

**THE COMPANIES ACT
ACT NO. 12 OF 2002
COMPANY LIMITED BY SHARES**

**MEMORANDUM OF ASSOCIATION
MSIPAZI FARM LIMITED**



1. The name of the Company is **MSIPAZI FARM LIMITED**
2. The registered office of the Company will be situated in Tanzania.
3. The objects for which the company is formed are:-
 - (a) To acquire take over, promote, establish, engage in and carry the business of profession of farmers, planters, harvesters, sprayers, seed growers, glazier breeders of and dealers of livestock, market gardeners, arboriculturalists, agriculturalists, horticulturalists, floriculturists, dairymen, vegetable oil extractors, poultry and bee-keepers and any other business in connection with floriculture, arboriculture agriculture and horticulture.
 - (b) To carry on the business as general buyers and sellers of agricultural products, such as coffee, tea, cashew nuts, peanuts, beans, cereals, cowpeas, yellow gram, green monks, sesame and to be general suppliers in local and export markets, to be general barbers and confectioners and generally to be traders and manufactures of the above.
 - (c) To carry and promote and trade or business of farm and agricultural inputs, implements, tools, packaging materials and deal in the livestock and or the veterinary health care products to farmers and stockists, to buy, sell, supply, distribute, whether in retail or wholesale fertilizer, insecticides, fungicides, growth stimulants, agro seeds, farm implements and tools, animal feeds, veterinary drugs and any related goods and import and export agriculture and food technology, industries and equipment, manufacture and semi processed products in Tanzania and other parts of the world.
 - (d) To provide agricultural consultations, training, research and advisory services to farmers and livestock keepers through seminars, workshops field visits and farm demonstrations, to engage in vegetables seed production and marketing of horticultural products, to carry on the business of farming, cultivating, planting, growing cash and food products, inter alia sugar cane, tea, coffee, cocoa, coconut, papaya and pyrethrum.
 - (e) To carry on the business as general merchants, traders, consumers, suppliers, importers, exporters, general merchandise, commission agent, stockists, wholesalers, retailers and dealers in computers, mobile phones, soft drinks, hardware, office furniture, hardware building materials, cement, timber, wood, iron steel, tiles, sand and stone, electrical goods, spare parts and maintenance, tyres, tubes, tools and accessories for all types of automotive, motor vehicles, agricultural machinery, implements, equipment. All kind of industrial projects machinery and equipment, timber, groceries, computers, office equipment's, to carry on the business of supermarket, drinks, cooking oils, salts.

foodstuffs, cosmetics, new, second hand clothes, household, oils, paints, spirits sheets, hinges, screws, iron mongery, textiles piece goods, all types of leather goods, shoes, bags, and other similar goods., luggage, garments, baby clothes, sugar, bulk drugs, pharma, chemicals and solvent industrial use chemicals.

- (f) To carry the business of importer and exporters, wholesalers, retailers, general merchants, provision store, general store keepers, universal providers, to establish supermarkets, duty free shops, import and export, hardware, manufacture goods, textiles, office equipments, stationery, building materials, home appliances, utensils, piece goods imitation jewellery, hosiery, shoes, sun-glasses, flowers, handbags household requirements generally in all manufactured goods of all type, to acquire, establish, dealers in selling ready made garments and knitwear's, shoes, toys, motor cycles, bicycles, bicycle chairs, computer and its parts, television, mobile phone, vcd, cookers, slippers jeans, and description for commercial and home use.
- (g) To carry on the business of computer networks, sales of computers, consultancy, computer training, graphic, design, internet café computer programming, web sites, database, telecommunication equipment telephones, cellular phones, TV-transmission equipment etc transport automobiles, marine vessels, aircraft, drilling and mining technologies and equipment, and agricultural and diary equipment and all types of computer networks and related networks activities.
- (h) To install operate, maintain and exploit public telecom system and to carry on business as sellers, buyers, importers, exporters, distributors and dealers in all kinds of mobile telephone, internet, telecommunication equipment, material, telecom towers, apparatus and accessories relating to telecommunication, and to install, repair, maintain, service and generally deal in such equipment; and dealers generally in products or equipment relating to cellular telephone systems, telecommunication visual communication, paging, voice feed back automatic lettering, including all apparatus, accessories, appliance and things used in connection therewith belong to the company or procured by the company or belonging to the customers of the company.
- (i) To carry on the business of International trade, general merchandise, importers, exporters, distributors, general store-keepers, universal providers, wholesale and/or retail traders, dealers of hardware, piece wood, paints, glassware, scrap metal, crockery, cutlery, ironmongery, turners and other household fittings and requirements, other articles and commodities of personal, household use and consumption provisions, textiles, groceries, medicines, drugs, beers, wines, spirits, liquors, chemical, surgical, option, photographic and other instruments, apparatus and materials, motor vehicles, automobiles and generally in all manufactured goods of all types and merchandise of all kinds.
- (j) To carry on the business of International trade, general merchandise, importers, exporters, distributors, general store-keepers, universal providers, wholesale and/or retail traders, dealers of hardware, piece wood, paints, glassware, scrap metal, crockery, cutlery, ironmongery, turners and other household fittings and requirements, other articles and commodities of personal, household use and consumption provisions, textiles, groceries, medicines, drugs, beers, wines, spirits, liquors, chemical, surgical, option, photographic and other instruments, apparatus and materials, motor vehicles, automobiles and generally in all manufactured goods of all types and merchandise of all kinds. To carry on the

business of timber and sawmill proprietors, ~~tree fellers~~, woodworkers, joiners, carpenters, wood and timber merchants, woodwork contractors, and to buy, sell, mine, prepare for market, import, export and del in minerals, ~~tree logs~~, hardboards, soft boards, building materials, hardwares, oil, paints, varnishes and ~~generally~~ to deal in articles of all kinds in the manufacturers of which timber or wood is used.

- (k) To carry on the business of clearing and forwarding agents, commission agents, logistics, customer agents, transporters, freighters, hauliers, customs bonded warehouse and godown keepers, court brokers, Insurance and assurance, insurance broker, Management, stock exchange and stock exchange brokers, shipping agents, cargo and travel agents, road, water agents, airport handling, haulers, courier services, insurance agents, tourist agents, manufacturers' representatives, road contractors, cargo superintendents, packers, machinery haulage specialists, warehousemen, engineers, electricians, motor cars, trucks, cabs, omnibus, oil tank and coach proprietors and transporters, civil transport contractors and transporters by any other means of conveyance of people and goods in Tanzania and the neighbouring countries and in such other place or place, ay from time to time be determined by the company, engage in and or otherwise carry on the business as transporters and transport agents, freight forwarders and related transactions whatsoever.
- (l) To survey, build, construct, alter, improve, enlarge, repair, maintain, develop, demolish, remove or replace and to work, manage, carry out or control works of all descriptions, decoration, including but not limited to offices, residential, commercial building developments, parks, factories, mills, warehouse, shops, stores, garages and other buildings, roads, dams, machinery and plants, which may, in the opinion of the directors of the Company, be likely to advance directly or indirectly the Company's interests; to clear sites for the same, to contribute to, subsidies or otherwise assist in the building, construction, alteration, repair, improve, enlargement, maintenance, development, demolition, removal, replacement, working, management, carrying out or control. To be professional services contractors, fumigation agents, renovators.
- (m) To engage and carry on the mechanical works, constructions, demolition, recreation, civil engineering, general works, buildings, road renovations, canals, water courses, irrigation mediation sewage, drainage and other sanitary works, office practitioners, decoratories, cleaning premises, streets, road, fumigation, maintainers of dilapidated buildings, plumbing, furniture manufactures, suppliers and exporters, residential and office furnishers.
- (n) To carry on and deal in the business mining, gold, Gemstones, Goldsmith, exporters of Gold and Gemstones, processors and manufacturers of Jewelers, gold product, polishers and cutter of Diamonds and Gemstones and other Jewelleries. To search for, prospect, win, get, quarry, mine, crush, work, preshape, facet, polish or otherwise prepare for marketing precious sand semi-precious stones including diamonds, gemstones, Tanzanite's and valuable and base minerals and metal and mineral substitutes of all kinds including aluminum, manganese and petroleum and to buy, sell, market, import, export, and deal in the same and to carry on any other operations which may seem conducive to any of the Company's objects

- (o) To engage and or carry on the business of constructions, civil engineering, general works, buildings, road renovations, office practitioners, decorators, cleaning premises, streets, road, fumigation, maintainers of dilapidated buildings, equipment hiring, plumbing, furniture manufactures, suppliers and exporters, residential and office furnishers.
- (p) To engage in and or otherwise carry on the business of sanitary services, super cleaners, removal treatment of, and or garbage collectors, sewage, and drainage system contractors, rural, urban and community centers, super cleaners, offices, gardening, removal treatment contractors, landscaper to be professional sanitary services contractors, fumigation agents, renovators, general maintenance and decorators, garden keeper, decorations, promoters of health service in industries, governmental departments, offices, companies, public or private institutions, individuals and any other organizations all over the world. To carry on the business of town cleaning, education on hygiene, importation of all cleaning facilities, equipments and chemicals.
- (q) To acquire, take over, research, consultancy promote, research, establish, engage in and carry on the business of professional farmers, planters, harvesters, sprayers, growers, sellers, buyers, general merchandise and commodities, sugar cane, instant coffee, raw coffee, cotton oil, sunflower, rye mill, maize, cocoa, green peas, foods and cash crops, tea, rice, beans, wheat, tobacco, leather products leather goods, glaziers, breeders of and dealers in livestock, market gardeners, arboriculturists, agriculturists, aquaculture, horticulturists and dairymen, vegetable oils extracts, poultry and beekeepers, and any other trade or businesses in connection with floriculture, arboriculture, agriculture or horticulture.
- (r) To carry on otherwise engage in the business of professional consultant, manufacture, selling pharmaceuticals, medical equipments, laboratory equipments, organize market survey into the supply of medicines equipments, surgical instruments and any type of equipment which may be used to enhance the foregoing objects. To carry the business of maintaining diagnostic laboratories, Diagnostic kits.
- (s) To engage in and or otherwise carry on the business of professional health cares, super health practitioners and general consultants in health administration, promoters of safety measurers, importers, suppliers, distributors, wholesalers, retailers, and suppliers of bulky and/or specific human and animal medicines, to own and run pharmaceutical industries and act as representatives for manufacturers of all types of Medicare products, cosmetics, Hospital chemicals, equipment and utilities, own and run Hospitals. Medical colleges and Tropical disease research centers, develop and produce all types of human and animal medicines using naturally raw materials, chemicals.
- (t) To carry on the business o, tax collection, revenue collection, customs collection house rent collection, entertainment tax collection, development tax collection, M-Pesa, Tigo Pesa and other tax for any person, firm or company and to undertake and perform subcontractor and to act in any of the finance collection of a company through or by means of agents, brokers, auctioneers, sub-contactors or any other financed collection.
- (u) To arrange before hand and organize for tourists, budget and luxury camping safaris, hotel, lodge safaris, Road safaris and excursions, ticketing, Airlines and charters, game hunting, fishing ornithological and other safaris and expeditions of all kinds, mountain

climbing, walking safaris, photographic safaris, car hire and cultural tourism, to establish, maintain and operate aircraft services of all kinds to carry on the business of carriers by air or otherwise of passengers, mail goods merchandise and valuable of all kinds, to engage in aerial survey photography and mapping and aerial advertising and to enter into contracts with any person, corporation or government as to the interchange of traffic the carriage of goods and passengers or for any other purpose advantageous to the Company.

- (v) To collect and recover loans due to microfinance, co-operative, corporations, companies, public enterprises, parastatals, individuals and to collect employees payments in respect of their claims accruing from salaries, general insurance, pension, NPF, PPF, and any other employee payments. To provide security services and assistance in the printing of security document, civil process serve's loss assessors, possessors, private investigation, property and estate agents commission agents and general security services activities.
- (w) To buy, sell, import, produce, manufacture and deal in food and food products, meat, fish, groceries, fruits, confectionery, grain millers and padres, other beverages, whether alcoholic or not, tobacco, chemists and druggists suppliers, linen, furniture, furnishings and other articles required by visitors to the company's premises and others.
- (x) To deal in all aspects of Real Estate, Estate development including buying, constructing, selling, mortgaging, renting, transferring and any other form of conveyance of real estate.
- (y) To carry on the business of International trade, general merchandise, importers, exporters, distributors, general store-keepers, universal providers, wholesale and/or retail traders, dealers of hardware, piece wood, paints, glassware, scrap metal, crockery, cutlery, ironmongery, turners and other household fittings and requirements, other articles and commodities of personal, household use and consumption provisions, textiles, groceries, medicines, drugs, beers, wines, spirits, liquors, chemical, surgical, option, photographic and other instruments, apparatus and materials, motor vehicles, automobiles and generally in all manufactured goods of all types and merchandise of all kinds.
- (z) To carry on all or any of the business of transport, carriage and haulage contractors, owners and charter of road vehicles, aircraft and ships and boats of every description and carriers of goods and passenger by road, rail, water or air and to establish, acquire, maintain and operate transport service of every description both public and private and all services ancillary thereto and for such purposes or as independent undertakings to purchase, take in exchange, charter, hire, build, contract or otherwise acquire and to own, operate, work, manage, maintain, repair, service and deal with and in road vehicles, aircraft and vessels of every supplies therefore and to conduct any such business within the country or any other state in Africa or Europe or Asia and or any other foreign country.
- (aa) To carry out the business of proprietors and managers of hotels, snacks, night club, restaurant, lodges marquees, bar, cafes, road houses, motels, hotel management, safari and holiday camps, caravan sites, guest houses, apartment housekeepers, refreshment and tea rooms, milk and snacks bars, tavern, beer house and lodging housekeepers and to provide food and catering services to individuals, private and public institutions and to

industrial and business concerns, also to provide variety of services and products to guest, tourist and hoteliers related to.

- (bb) To engage in and or otherwise carry on the business of professional hardware dealers, super traders, agents, manufacturers, buyers, sellers, distributors, suppliers, importers, exporters of building materials, decoration materials, domestic and industrial goods, agricultural and or farm implements, electrical and electronic appliances, apparatus and tools, sanitary and cleaning material, toiletry items, all businesses and trades incidental analogous, similar thereto, required to be or capable of being carried on in conjunction therewith.
- (cc) To carry on the business of fumigators, vacuum cleaners, steam cleaners, carpet cleaners, window shop, officer, club hotel, theatre cleaners vermin and insects destroyers and generally to undertake cleaning and fumigation of any kind.
- (dd) To carry on Fire Fighting equipments and general technical services, fumigation, auto-control, systems, and general supplies, importers, exporters, general merchants, general store-keepers, universal, wholesale and retail traders, dealers of weighing scales, inkjet technology, moisture analysis, lab equipment, solar technology, piece wood, glassware, cookery, cutlery, turners and other household fittings, and requirements, other articles, textiles, medicine, drugs, wines, spirits, liquors, photographic apparatus.
- (ee) To arrange before hand and organize for Airline solutions to hospitality, Airline and charters, hotel reservation, boats ferry travel, tourists, budget and luxury camping safaris, lodge safaris, Road safaris and excursions, ticketing, bird watching, wildlife tourism, cultural tourism, game hunting, fishing ornithological and other safaris and expeditions of all kinds.
- (ff) To carry on the business of dealers, buyers, processors, exporters and importers of minerals, including diamond, Gemstones and gold, to engage in cutting and polishing, gems and any other types of gems or precious tones and to do any kind of business relating to minerals, and to own and run jewelers shops. To carry on the business of mining, mineral exploration, and deal in minerals as miners, buyers, processors
- (gg) To carry on the business of timber and sawmill proprietors, tree fellers, woodworkers, joiners, carpenters, wood and timber merchants, woodwork contractors, and to buy, sell, mine, prepare for market, import, export and del in minerals, tree logs, hardboards, soft boards, building materials, hardwares, oil, paints, varnishes and generally to deal in articles of all kinds in the manufacturers of which timber or wood is used.
- (hh) To carry on the business of garage proprietor, repair, cleaner, stone and warehouse of all kinds of vehicles, machinery, equipment and plant, whether move y mechanical power or not, fuel for internal combustions engines, lubricants, batteries, wheel balance and accessories and all things capable of being used in connection with the said business or in manufacturer or maintenance of such vehicles, machinery equipment and plant.
- (ii) To carry on the business as commission agents motor cars, trucks, cabs, omnibus, oil tank and coach proprietors and transporters, civil transport contractors and transporters by any

other means of conveyance of people and goods in Tanzania and the neighbouring countries and in such other place or places as may from time to time be determined by the company.

- (jj) To carry the business of electricians, mechanical engineers and manufacturer, workers and dealers in electrical apparatus and goods and manufacturer or hire or apparatus or goods in which the application of electricity or any kind of power, or any power that can be used in substitute therefore, is or may be useful, convenient or ornamental, or any other business of a like nature.
- (kk) To carry on the business of manufacturers importers, exporters and dealers in (whether or retail) all kinds of plastic wares for domestic, office, Industrial use or otherwise plastic component and appliances, medical, chemical preparation articles and compounds and manufacture, import, sell dyes cosmetics, soap, washes, pomades, paints, pigments, oils, spirits, distempers varnishes, resins, synthetic and manmade materials and fabrics of whatsoever nature and deal in all articles, substances and things commonly or conveniently used in or for making up, preparing or packing any products in which the company is authorized to deal with which may be required by the customers or persons having dealing with the company
- (ll) To carry on the business of fumigators, vacuum cleaners, steam cleaners, carpet cleaners, window shop, officer, club hotel, theatre cleaners vermin and insects destroyers and generally to undertake cleaning and fumigation of any kind.
- (mm) To engage in the importation of office equipments, typewriters, photocopying machines, electrical equipments, calculators and other office machines as the Company may think fit.
- (nn) To do all kinds of business relating to information and communication technology and to act as consultants, carry on business as managers or advisors in information management, data processing, applications development, computerized systems development, data telecommunication and networks technology and those purposes to promote, arrange, organize, conduct and facilitate information and communication technology in Tanzania elsewhere; and to promote, arrange facilitate and operate information technology activities in all its diverse areas and all such facilities advantages and conveniences as may be considered necessary or incidental thereto. To do activities as development of customer-made and instructional software, educational, managerial and control software products for small, medium and large clients.
- (oo) To carry on the business of manufacturing, selling, marketing, packing, dealing or otherwise in various garments and textiles, clothing materials, all types of men's ladies and children wear and dresses including trousers, pullovers, shirts, sweaters, blouses, jerseys, brassieres, vests, pants, swimming customs, skirts, shorts, tie and dye and like other garments, raw materials, carpets, knit good, Lace and piece goods, accessories and fitting for these products.
- (pp) To carry of the business of wholesalers, retailers, general traders, suppliers, merchants, importers, exporters, stockists and dealers in all types of garments, new and second hand

clothing, Mitumba, tents, textiles material, tie and dye. boutique, belts, shoes, caps, bags, dresses of all types and description whatsoever.

- (qq) To carry on business as auctioneers, rent collectors, courts brokers, City/Municipal/District assessors, levy and/or rates collectors, or otherwise deal and general undertake any business, work or transaction usually undertaken by auctioneers, commission agents and collectors.
- (rr) To engage in and or otherwise carry on the business of professional hardware dealers, super traders, agents, manufacturers, buyers, sellers, distributors, suppliers, importers, exporters, decoration materials, domestic and industrial goods, agricultural and or farm implements, electrical and electronic appliances, apparatus and tools, sanitary and cleaning materials, toiletry items, all businesses and trades incidental analogous, similar thereto, required to be or capable of being carried on in conjunction therewith..
- (ss) To carry on the business of, to buy, sell, manufacture, and deal in all kinds of unguents and ingredients, to carry on business of selling candles and perfumes, collectors of flowers and perfume producing vegetation.
- (tt) To carry on business of assembling and distribution of all type of electrical products, apparatus, electrical appliances, office equipment, computers and word processors hardware and other software connected with the Computer Industry and also the sale and maintenance thereof.
- (uu) To carry any other trade or business whatever which can in the opinion of the Board of Directors be advantageously carried on by the Company in connection with the above business or the general business of the company.
- (vv) To act as executors and trustees of wills and settlements made by customers and others and undertake and execute trusts of all kinds.
- (ww) To do all or any of the above things in any part of the world and either as principals, agents, trustees, contractors or otherwise, and either alone or in conjunction with others and either or through agents, sub-contractors, trustees and otherwise.
- (xx) To remunerate any person, firm or company rendering services to this company, whether by cash payments or by allotment to him or them of shares or securities of the Company credited and paid in full or in part, otherwise.
- (yy) To accept for safe custody and keep for customers of the company all kinds of securities valuables and things.
- (zz) To lend money on any terms that may thought fit, and particularly to customers or other person or corporations having dealing with societies and to give any guarantees that may be expedient.
- (aaa) To lend money on any terms that may thought fit, and particularly to customers or other person or corporations having dealing with societies and to give any guarantees that may be expedient.

- (bbb) To advance money to shareholders in the company, and other to the purpose of enabling the person borrowing the same erect or purchase, or enlarge or repair any house or building or to purchase the fee simple or any less estate or interest in, or to take a demise for any term or terms of years of any freehold or leasehold property upon such terms and conditions as the company may think fit.
- (tt) To take or otherwise and hold shares in any other company having objects altogether or in part similar to this company, or carrying on any business capable of being conducted so as directly or indirectly to benefit the company.
- (uu) To do all other things as may be deemed incidental or conducive to the entertainment of the objects or any of them

And it is hereby declared that:-

The word "company" in this clause, except where used in reference to this Company, shall be deemed to include any partnership or other body of persons, whether corporate or incorporate, and whether domiciled in the United Republic of Tanzania or elsewhere.

The object specified in each of the paragraphs of the paragraph of this clause shall be regarded as independent objects, and accordingly shall in no way be limited or restricted (except where otherwise expressed in such paragraphs) by reference to or inference from the terms of any other paragraph of the name of the Company but may be carried out in as full

and ample a manner and construed in as wide a sense as if each of the said paragraph define the objects of the separate and distinct compound.

That the meaning of any general word or words in any paragraph of this clause shall not be restricted by being construed ejusdem generis with any particular word or words in the same paragraph.

AND it is hereby declare that the word "Company" in this clause , except where used in reference of this Company , shall be deemed to include any partnership or other body of persons, whether incorporated, and whether domiciled in Tanzania or elsewhere, and that the intention is that each of the objects set forth in any sub-clause or by the same of the company. None of such sub-clause or the objects herein specified or the powers thereby conferred shall be deemed subsidiary or auxiliary merely to the objects mentioned in the first sub-clause.

4. The Liability of the Members is Limited
5. The capital of the Company is Shillings 5,000,000,000/= divided into 100,000 shares of Shillings 50,000/= each. The Company shall have powers to increase its capital and to divide the shares in its capital for the time being into several classes of stock or shares and to attach thereto respectively such preferential, deferred or special rights, privileges, or conditions as may be determined by or in accordance with the Articles of Association of the Comp

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COMPANY LIMITED BY SHARES**

**MEMORANDUM OF ASSOCIATION
MSIPAZI FARM LIMITED**



1. In these Articles:-

"The Act" means the Companies Act;

"The Articles" means the articles of the company.

"Clear days" in relation to the period of notice means that period excluding the day when the notice is given or deemed to be given and the day for which it is given or on which it is to take effect;

"Seal" means the Common Seal of the Company;

"Secretary" means any person appointed to perform the duties of the secretary of the company;

"Expression" referring to writing shall, unless the contrary intention appears, be construed as including references to printing, lithography, photograph, and other modes of representing or reproducing words in a visible form.

Unless the context otherwise requires, words or expression contained in these articles shall bear the same meaning as in the Act or any statutory modification thereof in force at the date at which these articles become binding on the company.

MEMBERS

2. The number of members with which the company proposes to be registered is four (4) but the directors may from time to time register an increase of members.
3. The subscribers to the Memorandum of Association and such other persons as the directors shall admit to membership shall be members of the company.

GENERAL MEETINGS

4. The Company shall, in each year, hold a General Meeting as its Annual General Meeting in addition to any other Meetings in that year and shall specify the Meeting as such in the notices calling it. Not more than fifteen months shall elapse between the date of one Annual General Meeting of the Company and that of the next.

Provided that so long as the company holds its first annual general meeting within eighteen months of its incorporation, it need not hold it in the year of its incorporation or in the following year. The annual general meeting shall be held at such time and place, as the directors shall appoint.

5. All general meetings other than annual general meetings shall be called extraordinary general meetings.
6. The directors may, whenever they think fit, convene an extraordinary general meeting, and extraordinary general meetings shall also be convened on such requisition, or in default, may be convened by such requisitionists, as provided by section 133 of the Act. If at any time there are not within the Tanzania sufficient directors capable of acting to form a quorum, any director or any two members of the company may convene an extraordinary general meeting in the same manner as nearly as possible as that in which meeting may be convened by the directors.

NOTICE OF GENERAL MEETINGS

7. Every general meeting shall be called by twenty-one clear days' notice in writing at the least. The notice shall specify the place, the day and hour of meeting and, in case of special business, the general nature of that business:

Provided that a meeting of the company shall, notwithstanding that it is called by shorter notice than that specified in this article be deemed to have been duly called if it so agreed:-

- (a) in the case of a meeting called as the annual general meeting, by all the members entitled to attend and vote thereat; and
 - (b) in the case of any other meeting, by a majority in number of the members having a right to attend and vote at the meeting, being a majority together representation not less than ninety – five percent of the total voting rights at that meeting of all the members.
8. Subject to the provisions of the articles, the notice shall be given to all the members, to all persons entitled to a share in consequence of the death or bankruptcy of a member and to the directors and auditors. The accidental omission to give notice of a meeting to, or the non receipt to notice of a meeting by, any person entitled to receive notice shall not invalidate the proceedings at that meeting.

PROCEEDINGS AT GENERAL MEETINGS

9. All business shall be deemed special that is transacted at an extraordinary general meeting, and also all that is transacted at an annual general meeting, with the exception of declaring a dividend, the consideration of the accounts, balance sheets, and the reports of the directors and auditors, the election in the place of those retiring and the appointment of, and the fixing of the remuneration of the auditors.
10. No business shall be transacted at any general meeting unless a quorum of members is present at the time when the meeting proceeds to business; two persons, entitled to

vote on the business to be transacted. each being a member or a proxy for a member or a duly authorized representative of a corporation, shall be a quorum.

11. If within half an hour from the time appointed for the meeting quorum is not present, or if during the course of a meeting a quorum is not present, the meeting shall stand adjourned to the same day in the next week, at the same time and place, or to such other day and at such other time and place as the directors may determine.
12. The Chairman, if any, of the board of directors or in his absence some other director nominated by the directors shall preside as chairman of the general meeting, but if neither the chairman nor such other director (if any) be present within fifteen minutes after the time appointed for the holding of the meeting and willing to act, the directors present shall elect one of their number to be chairman of the meeting and, if there is only one director and willing to act, he shall be chairman.
13. If at any meeting no director is willing to act as chairman or if no director is present within fifteen minutes after the time appointed for holding the meeting, the members present shall choose one of their number to be a chairman of the meeting.
14. The Chairman may, with the consent of any meeting at which a quorum is present (and shall if so directed by the meeting), adjourn the meeting from time to time and from place to place, but no business shall be transacted at any adjourned meeting other than the business which might properly have been transacted at the meeting had the adjournment not taken place. When a meeting is adjourned for fourteen days or more, at least seven clear days notice of the adjourned meeting shall be given specifying the time and place of the meeting and the general nature of the business to be transacted. Save as aforesaid it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.
15. At any general meeting a resolution put to the vote of the meeting shall be decided on a show of hands unless a poll is (before or on the declaration of the result of the show of hands demand:-
 - (a) by the chairman; or
 - (b) by at least (three) members present in person or by proxy; or
 - (c) by any member or members present in person or by proxy and representing not less than one – tenth of the total voting rights of all the members having the right to vote at the meeting.

Unless a poll be so demanded a declaration by the chairman that a resolution has on a show of hands been carried or carried unanimously, or by a particular majority, or lost and an entry to the effect in the book containing the minutes of proceedings of the company shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against such resolution.

The demand for a poll may, before the poll is taken, be withdrawn.

16. Except as provided in Article 8, if a poll is dully demand it shall be taken in such manner as the chairman directs, and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demand.
17. In the case of an equality of votes, whether on a show of hands or on a poll, the chairman of the meeting shall be entitled to a second or casting vote.
18. A poll demanded on the election of a chairman, or on a question of adjournment, shall be taken immediately. A poll demanded on any other question shall be taken either immediately or at such time as the chairman of the meeting directs, and any business other than upon which a poll has been demanded may be preceded with pending the taking of the poll.
19. A resolution in writing executed by or on behalf of each member who would have been entitled to vote upon it of it had been proposed at a general meeting at which he was present shall have effect as if it had been passed at a general meeting dully convened and held, and consist of several instruments in the like form each executed by or on behalf of one or more members.

VOTES OF MEMBERS

20. Every member shall have one vote.
21. A member in respect of whose estate a manager has been appointed under section 26 of the Mental Diseases, may vote, whether on a show of hands or on a poll, by his said manager, and any such manager may, on a poll, vote by proxy.
22. No Member shall be entitled to vote at any General Meeting unless all money presently payable by him to the company has been paid.
23. On a poll votes may be given either personally or by proxy.
24. The instrument appointing a proxy shall be in writing under the hand of the appointer or of his attorney duly authorized in writing or, if the appointer is a corporation, either under its common seal or under the hand of an officer or attorney duly authorized. A proxy need not be a Member of the Company.
25. The instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed or a notary certified copy of that power or authority shall be deposited at the registered office of the Company or at such other place within the territory as is specified for that purpose in the notice convening the Meeting not less than 48 hours before the time for holding the Meeting of adjourned Meeting at which the person named in the instrument proposes to vote or, in the case of a poll, not less than 24 hours before the time appointed for the taking of the poll and, in default, the instrument of proxy shall not be treated as valid.

26. An instrument appointing a proxy shall be in the following form or a form as near thereto as circumstances admit:

" limited
I/we of, being a member/members of the
Above named company, hereby appoint....., of or falling
him..... of As my/our proxy to vote for me/us on my/our
behalf at the [Annual or Extraordinary, as the case may] general meeting of the
Company to be held on the day of 20..., and at any adjournment
thereof.
Signed this..... day of..... 20....."

27. Where it is desired to afford members an opportunity of voting for or against a resolution the instrument appointing a proxy shall be in the following form or a form as near thereto as circumstances admit:-

" limited
I/we of, being a member/members of the
Above named company, hereby appoint....., of or falling
him..... of As my/our proxy to vote for me/us on my/our
behalf at the [Annual or Extraordinary, as the case may] general meeting of the
Company to be held on the day of 20..., and at any adjournment
thereof.
Signed this..... day of..... 20....."

This form is to be used in favour of/against the resolution. Unless otherwise instructed, the proxy will vote as he thinks fit.

*Strike out whichever is not desired"

28. The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll.
29. A vote given in accordance with the terms of an instrument of proxy, or poll demanded by proxy, or by the duly authorized representative of a corporation shall be valid notwithstanding the previous determination of the authority of the person voting or demanding a poll unless notice of the determination was received by the company at its registered office (or at such other place at which the instrument of proxy was duly deposited) before the commencement of the meeting or adjourned meeting at which the proxy is used.

CORPORATIONS ACTING BY REPRESENTATION AT MEETINGS

30. Any corporation which is a member of the company may by resolution of its directors or other governing body authorize such person as it thinks fit to act as its representative at any meeting of the company, and the person so authorized shall be entitled to exercise the same powers on behalf of the corporation which he represents as that corporation could exercise if it were an individual member of the company.

DIRECTORS

31. The Number of the directors and the names of the first directors shall be determined in writing by the subscribers of the memorandum of association or a majority of them and until such determination the signatories to the Memorandum of Association shall be the first directors. Unless otherwise determined by ordinary resolution, the number of directors shall not be subject to any maximum but shall be not less than two.

1. HAMUD MOHAMED HAMUD
2. SALUM MOHAMED HAMUD

32. The remuneration of the directors shall from time to time be determined by the Company in general meeting. Such remuneration shall be deemed to accrue from day to day. The directors shall also be paid all traveling, hotel and other expenses properly incurred by them in attending and returning from meetings of the directors or any committee of the directors or general meetings of the company or in connection with the business of the company.

BORROWING POWERS

33. The director may exercise all the powers of the company to borrow money, and to mortgage or charge its undertaking and property, or any part thereof, and to issue debentures, debenture stock and other securities, whether outright or as security for any debt, liability or obligation of the company or any third party.

POWERS AND DUTIES OF DIRECTORS

34. Subject to the provisions of the Act, the memorandum and the articles and to any directors given by special resolution, the directors, who may exercise all the powers of the company, shall manage the business of the company. No alteration of the memorandum or articles and no such directions shall invalidate any prior act of the directors, which would otherwise have been valid. The powers given by this article shall not be limited by any special power given to the directors by the articles and a meeting of directors at which a quorum is present may exercise all powers exercisable by the directors.
35. The directors may by power of attorney appoint any person to be the attorney or agent of the company for such purposes and on such conditions as they determine, including authority for the attorney or agent to delegate all or any of his powers.
36. All cheques, promissory notes, drafts, bills of exchange and other negotiable instruments, and all receipts for moneys paid to the company, shall be signed, drawn, accepted, endorsed, or otherwise executed, as they case may be, in such manner as the directors shall from time to time by resolution determine.
37. The directors shall cause minutes to be made in books provided for the purpose:-
- (a) of all appointments of officers made by the directors;

- (b) of the names of the directors present at each meeting of the directors and of any committees of the directors:
- (c) of all resolutions and proceedings at all meetings of the company, and of the directors, and of committees of directors.

DISQUALIFICATION OF DIRECTORS

38. The office of director shall be vacated if the directors:-

- (a) Without the consent of the company in general meeting holds any other office of profit under the company; or
- (b) Becomes bankrupt or makes any arrangement or composition with his creditors generally; or
- (c) Cases to be a director by virtue of any provision of the Act or becomes prohibited by law from being a director; or

A director shall not vote in respect of any contract in which he is interested or any matter arising thereat, and if he does so vote shall not be counted.

39. The company may by ordinary resolution appoint a person who is willing to act as director to fill a vacancy or be an additional director.

40. The directors may appoint a person who is to act to be a director, either to fill a vacancy or as an additional director, but so that the total number of directors shall not at anytime exceed the number fixed by or in accordance with these articles. Any director so appointed shall hold office only until the next following annual general meeting, and shall then be eligible for re - election.

41. The company may by ordinary resolution, of which special notice had been given in accordance with section 144 of the Act, remove any director before the expiration of his period of office notwithstanding anything in the article or any agreement between the company and such director. Such removal shall be without prejudice to any claim such director may have for damages for breach of any contract of service between him and the company.

42. The company may by ordinary resolution appoint another person in place of a director removed from office under the immediately preceding article. Without prejudice to the powers of the directors under article 40 the company in general meeting may appoint any person to be a director either to fill a vacancy or as an additional director.

43. Subject to the provisions of the articles, the directors may regulate their meetings as they think fit. Questions arising at a meeting shall be decided by a majority of votes. In case of an equality of votes, the chairman shall have a second or casting vote. A director may, and the secretary at the request of a director shall, call a meeting of the

directors. It shall not be necessary to give notice of a meeting of directors to any directors who are absent from Tanzania.

44. The quorum necessary for the directors may fix the transaction of the business of the directions, and unless so fixed shall be two.
45. The continuing directors may act notwithstanding any vacancy but, if and so long as their number is reduced below the number fixed by or pursuant to the articles of the act for the purpose of increasing the number of directors to that number, or summoning a general meeting of the company, but for no other purpose.
46. The directors may appoint one of their numbers to be the chairman of the board of directors and determine the period of which he is to hold office. Unless he is unwilling to do so, the director so appointed shall preside at every meeting of directors at which he is present. But if no such chairman is appointed, or if he is unwilling to preside, or if at any meeting the chairman is not present within five minutes after the time appointed for holding the same, the directors present may choose one of their number to be chairman of the meeting.
47. The directors may delegate any of their powers to any committee consisting of one or more directors; any committees so formed shall in the exercise of the powers so to any such regulations, the proceedings of a committee with two or more members shall be governed by the articles regulating the proceedings of directors so far as they are capable of applying.
48. All act done by a meeting of the directors or of a committee of directors or by a person acting as a director shall, notwithstanding that it be afterwards discovered that there was some defect in the appointment of any such director, or that any of them were disqualified from holding office, or had vacated office, or were not entitled to vote, be as valid as if every such person had been duly appointed and was qualified and had continued to be a director and was entitled to vote.
49. A resolution in writing signed by all the directors entitled to receive notice of a meeting of the directors, or of a committee of directors, shall be as valid and effectual as if it had been passed at a meeting of the directors or {as the case may be} a committee of directors duly convened and held, and may consist of several documents in the like form each signed by one or more directors.

SECRETARY

50. The Secretary shall be appointed by the directors for such term, at such remuneration and upon such conditions as they may think fit; and any secretary so appointed may be removed by them.
51. A provisions of the Act or these articles requiring or authorizing a thing to be done by or to a director and the secretary shall not be satisfied by its being done by or to the same person acting both as director and as, or in place of, the secretary.

THE SEAL

52. The seal shall only be used by the authority of the directors or of a committee of the directors authorized by the directors. The directors may determine who shall sign any instrument to which the seal is affixed and unless otherwise so determined it shall be signed by a director and by the secretary or by a second director.

53. The directors shall cause proper books of account to be kept with respect to:-

- (a) all sums of money received and expended by the company and the matters in respect to which the receipt and expenditure takes place;
- (b) all sales and purchase of goods by the company; and
- (c) the assets and liabilities of the company.

Property books shall not be deemed to be kept if there are not kept such books of account as are necessary to give a true and air view of the state of the company's affairs and to explain its transactions.

54. The books of account shall be kept at the registered officer of the company, or subject to section 151 (4) of the Act, at such other place or places as the directors think fit, and shall always be open to the inspection of the directors.

55. No number shall (as such) have right of inspecting any accounting records or other book or document of the company except as conferred by statute or authorized by the directories or by ordinary resolution of the company.

56. The directors shall from time to time in accordance with sections 153,155 and 150 of the Act, cause to be prepared and to be laid before the company in general meeting, such profit and loss accounts, balance sheets, group accounts (if any) and reports as are referred to in those sections.

57. In accordance with section 164 of the Act, the copy of the company's annual accounts to be laid before the company in general meeting

AUDIT

58. Auditors shall be appointed and their duties regulated in accordance with sections 170 to 179 of the Act.



TANZANIA



Register of Companies Detailed information

Information date and time: 23/03/2025 14:52:02

Registration date and time: 07/01/2013 00:00:00

1. **Status:** Registered
2. **Incorporation number:** 96288
3. **Company:** MSIPAZI FARM LIMITED
4. **Company type:** Private company Limited by shares
5. **Registered office:** Region Rukwa, District Sumbawanga CBD, Ward Sumbawanga, Postal code 55101, Street SUMBAWANGA, Road IRINGA, Plot number 19/32, Block number NIL, House number NIL
6. **Contacts:** Email: kzehil2022@gmail.com, Mob no/Tel no: 0752122312, P.O.Box 345
7. **Business activity:**
 - 0129 - Growing of other perennial crops, Main activity
 - 0130 - Plant propagation, Main activity
 - 0161 - Support activities for crop production, Main activity
 - 0150 - Mixed farming, Main activity
 - 0162 - Support activities for animal production
 - 0113 - Growing of vegetables and melons, roots and tubers
 - 0112 - Growing of rice
 - 0122 - Growing of tropical and subtropical fruits
 - 0127 - Growing of beverage crops
 - 0125 - Growing of other tree and bush fruits and nuts
 - 0114 - Growing of sugar cane
 - 0141 - Raising of cattle and buffaloes
 - 4610 - Wholesale on a fee or contract basis
 - 4620 - Wholesale of agricultural raw materials and live animals
 - 4630 - Wholesale of food, beverages and tobacco
 - 4653 - Wholesale of agricultural machinery, equipment and supplies
 - 4641 - Wholesale of textiles, clothing and footwear
 - 4663 - Wholesale of construction materials, hardware, plumbing and heating equipment and supplies
 - 4923 - Freight transport by road
 - 5210 - Warehousing and storage
 - 5229 - Other transportation support activities
 - 6810 - Real estate activities with own or leased property
 - 6820 - Real estate activities on a fee or contract basis
 - 1061 - Manufacture of grain mill products
 - 1040 - Manufacture of vegetable and animal oils and fats
 - 1030 - Processing and preserving of fruit and vegetables
 - 1050 - Manufacture of dairy products
 - 0910 - Support activities for petroleum and natural gas extraction
 - 0990 - Support activities for other mining and quarrying
 - 0240 - Support services to forestry
 - 0220 - Logging
 - 0163 - Post-harvest crop activities
 - 0164 - Seed processing for propagation

- | | |
|---|--|
| 8. Directors / Directors in the country of origin: | SALUM MOHAMED SUMRY, Tanzanian
HAMUD MOHAMED HAMUD, Tanzanian
AMOR MOHAMED HAMUD, Tanzanian
MASOUD KHALID SAID AL ESRY, OMANI |
| 9. Company secretary / Company secretary in the country of origin: | HAMUD MOHAMED HAMUD, Tanzania |
| 10. Authorised share capital: | 10000000 TZS |
| 11. Class of shares: | Class Ordinary: 100000 shares, 100 TZS/share, 10000000 TZS |
| 12. Shareholders: | HAMUD MOHAMED HAMUD Class Ordinary 50000 shares taken
SALUM MOHAMED SUMRY Class Ordinary 50000 shares taken |

Information ordered by: MSELEM SAID

NOTE. Information printed from the Register of Company is true and complete as per extract generation date and time. Please be advised to refer to the Online Registration System at BRELA (ors.brela.go.tz) for an up-to-date information regarding given Company.



Princ. Asst. Registrar of Companies