

THE COMPANIES ORDINANCE  
(CAP 212)

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COMPANY LIMITED BY SHARES

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Memorandum of Association

OF

H. S. IMPEX LIMITED.

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Incorporated this <sup>th</sup> 16 ..... day of February 94

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Drawn By:  
SARAJEET SINGH TALWAN  
SUBSCRIBER.  
P.O. BOX 9340

THE UNITED REPUBLIC OF TANZANIA



Certificate of Incorporation

No 24773

I HEREBY CERTIFY THAT

H. S. IMPRE 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, this 16<sup>th</sup> day of  
FEBRUARY One thousand nine hundred and NINETY FOUR



R. M. M. M. M.  
Registrar of Companies

THE COMPANIES ORDINANCE (CAP.212)  
COMPANY LIMITED BY SHARES  
MEMORANDUM OF ASSOCIATION  
OF  
H. S. IMPEX LIMITED.



1. The name of the company is H. S. IMPEX LIMITED.
2. The registered office of the company will be situated in the Mainland Tanzania.
3. The objects for which the company is established are:-

- a) To carry on the business of wholesale and/or retail merchants, commission agents, brokers, factors, insurance agents, auctioneer, custom agents, manufacturers representatives, universal providers, importers, exporters, or otherwise dealers in all types of agricultural and industrial spare parts and accessories, automobile spare parts, motor vehicles, trucks, cars, lorries, omnibuses, tyres and tubes, industrial project machinery and equipments, tractors, electrical goods, electronic equipments, radios, amplifiers, refrigerators, air conditioners, video and records, Video cassettes, watches, gifts, novelties, toys, sports goods, cosmetics, ready made garments, "Mitumba", textiles, petroleum products and aviation or merchandise which can be imported in present and future capacity consistent with the law under which this company is established and organised.
- b) To carry on the business of import, export, marketing, distribution, purchase and/or sale of agricultural products such as pigeon peas, green peas, soybeans, cardamoms, simsim, coffee, beans, instant coffee, copra, onions, potatoes, hides and skins, foodstuffs all types, vegetables, spices, fruits, millet, maize and to carry on the business of planters, growers, farmers, cultivators and to sell, export, import or improve, prepare deal and trade in agricultural products, food and cash crops of every description and any business that may be useful carried on in connection therewith.
- c) To carry on the business or trade and or deal in the trapping and collection of wild live birds and animals, game products, poultry products, sea shells, berche de mer, lobsters, prawns fresh fish, dried and salted fish and generally to deal with any kind of sea products for sell and export within and outside Tanzania and to improve, export, import, prepare deal and trade in ivory and wooden carvings paintings, curios, pottery, leather and leather products, baika, wattle barks, coconut and coconuts products, wood, timber, logs, hard wood, soft wood, furniture and any other items which can be exported by the company.
- d) To carry on the business of importers and exporters or otherwise dealers in piece goods, hardware, glassware, crockery, cutlery, ironmongery, household items, sundries, fancy goods, building materials, paints, spirits and varnishes plywood, mouldings, wooden plastic and metal goods, hard-board, fibreboard, paper strings, ropes, shelles, french polish, tools of all kinds, grindstone, nails, pins, screws, nuts, bolts, fasteners, plastic and iron pipes and similar goods.

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- (a) To receive money or deposit or loan and 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 all or any of the property or assets of the company (both present and future) including its uncalled capital and also by a similar mortgage charge or lien to secure and guarantee the performance by the Company or any other person or company of any obligation undertaken by the Company or any other person or company as the case may be.
- (c) 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.
- (p) To establish and support or aid in the establishment and support of association, institutions, funds, trusts and clubs calculated to benefit the employees or ex-employees of the Company, or any of its predecessors in business, or of any company which is a subsidiary company of the Company or is allied thereto or associated therewith, or dependents or connections of such persons, and to grant or provide pensions and allowances, to make or enter into arrangements for the provisions of policies of life assurance, pensions or other benefits to or for any Directors or employees of the Company, or any such predecessor or such company as aforesaid, or the relations, connections or dependents of any such persons to pay or contribute towards the payment of premiums in respect of any such policies, pensions or benefits, to establish or support funds, trusts and scheme (including funds, trusts, and scheme providing for payment towards insurance) which may be considered calculated to promote such persons or benefit.
- (q) To sell or otherwise dispose of the whole or any part of the business or property of the Company, either together or in portions, for such consideration as the Company thinks fit, and in particular for shares, debentures, or securities of any company purchasing the same.
- (r) To purchase or otherwise acquire letters, patent, brevets d'invention, concessions, licences, rights and privileges subject to royalty or otherwise, and whether exclusive or non-exclusive or limited, or any part interest in such letters patent, brevet d'invention, concessions, licences, rights and privileges, whether in East Africa or in any other part of the world.
- (s) To take all necessary and proper steps with the authorities, national, local, municipal, or otherwise, of any place in which the Company may have interests, and to carry on any negotiations or operations for the purpose of directly or indirectly carrying out the objects of the Company or effecting any modification in to on constitution of the Company or furthering the interests of its members, and to oppose any steps taken by any other company or persons which may be considered likely, directly or indirectly, to prejudice the interest of the Company or its members.
- (t) To take part in formation, management, supervision or control of the business or operations of any company, and for that purpose to act as Directors, Administrators, Managers, Secretaries or any other officers or to assist and contribute to the management

5. The authorized capital of the company is shillings 20,000,000/= divided into 20,000 shares of shillings 1,000/= each.

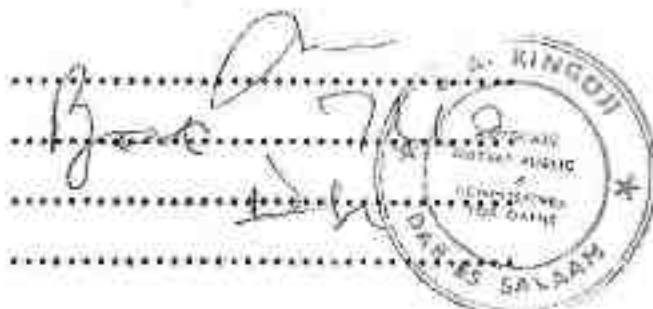
Name, address Description	No. of Shares Taken	Signature
1. SARAVJEE SINGH TALWAR P.O. BOX 9940 DAR ES SALAAM.  COMPANY DIRECTOR	50	
2. IMTIAZ AHMUL RAJI P.O. BOX 9958 DAR ES SALAAM.  COMPANY DIRECTOR.	50	

Dated at Dar es Salaam this 17th day of Feb. 1994

Signature

Postal Address

Qualification





#### TRANSFER OF SHARES

1. The Directors may in their discretion and without assigning any reason thereof refuse to register the transfer of any share to any person whom it shall in their opinion be undesirable for any person 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 shares shall be transferred to a person who is not a member so long as any member or 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 share and every personal representative 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 any member or members of the Company at a price to be agreed upon between the party giving such notice 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 or determined as per clauses (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 the price of such shares 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 21 days' notice the Board shall apportion such shares amongst the shareholders (if more than one) who shall have expressed their desire to purchase the same and as far as may be pro-rata according to the number of shares already held by them respectively, or if there be only one such shareholder, the whole of such shares shall be obliged to take more than the maximum 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 bound upon payment of the said price to transfer the shares to the respective shareholders or to the single shareholder who shall have agreed to purchase the same.

#### GENERAL MEETINGS:

#### NOTICE OF GENERAL MEETING AND PROCEEDING AT GENERAL MEETINGS

5. Articles 39 to 53 to Table 'A' shall apply subject to 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.

#### 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 to the Company:
1. SARAVJEET SINGH TALWAR
  2. INTIAZ ABDUL HAJI

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.

The quorum of Directors for transacting business shall unless otherwise fixed, by the Directors, be two.

A resolution in writing signed by all the Directors then in Tanzania shall be valid and effectual as if it had been passed at a meeting of Directors duly called and constituted.

The Directors may from time to time borrow or raise any moneys for the purposes of the Company which may exceed the issued share capital of the Company.

#### BORROWING POWERS

The Directors may raise or borrow for the purpose of the Company's business any sum or sums of moneys as they think fit and they 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 and future, including its uncalled or issued capital 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 for the Company, or not charged, or in such other way as the Directors may think expedient.

ALTERNATE DIRECTORS

12. Each Director may nominate a person, who shall be approved of in writing by the other Directors, to act as Alternate in his place during his absence from Tanzania or inability to act as such Director. Such Alternate Director shall be subject in all other respects to the terms and conditions existing with reference to the Directors of the Company, and such Alternate Directors when acting shall exercise and discharge all the duties and functions of the Director whom he represents and in the case of an Alternate Director being unable to act during the absence or inability to act as the Director whom he represents he may subject to the like approval of the other Directors appoint a duly qualified person to act in his place.

SECRETARY

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

WINDING UP



14. With the sanction of the 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 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 whereupon there is any liability.

INDEMNITY

15. Every Director, Managing Director, Agent, Auditor, Secretary and other office for the time being of the Company against any liability incurred by him in defending any proceedings, whether civil or criminal, in which judgement is given in his favour or in which he is acquitted or is in connection with any application (under section 245 of the Ordinance) in which relief is granted to him by the Court.

ALTERATIONS OR ADDITIONS

16. Subject to the provisions of the Ordinance and to those contained in the Memorandum of Association, the Company may by Special Resolution make alterations or additions to the Articles of Association and any such alteration or addition so made shall be as valid and effectual as if originally contained in these Articles and be subject in like manner to alteration by Special Resolution.



Names, Addresses Description	No. of Shares Taken	Signature
1. SARAVJEET SINGH TALWAR P.O. BOX 9940 DAR ES SALAAM.  COMPANY DIRECTOR.	50	
2. IMTIAZ ANISUL HAJI P.O. BOX 9958 DAR ES SALAAM.  COMPANY DIRECTOR.	50	

Registered at Dar es Salaam this 16th day of Feb. 1994

Signature

Postal Address

Qualification

  
 .....  
 Box 747  
 .....  
  
 .....  
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