

THE COMPANIES ACT 2002

.....  
FEE PAID SHEET  
RECEIPT NO. ....  
DATE: .....

COMPANY LIMITED BY SHARES

.....

MEMORANDUM

AND

ARTICLES OF ASSOCIATION

OF

WINTECH TANZANIA LIMITED

Incorporated this ..... day of ..... 2008

DRAWN BY:  
HASMUKHBHAI PREMSHANKER MEHTA  
(SUBSCRIBER)  
P.O. Box 830  
DAR ES SALAAM.  
TANZANIA

**THE UNITED REPUBLIC OF TANZANIA  
CERTIFICATE OF INCORPORATION**

**NO.**

.....

**I HEREBY CERTIFY THAT**

**WINTECH 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 Eight*



.....  
**REGISTRAR OF COMPANIES**

TANZANIA

Stamp Duty Shs. PAID ON ORIGINAL

Receipt No. of

Stamp Duty Officer

THE COMPANIES ACT 2002

COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION

OF

WINTECH TANZANIA LIMITED

TANZANIA

Stamp Duty Shs. 500/- Paid

Receipt No. 3/6/2002

Asst. Registrar of Companies

1. The name of The Company is "WINTECH TANZANIA LTD"
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 all or any of the business of engineers and contractors, fabricators/installers elevators, rolling doors, weighing scales, of iron and steel merchants, builders, decorators, timber merchants, brick makers, quarry owners, miners, metallurgists, manufacturers of and dealers in hardware, farmers, stock owners, meat and fruit packers, planters, brewers, distillers, printers, publishers, financiers, ship builders, ship owners, brokers, brewers distillers, printers, publishers, financiers, ship builders, ship owners, brokers and to construct, carry out support, maintain, improve, manage, wok operate, control and superintend public works, conveniences, railways, tramway, docks, harbors, reservoirs, embankments, cremation, sewerage, drainage, sanitary, water, gas, electrical, telephonic telegraphic and power works, hotels, restaurants cafes, shops, churches, chapels, parks, schools, museums, places of entertainment of recreation, racecourses, baths, and any other business works and conveniences which may seem directly or indirectly conducive to any of these objects and to contribute to or otherwise aid or take part in any of the same.
  - (b) To carry on the business of logistics oriented services, /sourcing/services/expertise/compatible/manpower categories, contractual labour provision operations, general transporters, transport agents, owners of light and heavy earth move machines and construction equipment and let them for hire and or sale.

- (c) To carry on business as advisers on the administrators and organization of industry and business and the training and utilization of personnel for industry and business and to carry on all or any of the business of industrial, business management, finance marketing and personnel consultants, and to advise on the enhancement, development and improvement of all types of business or industries and all systems or processes relating thereto;
- (d) To undertake training and organize, seminars, workshops, courses, exhibitions and presentations on all aspects of business management and operations, personnel management, finance, distribution, marketing and selling;
- (e) To collect, prepare and distribute information and statistics relating to any type of business, industry or technology and to promote or propose such methods, procedures and measures as may be considered appropriate as a result of such research;
- (f) To act as agents or managers in carrying on any business concerns and undertakings and to employ experts to investigate and examine the condition, management, prospects and value of any business or undertaking and generally of any assets, property or rights of any kind;
- (g) To carry on the business of distributors and warehousemen in Tanzania, East Africa or elsewhere in the world of including without limitation to all kinds of merchandise, including manufactured goods, mineral and vegetable oils, animal fats, base oils, plastics, rubber, gas, chemical products, petroleum and petrochemical products, solvents, alcoholic substances, building materials and builder's requisites, machinery, electrical and engineering goods, household goods, fabrics, furnishing fabrics, jewellery and perfumes and for the purpose to establish or acquire, purchase or lease any buildings, offices, warehouses, trading stations, factories and depots and to purchase, rent or otherwise acquire lorries, trucks, trains and other motor vehicles and vessels for the purpose of transportation of any goods or merchandise dealt with by the company.
- (g) To carry on the business of manufacturing importing exporting cement, general merchandise products, industrial chemicals, medical and veterinary pharmaceutical products insecticides,

alcoholic / Non alcoholic beverages, herbicides, pesticides, fertilizers and agricultural chemicals of all types including fruit and seed preservatives. construction materials and textile products.

- (h) To carry on business as manufacturers, importers, exporters, buyers and sellers of, and dealers and traders in electrical, mechanical and industrial goods and merchandise of all descriptions, including electrical fittings and its accessories of every description, metals machinery, plant, tools and metal goods generally articles for household use and ornament, factory, shop and office equipment, motor vehicles and accessories cotton wool, worsted, silk, flax, hemp, jute balata, fibrous material whether natural or synthetic, rubber, sponges, cloth, leather and leather goods, furniture and furnishing materials, ivory curious , objects d'art, jewelry, gold, silver, precious and semi-precious stones and gems, hides and skins, fur, straw, hops, ales, wires and spirits, foods and provisions, wood and timber, coal, coke, patent fuel, oils and minerals of all kinds and generally any articles or goods of any kind, whether manufactured or not.
- (i) To manage, to establish and to promote the business of commercial lodges, marquees, motels, resort places, clubs, restaurants, cafes, food supplies in general and to tourist vehicles, aircraft and ships in particulars, catering operation and management of beaches, shops of antiquity perfumeries, hair dressing, playgrounds, sports grounds, races, swimming pools entertainment and similar business, purveyors, clubs, baths, dressing rooms, laundries, places of aquatic amusements, horse riding schools.
- (j) To carry out the business of catering facilities, services for trains, outlines sea ports, motorway service stations, canteens clubs, school and hospitals.
- (k) To carry on all or any of the business of engineers and contractors, iron and steel merchants, builders, decorators, timber merchants, brick makers, quarry owners, miners, metallurgists, manufacturers of and dealers in hardware, farmers, stock owners, meat and fruit packers, planters, brewers, distillers, printers, publishers, financiers, ship builders, ship owners, brokers, brewers distillers, printers, publishers, financiers, ship builders, ship owners, brokers and to construct, carry out support, maintain, improve, manage, wok operate, control and superintend

public works, conveniences, railways, tramway, docks, harbors, reservoirs, embankments, cremation, sewerage, drainage, sanitary, water, gas, electrical, telephonic telegraphic and power works, hotels, restaurants cafes, shops, churches, chapels, parks, schools, museums, places of entertainment of recreation, racecourses, baths, and any other business works and conveniences which may seem directly or indirectly conducive to any of these objects and to contribute to or otherwise aid or take part in any of the same.

- (l) To establish and maintain animal parks, game ranches, farms, zoos, aviaries aquaria and like establishments.
- (m) To carry on the business of domestic and commercial agricultural production, plantation agriculture, mechanized agricultural, crop farming, staple food production, production of agricultural raw materials, horticulture, viniculture, meadow and grassland preparation, dairy farming, Small-scale farming, hill farming, livestock farming, floriculture, greenhouse farming, timber growing and production, forest products, fishing, fish farming, game ranching, crocodile farming and all other conventional, usual, traditional agricultural products.
- (n) To carry on the business of manufacturing, importing, exporting agricultural chemicals, industrial chemicals, medical and veterinary pharmaceutical products, insecticides, herbicides, fertilizers and agricultural chemicals of all types including fruit and seed preservatives.
- (p) To search for ores and minerals, to mine and to apply for licences for mining in or under any land and to carry out mining activities including, drilling, blasting, shaft-sinking, surface mining, open pit, mining continuous mining systems and to carry out the mining of gold, diamond, copper, iron-ore, tin, coal, uranium, nickel, asbestos, mica, tanzanite, rubies, phosphates, petroleum, ferrous and non-industrial importance.
- (i) To carry on the business of running commercial hotels, motels, public houses, restaurant, cafes, holiday camps, catering facilities for trains, airlines, seaports, motorway service stations, canteens, clubs, schools, and hospitals.
- q) To carry on the business of real property development of all kinds whether urban or rural and to construct erect maintain, improve or

renovate either by the company or any other firm or company authorized by it, buildings, godowns, houses, flats, shops sports fields and all other works erections and things of any description whatsoever either upon land acquired by the company or upon other land and generally to alter, modify, develop and improve and other property.

- (r) To carry the business of travel agents, general agents, general careers, clearing and forwarding agents and to construct and acquire, sell, exchange or dispose of the necessary offices and buildings for such business.
- (s) To act as agents for any person. Company or companies engaged in life-insurance, accident, insurance, fire insurance, marine insurance of motors cars, lorries, machinery and other things, insurance owners and users of vehicles and other insurance's of all kinds.
- (t) To carry on the business of hotel - keepers, hotel proprietors, licensed victual's, wine, sprit and beer merchants, caterers for public amusement generally, hair dressers, chemists, tobacconists, booksellers, to fit up and furnish any property including suits, chalets, caravans, movable structures, cottages or otherwise, for the purpose of letting the same to visitors or guests whether in single or double rooms.
- (u) To carry on the business of acquiring, equipping, fitting, importing, hiring, organizing and managing a fleet of cars, saloons, omnibuses, limousine, taxis, cabs, luxury cars, v.i.p. travel cars, tourist motor charter car services, self-drive cabs, chauffeur driven cabs, private hire cabs.
- (v) To engage in civil engineering project turnkey project, such as bridges, airports, hotels, shopping centres, prefabricated house municipality halls, hurts, office buildings, residential buildings, hospitals, harbors and other projects connected with the aforementioned projects.
- (w) To carry on the business of making, fabricating, producing manufacturing building materials such as concrete products, steel products, plastics, pvc products, roofing and cladding materials, ventilators, fittings, curtain wall glazing frames, partitioning systems ply wood, hardboard, fiberboard, plumbing systems storm-water and drainage disposal systems.

- (x) To purchase, take on lease, or otherwise acquire any immovable property and any rights or interests therein and any houses, offices, workshops, tools, engines, vehicles, prime movers, boilers plant, implement, pattern and stock-in-trade as shall be considered necessary or desirable.
- (y) To carry on all or any of the business of manufacturers and dealers, importers, exporters, warehouse keepers of placed goods, perfumery, cosmetics, soaps, recreation or amusement, booksellers, licensed wine and spirit merchants, tobacconists and manufacturers and dealers in minerals, aerated and other liquors and florists and manufacturers of and dealers in all kind of photographic materials.
- (z) To import, repair, remodel, clean renovate, convert, manipulate and prepare for resale any goods whether on behalf of the company or any other person, firm or company.
- (aa) To construct repair equip maintain and work public transport vehicles motor coaches, ships, railway trucks, aeroplanes or other vehicles appropriate for the carriage of passengers livestock and other animals or goods and to carry on the business of proprietors and carriers of passengers both in public conveyances and in private vehicles in Tanzania and elsewhere and in such other places as may from time to time be thought fit and to engage in the leasing or hiring of cars lorries trucks tractors breakdown vehicles buses motor coaches motor cars vehicle bodies engines machinery ships, railway trucks, aeroplanes and other chattels in such manner as the company may consider useful for its purposes of the business require.
- (bb) To carry on or transact any other businesses and operations, manufacturing, commercial, financial, agricultural or otherwise, which the company may think directly or indirectly conducive to any of its objects or capable of being conveniently carried on in connection therewith, or calculated, directly or indirectly carried on in connection therewith, or calculated, directly or indirectly, to enhance the value or render profitable any of the company property or rights.
- (cc) To enter into fire, hire purchase and other agreements in respect of goods or articles dealt with and services supplied by the company, and to negotiate, assign, mortgage or pledge for cash or otherwise

any such agreements or any payments or rights accruing thereunder.

- (dd) To apply for, purchase or otherwise acquire patents, prevent d'invention, licences, concessions and the like conferring and exclusive or non-exclusive or limited right to use, or any secret or other information as to any invention which may seem capable of being used for any or the purposes of the company, of the acquisition of which may seem calculated, directly or indirectly, to benefit the company, and to use, exercise, develop, or grant licences in respect of, or otherwise turn to account the property, rights or information so acquired.
- (ee) To manage improve, farm cultivate, maintain, underlet, lease, exchange, sell or otherwise deal with and dispose of all of any parts of the lands, hereditament, rights, claims, shares and interests and movable and immovable estates and properties and effects of the company.
- (ff) To acquire and undertake the whole, or any part of the business property and liabilities of any person or company carrying or any business which the company is authorised to carry on, or possessed of property suitable for the purposes of the company.
- (gg) To enter into partnership or into any arrangement for sharing profits, union of interests, cooperation, joint venture, reciprocal concession or otherwise, with any person or company carrying on or engaged in, or about to carry on or engage in any business or transaction which this company is authorised to carry on or engaged in, or any business or transaction capable of being conducted so as directly or indirectly to benefit this company; and to lend money to, guarantee the contracts of, or otherwise assist, any such person or company, and to take or otherwise acquire shares and securities of any such company, and to sell, hold, reissue, with or without guarantee, or otherwise deal with the same.
- (hh) To enter into any arrangement with any governments or authorities, supreme, municipal, local or otherwise, that may seem conducive to the company's objects or any of them, and to obtain from any such government or authority any contracts, rights, privileges and concessions which the company may think it desirable to obtain, and to carry out, exercise and comply with any such arrangements, rights privileges and concessions.

- (ii) To lend money to such persons of companies and on such terms as may seem expedient, and in particular to customers and others having dealings with company and to guarantee the performance of contracts, obligations and the repayment of money by any persons or companies whether customers or others having dealings with the company, or not.
- (jj) 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 legal and equitable mortgages and charges, debentures, debenture stock, perpetual or otherwise, charged upon all or any of the company's property (both present and future) including its uncalled capital and to purchase, redeem or pay off and such securities.
- (kk) To remunerate any person or company for service rendered or to be rendered, placing or assisting to place or guaranteeing the placing of any of the shares in the company's capital, or in or about the debenture stocks or other securities of the company, or in or about the formation or promotion of the company or the conduct of its business.
- (ll) To draw, make accept, endorse, discount, execute and issue promissory notes, bills of lading, bills of exchange, warrants, debentures, and other negotiable or transferable instruments.
- (mm) To sell or dispose of the undertaking 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.
- (nn) To subscribe or guarantee money for any national charitable, benevolent, public, general or useful object, for any exhibition, or for any other purpose which may be considered likely directly or indirectly to further the objects of the company or the interests of its members.
- (oo) To grant pensions or gratuities to any employees or ex-employees and to officers and ex-officers (including directors and ex-directors) of the company or its predecessors in business or in relations, connections, or dependants of any such persons, and to establish or support associations, institutions, clubs, funds and trusts

which may be considered calculated to benefit any such persons or otherwise advance the interests of the company or of its members, and to establish or contribute to any scheme for the purchase by trustees of shares in the company to be held for the benefit of the company's employees, and to lend money to the company's employees to enable them to purchase shares of the company, and to formulate and carry into effect any scheme, for sharing the profits of the company with its employees or any of them.



- (pp) To do all or any of the above things in any part of the world and as principals, agents, contractors, trustees or otherwise, and either alone or in conjunction with others.
- (qq) To do all such other things as are incidental or conducive to the attainment of the above objects. The objects set forth in any sub-clause of this clause shall not, except when the context expressly so requires, be in anywise limited or restricted by reference from the terms of any other sub-clause or by the name of the company.

None of such sub-clauses or the objects there is specified or the powers thereby conferred shall be deemed subsidiary or auxiliary merely to the objects mentioned in the first sub-clause of this clause, but the company shall have full power to exercise all or any of the powers conferred by any part of this clause in any part of the world, and notwithstanding that the business, undertaking, property acts proposed to be transacted acquired, dealt with or performed do not fall within the objects of the first sub-clause of this clause.

- 4. The Liability of the members is Limited
- 5. The capital of the Company is Tanzania shillings Five hundred million divided into 2000 shares of Shillings 250,000/= each. The Company shall have power from time to time increase or reduce its capital, and divide the shares in the original or increase capital into several classes and to attach thereto respectively and preferential or deferred qualified or special rights, privileges and conditions.


We, the several persons whose names and postal addresses are subscribed hereto, are desirous of being formed into a company in

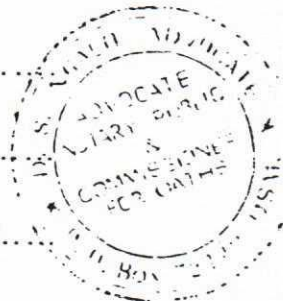
pursuance of this Memorandum of Association, and we respectively agree to take the number of shares in capital of the company set opposite our respective names.

NAME, ADDRESSES AND DESCRIPTION OF SUBSCRIBERS	NUMBER OF SHARES TAKEN	SIGNATURE
HASMUKHBHAI PREMESHANKER MEHTA BLOCK NO. 17/198 GAYATRI APT SOLA ROAD, NARANPURA AHMEDABAD, GUJARAT INDIA	1800	
DIPAKKUMAR PREMESHANKAR MEHTA I.57 SURESH PARK, MAKARPURA, VADODARA GUJARAT INDIA	200	

DATED at Dar es Salaam this ..... 21 ..... day of APRIL 2008.

WITNESS to the above Signature: .....

SIGNATURE :   
 POSTAL ADDRESS : ..... NGAILO .....  
 QUALIFICATION : ..... DAR ES SALAAM .....  
 INDIA



THE COMPANIES ACT 2002

COMPANY BY SHARES

ARTICLES OF ASSOCIATION  
OF  
WINTECH TANZANIA LIMITED

TANZANIA

Stamp Duty Shs. 5,000/- Paid

Receipt No: 31619688

Asst. Registrar of Companies

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 of 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 Company 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 to or more persons hold one or more shares in the company jointly they shall for the purpose of this regulation be tested 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.

## 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 be 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 who 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 boards shall forthwith give notice to such of the shareholders other that 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 respectively 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, Ordinance 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 of quorum.

Any ordinary resolution of the company determined without any general meetings 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. HASMUKHBHAI PREMSHANKER MEHTA
2. DIPAKKUMAR PREMSHANKAR MEHTA

7. The shareholding qualification 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 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' 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.

**NOTE OF MEMBERS:**

12. On a show of hands every member present in person shall have one vote. On a roll every members 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 of other sums presently by him in respect of shares in the Company have been paid.

## DISQUALIFICATION OF DIRECTORS:

14. The office of a Directors 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.

## SEAL

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 directors 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 or Director whom he represents.
17. Unless otherwise decided by the Directors the quorum necessary to transact business of the Directors shall be two Directors personally present.

## SECRETARY

18. 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.
19. 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 special or may be vested in Trustees for the benefit or such members and the liquidation of the company may be closed any the company dissolved but so that no member shall be compelled to accept any shares whereupon there is any liability.

## ALTERNATION OR ADDITION



20. Subject to the provisions of the Act and to those contained in the Memorandum of Association the Company may be 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.

## 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 favor or in which he is acquitted or is in connection with any application in which relief is granted to him by the Court.

22. 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 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 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 or any then existing statutory modifications or re-enactment thereof shall apply.

NAME, ADDRESSES AND DESCRIPTION OF SUBSCRIBERS	NUMBER OF SHARES TAKEN	SIGNATURE
HASMUKHBHAI PREMSHANKER MEHTA BLOCK NO. 17/198 GAYATRI APT SOLA ROAD, NARANPURA AHMEDABAD, GUJARAT INDIA	1800	
DIPAKKUMAR PREMSHANKAR MEHTA I.57 SURESH PARK, MAKARPURA, VADODARA GUJARAT INDIA	200	

DATED at Dar es Salaam this 21<sup>st</sup> day of APRIL 2008.

WITNESS to the above Signature:

SIGNATURE :

FULL NAME :

POSTAL ADDRESS :

QUALIFICATION :



