

THE COMPANIES ACT 2002

MEMORANDUM

AND

ARTICLES OF ASSOCIATION

OF

TASTY BISCUITS TANZANIA LIMITED

Incorporated this.....day of 2024

DRAWN BY:

**TAHERA RAJABALI DHARAMSI
(SUBSCRIBER)
P.O.BOX 21493
DAR ES SALAAM**

 Certified as True Copy of the Original
Hendrick Daniel Matiku
Advocate, Notary Public & Commissioner
for Oaths
Date: 22/11/2024

THE COMPANIES ACT 2002
COMPANY LIMITED BY SHARES
MEMORANDUM OF ASSOCIATION
OF

TASTY BISCUITS TANZANIA LIMITED

1. The name of the company is **TASTY BISCUITS TANZANIA 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) 1071 - Manufacture of bakery products
 - (b) 1073 - Manufacture of cocoa, chocolate and sugar confectionery
 - (c) 1075 - Manufacture of prepared meals and dishes
 - (d) 1079 - Manufacture of other food products n.e.c.
 - (e) 6810 - Real estate activities with own or leased property
 - (f) 6820 - Real estate activities on a fee or contract basis
 - (g) 4921 - Urban and suburban passenger land transport
 - (h) 4922 - Other passenger land transport
 - (i) 5210 - Warehousing and storage
 - (j) 5229 - Other transportation support activities
 - (k) 7911 - Travel agency activities
 - (l) 7912 - Tour operator activities
 - (m) 7990 - Other reservation service and related activities
 - (n) 0810 - Quarrying of stone, sand and clay

TRANSFER OF SHARES

3. The Directors may in their direction and without assigning any reason thereof refuses to register the transfer of any share to any person who it shall in their opinion is 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 whom 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.

5. **GENERAL MEETINGS: NOTICE OF GENERAL MEETING AND PROCEEDINGS OF THE GENERAL MEETINGS.**

The regulation of Companies Act shall apply 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.

6. 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. TAHERA RAJABALI DHARAMSI**
 - 2. SHAIQ MUNAWAR RASHID**
7. The company in General Meeting may fix the shareholding qualification for Directors, 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.
9. 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.
10. 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.

11. 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.

S E A L

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. Unless otherwise decided by the Directors the quorum necessary to transact business of the Directors shall be two Directors personally present.

SECRETARY

17. 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.

ALTERNATION OR ADDITION

18. 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.

ARBITRATION

19. 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 Articles 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 Articles or the 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.

WINDING UP

20. If the company shall be wound up the liquidator may, with the sanction of an extraordinary resolution of the company and any other sanction required divide amongst the members in special or kind the whole or any part of the assets of the company (whether they shall consist of property of the same kind or not) and may, for such purpose set such value as he deems fair

upon any property to be divided as aforesaid and may, determine how such decision shall be carried out as between the members or different classes of members. The liquidator may, with sanction, vest the whole or any part of the assets in trustees up on such trusts for the benefit of the contributors as the liquidator, with the like sanction shall think fit, but so that no member shall be compelled to accept any share or other securities whereon there is any liability.

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 in which relief is granted to him by the Court.

Names, Addresses, and Description of Subscribers	Number of shares taken by each Subscriber	Signature of Subscribers
1. TAHERA RAJABALI DHARAMSI P.O Box 21493 DAR ES SALAAM	51,000	Dharamsi
2. SHAIQ MUNAWAR RASHID FLAT 23 BALDWIN HOUSE 2 GAYTON ROAD HARROW, HA1 2XE UNITED KINGDOM OF GREAT BRITAIN	49,000	Rashid

Dated at 22nd this day of 02 2024

Witness to the above signatures

Name : DANIEL MAGABE

Signature : [Handwritten Signature]

Postal Address : P.O Box 104746 Dsm

Qualification : Advocate



THE UNITED REPUBLIC OF TANZANIA

Certificate of Incorporation

No.

TASTY BISCUITS TANZANIA 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 Twenty Four



Asst. Registrar of Companies


Certified as True Copy of the Original
Hendrick Daniel Matiku
Advocate, Notary Public & Commissioner
for Oaths
Sign: 
Date: 22/11/2024

THE COMPANIES ACT 2002
COMPANY LIMITED BY SHARES
ARTICLES OF ASSOCIATION

OF

TASTY BISCUITS TANZANIA 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 in addition to substitution shall be the regulations 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 treated 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.

- (o) 0910 - Support activities for petroleum and natural gas extraction
- (p) 0990 - Support activities for other mining and quarrying
- (q) 4630 - Wholesale of food, beverages and tobacco
- (r) 4711 - Retail sale in non-specialized stores with food, beverages or tobacco predominating
- (s) 4721 - Retail sale of food in specialized stores
- (t) 4764 - Retail sale of games and toys in specialized stores
- (u) 6622 - Activities of insurance agents and brokers
- (v) 6629 - Other activities auxiliary to insurance and pension funding
- (w) 7020 - Management consultancy activities
- (x) 9609 - Other personal service activities n.e.c

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, and that the intention is that each of the objects specified in each paragraph of this clause shall, except where otherwise expressed in such paragraph, be an independent main object and be in no wise limited or restricted by reference to or inference to or inference from the terms of any other paragraph or the name of the company.

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 paragraph 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 generis with any particular word or words in the same paragraph.

4. The Liability of the Members is Limited.
5. The authorized initial share capital of the Company is TZS. 2,500,000,000/= divided into 10,000 shares of TZS. 250,000/= each with power of the company to increase or reduce such capital and to divide the shares in the capital for the time being. The Company shall have powers to increase its capital and to divide the shares in its capital for the time being, whether original or increased 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 names, address 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 Description of Subscribers	Number of shares taken by each Subscriber	Signature of Subscribers
1. TAHERA RAJABALI DHARAMSI P.O Box 21493 DAR ES SALAAM	51,000	Dharamsi
2. SHAIQ MUNAWAR RASHID FLAT 23 BALDWIN HOUSE 2 GAYTON ROAD HARROW, HA1 2XE UNITED KINGDOM OF GREAT BRITAIN	49,000	Rashid

Dated at 27th this day of 02 2024

Witness to the above signatures

Name : DAMBE MARGABE

Signature : [Handwritten Signature]

Postal Address : PO Box 104746 DSM

Qualification : Advocate

