

THE COMPANIES ORDINANCE
(CAP 212)

COMPANY LIMITED BY SHARES

Memorandum

AND


Articles of Association

OF

Chandaria Industries (Tanzania) Limited.
(A PRIVATE COMPANY)

INCORPORATED THIS DAY OF 1966


Certified as True Copy of the Original
Leonard Paulo Shaidi
Advocate, Notary Public & Commissioner
for Goods

Signature: 
Date: 21/11/2025

M. M. CHANDARIA,
Director,
P. O. Box 1155,
Mombasa.

THE COMPANIES ORDINANCE
(CAP. 212)
COMPANY LIMITED BY SHARES

Memorandum of Association
OF
Chandaria Industries (Tanzania) Limited.

1. The name of the Company is 'CHANDARIA INDUSTRIES (TANZANIA) LIMITED.
2. The Registered Office of the Company will be situate in Tanzania.
3. The objects for which the company is established are:—
 - (a) To carry on the business of General Merchants and manufacturers of Drinking Straws, Toilet paper rolls, Adding machine Rolls, Ticket Rolls, Millinary paper bags and chain link fencing.
 - (b) To carry on the business of Confirming House and Money Lenders.
 - (c) To carry on the business of all types of Agricultural and Mixed Farming.
 - (d) To carry on the business of manufacturers of Cotton, Rayon and Synthetic textiles, Hosiery articles, all types of garments from Cotton or any Synthetic material and any branch on subsidiary business commonly carried on in connection therewith.
 - (e) To buy, sell, import, export, manufacture and deal in all kinds of goods stores and equipment whether in connection with any of the above activities or otherwise and to act as agents for all purposes. To acquire and hold investments and securities of all kinds and generally to derive income therefrom.
 - (f) To carry on the business of manufacturers of and dealers in matches, and to manufacture, purchase, sell and generally deal in all materials substances and things required for or incidental to the preparation, adaption, packing and storing of matches and to carry on such other businesses or processes in connection with the above-mentioned businesses as are customarily carried on in connection therewith or are naturally incidental thereto.
 - (g) To acquire by any means and to hold as investments any shares or other securities in any company in any part of the world carrying on any of the following businesses, and to carry on and participate in all or any of these businesses whether seperately or in conjunction with others: Manufacturers, merchants, agents, factors, distributors, processors, printers, importers, exporters and wholesale and retail dealers in and of all kinds of marketable products and materials whether consumable, durable or otherwise defined including food, provisions and grocery of every description, fancy goods, hardware, ironmongery, soap and toilet requisites, cosmetics, perfumery, medicines, chemicals, films, photographic goods, drapery, haberdashery, furniture, furnishings, textiles and textile products, electrical goods, clothes, fashions


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- (o) To purchase take on lease, hire or otherwise acquire and hold any lands, hereditaments, buildings, plant, machinery, goods, chattels, movable or immovable property of any kind, or any right or interest therein or thereover which the Company may think desirable in connection with its business.
- (p) To apply for, purchase or otherwise acquire in such manner and upon such terms as the Company shall think fit, secret processes, inventions, patents, copyrights, designs or trade marks or any interest therein, the acquisition of which shall seem beneficial to the Company.
- (q) To construct, alter, remove or replace any buildings, erections, structures, roads, railways, reservoirs, machinery, plant or tools, or works of any description, or to contribute to the costs thereof, as may seem desirable in the interests of the Company.
- (r) To enter into partnership or amalgamate with any person or body for the purpose of carrying on any business or transaction within the objects of the Company, and to enter into such arrangements for co-operation, sharing profits, losses, mutual assistance, or other working arrangements as may seem desirable.
- (s) To purchase, take on lease or in exchange, or hire, or otherwise acquire any lands, houses, buildings, rights, properties and chattels which the Company may think to be suitable and convenient for any purposes of its business, and to purchase or otherwise acquire and undertake all or any of the business, property and liabilities of any person or company carrying on any business similar to that which this Company is authorised to carry on, or possessed of property suitable for the purpose of the Company, and pay for any assets acquired by the Company in cash or with shares, stock, debentures, debenture stock or obligations of the Company, whether fully paid or otherwise, or in any other manner.
- (t) To borrow and raise money and to secure the same in such manner as the Company shall think fit, and in particular by the issue of debentures or debenture stock, mortgages, charges, perpetual or otherwise, charged upon all or any of the Company's property (both present and future), including its uncalled capital.
- (u) To receive loans at interest or otherwise, from and to lend money and give credit to, and to guarantee and become or give security for the performance of contracts by, and act as bankers for, any person or company, where the so doing may seem desirable in the interests of the Company.
- (v) To invest, lend, or otherwise deal with unemployed moneys, in such manner, and upon such terms, as may be thought fit, and to vary investments.
- (w) To draw, accept, endorse, issue, or execute promissory notes, bills of exchange, bills of lading, warrants, and other negotiable transferable, or mercantile instruments.
- (x) To promote any company and to acquire the whole or any part of the assets or liabilities of this Company, or for any other purpose which may seem desirable in the interests of this Company, and to subscribe, acquire, underwrite, or place, or assist in so doing, the whole or part of the Shares or securities of such Company.
- (y) To pay gratuities or pensions or allowances on retirement to any directors who have held any other salaried office or place of profit with the Company or to their widows or dependants and to make contributions to any fund and to pay premiums for the purchase

Names, Address and description of Subscribers	No. of Shares Taken	Signature
1. MR. DINESHKUMAR MAGANLAL CHANDARIA, P.O. BOX 1658, <u>DAR ES SALAAM</u> TANZANIA BUSINESSMAN.	ONE	
2. MR. MAHESHKUMAR MAGANLAL CHANDARIA, P.O. BOX 1658, <u>DAR ES SALAAM</u> TANZANIA BUSINESSMAN.	ONE	
3. MR. MAGANLAL MOTICHAND CHANDARIA, P.O. BOX 1658, <u>DAR ES SALAAM</u> TANZANIA BUSINESSMAN	ONE	

Dated this 4th day of December 1995

WITNESS to the above signature:
 Signature:
 Postal Address: P.O. Box 1658, DAR ES SALAAM.
 Qualification: AUDITOR.

Leonard Paulo Shaidi
 Notary Public & Commissioner
 for Goods
 Date: 24/12/2023



THE COMPANIES ORDINANCE

(CAP. 212)

COMPANY LIMITED BY SHARES

Articles of Association

OF

Chandaria Industries (Tanzania) Limited.

PRELIMINARY

1. The regulations contained in Table A in the First Schedule to the Companies Ordinance (Cap. 212) hereinafter referred to as 'Table A', shall except as hereinafter provided and so as the same are excluded. The clauses hereinafter appearing are in addition to the regulations contained in Table 'A' and in case of conflict Clauses herein shall apply.

PRIVATE COMPANY

2. The Company is a Private Company, and accordingly:—

(a) The right to transfer shares in the Company shall be restricted in manner hereinafter appearing.

(b) The number of members of the Company (not including persons who are in the employment of the Company and persons who, having been formerly in the employment of the Company, were while in such employment and have continued after the determination of that employment 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 paragraph be treated as a single member.

(c) No invitation shall be made to the public to subscribe for any shares or debentures of the Company.

3. The Directors may at any time require any person whose name is entered in the Register of the Company to furnish them with any information which they may consider necessary for the purpose of determining whether or not the Company is an exempt Private Company together with such evidence as the Directors may require; and if such requirements are not complied with, may withhold any dividends or other payments otherwise due or becoming due in respect of the shares registered in the name of such person (whether solely or jointly with some other person or persons.)

SHARES

4. Save as hereinafter provided, all unissued shares shall be at the disposal of the Directors; and they may allot, grant options over or otherwise dispose of them to such persons, at such times, and on such terms as they think proper.

5. The Company may by Ordinary Resolution direct that (save as by a like resolution otherwise directed) all or any unissued shares shall before issue be offered to the members holding Ordinary Shares in proportion as nearly as circumstances admit to their existing holdings of such



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If the directors shall not, within the space of sixty days after service of a sale notice, find a purchasing member for all or any shares comprised therein and give notice thereof to the Vendor, or if through no default of the Vendor, the purchase of any shares in respect of which such last mentioned notice shall be given shall not be completed within twenty one days from the service of such notice the Vendor shall at any time within six months thereafter be at liberty to sell and transfer the shares comprised in his sale notice (or such of them as shall not have been sold to purchasing members) to any persons and at any price.

10. The Directors may in their absolute discretion and without assigning any reason therefor decline to register any transfer of Shares, whether fully paid or not, not being a transfer to a person who is already a Member of the Company or to a transferee under Clause 8 hereof. Clause 19 of Table 'A' shall not apply.

CONVERSION OF SHARES INTO STOCK

11. Clauses 30 to 32 inclusive of Table 'A' shall not apply.

PROCEEDINGS AT GENERAL MEETINGS

12. Two members present in person or by proxy or by representatives appointed under clause 63 of Table A, shall be a quorum at any General Meeting. Clause 45 of Table A, shall be modified accordingly.

13. A poll may be demanded at any General Meeting by the Chairman or by any member present in person or by proxy and entitled to vote Clause 40 of Table A, shall be modified accordingly.

14. Subject to the provisions of the Ordinance a resolution in writing signed by all the members for the time being entitled to receive notice of and attend and vote at General Meeting (or being corporations, by their duly authorised representatives) shall be as effective as if the same had been passed at a General Meeting of the Company duly convened and held, and may consist of several documents in the like form, each signed by one or more persons.

15. Clause 64 of Table 'A' shall not apply and the following Clause shall be substituted therefor, viz:—

(a) The number of Directors shall not be less than two nor more than seven, but the Company in General Meeting may reduce these limits. The first Directors shall be

1. Mr. MAGANLAL MOTICHAND CHANDARIA
2. Mr. KESHAVLAL MOTICHAND CHANDARIA
3. Mr. SOBHAGCHAND F. CHANDARIA

The Directors shall hold office as directors for life or until they shall resign. Accordingly they shall not be taken into account in determining the rotation or retirement of Directors and Clause 89 of the Articles shall not apply to them.

GOVERNING DIRECTOR

16. (A) Mr. Maganlal M. Chandaria shall be the Governing Director of the Company until he resigns that office or vacates the same under Article 22 and he will not whilst holding such office be taken into account in determining the rotation or retirement of directors, and whilst Governing Director he may exercise all or any of the following powers:—


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20. The Directors may at their own discretion and upon such terms in all respects as they think fit raise or borrow money for the purposes of the Company's business and may mortgage or charge the whole or any part of the assets and property of the Company (present or future) including its uncalled or unissued capital, and may issue debentures, mortgages or other securities whether outright or as security for any debt, liability or obligation of the Company or of any third party.

21. No Director shall be disqualified by his position as Director from entering into any contract or arrangement with the Company, and a Director may vote and be taken into account for the purpose of constituting a quorum in respect of any contract or arrangement in which he may be in any way interested and may retain for his own absolute use and benefit all profits and advantages accruing to him therefrom. A Director may hold any other office or place of profit under the Company other than that of Auditor on such terms as to remuneration and otherwise as the Directors may determine.

RETIREMENT OF DIRECTORS

22. The office of a Director shall be vacated in any of the following events, namely:—

- (a) If he becomes prohibited by law from acting as a Director.
- (b) If (not being a Managing Director holding office as such for a fixed term) he resigns by writing under his hand left at the Registered Office.
- (c) If he has a receiving order made against him or compound with his creditors generally.
- (d) If he is found lunatic or becomes of unsound mind.
- (e) If he be absent from meetings of the Directors for six months without leave, and the Directors resolve that his office be vacated.

Clause 72 of Table 'A' shall not apply to the Company.

PROCEEDINGS OF DIRECTORS

23. A resolution determined on without any meeting of Directors and evidenced in writing signed by all the Directors for the time being entitled to receive notice of a meeting of Directors, or all the members of a Committee shall be as valid and effectual as a resolution duly passed at a meeting of the Directors or of such Committee, as the case may be.

CAPITALIZATION OF PROFITS

24. The company in general meeting may upon the recommendation of the directors resolve that it is desirable to capitalize any part of the amount for the time being standing to the credit of any of the Company's reserve accounts or to the credit of the profit and loss account or otherwise available for distribution and accordingly that such sum be set free for distribution amongst the members who would have been entitled thereto if distributed by way of dividend and in the same proportions on conditions that the same be not paid in cash but be applied either in or towards paying up any amounts for the time being unpaid on any shares held by such members respectively or paying up in full unissued shares or debentures of the Company to be allotted and distributed credited as fully paid up to and amongst such members in the proportion aforesaid, or partly in the one way and partly in the other and the directors shall give effect to such resolution: Provided that a share premium account and a capital redemption reserve fund may, for the purposes of this regulation, only be applied in the paying up of unissued shares to be issued to members of the company as fully paid bonus shares.



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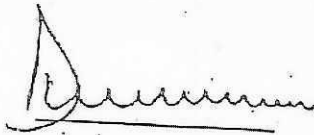
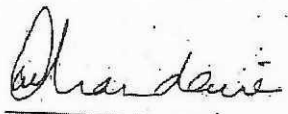

Leonard Paulo Shaid

Advocate, Notary Public & Commissioner

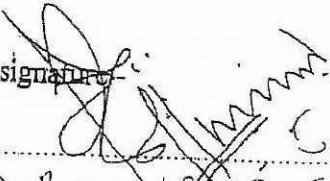
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3. MR. MAGANLAL MOTICHAND CHANDARIA, P.O. BOX 1658, <u>DAR ES SALAAM</u> TANZANIA BUSNISSMAN	ONE	

Dated this 4th day of December 1995

WITNESS to the above signature
 Signature : 
 Postal Address : P.O. Box 1658, DAR ES SALAAM
 Qualification : AUDITOR

Leonard Paul Shaidi
 Advocate, Notary Public & Commissioner for Oaths
 Sign: 
 Date: 24/7/22

