

THE COMPANIES ORDINANCE (CAP. 212)

COMPANY LIMITED BY SHARES

Memorandum

AND

Articles of Association

OF

CHARAN SINGH & SONS LIMITED

Incorporated

day of

1984

Drawn by:

Zaffer Ali,
Advocate,
MOSHI,

THE COMPANIES ORDINANCE (CAP. 212)

COMPANY LIMITED BY SHARES

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OF

CHARAN SINGH & SONS LIMITED

Incorporated

day of

1984

Drawn by:

Zaffer Ali,
Advocate,
MOSHI,

TANZANIA
 Stamp Duty Shs. 5/-
 PAID ON ORIGINAL
 Receipt No. 1080572/2.2.85
 Stamp Duty Officer

COMPANY LIMITED BY SHARES

Memorandum of Association of

CHARAN SINGH & SONS LIMITED

TANZANIA
 Stamp duty Shs. 25/-
 Receipt No. 1080572/2.2.85
 Stamp Duty Officer

1. The name of the Company is "CHARAN SINGH & SONS 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 purchase and take over as a going concern or otherwise acquire the business of Sawmillers and timber merchants being carried on in the name of CHARAN SINGH & SONS at Moshi in Kilimanjaro Region together with all or any of the liabilities, assets, rights, interests, undertakings and properties on such terms and conditions as the Directors of the Company shall in their absolute discretion think fit.
 - (b) To acquire rights in timber trees and to acquire interest in land whereon timber is growing or in land suitable for growing of timber.
 - (c) To carry on the business of saw mills and the preparation of timber for market and the manufacture of and dealing in all articles made of or principally made of wood and to carry on the business of transport of timber and logs and to manufacture or acquire the special vehicles needed for such transport and to carry on the business of timber merchants and the sale and purchase of articles conveniently sold therewith and to carry on the business of builders merchants.
 - (d) To carry on the business of logging operators, buying and selling of logs of every description and to buy, sell, prepare for market, manipulate, import, export and deal in saw-logs.
 - (e) To carry on the business of manufacturers, importers, and exporters of timber, forest products, composites and plastics and to buy and sell by wholesale or retail and generally to deal in all such materials.

I HEREBY CERTIFY THAT THIS IS
 A TRUE COPY OF THE ORIGINAL.

[Signature]

- (f) To carry on the business by wholesale or retail of iron-mongers dealers in builders' materials, timber, household utensils, china, glass, household fittings, electrical appliances wiring and materials, wirelass apparatus and such other goods as may be conveniently sold therewith and all things capable of being used therewith or in the maintenance repair and manufacture thereof.
- (g) To carry on the business of sawmills and the preparation of timber for market and the manufacture of and dealing in all articles made of or principally made of wood and to carry on the business of transport of timber and logs and the business of timber merchants and the sale and purchase of articles conveniently sold therewith.
- (h) To carry on the trade or business of wholesale ware-housemen, removers, storers, packers and carriers of personal property of every description and to issue warrants to persons warehousing goods with the Company and to lend money upon the security of such goods.
- (i) To purchase or by any other means, acquire any leasehold or other property for any estate or interest whatsoever, and any rights, privileges, or easements over or in respect of any property, and to grow and cultivate coffee, tea cocoa, coconuts, sugar, maize, rubber and any and every sort of crop or produce, of the soil and to prepare, manufacture or render marketable, any such produce and for such purpose to erect and work all such mills, machinery, dams, irrigation, trenches, flumes and other contrivances which may be deemed necessary, and to sell, dispose of, and deal in any such produce either in its prepared or manufactured, or raw state and either by wholesale or retail.
- (j) To carry on the business of planters, growers and producers of coffee, tea cocoa, kapok, coconuts, sugar, maize, rice, rubber, guttapercha and other gums, and other plants, trees, fruit crops, and natural products of any kind or otherwise; millers, graziers, seed growers, builders, importers and exporters, furniture makers and dealers, and to cultivate and develop the land of the company and treat, cure, submit to any process of manufacture and prepare for market (whether on account of the company or other) any produce or products, articles or things whatever, to buy, sell, warehouse, transport by land or water, and to deal in any such produce or products and in any other goods, produce, wares, merchandise, article and things of any kind whatsoever.
- (k) To carry on business, and to act as merchants, traders, commission agents, shipowners, carriers, or in any other capacity, in East Africa, or elsewhere, and to import, buy, sell, barter, exchange, pledge, make advances upon, or

otherwise deal in goods, produce, article and merchandise.

- (l) To advance and lend money on real, personal and mixed securities, on cash, credit, or other accounts, on policies, bonds, debentures, bills of exchange, promissory notes, letters of credit, or other obligations, or on the deposit of title deeds, wares and merchandise, bills of sale and lading, delivery orders, warehousement and wharfingers certificates, notes, dock warrants, or other mercantile indicia or tokens, bullion, stocks and shares.
- (m) To carry on business, and to act as merchants, wholesale and retail, traders, commission agents, or in any other capacity, in Tanzania or elsewhere, and to import, export buy, sell, barter, exchange, pledge, make advances upon, or otherwise deal in goods, produce, articles and merchandise.
- (n) To guarantee the payment of money secured by or payable under or in respect of debenture bonds debenture stock, contracts, mortgage, charges, obligations and securities of any company or of any authority, supreme, municipal, local, or otherwise, or of any persons whomsoever whether corporate or unincorporate.
- (o) To undertake the office of trustee, receiver, liquidator, executor, administrator, committee, manager, attorney, delegate substitute, treasurer and any other office or situation of trust or confidence, and to perform and discharge the duties and functions incident thereto, and generally to transact all kinds of trust and agency business either gratuitously or otherwise.
- (p) To carry on all kinds of promotion business, and in particular to form, constitute, float, lend money to, assist, and control any companies, association, or undertakings whatsoever.
- (q) To purchase or otherwise acquire, sell, dispose of, real and personal property of all kinds.
- (r) To transact and carry on all kinds of agency business, and in particular to collect rents and debts, and to negotiate loans, to fund investments, and to issue and place shares, stocks, debentures, debenture stock, or securities.
- (s) To act as agents for and introduce business to life, fire and marine accident, indemnity and general insurance offices.
- (t) To enter into partnership or into any arrangement for sharing profits, union of interests, co-operation, joint adventure or reciprocal concessions, with any person or company carrying on or engaged in, or about to carry on or engage in, any business or transaction which this company is authorised to carry or engage in or any business or transaction capable of being conducted so as directly or indirectly to benefit this company.

- (u) To purchase or by any other means, acquire and protect, prolong and renew, whether in Tanzania or elsewhere, any patents, patent rights, brevets d'invention licences, protections and concessions which may appear likely to be advantageous or useful to the Company, and to use and turn to account, and to manufacture under or grant licences or privileges in respect of the same, and to expend moneys in experimenting upon and testing and in improving or seeking to improve any patents, inventions, or right which the company may acquire or propose to acquire.
- (v) To improve, manage, cultivate, develop, exchange, let on lease, or otherwise, mortgage, sell, dispose of, turn to account, grant rights and privileges in respect of or otherwise deal with all or any part of the property and rights of the company.
- (w) To invest and deal with moneys of the company not immediately required upon such securities and in such manner as may from time to time be determined.
- (x) To lend and advance money or give credit to such persons. and on such terms as may seem expedient, and in particular to customers and others having dealings with the company.
- (y) To borrow or raise money in such manner as the company shall think fit, and in particular by the issue of debentures or debenture stock, perpetual or otherwise and to secure the repayment of any money borrowed, raised, or owing by mortgage, charge or lien upon the whole or any part of the company's property or assets (whether present or future) including its uncalled capital and also by a similar mortgage charge or lien to secure and guarantee the performance by the company of any obligation or liability it may undertake.
- (z) To advertise all or any of the manufacturers or goods of the company in any way that may be thought advisable, including the posting of bills in relation thereto, and the issue of books, pamphlets and price lists, and the conducting of competitions and the giving of prizes therefor.
- (aa) To draw, make, accept, endorse, discount, execute and issue promissory notes, bills of exchange, bills of lading, warrants, debentures, and other negotiable or transferable instruments.
- (bb) To enter into any agreements with the Government or authorities (supreme, municipal, local or otherwise) or any corporations, companies, or persons, having objects that may seem conducive to the company's objects or any of them, and to obtain from any such Government, authority, corporation, company or persons, any charters, contracts, decrees, rights, privileges and concessions the company may think desirable, and to carry out, exercise

and comply with any such charters, contracts, decrees, rights, privileges and concessions.

- (cc) To act as managing agents and trustees for any person, firm or company, and to undertake and perform sub-contracts and also to act in any of the business of the company through or by means of agents, brokers, sub-contractors or others.
- (dd) To remunerate any person, firm or company rendering service to this company, whether by cash payment or otherwise.
- (ee) To pay all or any expenses incurred in connection with the formation, promotion and incorporation of the company or to contract with any person, firm or company to pay the same and to pay commission to brokers and others for underwriting, placing, selling or guaranteeing the subscription of any shares, debentures, debenture stock or securities of this company.
- (ff) To support and subscribe to any charitable or public object and institution, society, club, which, may be for the benefit of the company or its employees, or may be connected with any town or place where the company carries on business, to give pensions, gratuities or charitable aid to any person or persons who may have served the company, or to the wives, children or other relatives of such persons; to make payments towards insurance; and to form and contribute to provident and benefit funds for the benefit of any person employed by the company.
- (gg) To procure the company to be registered or recognised in the United Kingdom or any Colony or Dependency or Mandate Territory thereof and in any foreign country and place.
- (hh) To promote any other company for the purpose of acquiring all or any of the property and undertaking any of the liabilities of this company, or of undertaking any business or operations which may appear likely to assist or benefit this company, or to enhance the value of any property or 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 such company as aforesaid.
- (ii) To sell or otherwise dispose of the whole of the undertaking and assets of the whole or any part of the undertaking and assets of the company either together or in portions, for such consideration as the company may think fit.
- (jj) To distribute among the members of the company in kind any property of the company, and in particular any shares, debentures or securities of other companies belonging to this company, or of which this company may have the power of disposing.
- (kk) To do all or any of the matters hereby authorised either alone or in conjunction with, or as factors, trustees, or agents for, any other companies, or persons, or by or through any factors, trustees or agents.
- (ll) Generally to do all such things as may appear to be incidental or conducive to the attainment of the above objects or any of them.

4. The liability of the Members is limited.

2A 5. The share Capital of the Company is Shillings One million (Shs. 1000,000/- divided into 1000 shares of Shs.1000/- each with such rights, privileges and conditions respectively attached thereto, as may be from time to time, conferred by the regulations of the Company, with power to increase and reduce the capital of the Company and to divide the shares in the capital from time to time, into several classes and to attach thereto respectively such preferential, deferred, qualified or special rights, privileges or conditions as may determined the Company, to vary, modify, abrogate any such rights, privileges or conditions in such manner as may for the time being be provided for by the regulations of the Company.

We the severaal persons whose names, addresses and description 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 out opposite our respective names.

Names, Addresses and description of subscribers	Number of Shares taken by each subscriber	Signature of Subscribers
Charan Singh Bhamra Sawmiller P. O. Box 711, Moshi.	one (1)	C.H.S. Bl
Avtar Singh Bhamra Sawmiller P. O. Box 711, Moshi,	one (1)	S. Bhamra

DATED THIS 22nd day of November 1931.

Witness to the above Signatures:

R. L. MAMDANI (R. L. MAMDANI)
General Manager
Box 1071
Moshi

COMPANY LIMITED BY SHARES

Articles of Association
of

CHARAN SINGH & SONS LIMITED

TANZANIA
Stamp Duty Shs. 80/-
PAID IN ORIGINAL
Receipt No. 1080592/2.2.85
Stamp Duty Officer

TANZANIA
Stamp duty Shs. 40/- Paid
Receipt No. 1080592/2.2.85
Stamp Duty Officer

1. The Company is registered as a private company, and accordingly:-

(a) The right to transfer shares is restricted in manner hereinafter and in Table A in the first schedule to the the Companys Ordinance Cap. 212 of Laws of Tanzania (hereinafter referred to as Table "A") provided:-

(b) The number of the members of the Company (exclusive of persons who are in the employment of the company and of persons who having been formerly in the employment of the company were while in such employment and have continued after the determination of such employment to be members of the company), is limited to fifty. Provided that where two or more persons hold one or more shares in the company jointly they shall for the purposes of this article be treated as a single member.

(c) Any invitation to the public to subscribe for any shares or debentures of the company is prohibited.

2. Subject as hereinafter provided that provisions of Table A shall apply to this Company.

3. In clause 1 of Table A between the words "regulations" and "unless" the words "and in any articles adopting the same" shall be inserted.

CALLS ON SHARES

4. In clause 11 of Table A the words "provided that no call shall exceed one fourth of the nominal amount of the shares or be payable at less than one month from the last call" shall be omitted.

TRANSFER AND TRANSMISSION OF SHARES

5. Clauses 17 and 18 of Table A shall be read subject to the provisions of clause 7 hereof.

6. In Clause 19 of Table A words "not being fully paid shares" shall be omitted; and between the words "not approve" and "and may" the words "not being already a member of the company" shall be inserted.

I HEREBY CERTIFY THAT THIS IS A TRUE COPY OF THE ORIGINAL.

Stamp Duty Officer
DATE 7-2-1985

7. The following clauses shall be added after clause 22 of Table A. viz:

22(a) Except as hereinafter provided no shares in the Company shall be transferred unless and until the rights of pre-emption hereinafter conferred shall have been exhausted.

22(b) Every member or other person referred to in clause 22 of Table A who intends to transfer shares (hereinafter called the vendor) shall give notice in writing to the board of his intention. That notice shall constitute the board his agent for the sale of the said shares in one or more lots at the discretion of the board to members of the company at a price to be agreed upon by the vendor and the board, or, in case of difference at the 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 a willing purchaser.

22(c) Upon the price being fixed as aforesaid the board 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 twentyone days from the date of the said whether he is willing to purchase any, and if so, what maximum number of the said shares.

22(d) At the expiration of the said twenty-one days the board 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 pro-rata according to the number of shares already held by them respectively, provided that no member shall be obliged to take more than the said maximum number of shares so notified by him as aforesaid. 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 and if he make default in so doing, the board may receive and give a good discharge for the purchase money on behalf of the vendor and enter the name of the purchaser in the register of members as holder by transfer of the said shares purchased by him. The chairman for the time being of the Board of directors of the company or failing him one of the directors duly nominated by resolution of the board for that purpose shall forthwith be deemed to be the duly appointed attorney of the proposing transferor or with full power to execute complete and deliver in the name and on behalf of the proposing transferor a transfer of the share to the purchasing member.

22(e) In the event of the whole of the said shares not being sold under article 22(b) the vendor may at any time within six months after the expiration of the said twenty one days transfer the shares not so sold to any person (subject to clause 19 of Table A as varied by article 5 hereof) at any price.

22(f) Clause 22(a), (b), (c), (d), and (e) hereof shall not apply to a transfer to a person who is already a member of the Company, or to the husband, wife son, daughter or brother of the vendor, nor to a transfer merely for the purpose of effectuating the appointment of new trustees, nor to a transfer by personal representative to a legatee under the will of, or to the husband,

wife or next of kin of a deceased member, nor to a transfer by a trustee to beneficiary, provided that it is proved to the satisfaction of the board that the transfer bona fide falls within one of these exceptions.

CONVERSION OF SHARES INTO STOCK

8. Clauses 30 to 33 inclusive of Table A shall not apply.

ALTERATION OF CAPITAL

9. Clause 35 of Table A shall not apply and the following clause shall be substituted therefor, viz:

35. Subject to any direction to the contrary that may be given by the Company in general meeting all new shares of whatever kind shall be offered to the members in proportion to the nominal value of the existing shares held by them and such offer shall be made by notice specifying number of shares to which the member is entitled and limiting a time within which the offer if not accepted will be deemed to be declined, and after the expiration of such time or on the receipt of an intimation from the member to whom such notice is given that he declines to accept the share so offered, the directors may dispose of the same in such manner as they think most beneficial to the Company.

If, owing to any inequality in the number of new shares to be issued and the number of shares held by members entitled to have the offer of such new shares, any difficulty shall arise in the apportionment of any new shares, amongst the members, such difficulty shall in the absence of direction by the Company be determined by the directors.

GENERAL MEETINGS

10. In clause 39 and 41 of Table A the words "one member" shall be substituted for the words "two members".

PROCEEDINGS AT GENERAL MEETINGS

11. In clause 45 of Table A the word "two" shall be substituted for the word "three".

12. In clause 50 of Table A the words "one member" shall be substituted for the words "three members".

13. The following clauses shall be added after Clause 53 of Table A viz:

53(a) Any 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 member of the company holding three fourths of the issued shares of the Company shall be as valid and effectual as an ordinary resolution duly passed at a General Meeting of the Company.

DIRECTORS

14. Clause 64 of Table A shall not apply and the following clauses shall be substituted thereof, viz:

15. A director shall not require a share qualification.

64(A) Unless otherwise determined by a general meeting, the number of directors shall not be less than two nor more than five.

64(b) The first directors of the Company shall be:—

1. CHARAN SINGH BHAMRA

2. AVTAR SINGH BHAMRA

16. The following clauses shall be added after clause 66 of Table A viz::

66(A) Each director shall have power to nominate any person, (approved for that purpose by a majority of the other directors), to act (or attend) as alternate director in his place during his absence from Tanzania or inability to act as director, and at his discretion to remove such alternate director by notice in writing to the company; and on such appointment being made, the alternate director shall (except as regards share qualification and remuneration) be subject in all respects to the terms and conditions existing with reference to the other directors, and each alternate director, while acting in the place of an absent director shall enjoy all the rights of and exercise and discharge all the duties of the director he represents.

66(B) Any instrument appointing an alternate director shall be delivered to and retained by the Company, and shall as nearly as circumstances will admit, be in the form or to the effect following:

CHARAN SINGH & SONS LIMITED

I _____ a director of Charan Singh & Sons Limited in pursuance of the power in that behalf contained in the articles of association of the company, hereby, nominate _____ of _____ to act as alternate director in my place and to exercise and discharge all my duties as a director of the Company during my absence from Tanzania (or inability to act or attend) as a director, (as the case may be).

As Witness my hand this _____ day of _____

If the director making any such appointment as aforesaid shall cease to be a director otherwise than by resigning at and being re-elected at one and the same meeting, the person appointed by him shall thereupon cease to have any power or authority to act as an alternate director.

POWERS AND DUTIES OF DIRECTORS

17. In clause 67 of Table A the words "and the exercise of such power shall be subject also to the control and regulations of any general meeting of the company" shall be substituted for the words from "subject nevertheless" to "prescribed by the company in general meeting" inclusive.

18. Clause 69 of Table A shall not apply the following clause shall be substituted thereof viz:

69. Until the Company in general meeting shall otherwise resolve, the directors may issue debentures, bonds or obligations of the Company at any time and in any form or manner and of any amount, and may raise or borrow any sums of money, either upon mortgage or charge of any of the property of the Company, including uncalled capital, or on bonds, debentures or obligations to be redeemed or they may cause or permit any such mortgages, charges, bonds, debentures or obligations to be redeemed or transferred as they may think fit.

DISQUALIFICATION OF DIRECTORS

19. Paragraphs (b) and (g) of clause 72 of table A shall not apply and for the proviso at the end of said clause following provision shall be substituted:—

"Any director and any company or firm of which a director is a member may enter into contracts with the Company and any director may vote as director or shareholder in respect of any such contract and retain for his own use profits made by him under any such contract; provided always that unless he be at the time sole director he must disclose his interest to his co-directors before the contract is entered into by the directors; and if he be at the time sole director or if all the directors be interested in the contract, the contract must be entered into by the company in general meeting, and before the contract is entered into the director or directors must disclose his or their interests to the meeting.

Clause 72 of Table A varied as aforesaid shall apply as well to the said Charan Singh Bhamra, Avtar Singh Bhamra, as to all directors.

20. Clause 77 of Table A shall not apply.

PROCEEDINGS OF DIRECTORS

21. The following clause shall be added after clause 88 of Table A viz:

A resolution determined on without any meeting of directors and evidenced by writing under the hands of all directors, or a sole director, or of all the members of a committee, or of a sole member of a committee, shall be as valid and effectual as resolution duly passed at a meeting of the directors or of such committee.

DIVIDENDS AND RESERVES

22. Clause 93 of Table A shall not apply and the following clauses shall be substituted therefor viz:

93 The directors may, before recommending any dividend, set aside, out of the profits of the Company, such sums as they think proper as a reserve fund to meet contingencies, or for equalising dividends, or for special dividends, or for repairing, and maintaining any of the property of the Company, and for such other purposes as the directors shall in their absolute discretion think conducive to the interests of the Company; and may invest the several sums so set aside upon such investments (other than shares of the Company) as they may think fit and from time to time deal with and vary such investments, and dispose of all or any part thereof for the benefit of the Company, and may divide the reserve fund into such special funds as they think fit and employ the reserve fund or any part thereof in the business of the Company, and that without being bound keep the same separate from the other assets.

CAPITALISATION OF PROFITS

23. The following clause shall be added after clause 96 of Table A viz:

96(a) Any general meeting may resolve that any moneys, investments, or other assets forming part of the undivided profits of the Company standing to the credit of the reserve fund or in the hands of the Company and available for dividend (or representing premiums received on the issue of shares and standing to the credit of the share premium account) be capitalised and distributed amongst such of the shareholders as would be entitled to receive the same if distributed by way of dividend and in the same proportions on the footing that they become entitled thereto as capital and that all or any part of such capitalised fund be applied on behalf of such shareholders in paying up in full any unissued shares of the Company which shall be distributed accordingly or in or towards payment of the uncalled liability on any issued shares, and that such distribution or payment shall be accepted by such shareholders in full satisfaction of their interest in the said capitalised sum.

96(b) For the purpose of giving effect to any resolution under the last preceding articles the directors may settle any difficulty which may arise in regard to distribution as they think expedient, and in particular may issue fractional certificates, and may fix the value for distribution of any specific assets, and may determine that cash payments shall be made to any members upon the footing of the value so fixed or that fractions of less value than one shilling may be disregarded in order to adjust the rights of all parties, and may vest any such cash or specific assets in trusts upon trusts for the persons entitled to the dividend or capitalised fund as may seem expedient to the directors. Where requisite, a proper contract shall be filed in accordance with the Ordinance and the directors may appoint any person to sign such contract on behalf of the persons entitled to the dividend or capitalised fund, and such appointment shall be effective.

ACCOUNTS

24. Clause 102 of Table A shall not apply.

Names, Addresses and description of subscribers	Number of Shares taken by each subscriber	Signature of Subscribers
Charan Singh Bhamra Sawmiller P. O. Box 711, Moshi,	one (1)	C.H.S. Bhamra
Avtar Singh Bhamra Sawmiller P. O. Box 711, Moshi,	one (1)	[Signature]

DATED THIS 22nd day of November 1984

Witness to the above Signatures:

Rohunji (R. L. MAMDANI)
General Manager
Box 1071
Moshi