

CHARTER

STATE UNITARY ENTERPRISE “KHUROKVORI”

1. General provisions

1.1. State Unitary Enterprise “Khurokvori” (further “the Enterprise”) was established on the basis of Resolution of the Government of the Republic of Tajikistan No.199 On the Ministry of Agriculture of the Republic of Tajikistan as of May 5, 2004.

The Enterprise shall act in accordance with legislation of the Republic of Tajikistan, normative-legal acts of the President of the Republic of Tajikistan, the Government of the Republic of Tajikistan, the Ministry of Agriculture of the Republic of Tajikistan and the present Charter.

1.2. The Enterprise shall coordinate the activity of organizations and agencies and state companies irrespective of their type of ownership by mutual agreement.

1.3. The Enterprise has an independent balance, current account, and other accounts in banks, seal with the state symbol of the Republic of Tajikistan, name and other necessary information.

1.4. Full official name of the Enterprise in Tajik language:

Korkhonai vohidi davlatii “Khurokvori” (State Unitary Enterprise “Khurokvori”).

Abbreviated: KVD (SUE) “Khurokvori”.

Full official name of the Enterprise in Russian:

Gosudarstvennoe unitarnoe predpriyatie “Khurokvori”.

Abbreviated: GUP (SUE) “Khurokvori”.

1.5. Legal address of the Enterprise:

Republic of Tajikistan, Dushanbe, 137 Rudaki avenue

2. Legal status of the Enterprise

2.1. Organizational and legal type of the Enterprise is determined according to Article 124 of the Civil Code of the Republic of Tajikistan.

2.2. The Enterprise shall conduct its activity with the Ministry of Agriculture of the Republic of Tajikistan on the basis of bilateral agreement.

2.3. For the implementation of the goals of the Charter on the basis of existing laws the Enterprise has the following rights:

- create representations, branches, economic subjects (legal persons) detached institutions;
- approve charters, regulations of branches, representations, economic subjects (legal persons), detached institutions and appoint their heads;
- conclude any type of agreements that are in compliance with legislation of the Republic of Tajikistan with physical person and legal entities;
- use the Enterprise's own resources for covering salaries and other expenses of the main office.

In accordance with the present Charter the Enterprise shall own the right to engage in profitable activity. Revenue and property obtained out of gained revenue shall fully belong to the Enterprise and shall be accounted in a separate balance. Profitable activity shall not be the main goal of the Enterprise. The Enterprise shall implement other types of activity within the frame of legislation of the Republic of Tajikistan.

2.4. The Enterprise shall have the right to use bank loans on the basis of commercial and legal contracts.

2.5. The Enterprise shall also have other rights that the current legislation of the Republic of Tajikistan determined for commercial enterprises.

3. Main objectives of the Enterprise

3.1. The Enterprise shall implement its objectives on the basis of a separate treaties taking into account financial capacity and working experience for establishment and implementation of functions and objectives that according to the Item 4 of Decree of the President of the Republic of Tajikistan No.1249 as of January 19, 2004 entrusted to the Ministry of Agriculture of the Republic of Tajikistan.

3.2. On the basis of bilateral agreements with the Ministry of Agriculture of the Republic of Tajikistan regulates the issues of production and circulation, importation and exportation, issue of licenses, wholesale and retail sales, quota administration, adoption and approval of declarations on the production volume of ethyl alcohol, alcoholic beverages and tobacco.

Certification of industrial enterprises, determination and approval of methods of output of finished products, inclusion in the single state register of enterprises, which engage in production and circulation of ethyl alcohol, alcoholic beverages and tobacco products.

- 3.3. Formulation, production and supply of products for the needs of the country such as production of food industry products.
- 3.4. Manufacture (production) and sale of food products.
- 3.5. Fulfillment of economic activity in the field of food products manufacturing.
- 3.6. Organization of training, re-qualification, upgrading professional qualification of employees for companies and organizations of food and processing industry.
- 3.7. Providing consulting, methodic, engineering and technological assistance to enterprises and organizations of food and processing industry.
- 3.8. Providing informational and methodical assistance for foreign economic activities of organizations and enterprises of food and processing industry, advertising their products in domestic and foreign markets.
- 3.9. Providing assistance to subordinate organizations and enterprises in selection and assignment of highly qualified personnel.
- 3.10. Providing help through publishing of general information on food production.
- 3.11. Fulfillment of other types of manufacturing and economic activities, which are determined in the medium-term program of development of agro-industrial sector of the republic.
- 3.12. Conducting works with regard to market demand studies, development and improvement of economic, science and technical relations with profit-making enterprises and foreign companies.
- 3.13. Other fields of activity in accordance with legislation of the Republic of Tajikistan.
- 3.14. Establishment of retail and wholesale commercial centers with food and manufactured products.
- 3.15. Determination of prospects and opportunities for creation of new food and processing industry enterprises in the regions of the republic jointly with the Ministry of Agriculture of the Republic of Tajikistan and local bodies of executive government (hukumats).
- 3.16. Providing various services to the citizens, organizations and societies (Xerox, transport, daily living facilities).

3.17. Implementation of foreign economic activity according to established order of legislation of the Republic of Tajikistan.

3.18. Organization of food and its sector's exhibitions, auctions, fairs in the Republic of Tajikistan and on international arena.

3.19. Providing assistance for concluding agreements (contracts) on export and import of raw products, materials, equipment and its spare parts in established order.

3.20. Providing paid services to the population and relevant organizations according to provisions of legislation of the Republic of Tajikistan on state enterprises.

3.21. Provision of effective use of transport communication of subordinate enterprises and organizations.

3.22. Publication of enterprise's mass media.

3.23. Conducting laboratory tests of manufactured goods.

3.24. Issue of certificate of manufactured products in cooperation with the Agency of Standardization, Metrology, Certification and Trade Inspection "Tojikstandard" on the basis of the Law of the Republic of Tajikistan On certification of products and servicing.

4. Statutory fund of the Enterprise

4.1. Statutory fund of the Enterprise accounts for 7778 (seven thousand seven hundred and seventy eight) somoni.

4.2. Statutory fund of the Enterprise determined the minimal size of Enterprise's property that guarantees its credit interest.

4.3. If at the end of fiscal year the value of available assets of the Enterprise decline over statutory capital, Owner is obliged to decrease the statutory capital in the established order. If the value of these assets of the Enterprise keeps declining over minimal size of statutory capital determined by law the Enterprise may be liquidated by judicial decision.

4.4. In case of taking decision on decreasing of statutory capital Enterprise's creditors should be immediately notified in written. In such case creditors hold the right to demand annulment or pre-term implementation of relevant obligations and compensation for damage.

5. Proprietorship and principal means

5.1. Property of the Enterprise consist of capital funds and operating assets, as well as other assets, which are given in accordance with estimates, or its cost determined in the independent balance of the Enterprise.

5.2. Property of the Enterprise is under state ownership and is related on the basis of economic management.

5.3. The Enterprise owns the right for referred property in the frame determined by legislation - in accordance with its goals, mandate of the Owner and determination of ownership, and also has the right of user as set in the legislation.

5.4 Beside fixed assets, which the Founder has transferred, the Enterprise has the right to assume on legal basis capital assets from other legal entities and citizen.

5.5. Sources of property generation of the Enterprise:

- Revenues from Enterprise's activity;
- Bank credits and other investments;
- Non-repayable and charitable contributions, donation of organizations and enterprises as well as individuals.

5.6. The Enterprise reports directly to governmental bodies, including tax payment, statistical data and etc.

5.7. The Enterprise keeps its monetary assets in the bank accounts and implements any type of banking activity.

5.8. Provision of executive organ of the Enterprise shall be implemented out of contributions made by organizations, enterprises and stock-companies irrespective of their type of ownership, which are included in the membership of the Enterprise.

The amount of the contribution and terms of contribution shall be defined in the contracts that are signed with enterprises.

6. The Founder

6.1. The Founder of the Enterprise is the Ministry of Agriculture of the Republic of Tajikistan.

6.2 The Founder holds the right:

- to get information on the activity of the Enterprise, and learn accounting information and bookkeeping reports and other documents;

- on the basis of bilateral contract the Founder shall entrust the Enterprise to implementation of sub items 3,1, and the present Charter;
- to make amendments to the Charter of the Enterprise;
- to appoint in established order the Chairman of the Enterprise and its deputies and terminate their authority pre-term;
- to approve annual financial statement and accounting balance of the Enterprise;
- to adopt normative-legal act on reorganization or liquidation of the Enterprise in accordance with the legislation of the Republic of Tajikistan.

7. Management of the Enterprise

7.1. Management of the Enterprise shall be implemented in accordance with the legislation of the Republic of Tajikistan and this Charter.

The Chair of the Enterprise executes its management.

Deputy Chairmen of the Enterprise shall be appointed and dismissed by founder with proposal of the Chair.

7.2. The Chair of the Enterprise takes the following tasks:

- effective work of the Enterprise;
- implementation of production indicators, increasing of production revenues;
- concluding contracts;
- issue decrees and obligatory orders to employees of the Enterprise within his responsibilities;
- in case of necessity shall issue decrees and instruction jointly with other ministries and agencies;
- approval of the table of duties of the main office of the Enterprise, expense estimates, depending on its retention;
- in established order shall approve and dismiss the employees of the main office, heads and chief accountants of enterprises under the main office, state enterprises, enterprises, which have state share and enterprises that are included in the plan of management;
- shall approve regulations, plans and structure of the enterprises under the main office, state enterprises and enterprises, which have state share and in established order shall approve their charters as founder;
- opening accounts in the republican banks and outside of it;
- conclusion of contracts on behalf of the Enterprise, direct participation in courts and governmental bodies with regard to protection of benefits of the Enterprise without authorization;
- issue of decrees and instructions within his authority, which are obligatory for all the employees;
- approval of regulations on activity of departments, and instruction on working positions of the employees;

- approval of the table of positions of the employees and expense estimates within the frame of number, structure and salary fund of the employees of the Enterprise;
- issue licenses on state regulation of production, importation, exportation and retail sale of ethyl alcohol, alcoholic beverages and tobacco;
- fulfillment of all sub items of Item 3 of the present Charter;
- material and moral stimulation of the employees of the Enterprise;
- fulfillment of other authorities provided for in the acting legislation.

8. Liquidation of the Enterprise

8.1. Liquidation of the Enterprise shall result in termination of its activity – without transfer of rights and obligations to another person by way of legal inheritance.

8.2. The Enterprise may be liquidated in the following situations:

- by resolution of the Government of the Republic of Tajikistan;
- by judicial decision – in case of conducting activity without appropriate license or gross violation, or in case of conducting constant activity, which contradicts the statutory goals of the Enterprise.

8.3 The Founder of the Enterprise is obliged to immediately notify in written the agency which has registered the Enterprise regarding liquidation of this legal entity.

8.4. The Government of the Republic of Tajikistan or the agency that adopted the decision to liquidate the Enterprise shall establish the liquidation commission and shall establish the order and terms of liquidation on the basis of legal requirements.

8.5. The order of liquidation of the Enterprise shall be implemented on the basis of Articles 64-65 of the Civil Code of the Republic of Tajikistan.

9. Amendment of the Charter

9.1. Changes and amendments to the Charter shall be done in accordance with the requirement of Article 51 of the Civil Code of the Republic of Tajikistan.