

THE COMPANIES ORDINANCE (CAP. 212)

COMPANY LIMITED BY SHARES

MEMORANDUM

AND

ARTICLES OF ASSOCIATION

OF

CHEMI AND COTEX INDUSTRIES LTD

Incorporated this day of

PRESENTED BY :-

YOGESH M. MANEK
A PROMOTER OF THE COMPANY
P.O. BOX 20641
DARES SALAAM.



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TANZANIA
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TANZANIA
THE COMPANIES ORDINANCE (CAP.212)
COMPANY LIMITED BY SHARES
MEMORANDUM OF ASSOCIATION
CHEMI AND COTEX INDUSTRIES LTD.

1. The name of the Company shall be CHEMI AND COTEX INDUSTRIES LTD which has been formed from the merger of CHEMIPACK (T) LTD and COTEX INDUSTRIES LTD, therefore will continue with the same business currently run by Chemipack (T) Ltd and Cotex Industries Ltd.
2. The registered office of the Company will be situated in Tanzania.
3. The objects for which the company is incorporated are:
 - (A) To manufacture, build, buy sell and deal in goods, wares, chemicals and merchandise of every nature, kind and description whatsoever;
 - (B) To carry on the business of Transporters, Clearing and Forwarding, Warehousing Road haulage, Chartering, Air Charter/Freight, Container Operators, Marine and/or General Insurance Brokers, Farmers, Stock farmers, cattle rearers, dairymen, livestock and poultry breeders;
 - (C) To build purchase or otherwise acquire and hold property, real or personal, rights and assets of Land bonds, debentures, debenture stock shares of all classes and securities of any type issued by any individual, or corporation or company, public or private, incorporated or unincorporated;
 - (D) To take part in the management, supervision or control of the business or operations of any company or undertakings of which the company owns any property, assets or right and for that purpose, or other experts or agents;
 - (E) To employ an individual, firm or corporation to manage, in whole or in part, the affairs of the company and to employ experts to investigate and examine into the conditions, prospects value, character and circumstances of any business concerns and undertakings and generally on any assets, property or rights.
 - (F) To acquire by purchase, lease or otherwise and to take over and/or manage and carry on all or any of the businesses, undertakings, properties franchise, goodwill, contracts, right, powers and privileges held, enjoyed or carried on by any person, firm or corporation or by any business, the carrying on of which will, in the opinion of the company promote and carrying out of the undertakings of the company or any of them and to pay company; and to let and sub-let any property; and to buy, sell manufacture medical, cosmetics, Toilet and beauty products.

Certified True Copy of the Original
Sign:  27/6/13
SALMA MOMI KARUBI
Advocate, Notary
Public & Commissioner for Oaths

- (G) To borrow money and to carry on any trade or business whatsoever which can in the opinion of the board of Directors be advantageously carried on by the company in connection with as ancillary to any of the above or objects or the general business of the company.
- (H) To raise or borrow for the purpose of Company's business such sum or sums of moneys as the Board of Directors think fit and they 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 and future, including its uncalled or unissued capital or by the issue, at such price as they may fit, 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 ways as the Directors may think expedient.

- 4. The liability of the Member is limited.
- 5. "That the authorised share capital of the company is Tshs **1,800,000,000** (**Tanzanian shillings one billion eight hundred million only**) divided into **1,800,000 ordinary shares of 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 hereto any special rights, privileges or conditions.

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 our respective names.

Names, addresses and description Of Subscribers	Number of Shares Taken	Signature
1) MAC GROUP LIMITED P.O. BOX 2552, DAR ES SALAAM.	900 *	
2) YOGESH MAGANLAL MANEK P.O. BOX 20641, DAR ES SALAAM.	100 *	

DATE at

Dar-es-Salaam

SIGNATURE:

M. M. M. M.

POSTAL ADDRESS:

Box 76722 Dar es Salaam

QUALIFICATION:

ADVOCATE.

Certified True Copy of the Original
Sign: 22/10/20
SALMA M. M. M. JARUFU
Advocate, Notary
Public & Commissioner for Oath



THE COMPANIES ORDINANCE (CAP 212) LAWS OF TANZANIA
PRIVATE COMPANY LIMITED BY SHARES
ARTICLES OF ASSOCIATION
OF
CHEMLAND COTEX INDUSTRIES LIMITED.

PRELIMINARY

In these regulations,

“The Ordinance” means the Companies Ordinance Chapter 212 of laws of Tanzania

When any provision of the Ordinance is referred to, the reference is to that provision as modified by any 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 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 person shall include bodies, corporate, partnerships, firms, co-operative societies, etc.

The regulations of Table ‘A’ in the First Schedule to the Companies Ordinance (hereinafter called Table ‘A’) shall apply to the Company, save in so far as they are varied or excluded hereby, but in case of any conflict between the provisions under Table ‘A’ the former shall prevail; and in addition to substitution for the modification of the provisions of Table ‘A’ the following shall be the regulations of the Company.

PRIVATE COMPANY

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 Company (exclusive of persons who are in the employment of the company and of persons who having been formerly in the employment and have continued after the determination of such 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 regulation be treated as single member.

TANZANIA
 RECEIPT NO: 1130
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 Agent: Registrar of Companies

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

TRANSFER OF SHARES

The Directors may in their discretion and without assigning any reason thereof refuse to register the transfer on any shares to any person whom it shall in their opinion be undesirable for any reason whatsoever to admit to membership.

Subject to Clauses 2 and 3 hereof the right to members to transfer their shares be restricted as follows:-

- (a) No share be transferred to a person who is not a member so long as any member or any person selected by the Directors as on 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 personal representative 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 to the Board of Directors of the Company, as his agent for the sale of such shares to any member or members of the company, at a price to be agreed upon between the party giving such notice 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 or 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 shares 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 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 prorata according to the number of shares already held by them respectively, or if there be only one such shareholder, the whole of such shares shall 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. 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 be bound upon payment of the said price to transfer the shares to the respective shareholders or to the single shareholder who shall have agreed to purchase the same.

GENERAL MEETINGS: NOTICE ON GENERAL MEETINGS AND PROCEEDINGS AT GENERAL MEETINGS

Articles 39 of Table 'A' 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 threefourths 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

- (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:
 - PRADIP MAGANLAL MANEK
 - YOGESH MAGANLAL MANEK
 - SANTOSH DESAI
 - NANALAL CHAUHAN

The shareholding qualification for Directors may be fixed by the Company in general meeting, and unless until so fixed no qualification shall be required.

The quorum of Directors for transacting business shall be unless otherwise fixed, by the Directors, be two.

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.

The Directors may from time to time borrow or raise any moneys for the purposes 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 moneys as they think fit and they 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 and future, including its uncalled or unissued 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.

ALTERNATE DIRECTORS

12. Each Director may nominate any 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. Such Alternate Director shall be subject in all other respects to the terms and conditions existing with reference to the Directors when acting shall exercise and discharges all the duties and functions of the Directors whom he represents and in the case of an Alternate Director being unable to act during the absence or inability to act as the Director whom he represents he may subject to the like approval of the Directors appoint a duly qualified person to act in his place.

SECRETARY

13. The Secretary shall be appointed by the Board for such terms at 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 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 specie or may be vested in Trustees for the benefit of such members and the liquidation of the Company may be closed and the Company dissolved but so that no member shall be compelled to accept any shares whereupon there is any liability.

