

THE COMPANIES ORDINANCE

(CAP. 212)

COMPANY LIMITED BY SHARES

# Memorandum

AND

# Articles of Association

OF

MANISH HOME NEEDS INDUSTRIES LIMITED

Incorporated this

14<sup>th</sup>

day of

June

19 94.

*Presented By*

M H RADIA  
A PROMOTER  
P.O.Box 1  
DAR ES SAL

TANZANIA



## Certificate of Incorporation

No. 25524

I HEREBY CERTIFY that MANISH HOME NEEDS INDUSTRIES  
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 14<sup>th</sup> day of

JUNE. One thousand nine hundred and nine ty-four.



SENIOR ASST Registrar of Companies

COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION

OF

MANISE HOME NEEDS INDUSTRIES LIMITED

TANZANIA  
STAMP DUTY Sls.  
RECEIPT No. 112694/14

ASST. REGISTRAR OF COMPANIES

Stamp Duty Sls.  
112694/14  
Receipt No. Stamp Duty Sls.

The name of the company is "MANISE HOME NEEDS INDUSTRIES LIMITED"

The Registered Office of the Company will be situated in Mainland Tanzania.

The objects for which the company is established are :-

- a). To carry on the business of manufacturers of and dealers in all kinds of plasticwares, all kinds of soap, all kinds of aluminiumwares and all kinds of household fittings and requirements:
- b). To act as consultants, general agents, managing agents, secretaries, directors, personnel agents, financial agents, technical advisers to and for any kind of undertaking or enterprise:
- c). To carry on the business of flour mills, milling, packing of all kinds of spices, salt, chemicals including industrial chemicals and all kinds of products: To extract, process, refine, distil, conserve, manufacture and generally deal in and sell all kinds of soaps, detergents, soap chips, all kinds of oils, fats, fatty acids, oleaginous and fatty substances, all kinds of unguents and ingredients and all products of the same or any of the said substances.
- d). To carry on the business of brokers, factors, agents, financiers, indenting agents and generally to execute and undertake agencies and commission of any kind: to carry on the business of manufacturing, acquiring, selling, distributing or otherwise dealing in plastics, plasticines, cordite resins, articles treated by resins or test solutions, raw materials, cellulose and celluloid substances, synthetic products and any other materials and substances and their products and compounds of any description and kind.
- e). To carry on the business of manufacturers of and dealers in herbs, perfumes, creams, hair dressing washing pomades, dyes, cosmetics, skin preparations, vaporaceous substances, beauty specialists and accessories of every description.
- f). To carry on the business of flour mill: rice mills: maize mill: milling and packing of all kinds of spices, all kinds of produce, salt, general merchants, importers, exporters, universal providers, grain and seed merchants, flax and cotton merchants oil merchants cake and corn merchants millers flour merchants bakers biscuit makers hay straw and fodder merchants plumbers and decorators.

- (g). To carry on the business which may seem to the Company capable of being conveniently carried on in connection with the above or calculated directly or indirectly to enhance the value of or render profitable any of the company's property or rights.
- (h). To establish depots and agencies in different parts of the world for the purpose of carrying on any or all of the business of the company.
- (i). To enter into any arrangements and contracts with 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 characters contracts decrees rights privileges and concessions.
- (j). To borrow or raise or secure the payment of money in such manner as the company shall think fit and in particular by the issue of debenture stock certificate or other securities perpetual or otherwise charged upon all or any other company's rights and property ( present and future ) including any uncalled capital or without such security to purchase redeem or pay off any such security or loan.
- (k). To amalgamate with or enter into partnership or into any arrangement for sharing profits, union of interest, co-operation , joint venture, reciprocal concession or --- otherwise with any person or company carrying on or engage in or about to carry on or engage in any business or transaction which this company is authorised to carry on or engage in any business or transaction capable of being conducted so directly or indirectly to benefit this company AND to take or otherwise acquire shares and ----- securities of any such company and sell, hold, re-issue with or without guarantees or otherwise deal with the same.
- (l). To promote another company for the purpose of acquiring all or any of the properties and liabilities of the company or for any other purpose which may seem directly or indirectly calculated to benefit this company.
- (m). To erect, maintain or alter on any land any show-rooms dark-rooms, factories, warehouses or buildings for ----- carrying on or to be used in connection with the business of the company.
- (n). To act as trustees of any deed constituting or securing any debentures, debenture stock or other security or ---- obligation and to execute and undertake any other trust, either gratuitously or for remuneration.

- (o). To let on lease or hire the whole or any part of the real and personal property of the Company on such terms as the Company shall determine: To arrange for, secure and participate in the investigation, formulation and carrying out of projects for the development of industry, tourism, transport and / or for the production of foodstuffs and raw materials in Tanzania.
- (p). To sell or dispose of the undertaking and property of the company or any part thereof for such consideration as the company may think fit and in particular for shares, debentures or securities of any other company having objects altogether or in part similar to those of this Company.
- (q). Generally to purchase, take on lease, or in exchange, hire or otherwise acquire real and personal property and any rights or privileges which the Company may think necessary or convenient for the purpose of its business and in particular any land buildings easements machinery plant and stock in trade.
- (r). To invest and deal with moneys of the company not immediately required upon such securities and in such manner as the Company may from time to time determine.
- (s). To remunerate any person or company for services rendered in placing or assisting to place or guaranteeing the placing of the shares in the Company's capital or any debentures or other securities of the company or the conduct of its business.
- (t). To lend and advance moneys and give credit to such persons or companies as may seem expedient and in particular to members of the company and customers and others having dealings with the company and to guarantee the performance of contracts by such person.
- (u). To distribute any part of the property of the Company in specie among the members.
- (v). To draw, make, accept, endorse, discount, execute and issue cheques, promissory notes, bills of exchange, bills of lading warrants, debentures and other negotiable or transferrable instruments.
- (w). To do all or any of the above things in any part of the world as principals, agents, contractors, trustees or otherwise alone or in conjunction with others.
- (x). To pay the expenses of and preliminary and incidental to the promotion, establishment and registration of the company or of any other company promoted, formed, established or registered by the company and all brokerage, discount and other expenses lawfully payable which may at any time and from time to time be deemed expedient for taking, placing or underwriting all or any of the shares, debentures and other obligations of the company so promoted, established, formed or registered by the company.

(y). To obtain all powers and authorities necessary to carry out or extend any of the above objects.

(z). To apply for or join in applying for purchase or by other means to 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 money in experimenting and testing and making researches and in improving or seeking to improve any patents, inventions or rights which the company may acquire or propose to acquire.

(aa). To do all such other things as are incidental or conducive to the attainment of the above objects.

(bb). To purchase with a view to closing or reselling or otherwise dealing with in whole or in part any business or properties which may be deemed likely to injure by competition or otherwise any business or branch of business which the company is authorised to carry on.

IT IS HEREBY DECLARED that :-

a). 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 incorporated or not incorporated and whether domiciled in Tanzania or elsewhere; and


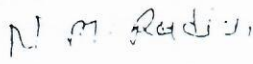
b). the objects specified in each of the paragraphs of this Clause shall be regarded as independent objects, and accordingly shall in no way be limited or restricted (except where otherwise expressed in such paragraphs) by reference to or inference from the terms of any other paragraphs or the name of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

4. The liability of the Members is limited.

5. The share capital of the Company is Shs. 1,000,000,000/- divided into 100,000 shares of Shs.10,000/- each with the power to increase the capital and to divide the shares in the capital for the time being into several classes and to attach thereto any preferential, deferred, qualified or special rights, privileges or conditions.

In the event of the company being wound-up the holders of the shares shall be entitled to the whole of the assets of the company in proportion to the amount credited as paid up on each share.

WE the several persons, whose names, addresses and descriptions 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 DESCRIPTIONS OF SUBSCRIBER	NUMBER OF SHARES TAKEN	SIGNATURE
MANISH HANSRAJ RADIA BUSINESSMAN P O Box 1264 <u>DAR ES SALAAM</u>	ONE	
MRS NITA MANISH RADIA HOUSEWIFE P O Box 1264 <u>DAR ES SALAAM</u>	ONE	

SIGNED at Dar-es-Salaam this 13th day of June 1994

WITNESS to the above signatures:-

Signature: .....

Postal Address: P O BOX 740 DAR ES SALAAM

Qualification: DAR ES SALAAM



THE COMPANIES ORDINANCE (CAP. 212)

COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

OF

MANISH HOME NEEDS INDUSTRIES LIMITED

TANZANIA

STAMP DUTY SHS. (10/-) PAID  
RECEIPT IN FULL BY  
14/11/91

ASST. REGISTRAR OF COMPANIES

FILED ON 14/11/91  
RECEIVED ON 14/11/91  
No. 14/11/91  
REGISTRATION OF COMPANIES  
PRELIMINARY

In these Regulations :

" The Ordinance" means the Companies Ordinance Chapter 212 of the Laws of Tanzania.

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

Unless the context otherwise requires, the expression defined in the Ordinance or any statutory modification thereof in 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 corporated partnership firms, cooperative societies etc.

The Regulation of Table "A" in the First Schedule to the Companies Ordinance (hereinafter called " Table A") shall 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 in addition to substitution former modification of the provisions of Table 'A' the following shall be the regulations of the Company.

PRIVATE COMPANY:

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 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 purpose of this regulation be treated as a single member.
- c). Any invitation to the public to subscribe for any shares or debenture 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 discretion and without assigning any reasons thereof refuse to register the transfer of any shares to any person whom it shall in their opinion be undesirable for any reason whatsoever to admit to membership.
4. Subject to clauses 2 and 5 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 or any person selected by the directors as one who it is desirable in the interest of the company to admit to membership, is willing to purchase the same.
  - b). Every shareholder or trustee in bankruptcy or any person who may desire to sell or transfer any such shares 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 the Company as his agent for the sale of such shares to 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 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 shares inviting the person whom notice is sent to state within twenty-one days from the date of such notice whether he is willing to purchase, if so, what maximum number of shares. At the expiration of such twenty-one 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 be sold to him, provided that 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 the single shareholder who shall have agreed to purchase the same.

GENERAL MEETINGS:

NOTICE OF GENERAL MEETINGS AND  
PROCEEDINGS AT GENERAL MEETINGS:

5. Articles 39 to 53 of Table 'A' shall apply subject to the following variations:

- (a) A General Meeting, ordinary or extra-ordinary may with the consent in writing of all members, be convened on a shorter notice than seven (7) 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:

6. (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. MANISH HANSRAJ RADIA
- 2. KIRAN HANSRAJ RADIA
- 3. NISHITH HANSRAJ RADIA

7. The shareholding qualifications for Directors may be fixed by the company in general meeting and unless and until so fixed no qualification shall be required.

8. The quorum of directors for transacting business shall unless otherwise fixed by the directors be two.

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

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

BORROWING POWERS:

11. The Directors may raise or borrow for the purpose of the company's business such sum or sums of money 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 unissued capital or by the issue at such price as they may think fit or bonds or debentures either charged upon the whole or any part of the ---- property and assets of 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 and discharge all 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 upon such terms and 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 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 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 officer for the time being in the employ of the company shall be indemnified out of the assets of the company against any liability incurred by him to defending any proceedings, whether civil or criminal in which judgment is given in his favour or in which he is acquitted or in connection with any application (under Section 345 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 of the company, the Company may by Special Resolution make alteration or addition and alterations and additions so made shall be valid and effectual as if originally contained in those Articles and be subject in like manner to alterations by Special Resolution.

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBER	NUMBER OF SHARES TAKEN	SIGNATURE
<p>MANISH HANSRAJ RADIA                      BUSINESSMAN                      P.O.Box 1264  <u>DAR ES SALAAM</u></p>	<p>ONE</p>	
<p>MRS NITA MANISH RADIA                      HOUSEWIFE                      P.O.Box 1264  <u>DAR ES SALAAM</u></p>	<p>ONE</p>	<p>N. M. Radia</p>

DATED at Dar-es-Salaam this 13th day of June 1994

WITNESS to the above signatures:-

Signature: .....

Postal Address: P.O.Box 740 DAR ES SALAAM .....

Qualification: ADVOCATE .....

