

COMPANIES ORDINANCE
(CAP 212)

COMPANY LIMITED BY SHARES
MEMORANDUM OF ASSOCIATION
OF

SUMPRA LIMITED

1. The name of the Company is **SUMPRA 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 formed are (and it is expressly declared That the several sub-clauses of this clause and all the powers thereof are being cumulative and in no case if the generality of any one sub-clause not in any general expression in any sub-clause to be narrowed or restricted by any particularity of expression in the same sub-clause or by the application of any rule of construction (Ejusdem generis or otherwise)).
 - a) To undertake all types of the construction work comprising the following in the United Republic of Tanzania and elsewhere (i) general building construction (ii) carpentry, joinery and all aspect of timber construction and woodwork; metal works including steel structures, burglar proofing, fittings and furnishing, interior works including furniture, both loose and built-in flooring, walling and ceiling finishes and fittings, carpentering, curtains and other furnishings, equipments and appliances in all internal spaces, and the provision of all appliances in all internal spaces and the provision of all interior design requirements of all types of buildings and spaces; prefabricated buildings, structures and components; all types of landscaping including the provision of ponds, pools hillocks, fountains, planting and furniture in such landscapes.
 - b) To build, construct, install, maintain, alter, enlarge, pull down and remove or replace any buildings, wiring, wall, fences, dams water courses, stairs

Tanzania
Stamp Duty No: *[Signature]*
Receipt No: *[Signature]* 27-11-02
Registrar of Companies

[Handwritten notes and signatures]
Stamp Duty No: *[Signature]*
Receipt No: *[Signature]*

or shade and clear sites for the same and to join hands with any person, firm or company in doing of the things aforesaid, and to work, manage and control the same or join with other in doing so.

- c) To acquire by purchase, lease, exchange, hire or otherwise, either for Right of Occupancy or for any other estate, interest of tenure in land, whether in possession or in reversion, and whether vested or contingent, and lands, tenements and premises of any nature, whether subject or not to any charge or encumbrances, and to hold or to sell, let, alienate, mortgage, charge or otherwise deal with all or any such lands, tenements or premises in the general business of Real Estate.
- d) To erect and construct houses, buildings or works of ever description on any land of the Company, or upon any other lands or property, and to pull down, rebuild, enlarge, alter and improve existing houses, buildings or works thereon, to convert and appropriate any such land for roads, streets, squares, gardens and pleasure grounds and other conveniences, and generally to deal with and improve the property of the Company.
- e) To let on lease such premises or parts thereof and to provide such facilities for the occupiers or tenants thereof as are commonly provided in residential flats, business offices, warehouses or hotels.
- f) To carry on the business of builders, architects and surveyors, brick and tile makers, lime burners, house and estate agents.
- g) To advance money to any person or persons or corporation either at interest or without, upon the security of any movable or immovable property by way of mortgage, or upon marketable security and in particular to advance money to shareholders in the Company, and others, upon the security of or for the purpose of enabling the person borrowing the same erect, or to purchase or to enlarge or repair any house or buildings, or to purchase any estate or interest in, or to take a demise of any term or terms of years of any property upon such terms and conditions as the Company may think fit.
- h) To buy and sell immovable property, movable, chattle, goods, stock shares and any kind of property whether movable or immovable wither of speculative nature or otherwise, and also to hire and lease any kind of property or things, movable or immovable.
- i) In matter and for the purpose of the aforesaid to act solely or jointly with any other person, company or corporation or body as circumstances may require.

- j) To sell, improve, manage, develop, lease, mortgage, dispose of, turn to account, or otherwise deal with all or any part of the present or future property or rights of the Company.
- k) Generally to purchase, or take on lease or in exchange, hire or otherwise acquire any movable or immovable property, and any rights or privileges which Company may think necessary or convenient for the purpose of its business and in particular any land leases, options over lands or leases, stands, buildings, servitudes, machineries, plant and also any concessions, licences, trade marks, and other rights in Africa or elsewhere, and either solely or jointly with others and to pay thereof in cash or in stock or in shares of the company or partly in cash and partly in stock or shares or otherwise.
- l) To make any sale, mortgage, lease, sub-lease, or other disposition of the undertaking in whole or in part of the property of the Company in such manner and on such terms and conditions, at such rent, for such purpose and for such consideration whether cash, shares, bonds, debentures or securities of any other company having objects altogether or in part similar or analogues to those of this Company or otherwise as may be deemed advantageous or desirable and to divide, by way of bonus or otherwise, any such consideration in any shares, debentures or stock held or receivable by this Company amongst the members of this Company.
- m) To carry out the business of manufacturing, marketing and dealing in textiles, Garments, Industrial chemicals and Agro-Processing.
- n) To carry on the business of buying acquiring, selling or otherwise disposing of agricultural, chemical and livestock medicines of any kind, type of description.
- o) To carry on the business of acquiring, buying or otherwise obtaining, and to sell or otherwise dispose of any machine gadget or equipment useful for or adapted to the use of producing agricultural products, including but not limited, machines useful or adapted to the use of tilling, cultivating, improving or otherwise dealing in Land and collecting, storing, transporting or generally dealing with the products whether obtained from the farms of the company or from some other company, firm or person.
- p) To own, hold, buy, sell, market, trade or otherwise deal in equipment, utilities, machinery gadgets, utensils and anything else deemed by the Board of Directors to be proper for the carrying out of the objects of the Company.

- q) To carry on the services of consultancy to companies, firms, institutions, partnerships and individual persons on the business of poultry, dairy, agricultural farming livestock and any other business which may conveniently be carried on the connection therewith.
- r) To do consultancy work to various companies, firms, institutions, partnerships and persons on Legal matters on the business of poultry, dairy, agricultural farming, livestock and any other business which may conveniently be carried on in connection therewith.
- s) To establish, buy, acquire or otherwise obtain, maintain, look after, sell, rent, lease, loan, otherwise dispose of wholly or in part any retail or wholesale business.
- t) To carry on the business of acquiring, buying, selling or otherwise disposing of, in retail or wholesale, goods of whatever kind, type or description, consumable or non-consumable.
- u) To carry on business dealing in service stations, petrol station, gas station or any other related business.
- v) To engage in the business of transportation of persons, or goods of any kind, type or description.
- w) To carry on business or dealing in new or used motor-vehicles of any kind, type or description, and their spares, and establish, acquire, buy, or otherwise obtain, maintain, operate and look after workshops or garages for the repair of motor vehicles, and to sell, rent, lease, loan or otherwise dispose of wholly or in part motor-vehicle, workshops or garages.
- x) To carry on the business of manufacturing, repairing, remodeling or otherwise dealing in wooden, metal, plastic, glass or other types of products.
- y) To carry on the business of providing services including but not limited to, plumbing, installation or electricity, crashing stones, constructing buildings, supplying goods and checking weighing machines.
- z) To purchase or by any other means acquire any freehold, lease hold or other property for any estate or interest whatever, and any property and any buildings, factories, mills, machinery, engines, rolling stock, plant, live and dead stock, or things and any real and personal property or rights

whatsoever, which may be necessary for or may be conveniently used with or may enhance the value of any other property of the company.

- aa) To establish, buy, acquire or otherwise obtain, maintain, look after, operate, sell, rent, lease, loan or otherwise dispose of wholly or in part any industry, manufacturing plant, factory or machinery.
- bb) To acquire and undertake the whole or any part of the business, goodwill and assets of any person, firm or company carrying on or proposing to carry on any of the businesses on, and as part of the consideration for such acquisition to undertake all or any of the liabilities of such person, firm or company or to acquire an interest in, amalgamate with, or enter into any arrangement for sharing profits, or for cooperation, or for limiting competition, or for mutual assistance with any such person, firm or company and to give or accept by way of consideration for any of the acts or things aforesaid or property acquired, any shares, debenture stock or securities that may be agreed upon and to hold and retain or sell, mortgage and deal with any shares, debentures, debenture stock or securities so received.
- cc) To improve, manage, cultivate, develop, exchange, let or lease or otherwise, mortgage, charge, sell, dispose of, turn to account, grant rights and privileges in respect of or otherwise deal with all or any part of the property and rights of the company.
- dd) To invest and deal with money of the company not immediately required upon such securities and in such manner as may from time to time be determined.
- ee) To lend and advance money or give credit to such persons on such terms as may seem expedient and in particular to customers and others having dealings with the company and to give guarantees or become for any such persons.
- ff) To borrow or raise money in such manner as the company shall think fit, and in particular by the issue of debentures or debentures stock (perpetual or otherwise) and to secure the repayment of any money borrowed, raised or owing by mortgage, charge or lien upon the whole or any part of the company's property or assets (whether present or 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 obligation or liability it may undertake.

- gg) To receive money or deposit or loan with or without allowance of interest thereon.
- hh) To draw, make, accept, endorse, discount, execute and issue promissory notes, bills of lading, warrants, debentures and other negotiable instruments.
- ii) To enter into partnership, or any other arrangement for, sharing profits, union of interest, cooperation, reciprocal concerns in or otherwise with any person or persons, firm or firms or company or corporation carrying on or engaged in or about to carry on or engage in any business or transaction which the company is authorized to carry on or which may seem to the company capable of being conveniently carried on in connection with the above or calculated directly to enhance the value of or render profitable any of the company's property and/or whereby the company would be benefited.
- jj) To enter into any arrangements with any governments, or authorities (supreme, municipal, local or otherwise) or any corporations, companies, or persons that may seem conducive to the Company's objects, or any of them, and to obtain from any government, authority, corporation, company or persons any characters, contracts, decrees, rights, privileges and concessions which the company may think desirable and to carry out, exercise and comply with any such characters, contracts, decrees, rights, privileges.
- kk) To subscribe for, take, purchase or otherwise acquire and hold shares or other interests in our securities of any other company having objects altogether or in part similar to those of this company or carrying on any business capable of being conducted so as directly or indirectly to benefit this company.
- ll) To act as agents or brokers and as trustees for any person, firm or company, and to undertake and perform sub contracts and also to act in any of the business of the company through or by means of agents, brokers, sub contractors or others.
- mm) To support and subscribe to any charitable or public object, and any institution, society or club which may be for the benefit of the company or its employees or may be connected with any town or place where the company carries on business, to give pensions, gratuities, or charitable aid to any person or persons, children or other relatives of such persons to make payments towards insurance and to form and contribute to

provident and to benefit funds for the benefit of any persons employed by the company.








- oo) To sell otherwise dispose of the whole or any part of the undertaking of the company, either together or in portions for such as the company may think fit and in particular for shares, debentures or securities of any company purchasing the same.
- pp) To distribute among the members of the company in kind and property of the company, and in particular any shares, debentures or securities of other companies belonging to this company may have the power of disposing.
- qq) To procure the company to be registered or recognized in any foreign country or place.
- rr) To do anything whatsoever which the directors think is incidental or necessary for the carrying out of the objects and projects of the company.
- ss) To carry on any other business which may seem to the Board of Directors capable of being conveniently carried on in connection with the above or calculated directly to enhance the value of or render more profitable any of the company's property.
- tt) To do anything or carry on any kind of business whether or not related to the foregoing which the Board of Directors deems to be for the benefit of the company.

AND it is hereby declared that the word "Company:" in the clause when not 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 the intention is that the objects specified in each paragraph be in no way limited or restricted by reference to or inference from the terms of any paragraph.

4. THE LIABILITY OF THE MEMBERS IS LIMITED.

5. The share capital of the company is T.Shs. 100,000,000/- divided into 10,000 shares of T.Shs. 10,000/- each with power to increase or to divide the shares in capital for the time being, into different classes having such rights, privileges and advantages as to sorting and otherwise, as the Articles of Association may from time to time prescribe.

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 or respective names.

NAMES AND ADDRESSES OF SUBSCRIBERS	NUMBER OF SHARES TAKEN BY EACH SUBSCRIBER	SIGNATURE OF SUBSCRIBERS
1. MR. PRATAP KANJI PATTANI P. O. BOX 2255 DAR ES SALAAM DIRECTOR	10	
2. MR. BHIKHALAL KANJI PATTANI P. O. BOX 2255 DAR ES SALAAM DIRECTOR	10	
3. MR. RAJENDRA KANJI PATTANI P. O. BOX 2255 DAR ES SALAAM DIRECTOR	10	
4. MISS SUDHA KANJI PATTANI P. O. BOX 2255 DAR ES SALAAM DIRECTOR	10	
5. DR. SUMITRA KANJI PATTANI P. O. BOX DAR ES SALAAM DOCTOR	20	
6. DR. PRAFULLA KANJI PATTANI P. O. BOX 255 DAR ES SALAAM DOCTOR	20	
6. PATMAN GARMENTS INDUSTRIES LTD P. O. BOX 2255 DAR ES SALAAM PVT LTD COMPANY	20	

Dated at Dar es Salaam this 20th day of November 2002

Witness to the above signatures: 

FULL NAME : ISRAEL MAGESA

ADDRESS : P.O. Box 12674

QUALIFICATION: ASTM
A SUBURATE

