

**THE COMPANIES ACT, 2002**

**(Cap. 212)**

**PRIVATE COMPANY LIMITED BY SHARES**

**MEMORANDUM**

**AND**

**ARTICLES OF ASSOCIATION**

**OF**

**SWASTIK TRADING LIMITED**

Incorporated this ..... Day of ..... 20....

Drawn by:  
PAUL N BOMANI (ADVOCATE & NOTARY PUBLIC)  
Box 2763  
MWANZA

**THE COMPANIES ACT (Cap. 212)**  
**A PRIVATE COMPANY LIMITED BY SHARES**

**MEMORANDUM OF ASSOCIATION**

**OF**

**SWASTIK TRADING LIMITED**

1. The name of the Company is **SWASTIK TRADING LIMITED**.
2. The registered office of the company will be situated in mainland Tanzania
3. The Object for which the company is established is to carry on business as a general commercial company.
  - (a) To acquire and take over the business now carried on under the name and style of SWASTIK TRADING together with all its assets and liabilities.
  - (b) To carry on the businesses of an investment, estate and trust company and to raise money on such terms and conditions as may be thought desirable, and invest the amount thereof in or upon or otherwise acquire and hold shares, stocks, debentures, debenture stocks, bonds, mortgages, obligations and securities of any kind issued or guaranteed by any public or private company, corporation or undertaking of whatever nature, wherever situated or carrying on business, and shares, stocks, debentures, debenture stocks, bonds, obligations and other securities of Tanzania, the or any foreign government or authority supreme, municipal, local or otherwise whether at home or abroad.
  - (c) To carry on in Tanzania or elsewhere the business of goldsmiths, silver smiths, jewelers, gem and diamond merchants and of producing, acquiring and trading, importing, exporting, buying, selling in all kind of metals, bullion, gold, silver, platinum, diamonds, precious stones and pearls and other complimentary item including watches, sunglasses etc
  - (d) To carry on the business of designing, engineering, manufacturing, producing, assembling, altering, repairing, buying, selling, trading, acquiring, representing manufacturers, storing, packing, transporting, forwarding, distributing, importing, exporting and disposing of all types of ornaments, jewels, diamonds, gold, silver, platinum, metal alloys, pearls, precious and semi- precious stones of all kinds and other complimentary consumer items and accessories including watches, umbrella, sunglasses etc

- (e) To carry on the business and activities of manufacturing, cleaving, sawing, cutting, polishing, processing, assorting and of buying, selling, importing, exporting, supplying, distributing, disposing and dealing as whole-sellers for self and as agents and retailers in cut and uncut diamonds, industrial diamonds, Board cut and uncut precious and semi-precious stones and pearls and to act as recognized export house and Trading house
  
- (f) To carry on in Tanzania or elsewhere the business to manufacture, produce, process, prepare, commercialize, cut, polish, set, design, display, exchange, examine, finish, grind, grade, assort, import, export, buy, sell, resale, demonstrate, market and to act as agent, broker, indenter, liasioner, adantias, representative, as agents, export house, valued, sales promoter, supplier, provider, merchants, stockiest, distributor, wholesaler, retailer or otherwise to deal in all shapes, sizes, varieties, description, specifications, applications & designs of rough, raw cut, uncut, polished or processed, natural & man made precious semiprecious & natural stones such as diamonds, ruby, pearls, gemstones, blue sapphires, cat's eye stone, coral, topaz, opal, zircon, tourmaline, jade, spinal ruby, aquamarine, turquoise, peidot, agate, garnet, corundum, amethyst, malachite, citrine, alexandrite, smoky quartz, lapis lazuli, rock crystal, onyx, moon stone, jasper, blood stone, gold stone, bismuth, jet, diopside, tiger eye, sunstone, spinal, Jews stone, load stoner, sardonyx, touch stone, amber and their ornaments, jewelries, articles, goods, or things, made in the combination of gold, silver, platinum, or other metals, and alloys thereof and for the purpose to act as goldsmith, silversmith, jewelers, gem merchants, electroplaters, polishers, purifiers, and to do all incidental acts and things necessary for the attainment of above objects.
  
- (g) To carry on the business of designing, engineering, manufacturing, producing, assembling, altering, repairing, buying, selling, trading, acquiring, representing manufacturers, storing, packing, transporting, forwarding, distributing, importing, exporting and disposing of all types of ornaments, jewels, diamonds, gold, silver, platinum, metal alloys, pearls, precious and semi- precious stones of all kinds and other complimentary consumer items and accessories including watches, umbrella, sunglasses etc.
  
- (h) To carry on the business and activities of manufacturing, cleaving, sawing, cutting, polishing, processing, assorting and of buying, selling, importing, exporting, supplying, distributing, disposing and dealing as whole-sellers

for self and as agents and retailers in cut and uncut diamonds, industrial diamonds, Board cut and uncut precious and semi-precious stones and pearls and to act as recognized export house and Trading house.

- (i) To carry on the business of on line shopping, e-retail trading, net marketing, multi-level marketing of all types of ornaments, jewels, diamonds, gold, silver, platinum, metal alloys, pearls, precious and semi-precious stones of all kinds and other complimentary consumer items like watches, sunglasses etc. and other consumer goods, internet advertising and marketing, creating virtual malls, stores, shops, creating shopping catalogues, providing secured payment processing, net commerce solutions for business to business and business to consumers, online trading in and outside India but does not include banking and money circulating business
- (j) The Company may engage in any lawful activity as may be permitted by the Law of the land for the time being in force
- (k) To establish factories to manufacture cut, cleave, polish set or otherwise prepare for the market of such rough diamonds, industrial diamonds precious and to act as agent, broker, traders, liasioner, representative, agents, export house, valuer, sales promoter, supplier, provider, merchants, stockiest, distributor, wholesaler, retailer for all kind of diamonds, precious and semi- precious stones and metals, bullion gold, silver, platinum, pearls, ornaments, Jewellery, silver utensils
- (l) To acquire any such securities or investments as aforesaid by original subscription, tender, syndicate, participation, purchase, exchange, or otherwise, and whether or not fully paid up, and to make payments thereon as called up, or in advance of calls, or otherwise to acquire any such securities or investments in excess of the monies for the time being proposed to be invested and to hold, sell or otherwise dispose of any excess thereof, to subscribe for the same either conditionally or otherwise, and generally to sell, exchange or otherwise, to dispose of, or turn to account any of the assets of the Company or any securities or investments of the Company acquired, or agreed so to be, and to sell, hold, re- issue, with or without guarantee or otherwise deal with same and to subscribe for, take, purchase or otherwise acquire and hold shares or other interests, in, or securities of the Company, and to invest in or to acquire by repurchase or otherwise any securities or investments of the kind before enumerated and to vary the securities and investments of the Company from time to time.

- (m) To explore, survey, prospect, search for, develop, turn to account, work, refine and deal in minerals, ores, stones, gas, fuels and fuel substances, oil, petroleum and other natural resources of all kinds, to drill for, extract, gain, pump, analyze, refine, treat, store, transport, buy, sell, and otherwise deal in the same or any of them and any products or substances produced or derived there from.
- (n) To borrow or raise money or secure the payment of money in such manner and upon such terms and conditions in all respects as the Directors shall think fit, and in particular by the issue of debentures or debenture stock, perpetual or otherwise, or by mortgage, charge, or lien upon the whole or any part of the Company's undertaking property or assets, including its uncalled capital.
- (o) To purchase, take on lease or in exchange or acquire by permit, reservation, licence, concession, grant or otherwise any mines, deposits, mineral rights, exploration rights, development rights, franchises, easements and privileges which the Company may from time to time think desirable for its business.
- (p) To mine, quarry, search for, get, win, work, dress, shape, mould, hew, polish, crush, refine, smelt, screen, prepare for market, buy, sell, deal in or use all minerals, ores, stones, gas, fuels, fuel substances, oil, petroleum and all other natural resources and all derivatives therefrom of all kinds and to sell and distribute the same as retailers, wholesalers, agents, exporters, importers, joint venturers, transporters and carriers and to employ and pay mining exploration and development experts, agents and other persons, partnerships, companies or corporations and to organise equipment, despatch expeditions for prospecting, exploring, reporting, surveying, working and developing all such products, lands, farms, districts, territories and properties whether the same are the property of the Company or over which the Company has rights or otherwise.
- (q) To act as miners, quarry masters, smelters, producers, purchasers, sellers and marketers of all substances, products and derivatives of all kinds, refiners, distillers, transporters, owners and operators of mines, exploratory interests, gas and oil production units and supply bases and generally to carry on any businesses which may conveniently be carried on in connection therewith.
- (r) To acquire by purchase, lease, exchange or otherwise lands, buildings, and hereditaments of any tenure or description for any estate or interest and any rights over or connected therewith and to turn the same to account as may seem expedient and in particular by planting, building, improving, farming, grazing and felling timber and by leasing, letting and disposing of same.

- (s) To develop and turn to account any land acquired by the Company or in which it is interested and in particular by laying out and preparing the same for any of the purposes aforesaid or for building purposes, constructing, altering, pulling down, decorating, maintaining, fitting up and improving buildings and conveniences, and by planting, paving, draining, farming, cultivating, letting on building lease or building agreement and by advancing money to and entering into contracts and arrangements of all kinds with builders, tenants and others.
- (t) To construct, maintain and alter any buildings or works necessary or convenient for any of the purposes of the Company or for the benefit of its employees.
- (u) To improve, manage, develop, exchange, lease, mortgage, enfranchise, dispose of, sell, turn to account or otherwise deal with all or any part of the property or rights of the Company.
- (v) To amalgamate with any other Company, whether by sale or purchase (for fully or partly paid shares or otherwise) of the undertaking, subject to the liabilities of this or any such other company as aforesaid, with or without winding up, or by sale or purchase (for fully or partly paid shares or otherwise) of all or a controlling interest in the shares or stock of this or any such other company as aforesaid, or by partnership, or any arrangement of the nature of partnership, or in any other manner.
- (w) To enter into partnership or into any arrangements for sharing profits, union of interests, co-operation, joint adventure, 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 authorized to carry on or engage in or any business or transaction capable of being conducted so as directly or indirectly to benefit this Company.
- (x) To enter into any arrangements with any Government or authority 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 rights, privileges and concessions which the Company may think it desirable to obtain, and carry out exercise and comply with any such arrangements, rights, privileges and concessions.
- (y) To establish and maintain to procure the establishment and maintenance of any non-contributory or contributory pension or superannuation funds for the benefit of, and to give or procure the giving of donations, gratuities, pensions, allowances or emoluments to any persons who are or were at any time in the employment or service of the Company or of any company which is a subsidiary of the Company or which is allied to or associated with the Company or with any such subsidiary or who are or were at any

time Directors or officers of the Company or of any such other company, as aforesaid, or any persons in whose welfare the Company or any such other company as aforesaid is or has been at any time interested and the wives, widows, families and dependants of any such persons, and also to establish and subsidise or subscribe to any institutions, associations, clubs or funds calculated to be for the benefit of or to advance the interests and well being of such persons as aforesaid, and to make payments for or towards the insurance of any such persons as aforesaid, and to subscribe or guarantee money for charitable or benevolent objects or for any exhibition or for any public, general or useful object, and to do any of the matters aforesaid either alone or in conjunction with any such other company as aforesaid.

- (z) To promote any company or companies for the purpose of acquiring all or any of the property and liabilities of this Company or for any other purpose which may seem directly or indirectly calculated to benefit this Company.
- (aa) To construct, maintain and alter any buildings or works necessary or convenient for any of the purposes of the Company or for the benefit of its employees.
- (bb) To lend money to such persons or companies either with or without security and upon such terms as may seem expedient, and in particular to customers and others having dealings with the Company, and to guarantee the performance of contracts by any persons or companies.
- (cc) To guarantee, grant indemnities in respect of, support or secure, whether by personal covenant or by mortgaging or charging all or any part of the undertaking, property and assets (present and future) and uncalled capital of the Company, or by any such methods, the performance of the contracts or obligations of and the repayment or payment of the principal amounts of and premiums, interest and dividends on any securities of any person, firm or company, including (without prejudice to the generality of the foregoing) any company which is for the time being the Company's holding company or otherwise associated with the Company in business notwithstanding the fact that the Company may not receive any consideration, advantage or benefit, direct or indirect from entering into such guarantee or Indemnity or other arrangement or transaction contemplated herein and to give all kinds of guarantees and all kinds of indemnities.
- (dd) To remunerate any person or company for services rendered or to be rendered in placing or assisting to place or guaranteeing the placing of any of the shares in the Company's capital or any debentures, debenture stock or other securities of the Company, or in or about the formation or


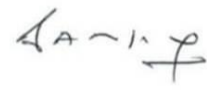



promotion of the Company or the conduct of its business.

- (ee) To draw, make, accept, endorse, discount, execute and issue promissory notes, bills of exchange, bills of lading, warrants, debentures, letters of credit and other negotiable or transferable instruments.
- (ff) To undertake and execute any trusts, the undertaking whereof may seem desirable, whether either gratuitously or otherwise.
- (gg) 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.
- (hh) To obtain any provisional Order or Act of the Oireachtas for enabling the Company to carry any of its objects into effect, or for effecting any modification of the Company's constitution or for any other purpose which may seem expedient, and to oppose any proceedings or applications which may seem calculated directly or indirectly to prejudice the Company's interests.
- (ii) To procure the Company to be registered or recognized in any country or place.
- (jj) To promote freedom of contract and to resist, insure against, counteract and discourage interference therewith, to join any lawful Federation, Union or Association, or do any other lawful act or thing with a view to preventing or resisting directly or indirectly any interruption of or interference with the Company's or any other trade or business or providing or safeguarding against the same, or resisting or opposing any strike movement or organisation which may be thought detrimental to the interests of the Company or its employees, and to subscribe to any association or fund for any such purposes
- (kk) To do all or any of the above things in any part of the world as principals, agents, contractors, trustees, or otherwise, and by or through trustees, agents or otherwise, and either alone or in conjunction with others.
- (aa) To distribute any of the property of the Company in specie among member
- (ab) To do all such other things as the Company may think incidental conducive to the attainment of the above objects or any of them.

It is hereby declared that the intention is that the objects specified in each paragraph of this clause shall except where otherwise expressed in such paragraph, be in no wise limited or restricted by reference to or inference from the terms of any other paragraph.

4. The Liability of the members is Limited.
5. The share capital of the company is Tanzania shillings Fifty Million (50,000,000/=), divided into One Thousand (1,000) Ordinary shares of Tanzania shillings Fifty Thousand (50,000/=) each and the company shall have power 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 in accordance with the Articles of Association of the company.

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 agree to take the number of shares in the capital of the company set opposite our respective names:

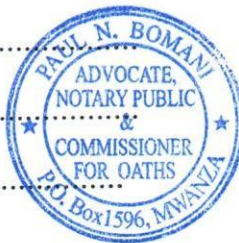
Name, Address and Description of Subscribe	Number of Share taken	Signature
Jamal Abdul Babu P.O.Box 61179 Nyamagan, Mwanza	200	
Shah Sanjay Mdanraj C-405,Royal Samrat Bldg 4 <sup>th</sup> Floor Maharashtra, India	375	
Rushabh Suresh Jain 504/A Deepak Jyoti Tower Parel Tank Rd Kalachowki, Mumbai	250	
Suresh Chaganlal Jain 504/A Deepak Jyoti Tower Parel Tank Rd Kalachowki, Mumbai	125	
Ranganath Dasar Ward NO 5,Mallama Nagar Mudhol,Bagalkot-587313 Karnataka, India	1	

Witness to the above signature:

Signature: 

Postal Address: *Usl, Mwanza*

Qualifications: *Advocate*



**THE COMPANIES ACT (Cap. 212)**  
**A PRIVATE COMPANY LIMITED BY SHARES**  
**ARTICLES OF ASSOCIATION**  
**OF**  
**SWASTIK TRADING LIMITED**

1. In these Regulation-

“The Act” means the Company Act 2002 of the laws of Tanzania;

“The articles” means the common seal of the company;

“The seal” means the common seal of the company;

“Secretary” means the secretary of the company or any person appointed to perform the duties of the secretary of the company.

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, words or expression contained in these regulation shall bear the same meaning as in the Act or any statutory modification therefore in force at the date at which these regulation become binding on the company, shall have the meaning defined.

Any words importing the singular shall include the plural and vice versa, and words importing the masculine gender shall include females, and the word importing persons shall include bodies corporate, partnership, firms, cooperatives, societies, etc.

The regulation of Table ‘A’ in the first schedule to the companies Act (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 herein, and the provisions under Table ‘A’ the former shall prevail, and in addition to substitution shall be regulations of the company.

## **PRIVATE COMPANY**

2. The company is private company and accordingly:-
  - a. The right of transfer shares is restricted in manner hereinafter prescribed.
  - b. The number of member of the company (exclusive of person who are in the employment of the company and of person who have been of the company who have been formerly in the 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 not has the right to issue share warrants to bearer.

## **TRANSFER OF SHARES**

3. The Director may in their direction and without assigning any reason thereof refuse to register, the transfer of any share to any person who it shall in their option is undesirable for any reason whatsoever to admit to membership
4. Subject to clauses 2 and 3 hereof the right to member 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 whom it is desirable in the interest of the company to admit membership
  - b. Every shareholder or trustee in bankruptcy, or any person 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 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 notice whether he is willing to purchase any, if so what maximum number of such share. At the expiration of such days 21 notice the board shall apportion such shares amongst the shareholder (if more than one) who shall have expressed their desire to purchase number of share already held by them respectively, or if there be only one such shareholder, that the whole of such shall be sold to him, provided no shareholder shall be obliged to take no more than the maximum number of 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 part desiring to sell or transfer such shares shall be bound upon payment of the said price to transfer the share to the respective shareholders or single shareholder who shall have agreed to purchase the same

#### **GENERAL MEETINGS: NOTES FOR THE GENERAL MEETING AND PROCEEDINGS OF THE GENERAL MEETINGS**

5. Article 39 to 53 Table 'A' shall apply subject to the following variations:-
  - a. The 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 member, present either personally or proxy shall form a quorum
  - c. Any ordinary resolution of the company determined without any general meeting and evidence by writing hands of majority of the directors and 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.

## **DIRECTORS**

6. (a) Until otherwise determined by the company in general meeting the directors shall not be less than two or more than four in number  
(b) The following person shall be the first Directors of the Company
  1. JAMAL ABDUL BABU
  2. SHAH SANJAY MADANRAJ
  3. PATEL PRIYAKANT CHANDRAKANT
  4. AGARWAL KRUSHAN KANUBHAI
7. The company in general meeting may fix the shareholding qualification for directors and unless and until so fixed, no qualification shall be required
8. The quorum of directors for transaction 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 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 purpose of the company that may exceed the issued shares capital of the company.

## **BORROWING POWER**

The director may from time to time in their discretion raise or borrow for the purpose of any company's business such sum or sums of money as they think fit.

11. The directors may secure the repayment of raised any such sum or sums as aforesaid by mortgage or charge upon the whole or any part of the property and asset of the company present or future including its uncalled capital for the time being, or by the issues at such price as may think fit, of bonds or debentures either charges 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

## **VOTE OF MEMBERS**

12. On a show of hands every member present in the person shall have vote on a roll every member 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 or other sums presently by him in respect of shares in the company.

## **ACCOUNTS**

14. 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 of which the receipt and expenditure takes place;
  - b) All sales and purchases of goods by the company; and
  - c) The assets and liabilities of the company

Proper 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 fair view of the state of the company's affairs and to explain its transactions.

15. The books of account shall be kept at the registered office of the company, or subject to section to section 151 of the Act, at such other place or places as the directors think fit, and shall always be open to the inspections of the directors.
16. No member shall (as such) have any right of inspecting any accounting records or other book or document of the company except as conferred by statute or authorized by the directors or ordinary resolution of the company.
17. The directors shall from time to time in accordance with the 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 report as are referred to in those sections.
18. 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 together with a copy of the director's report and the auditor's report shall not less than twenty-one days before the date of the meeting be sent to every member of, and every holder of debentures of, the company. Provided that this regulation shall not require a copy of those documents to be sent to

Any person of whose address the company is not aware or to more than one of the joint holders of any debentures

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

### **DISQUALIFICATION OF DIRECTORS**

20. The office of a director shall be vacated if the Director:-
- a) Become bankrupt or
  - b) Is found to be a lunatic or become of unsound mind; or
  - c) Resign his office by notice in writing to the company
  - d) Abstain himself from meeting of the directors for a period of six months without special leave of absence from the other directors.

### **SEAL**

21. The director shall provide for the safe custody of the seal. The seal of the company shall not be fixed 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 persons aforesaid shall every instrument to which the seal of the company is so affixed in their presence.

### **ALTERNATIVE DIRECTORS**

22. Any director 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 director and such alternate director shall exercise and discharge all the duties of director whom he represents
23. Unless otherwise decided by the director the quorum necessary to transact business of the director shall be two directors personally.

### **SECRETARY**

24. The secretary shall be appointed by the board of such terms at such remuneration and upon such conditions as it may think fit; any secretary so appointed may be removed by the board.

### **WINDING UP**

25. With the sanction of the special resolution of the shareholders any part of the assets of the company including any share in other companies may be divided between the members of the company in special or may be vested in trustee for the benefit of such members and the liquidation of the

company may be closed and the company dissolved but so that no matter shall be completed to accept any shares where upon there is any liability.

#### **ALTERNATION OR ADDITION**


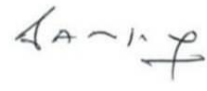



26. Subject to the provision of the act and to those contained in the Memorandum of the Association of the company may be special Resolution make alternation or addition so made shall be as valid and effectual as if originally contained in those articles and subject in like manner to alternation in special resolution.

#### **INDEMNITY**

27. 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 processing, whether civil or criminal in which judgment gives in his favour or in which he is acquitted or is in connection with any application (under section 481 of the act) in which relief is granted by him by the court.

#### **ARBITRATION**

28. If and whether any dispute shall arise between the company any of the members or their respective representatives touching upon the construction or meaning of any 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 liabilities arising here under or arising here out of the relation existing between the parties by reason of these articles or the Act, such differences shall (unless a sole arbitrator be agreed upon) forthwith be referred to the arbitration of three or 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 with the act or any than existing statutory modifications re-enactment thereof shall apply.

Name, Address and Description of Subscribe	Number of Share taken	Signature
Jamal Abdul Babu P.O.Box 61179 Nyamagan, Mwanza	200	
Shah Sanjay Mdanraj C-405,Royal Samrat Bldg 4 <sup>th</sup> Floor Maharashtra, India	375	
Rushabh Suresh Jain 504/A Deepak Jyoti Tower Parel Tank Rd Kalachowki, Mumbai	250	
Suresh Chaganlal Jain 504/A Deepak Jyoti Tower Parel Tank Rd Kalachowki, Mumbai	125	
Ranganath Dasar Ward NO 5,Mallama Nagar Mudhol,Bagalkot-587313 Karnataka, India	1	

Dated at Mwanza this .....<sup>29<sup>th</sup></sup>..... Day of .....<sup>June</sup>..... 2015.

Witness to the above signature:

Signature: .....

Postal Address: .....<sup>156, Mwanza</sup>.....

Qualifications: .....<sup>Advocate</sup>.....

