesaid shall sign every instrument to which the seal of the Company is so affixed in their presence.

#### ALTERNATE DIRECTORS

16. Any director shall have power to nominate any person to act or attend as alternate Director during his absence or during his inability so 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 the duties of Director whom he represents.
17. Unless otherwise decided by the Directors the quorum necessary to transact business of the Directors shall be two Directors personally present.



### SECRETARY

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

### WINDING UP

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

### ALTERNATION OR ADDITION

20. Subject to the provisions of the Act and to those contained in the Memorandum of Association the Company may by Special Resolution make alteration or addition so made shall be as valid and effectual as if originally contained in those articles and be subject in like manner to alteration by Special Resolution.

### INDEMNITY

21. Every Director, Managing Director, Agent, Auditor, Secretary and other Officer for the time being of the Company shall be indemnified out of the Assets of the Company against any liability incurred by him in defending any proceedings, whether civil or criminal in which judgment is given in his favour or in which he is acquitted or is in connection with any application (under Section 481 of the Act) in which relief is granted to him by the Court.

**ARBITRATION**



22. If and whenever any dispute or difference shall arise between the Company and any of the members or their respective representatives touching upon the construction or meaning of any of the Act herein contained or any act matter or thing made or done or omitted to be done or with regard to the rights or liabilities arising here under or arising out of the relation existing between the parties by reasons of these Act, such differences shall (unless a sole arbitrator be agreed upon) forthwith be referred to the arbitration of three (3) arbitrators, one to be appointed by each party and the third to be appointed by the first two or, in the event of failure to agree within (Cap. 15) or any then existing statutory modifications or re-enactment thereof shall apply.

Names, Addresses, and Description of Subscribers.	Number of shares taken by each Subscriber	Signature
SALMIN AHMED P. O. BOX 38383 DAR ES SALAAM	350	
FAHMY AHMED P. O. BOX 38383 DAR ES SALAAM	350	
LUTFI AHMED P. O. BOX 38383 DAR ES SALAAM	300	

Dated at Dar es Salaam this 20 day of Sept. 2011

Witness to the above signatures

Name : P. G. Chumwa  
 Signature :   
 Postal Address : Dar es Salaam  
 Qualification : Private