

MEMORANDUM OF INCORPORATION

**SESLI TEXTILES (PTY) LTD**



**B DOYLE & ASSOCIATES GROUP**

Corporate Consultants | Company Secretarial Services | Legal Services  
1st Floor, Chaplin Corner, 4 Chaplin Road, Illovo Sandton | PO Box 55039, Illovo, 2196  
T: +27 (0)11 268 6652 | F: +27 (0)11 268 5739 | E: [bdoyle@global.co.za](mailto:bdoyle@global.co.za)  
Visit [www.bdoyle.co.za](http://www.bdoyle.co.za)



Companies and Intellectual  
Property Commission

a member of the sfi group

Date: 04/12/2013

Our Reference: 110742539  
Box: **157328**  
Sequence: **3**

B DOYLE AND ASSOCIATES GROUP CC  
Basket: BD001

**RE: Amendment to Company Information**  
**Company Number: 1999/016930/07**  
**Company Name: SESLI TEXTILES (PTY) LTD**

We have received a COR15.2 (Amendment of Memorandum of Incorporation) from you dated 17/09/2013.  
The Amendment of Memorandum of Incorporation (1) was accepted and placed on file.

Yours truly

**Commissioner: CIPC**

LKZ LKZ

**Please Note:**

The attached certificate can be validated on the CIPC web site at [www.cipc.co.za](http://www.cipc.co.za).  
The contents of the attached certificate was electronically transmitted to the South African Revenue Services.



The Companies and Intellectual Property Commission  
of South Africa

P.O. BOX 429, PRETORIA, 0001, Republic of South Africa. Docex 256, PRETORIA.

Call Centre Tel 086 100 2472, Website [www.cipc.co.za](http://www.cipc.co.za)



**Certificate issued by the Companies and Intellectual Property  
Commission on Wednesday, December 04, 2013 01:38  
Certificate of Confirmation**



Companies and Intellectual  
Property Commission

a member of the sfi group

Registration number	1999 / 016930 / 07
Enterprise Name	SESLI TEXTILES (PTY) LTD
Enterprise Shortened Name	None provided.
Enterprise Translated Name	None provided.
Registration Date	05/08/1999
Business Start Date	05/08/1999
Enterprise Type	Private Company
Enterprise Status	In Business
Financial year end	June
Main Business/Main Object	
Postal address	PO BOX 1930 FLORIDA 1710
Address of registered office	1090 ANVIL ROAD ROBERTVILLE 1710



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**Certificate issued by the Companies and Intellectual Property  
Commission on Wednesday, December 04, 2013 01:38  
Certificate of Confirmation**



Companies and Intellectual  
Property Commission

a member of the SAG group

Registration number **1999/016930/07**  
Enterprise Name **SESLI TEXTILES (PTY) LTD**  
**Auditor**  
Name **HAROON TAKOLIA AND CO**  
Postal Address **P.O.BOX 257  
CROWN MINES  
2025**

**Active Directors / Officers**

Surname and first names	ID number or date of birth	Director type	Appoint-ment date	Addresses
SESLI, MUSTAFA	7110085938181	Director	01/12/2004	Postal: PO BOX 1930, FLORIDA, 1710 Residential: 120 DUMBARTON AVENUE, ATHOLL, 2196
SESLI, MUZAFFER	7311026020085	Director	05/08/1999	Postal: PO BOX 1930, FLORIDA, 1710 Residential: UNIT 11 EAGLE CREEK, HOUGHTON, 2198
SESLI, MUSTAFA	7110085938181	Director	01/12/2004	Postal: PO BOX 1930, FLORIDA, 1710 Residential: 120 DUMBARTON AVENUE, ATHOLL, 2196



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Call Centre Tel 086 100 2472, Website [www.cipc.co.za](http://www.cipc.co.za)



POWER OF ATTORNEY

I, the undersigned,

MUZAFFER SESLI

PASSPORT NO:

Id copy attached

do hereby authorize

DENNIS JACOBUS BISHOP (AGENT: BD001)

ID NO :50110750781

with power of substitution, to be my lawful agent in my name, place and stead, to:

2. sign and lodge, on my behalf, any CoR documents pertaining to

SESLI TEXTILES (PTY) LTD

Reg no: 1999/016930/07

generally effect the purposes aforesaid, to do or cause to be done whatsoever shall be requisite, as fully and effectually, for all intents and purposes, as I might or could do if personally present and acting therein, hereby ratifying, allowing and confirming and promising and agreeing to ratify, allow and confirm all and whatsoever my said agent shall lawfully do or cause to be done, by virtue of these presents.

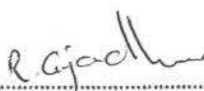
7 \_\_\_\_\_  


SIGNATURE

(Chairman/Director: SESLI TEXTILES (PTY) LTD - 1999/016930/07

SIGNED BEFORE ME THIS 16 DAY OF September 2013

Witnesses

\_\_\_\_\_ 

\_\_\_\_\_ 

**POWER OF ATTORNEY**

I, the undersigned,

**MUSTAFA SESLI**

PASSPORT NO:

Id copy attached

do hereby authorize

**DENNIS JACOBUS BISHOP (AGENT: BD001)**

ID NO :50110750781

with power of substitution, to be my lawful agent in my name, place and stead, to:

1. sign and lodge, on my behalf, any CoR documents pertaining to

**SESLI TEXTILES (PTY) LTD**

Reg no: 1999/016930/07

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.....  
SIGNATURE

(Chairman/Director : **SESLI TEXTILES (PTY) LTD - 1999/016930/07**

SIGNED BEFORE ME THIS 16 DAY OF September 2013

Witnesses

.....  
*R. Jacobs*

.....  
*[Signature]*

SPECIAL POWER OF ATTORNEY

I, the undersigned,

Name In full: MUSTAFA SESLI

Identity Number: 711008 5938 181

do hereby nominate, constitute and appoint DENNIS JACOBUS BISHOP or GLYNIS MERIL BISHOP with power of substitution, to be my lawful agent in name, place and stead:

- 1. To apply for and obtain the registration in respect of the conversion from the 1973 Companies Act to the Memorandum of Incorporation (MOI) .

SES LI TEXTILES (PTY) LTD

- 2. To deliver to CIPC the original Memorandum of Incorporation subscribed by me and to make such alterations and amendments which the Commissioner may deem fit and/or require;
- 3. To uplift the Certificate of Registration and original Memorandum of Incorporation after the registration of the Company.
- 4. To sign all documents to necessitate the registration of the said Company;

and generally for effecting the purposes aforesaid, to do or cause to be done whatsoever shall be requisite, as fully and effectually, for all intents and purposes, as I might or could do if personally present and acting herein; hereby ratifying, allowing and confirming and promising and agreeing to ratify, allow and confirm all and whatsoever my said agent shall lawfully do, or cause to be done, by virtue of these present.

Signed at Robertville on this 16 day of September 2013

x   
\_\_\_\_\_

In the presence of the undersigned witnesses:

  
\_\_\_\_\_  
WITNESS

  
\_\_\_\_\_  
WITNESS

SPECIAL POWER OF ATTORNEY

I, the undersigned,

Name in full: MUZAFFER SESLI

Identity Number: 731102 6020 085

do hereby nominate, constitute and appoint DENNIS JACOBUS BISHOP or GLYNIS MERIL BISHOP with power of substitution, to be my lawful agent in name, place and stead:

1. To apply for and obtain the registration in respect of the conversion from the 1973 Companies Act to the Memorandum of Incorporation (MOI).

SESLI TEXTILES (PTY) LTD

2. To deliver to CIPC the original Memorandum of Incorporation subscribed by me and to make such alterations and amendments which the Commissioner may deem fit and/or require;
3. To uplift the Certificate of Registration and original Memorandum of Incorporation after the registration of the Company.
4. To sign all documents to necessitate the registration of the said Company;

and generally for effecting the purposes aforesaid, to do or cause to be done whatsoever shall be requisite, as fully and effectually, for all intents and purposes, as I might or could do if personally present and acting herein; hereby ratifying, allowing and confirming and promising and agreeing to ratify, allow and confirm all and whatsoever my said agent shall lawfully do, or cause to be done, by virtue of these present.

Signed at Robertville on this 16 day of September 2013

x   
\_\_\_\_\_

In the presence of the undersigned witnesses:

  
\_\_\_\_\_ WITNESS

  
\_\_\_\_\_ WITNESS



**SESLI TEXTILES PROPRIETARY LIMITED**  
**Registration Number: 1999/016930/07**

**The company is a private company and accordingly-**

1. The right to transfer shares is restricted
2. Any invitation to the public to subscribe for any securities of the company is prohibited
3. The authorised share capital remains 1000 ordinary shares at R1.00 each

**Article 1 - Incorporation and Nature of the Company**

**1.1 Incorporation**


- 1) The Company is incorporated as a private company, as defined in the Companies Act, 2008.
- 2) The Company is incorporated in accordance with, and governed by-
  - The provisions of the Companies Act, 2008, without any limitation, extension, variation or substitution; and
  - The provisions of this Memorandum of Incorporation.

**1.2 Powers of the Company**

- 1) The Company is not subject to any provision contemplated in section 15 (2)(b) or (c).
- 2) The purposes and powers of the Company are not subject to any restriction, limitation or qualification, as contemplated in section 19 (1)(b)(ii).

**1.3 Memorandum of Incorporation and Company Rules**

- 1) This Memorandum of Incorporation of the Company may be altered or amended only in the manner set out in section 16, 17 or 152 (6) (b).
- 2) The authority of the Company's Board of Directors to make rules for the Company, as contemplated in section 15 (3) to (5), is not limited or restricted in any manner by this Memorandum of Incorporation.
- 3) The Board must publish any rules made in terms of section 15 (3) to (5) by delivering a copy of those rules to each shareholder by ordinary mail.
- 4) The Company must publish a notice of any alteration of the Memorandum of Incorporation or the Rules, made in terms of section 17 (1), by delivering a copy of the notice to each shareholder.

#### **1.4 Optional provisions of Companies Act, 2008 do not apply**

- 1) The Company does not elect, in terms of section 34 (2), to comply voluntarily with the provisions of Chapter 3 of the Companies Act, 2008.
- 2) The Company does not elect, in terms of section 118 (1)(c)(ii), to submit voluntarily to the provisions of Parts B and C of Chapter 5 of the Companies Act, 2008, and to the Takeover Regulations provided for in that Act.

#### **Article 2 - Securities of the Company**

##### **2.1 Securities**

- 1) The Company is authorised to issue no more than 1000 number of shares of a single class of common shares at R1.00 each, registered for this purpose in the MOI and each share entitles the holder to—
  - (a) vote on any matter to be decided by a vote of shareholders of the company;
  - (b) participate in any distribution of profit to the shareholders; and
  - (c) participate in the distribution of the residual value of the company upon its dissolution.
- 2) The Company must not make an offer to the public of any of its securities.
- 3) The pre-emptive right of the Company's shareholders to be offered and to subscribe for additional shares, as set out in section 39, is not limited, negated or restricted in any manner contemplated in section 39 (2), or subject to any conditions contemplated in that section.
- 4) This Memorandum of Incorporation does limit or restrict the authority of the Company's Board of Directors to— authorise the company to issue secured or unsecured debt instruments, as set out in section 43 (2); or grant special privileges associated with any debt instruments to be issued by the Company, as set out in section 43 (3); (b) authorise the Company to provide financial assistance to any person in relation to the subscription of any option or securities of the Company or a related or inter-related company, as set out in section 44; (c) approve the issuing of any authorised shares of the Company as capitalisation shares, as set out in section 47 (1); or (d) resolve to permit shareholders to elect to receive a cash payment in lieu of a capitalisation share, as set out in section 47 (1).

##### **2.2 Registration of beneficial interests**

The authority of the Company's Board of Directors to allow the Company's issued securities to be held by and registered in the name of one person for the beneficial interest of another person, as set out in section 56 (1), is not limited or restricted by this Memorandum of Incorporation.

## Article 3 –Shareholders and Meetings

### 3.1 Shareholders' right to information

Every person who has a beneficial interest in any of the Company's securities has the rights to access information set out in section 26 (1).

### 3.2 Shareholders' authority to act

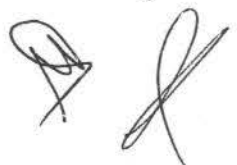
- 1) If, at any time, there is only one shareholder of the company, the authority of that shareholder to act without notice or compliance with any other internal formalities, as set out in Section 57 (2), is not limited or restricted by this Memorandum of Incorporation.
- 2) If, at anytime, every shareholder of the Company is also a director of the Company, as contemplated in section 57 (4), the authority of the shareholders to act without notice or compliance with any other internal formalities, as set out in that section is not limited or restricted by this Memorandum of Incorporation.

### 3.3 Shareholder representation by proxies

- 1) This Memorandum of Incorporation does not limit, restrict or vary the right of a shareholder of the Company—
  - (a) to appoint 2 or more persons concurrently as proxies, as set out in section 58 (3)(a);  
or
  - (b) to delegate the proxy's powers to another person, as set out in section 58 (3)(b).
- 2) The requirement that a shareholder must deliver to the Company a copy of the instrument appointing a proxy before that proxy may exercise the shareholder's rights at a shareholders meeting, as set out in section 58 (3)(c) is not varied by this Memorandum of Incorporation.
- 3) The authority of a shareholder's proxy to decide without direction from the shareholder whether to exercise, or abstain from exercising, any voting right of the shareholder, as set out in section 58 (7) is subject to the proxy instrument delivered to the Company. The proxy shall vote in accordance with any instruction therein and only in the absence of any voting instruction, may that proxy exercise discretion to vote or abstain.

### 3.4 Record date for exercise of shareholder rights

If, at any time, the Company's Board of Directors fails to determine a record date, as contemplated in section 59, the record date for the relevant matter is as determined in accordance with section 59 (3).



### 3.5 Shareholders meetings

- 1) The Company is not required to hold any shareholders meetings other than those specifically required by the Companies Act, 2008.
- 2) The right of shareholders to requisition a meeting, as set out in section 61 (3), may be exercised by the holders of at least 10% of the voting rights entitled to be exercised in relation to the matter to be considered at the meeting.
- 3) The authority of the Company's Board of Directors to determine the location of any shareholders meeting, and the authority of the Company to hold any such meeting in the Republic or in any foreign country, as set out in section 61 (9) is not limited or restricted by this Memorandum of Incorporation.
- 4) The minimum number of days for the Company to deliver a notice of a shareholders meeting to the shareholders, is as provided for in section 62 (1).
- 5) The authority of the Company to conduct a meeting entirely by electronic communication, or to provide for participation in a meeting by electronic communication, as set out in section 63 is not limited or restricted by this Memorandum of Incorporation.
- 6) The quorum requirement for a shareholders meeting to begin, or for a matter to be considered is as set out in section 64 (1) without variation.
- 7) The time periods allowed in section 64 (4) and (5) apply to the Company without variation.
- 8) The authority of a meeting to continue to consider a matter, as set out in section 64 (9) is not limited or restricted by this Memorandum of Incorporation.
- 9) The maximum period allowable for an adjournment of a shareholders meeting is as set out in section 64 (13), without variation.

### 3.6 Shareholders resolutions

- 1) For an ordinary resolution to be adopted at a shareholders meeting, it must be supported by the holders of more than 50% of the voting rights exercised on the resolution, as provided in section 65 (7).
- 2) For a special resolution to be adopted at a shareholders meeting, it must be supported by the holders of at least 75% of the voting rights exercised on the resolution, as provided in section 65 (9).
- 3) A special resolution adopted at a shareholders meeting is not required for a matter to be determined by the Company, except those matters set out in section 65 (11), or elsewhere in the Act.

## Article 4 - Directors and Officers

### 4.1 Composition of the Board of Directors

- 1) The Board of Directors of the Company shall comprise a minimum of one director to be elected by the holders of the company's securities as contemplated in section 66 4 (b).

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- 2) The manner of electing directors of the Company is as set out in section 68 (2), and each elected director of the Company serves for an indefinite term, as contemplated in section 68 (1).

#### **4.2 Authority of the Board of Directors**

- 1) The authority of the Company's Board of Directors to manage and direct the business and affairs of the Company, as set out in section 66 (1) is not limited or restricted by this Memorandum of Incorporation.
- 2) If, at anytime, the Company has only one director, as contemplated in section 57 (3), the authority of that director to act without notice or compliance with any other internal formalities, as set out in that section is not limited or restricted by this Memorandum of Incorporation.

#### **4.3 Directors' Meetings**

- 1) The right of the Company's directors to requisition a meeting of the Board, as set out in section 73 (1), may be exercised by at least 2 directors.
- 2) This memorandum of incorporation does not limit or restrict the authority of the Company's Board of Directors to— conduct a meeting entirely by electronic communication, or to provide for participation in a meeting by electronic communication, as set out in section 73 (3); or (b) determine the manner and form of providing notice of its meetings, as set out in section 73 (4); or (c) proceed with a meeting despite a failure or defect in giving notice of the meeting, as set out in section 73 (5), or (d) consider a matter other than at a meeting, as set out in Section 74

#### **4.4 Directors compensation and financial assistance**

This Memorandum of Incorporation does not limit the authority of the Company to –

- a) pay remuneration to the Company's directors, in accordance with a special resolution approved by the Company's shareholders within the previous two years, as set out in section 66 (9) and (10);
- b) advance expenses to a director, or indemnify a director, in respect of the defense of legal proceedings, as set out in section 78 (3),
- c) indemnify a director in respect of liability, as set out in section 78 (5); or purchase insurance to protect the Company, or a director, as set out in section 78 (6)



**AMENDMENT TO MEMORANDUM OF INCORPORATION**

**ANNEXURE "A"**

**SESLI TEXTILES PROPRIETARY LIMITED**

**Reg no: 1999/016930/07**

**CHANGE OF MOI**

That the Memorandum and Articles of Association be replaced by the attached Memorandum of Incorporation (MOI), reflecting the conversion from the Companies Act, 1973 to that of the Companies Act, 2008

The authorised share capital remains 1000 ordinary par value shares at R1.00 each

The number of directors upon conversion is 2, as per attached CM29/CoR39







*Gert van der Linde*  
**GERT H. VAN DER LINDE**  
 COMMISSIONER OF OATHS  
 ID. 550512 5084 002  
 P.O. BOX 603  
 UMTENTWENI 4235  
 REF: 9/1/8/2 PORT SHEPSTONE (A15)

10/09/2013

**GEREGISTERDE WOON- EN POSADRES**

1. Bewys af bewys van u GEREGISTERDE WOON- EN POSADRES in hierdie sake.

2. Indien u van adres verander het of indien besonderhede van u huidige adres, byvoorbeeld, adres-nommer, ops. verander, het moet die vorm KENNISGEWING VAN ADRESVERANDERING, wat in die sake by die Identiteitsdokument is, gebruik word om die verandering aan te meld en moet dit ingedien word by of gepos word aan die naaste streekluis-kantoor van die DEPARTMENT VAN BINNELANDSE SAKE.

**REGISTERED RESIDENTIAL AND POSTAL ADDRESS**

1. Keep the proof of your REGISTERED RESIDENTIAL AND POSTAL ADDRESS in this pocket.

2. If you have changed your address, or, if particulars of your present address, e.g. name of street and/or street number, etc. have been changed, the NOTICED OF CHANGE OF ADDRESS form in the pocket at the back of the identity document must be used to report the change and it must be handed in at or posted to the nearest regional/district office of the DEPARTMENT OF HOME AFFAIRS.

I.D. No. 711008 5938 18 1  
 NIE S.A. BURGERS/NIEN S.A. CITIZEN

VAN SURNAME  
**SESLI**

VOORNAAM/FORENAMES  
**MISTAFA**

GEBOORTEDISTRIK/OF LAND/  
 DISTRICT OR COUNTRY OF BIRTH  
**TURKEY**

GEBORTE/DATE OF BIRTH  
**1971-10-08**

DATUM UITGEREK  
 DATE ISSUED  
**2004-10-19**

UITGEREK OF GEGE VAN DIE  
 DISTRICT/FORENAMES  
 BINNELANDSE SAKE

ISSUED BY AUTHORITY OF THE  
 DISTRICT/FORENAMES  
 HOME AFFAIRS





**CIPC  
and Close Corporations  
P O Box 429  
PRETORIA  
0001**

Dear Sir

**RE SESLI TEXTILES (PTY) LTD : 1999/016930/07**

I, the undersigned, hereby agree to convert the above Company registered under Companies Act 1973, to a MOI Company.

Yours faithfully

✓  
\_\_\_\_\_  
**MUSTAFA SESLI**

A handwritten signature in black ink, appearing to read 'MUSTAFA SESLI', is written over a horizontal line. The signature is stylized and somewhat cursive.

**CIPC  
and Close Corporations  
P O Box 429  
PRETORIA  
0001**

Dear Sir

**RE SESLI TEXTILES (PTY) LTD : 1999/016930/07**

I, the undersigned, hereby agree to convert the above Company registered under Companies Act 1973, to a MOI Company.

Yours faithfully



          
MUZAFFER SESLI

SESLI TEXTILES PROPRIETARY LIMITED

Reg no: 1999/016930/07

MINUTES OF A COMBINED SPECIAL RESOLUTION OF SHAREHOLDERS AND DIRECTORS RESOLUTION  
MADE AT JOHANNESBURG ON

RESOLVED AS A SPECIAL RESOLUTION:

The authorised share capital remains 1000 ordinary par value shares at R1.00 each

The number of directors upon conversion is 2, as per attached CM29/CoR39

That the Memorandum and Articles of Association be replaced by the attached Memorandum of Incorporation (MOI), reflecting the conversion from the Companies Act, 1973 to that of the Companies Act, 2008, as per:

Annexure "A", and the Memorandum of Incorporation, attached hereto.

FURTHER RESOLVED/NOTED

That this is a change of the existing Memorandum and Articles of Association and there has been no ring-fencing

This resolution has been approved by a quorum of shareholders

That Messrs B DOYLE & ASSOCIATES GROUP CC be authorised to prepare and lodge the MOI, CoR 15.2 reflecting these changes, per the attached Power of Attorney.

SOLVENCY AND LIQUIDITY

This has recently been undertaken by the board and it is noted:

That the assets of the company, fairly valued, equal or exceed the liabilities of the company.

That the company is able to meet its debts in the ordinary course of business for a period of 12 months following the tests

SIGNED AS A CORRECT RECORD OF THE PROCEEDINGS THIS 16 DAY OF September 2013.

.....  
CHAIRMAN

