

THE COMPANIES ORDINANCE (CAP. 212)

COMPANY LIMITED BY SHARES

MEMORANDUM

AND

ARTICLES OF ASSOCIATION

OF

JAFFERY IND. SAINI LIMITED

Incorporated this

day of

2001

DRAWN BY:-

BALBIR SINGH SAINI,
PROMOTER,
P.O. BOX 5416,
DAR ES SALAAM.
TANZANIA



THE UNITED REPUBLIC OF TANZANIA



Certificate of Incorporation

No.

JAFFERY IND. SAINI 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 day of

One thousand nine hundred and



[Handwritten signature] 5/12/2019
REGISTRAR OF COMPANIES

Registrar of Companies

TANZANIA
Stamp Duty Shs. 1200/-
PAID ON ORIGINAL
Receipt No. 1457600/12-10-07

THE COMPANIES ORDINANCE (CAP. 212)

COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION

OF

JAFFERY IND. SAINI LIMITED






Stamp Duty Officer

TANZANIA
Stamp Duty Shs. 1200/-
Receipt No. 1457600/12-10-07

1. The name of the Company is "Jaffery Ind. Saini Limited".
2. The Registered Office of the Company will be situated in The United Republic of Tanzania.
3. The objects for which the Company is established are:-
 - (a) To carry on the business of specialists in manufacturing of office, hospital and school furnitures and to import and export furnitures.
 - (b) To carry on the business of specialists in tailoring of school, staff and hospital uniforms and to import and sale old clothes (mitumba).
 - (c) To carry on the business of building construction engineers, road construction engineers, structural engineers, electrical engineers, telecommunication engineers, and electronic communication systems including importation and marketing of all types of mobile phones.
 - (d) To carry on the business of a similar nature or a nature consistent with the company or any other business including that of managing, either alone, or with others, the business of the company, firm or individual which in the opinion of the directors of the company may seem capable of being conveniently carried on by the company.
 - (e) To carry on the business as developers of real estates, immovable property of all kinds whether in urban or rural areas, and construct, erect, maintain either by the company or by any other person, building structures, flats, shops, hotels, factories, godowns, warehouses, sewers, roads and all other works, erections and structures of any description whatsoever, either upon land acquired by the company or upon any other land. Generally to alter, develop and improve land and other properties including schools, hospitals, and shopping complexes.

4. The liability of the Members is Limited.
5. The Authorized Share Capital of the Company is Tshs. 10,000,000/= (Tanzania Shillings Ten Million) divided into 1000 (One Thousand) Shares of Tshs. 10,000/= (Tanzania Shillings Ten Thousand) each, with power for the Company to increase or reduce the said Capital, and to issue any part of its Capital, original or increased with or without any postponement or rights or any conditions.

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 DESCRIPTIONS OF SUBSCRIBERS	NUMBER OF SHARES TAKEN BY EACH SUBSCRIBER	SIGNATURES OF SUBSCRIBERS
BALBIR SINGH SAINI P.O. BOX 5416 <u>DAR ES SALAAM</u> TANZANIA DIRECTOR	500 SHARES	
PARVEEN BALA SAINI P.O. BOX 5416 <u>DAR ES SALAAM</u> TANZANIA DIRECTOR	200 SHARES	
VISHAL SAINI P.O. BOX 5416 <u>DAR ES SALAAM</u> TANZANIA DIRECTOR	100 SHARES	
VINAY SAINI P.O. BOX 5416 <u>DAR ES SALAAM</u> TANZANIA DIRECTOR	100 SHARES	
VINITA SAINI P.O. BOX 5416 <u>DAR ES SALAAM</u> TANZANIA DIRECTOR	100 SHARES	

Dated at D'SALAAM this 19TH Day of SEPTEMBER 2001

Witness to the above Signatures:

Name: SARAH AOKI

Signature: 

Postal Address: P.O. BOX 172 - TEL: 8631

Qualification: SECRETARY



THE COMPANIES ORDINANCE (CAP. 212)

COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

OF

JAFFERY IND. SAINI LIMITED

In these Articles:

"The Ordinance" means the Companies Ordinance (Cap. 212).

"The Seal" means the Common Seal of the Company.

"The Secretary" means the person appointed to perform the duties of the Secretary of the Company.

Expressions referring to writing shall, unless the contrary intention appears, be construed as including other modes of representing or reproducing words in visible form.

Unless the context otherwise requires, words or expressions contained in these regulations shall bear the same meaning as in the Ordinance or any modification thereof in force at the date these Articles become binding upon the Company.

1. The Regulations contained in Table "A" of the first schedule to the Ordinance shall apply to the Company.
2. The Company is a PRIVATE COMPANY and accordingly:-
 - (i) The right to transfer shares is restricted in manner hereinafter prescribed;
 - (ii) The number of 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 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 Article be treated as a single Member;
 - (iii) Any invitation to the public to subscribe for any Shares or debenture of the Company is prohibited;
 - (iv) The Company shall not have the power to issue share warrants to bearer.

SHARE CAPITAL AND SHARES

3. The Authorized Share Capital of the Company is Tshs. 10,000,000/= (Tanzania Shillings Ten Million) divided into 1000 (One Thousand) Shares of Tshs.10,000/= (Tanzania Shillings Ten Thousand) each, with power for the Company to increase or reduce the said Capital, and to issue any part of its Capital, original or increased with or without any postponement or rights or any conditions.

TRANSFER AND TRANSMISSION OF SHARES

18. (i) Subject to the provisions hereinafter contained, shares in the Company shall be transferable by written instrument in the common form, hereunder provided signed by both the transferor and the transferee, and the transferor shall be deemed to remain the holder of the share, until the name of the transferee is entered in the register of Members in respect thereof.
- (ii) Shares shall be transferred in the following form or in any usual or common form which the Directors shall approve:
- "I, A. B. of _____ in consideration of the sum of Shs _____ paid to me by C.D. of _____ (hereinafter called "the said Transferee") DO HEREBY TRANSFER to the said transferee the share (or shares) numbered _____ in the undertaking called "JAFFERY IND. SAINI LIMITED" to hold unto the said transferee, subject to the several conditions on which I hold the same; and I the said transferee, do hereby agree to take the said share (or shares) subject to the conditions aforesaid.

As Witness our hands the ____ day of _____ 19__

Witness to the Signatures of etc."

19. Save as is hereinafter provided, the Directors may in their absolute discretion decline to register any transfer of shares to a person of whom they do not approve not being already a Member of the Company, and may also decline to register any transfer of shares on which the Company has a lien: but shall register a share transferred in accordance with Article 23 hereof.
20. The Directors may also decline to recognize any instrument of transfer unless:-
- (i) a proper fee is paid to the Company in respect thereof,
- (ii) the instrument of transfer is accompanied by the certificate of the Shares to which it relates, and such other evidence as the Directors may reasonably require to show the right of the transferor to make the transfer; and
21. If the Directors refuse to register a transfer of any shares, they shall within two months after the date of which the transfer was lodged with the Company send to the transferee notice of the refusal.
22. Shares in the Company shall be transferred to a person who is not a Member of the Company in the following manner:-
- (i) Except where the transfer is made pursuant to sub-article (vii) hereof, the person proposing to transfer any share (hereinafter called a "proposing transferor") shall give notice in writing (hereinafter called a "transfer notice") to the Company that he desires to transfer the same. Such notice shall specify the sum he fixes as the fair value, and shall constitute the Company his agent for the sale of the share or shares, to any Member of the Company willing to purchase the share (hereinafter called "the purchasing Member") at the price so fixed, or, at the option of the purchasing Member at the fair value to be fixed by the Auditor in accordance with the sub-article (v) hereof. A transfer notice may include several shares. A transfer notice shall not be revocable except with the sanction of the Board.

99. Where a notice is sent by post, service of the notice shall be deemed to be effected by properly addressing, prepaying and posting (by airmail services where available) a letter containing the notice, and, unless the contrary is proved, to have been effected seven days after its dispatch if addressed to a destination within Tanzania, and fourteen days after its dispatch in other cases.
100. A notice may be given by the Company to the joint holders of a share by giving notice to the joint holder named first in the register in respect of the share.
101. Notice of every General Meeting shall be given in the same manner hereinbefore stipulated, to every member of the Company except those who (having no registered address) have not supplied to the Company an address for the giving of notices to them. No other person shall be entitled to receive notice of General Meetings.

SEAL






102. The Seal of the Company shall not be affixed to any instrument except by the authority of a resolution of the Directors and in the presence of at least two Directors, or such other persons as the Directors may appoint for the purpose, and those two Directors or other persons as aforesaid, shall sign every instrument to which the Seal of the Company is so affixed in their presence.

WINDING UP

103. In a winding up, the liquidator may, with sanction of Extraordinary Resolution, distribute all or any of the assets in specie among the members in such proportions and manner as may be determined by such resolution.

INDEMNITY

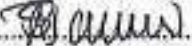
104. Every Director or other officer of the Company shall be entitled to be indemnified out of the assets of the Company against all losses or liabilities (including any such liability as is mentioned in paragraph (c) of the provision to Section 153 of the Ordinance, which may be sustained or incurred in or about the execution of the duties of his office or otherwise relating). But this Article shall only have effect in so far as its provisions are not avoided by the said section.

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Dated at D'ES SALAAM this 19TH Day of SEPTEMBER 2001

Witness to the above Signatures:

Name: SARAH ROKI

Signature: 

Postal Address: P.O. BOX 172 DSM

Qualification: SECRETARY

UJAMAA GARAGE
 P.O. Box 172 - TEL: 8611
 DAR-ES-SALAAM


 5/12/2019
 STEVEN SHAI