



THE COMPANIES ORDINANCE (CAP. 212)

COMPANY LIMITED BY SHARES

FEE PAID Shs. 22000
RECEIPT No: 360758
DATE: 15/02/17

Sh. 22000
Stamp duty 35000
14/2/17

MEMORANDUM
&
ARTICLES OF ASSOCIATION

STAMP DUTY PAID Shs. 35000
RECEIPT No: 358446
DATE: 15/02/17

SAID SALIM BAKHRESA

& COMPANY LIMITED

(Amended vide special resolution in the meeting of members held on 16th March 2016, at the registered office of the company)

Drawn by:
Said Salim Awadh
A Promoter of the company
P. O. Box 2517
Dar es Salaam

15/2/17
Said Salim Awadh
A Promoter of the company

C. 1

TANZANIA



Certificate of Incorporation

No...9420.....


I HEREBY CERTIFY THAT

SAID SALIM BAKHRESA & COMPANY

..... 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.....7TH..... day of..... JUNE.....

One thousand nine hundred and..... EIGHTY THREE.....


.....
Registrar of Companies

THE COMPANIES ORDINANCE (CAP. 212)
COMPANY LIMITED BY SHARES
MEMORANDUM OF ASSOCIATION
OF
SAID SALIM BAKHRESA & COMPANY LIMITED

1. The name of the company is **“SAID SALIM BAKHRESA & COMPANY LIMITED”**
2. The Registered office of the company will be situated in the Mainland of Tanzania.
3. The objective for which the company is established are: -
 - a) To carry on the business as manufacturer, trader, importer, exporter, wholesaler, distributor, supplier, retailer of Wheat, Maize, Wheat Flour, Maize Flour and by-products.
 - b) To carry on the business as manufacturer, trader, importer, exporter, wholesaler, distributor, supplier, retailer of packaging material of all kinds and to carry on the business of manufacturer of and dealer in all types of bags, and other types of containers and any articles and things which may be manufactured from paper, sisal, jute and other fibres etc.
 - c) To carry on the business of providing services as Inland Container Depot, Warehouse and related activities.
 - d) To carry on the business of transportation of goods in Tanzania or elsewhere and to do any activity ancillary thereto.
 - e) To carry on any other business which may seem to the company capable of being conveniently carried on in connection with any of the businesses of the Company or calculated directly or indirectly to enhance the value of or render profitable any of the company's property or rights.

- f) To provide consultancy services on packaging & printing industries and operations and carry out a business as management consultants, financial consultants, and in the promotion of all the activities in these industries and all other activities related to these areas which the company may feel fit to do.
- g) To manufacture, store, maintain, sell, buy, barter, repair, alter and exchange, hire, let to hire, export, import and deal in all kinds of articles and things, including all kinds of conveyances, and all component parts, fittings, tools, implements, accessories, materials and all articles and things used in connection therewith in any way whatsoever, which may be required for the purpose of any of the business of the Company or are commonly supplied or dealt with by persons engaged in any such businesses or which may seem capable or being profitably dealt with in connection with any of the business of the Company.
- h) To carry on the business of manufacturers, dealers, wholesaler, distributor, importer, exporter, general trader, stockist, and retailer of educational materials, school supplies, office supplies both in wholesale and retail and in all kinds of stationery items in general.
- i) To carry on the business of purchasing, selling or otherwise dealing in and as manufacturers, dealers, wholesaler, distributor, importer, exporter, general trader, stockist, and retailer of medicines, chemicals, cosmetics and any other pharmaceutical products both for human being and or animal consumption or use.
- j) To carry on the business of buying & selling, importation & exportation in all kinds of hardware materials, building materials, electrical items & and in all types of goods, articles and merchandise.
- k) To carry on the business as importers of various plastic packing materials household items, industrial raw materials, textiles, building materials and agriculture materials.
- l) To carry on the business of on an Investing Company including but not limited to investing in properties, shares, stocks, bonds, etc.

- m) To build, construct, maintain, alter, enlarge, down, remove and replace any shops, buildings, offices, foundries and generally to carry on business as building contractors, civil engineers, general engineers, surveyors, architects and any others works connected therewith and which may be conveniently carried on or which may be necessary in connection with any or all of the objects of the company.
- n) To acquire and undertake the whole or any part of the business property and liabilities of any persons, firms or company carrying on any business in which company is authorized to carry on, or possesses property suitable for the purposes of this company.
- o) To purchase, lease or otherwise acquire and to hold, sell, improve, develop, exchange, mortgage or otherwise dispose of any lands, buildings or any other assets.
- p) To carry on the business of advertising contractors and agents, representatives, consultants, advisers, supply accessories for advertising material, to acquire and disposal of advertising time, space or opportunities in any media, to undertake advertising and promotional campaigns of any nature, to acquire and provide promotional requisites of every kind and description, and to carry on any other business which may be usefully carried on in connection with such business, and to acquire and undertake the whole or any part of the business as such contractors or agents, or any other business which may be usefully carried on in connection therewith.
- q) To amalgamate or enter into partnership whether perpetual or terminable for sharing profits, unions of interest, joint ventures, reciprocal concession or co-operation with any person, firm, association or group of persons carrying on or engaged in or about to carry on or engage in or in the transaction or cause of action which may seem to the company capable of being conducted so as directly or indirectly benefit the company or to prevent or minimize apprehended loss, damage or cost to the company or to such person, firm, society, association or group of persons and to purchase subscription for or, otherwise acquire and hold shares (fully or partly paid

- up) or stock in society, association or group of persons, and to sell, hold, reissue with or without guarantee or otherwise deal with such shares, stock or securities.
- r) To purchase or otherwise acquire all or any part of the business properties and liabilities of any company, society, partnership or persons, formed for all or any part of the purpose within the objective of the company and to conduct and carry on, or liquidate and wind up any such business.
- s) To manufacture, sell and generally deal in any plant, machinery tools, goods or things of any description which in the opinion of the company may be conveniently dealt with, by the company in connection with any of its objects.
- t) To receive money deposits, with or without allowance of interest thereof.
- u) To advance and lend money up on such securities as may be thought proper or without taking any security thereof.
- v) To carry on, develop, extend and turn to account any trade, business or operation whatsoever which can in the opinion of the company could be advantageously or conveniently carried by the company by way of extension of or in connection with all or any of the trade, business and operations which the company is authorized to carry on or is calculated directly or indirectly to develop any branch of the company's business or to increase the value of or turn to account of the company assets, property or rights.
- w) Generally to do all such other things as may appear to be incidental or conducive to the attainment of the above objects or any of them and IT IS HEREBY DECLARED that in the interpretation of this clause the powers conferred up on the company or by juxtaposition of two or more objects, nor shall any of the aforesaid objects or powers be deemed subsidiary or auxiliary merely to the objects mentioned the first or any other paragraph, save as is expressly provided, but so that the company shall have full power to exercise all or any of the powers conferred by and part of this clause in any part of the word and in the event of any ambiguity this clause and every

paragraph hereof shall be construed in such a way as to widen and not to restrict the power of the company.

- x) To borrow or raise or secure the payment of money in such manner as the Company shall think fit, and in particular by sourcing funds from Banks, Financial institutions and any other legally allowed method including but not limited to issue of Debenture Stock, Certificates or securities, perpetual or otherwise charged upon all or any other Company's rights (present and future) and including any unpaid capital or without any such security and to purchase, redeem or pay off such security or loan.
- y) To guarantee or otherwise support or secure, either with or without the Company receiving any consideration or advantage and whether by personal covenant or by mortgaging or charging all or part of the undertaking, property, assets, rights and revenues present and future and uncalled capital of the company or by both such methods or by such other means whatsoever, the liabilities and obligations of and the payment of any moneys whatsoever (including but not limited to principal, interest and other liabilities of any borrowings or acceptance of credits and capital, premiums, dividends, costs and expenses or any stocks, shares or securities) by any person, firm or company including but not limited to any company which is for the time being a holding company or a subsidiary (both as defined in the Companies Act (Chapter 212)) of the Company or of the Company's holding company and that the giving and creation of any such guarantee support or security is hereby constituted one of the main objects of the Company".

- 4. The liability of the members is Limited.
- 5. The Share capital of the Company is **T. Shs. 1,500,000,000/=** divided to **1,500,000** Ordinary shares of T. Shs. **1,000/=** each and the company shall have the power to divide the original or any increased capital into several classes, and to attach thereto any preferential, deferred, qualified or other special rights privileges, restrictions or conditions.

WE the undersigned 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 number of shares in capital of the Company set opposite our respective names.

NAMES, ADDRESSES AND DESCRIPTION OF SUBSCRIBERS	NO. OF SHARES TAKEN BY EACH SUBSCRIBER	SIGNATURE OF SUBSCRIBERS
1. SAID SALIM AWADH P.O.Box-2517, Dar es Salaam A COMPANY DIRECTOR	200	S.S.A.
2. JAMAL SALIM AWADH P.O.Box-2517, Dar es Salaam A COMPANY DIRECTOR	100	J.S.A
3. AHMED SALIM AWADH P.O.Box-2517, Dar es Salaam A COMPANY DIRECTOR	100	A.S.A.
4. SALAH AWADH SALUM P.O.Box-2517, Dar es Salaam A COMPANY DIRECTOR	100	S.A.S

Dated at Dar es Salaam this 7th day June of 1983

Witness to the above signatures: -

SIGNATURE: D.G.P. (D.G. Patel)

POSTAL ADDRESS: D.G. Patel & Co.

P.O.Box-1314,

Dar es Salaam.

ARTICLES OF ASSOCIATION
OF
SAID SALIM BAKHRESA & COMPANY LIMITED

INTERPRETATIONS

1. 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 law for the time being in force.

Unless the context otherwise requires, the expressions defined in the Ordinance or any statutory modification thereof in force at date at which these Regulations become binding on the company, shall have the meanings 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, Co-operative 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 they are varied or excluded hereby, but in case of any conflict between the provisions herein, and the provisions under Table ‘A’ the former shall prevail and in addition to substitution for or modification of the provisions of Table “A” the following shall be the regulations of the Company.

PRIVATE COMPANY

2. The Company is 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 person who are in the employment of the company and of persons who have been formerly in employment of the Company) is limited to fifty, provided that where two or more persons hold

one or more shares in the Company they shall for the purpose of this regulation be treated as a single member.

- (c) Any invitation to the public to subscribe for any share or debenture of the Company is prohibited.
- (d) The Company shall not have the powers to issue warrants to bearer.

TRANSFER OF SHARES

- 3. The Directors may in their discretion and without assigning any reason thereof refuse to register the transfer of any share to any person whom to their opinion he/she is undesirable for any reason whatsoever to admit to membership.
- 4. Subject to Article 2 and 3 hereof rights of 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 interests of the Company to admit to membership.
 - (b) Every shareholder of 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 sales or such a transfer, such notice shall constitute the board of Directors as his agents for sale of such shares to any member or members of the company at a price to be agreed upon between the party giving such a notice and the board and in the case of difference the same shall be determined by the Auditor of the Company.
 - (c) Upon the price of such shares being agreed on or determined as 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 to whom the 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 proper 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.

GENERAL MEETINGS

NOTICE OF GENERAL MEETINGS AND PROCEEDINGS

AT THE GENERAL MEETING

5. Articles 39 to 53 Table 'A' shall apply subject to the following variations: -
- (a) A General meeting, Ordinary or Extra ordinary meeting, may with the consent of majority of 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 or the members of the Company holding three votes 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.SAID SALIM AWADH

2.JAMAL SALIM AWADH

3.AHMED SALIM AWADH

4.SALAH SALUM AWADH

7. The shareholding qualifications for the 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 transaction business shall, unless otherwise fixed by the Directors, be 2 (Two).
9. 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 raised any money 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 may think fit and they may secure the repayment of or raise any such 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 un-issued 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. The Directors may exercise all the powers of the Company to guarantee and become surety for the liabilities, the performance of contracts and the repayment of monies by any person, firm or company and to issue charges, mortgages, debentures or lien to secure performance by the Company of any such guarantee or surety.

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. Shall be subject in all other respect to be terms and conditions existing with reference to the directors of the Company and such alternate Directors

when acting shall exercise 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 of inability to act as Director whom he represents he may subject to the like approval of the other Directors appoint a dully qualified person to act in his place.

SECRETARY

13. The Secretary shall be appointed by the Board for such terms as 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 is special or may be vested in Trustees for the benefit of such members and the liquidation of the company be closed and the company dissolved by 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 officers 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 this favor or in which he is acquitted or in connection with any application in which relief is granted to him by the court.

ALTERATION OR ADDITION

16. Subject to the provisions of the Act and those contained in the Memorandum of Association, the Company may by special resolution make an alteration and or addition to the memorandum and articles of association and alterations 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.

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Dated at Dar es Salaam this 7th day June of 1983

Witness to the above signatures: -

SIGNATURE: D.G.P. (D.G. Patel)

POSTAL ADDRESS: D.G. Patel & Co.

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