



**KILINDU GIATTAS  
& PARTNERS**

Advocates  
Corporate Law Consultants

## PROFILE

### Who We Are:

Kilindu Giattas & Partners ('KG&P' or the Firm) is a boutique law practice based in Dar-es-Salaam that offers bespoke legal services to its clients, with expertise in Banking, Project Finance, Mergers and Acquisitions, Capital Markets and Securities, Corporate and Commercial, Extractive Industries, Intellectual Property, Construction and Real Estate.

### Our Mission:

Our mission is to create a law practice that is regarded as one of the best in the market, by peers and clients, offering each client reliable and practical business solutions that are tailor-made to their needs. We focus on ensuring that our solutions allow our clients to conduct their business affairs effectively and efficiently. That is why client centered customer service is one of our main priorities.

### Our Values:

Our core values are Integrity, Excellence and Passion for our craft. We believe in team work which allows us to provide our clients with seamless services across the board on each assignment that we take on.

### Our Clientele:

Our clientele includes local and international private and public companies, local and international banks and financial institutions, developmental agencies, private equity funds and not-for-profit organizations.

### Why Choose Us?

On account of our Partners' vast experiences, we have developed a deep understanding of Tanzania's business and economic dynamics. This has allowed us to develop practical and timely solutions culminating into achieving best legal outcomes for our clients. In particular, we are conscious of the need to ensure that in each instruction we offer solutions that meet our clients' needs. At KG&P, we do appreciate that our clients' time is one of their most valuable assets and, therefore, we make sure that it is not put to waste.

We understand our clients' idiosyncrasies which enables us to understand their needs, putting us in the most ideal position to provide them the legal advice that they need. Each assignment is important to us and, as such, we strive to provide unrivalled legal services to each and every client that we work with.

At KG&P we aspire to deliver timely and effective services at competitive rates, without compromising on the quality of our work.



Lastly, but equally as important, we take every step to ensure that we deliver the highest level of quality in all that we do as a team. We strive to have our work be the benchmark for others to follow.

#### **Training and Recruitment:**

At KG&P we have developed a training system whereby our newest recruits shadow individual Partners for a period of twenty four (24) months and thereafter, in consultation with them, we decide which department the new recruits should be placed. We believe that this allows our young lawyers to be clear on which areas of law they wish to practice in and, in turn, we believe that this ensures that our team is driven by both ambition and passion in their craft.

For those lawyers with experience under their belts, we strive to identify and recruit the best legal minds in their respective fields so that our clients can have an array of experts at their disposal in our specialized practice areas.

#### **Practice Areas:**

**Banking and Project Finance Practice:** We advise banks and financial institutions, both local and international, on a number of issues including the legal and regulatory regime necessary to carry out their activities in Tanzania. We assist banks and financial institutions in drafting loan documentation (loan/credit/facility/syndication agreements and security documents).

We prepare, perfect and register security documents such as Debentures, Mortgages over Rights of Occupancy, Mortgages over Leases, Share Pledge Agreements, Corporate and Personal Guarantees and Chattels Mortgage. Moreover, we ensure that security documents are registered at the relevant registries within the prescribed timelines under the law. We advise arrangers in complex syndicated lending transactions and prepare Security Sharing Agreements which cater to the needs of others lenders in such transactions

We also advise borrowers on lending transactions where we assist them in regularizing statutory filings at the Companies Registry, reviewing the loan and security documents and advising them on different approaches and options available to them to secure the intended loan facility from banks or financial institutions.

**Insolvency Practice:** Our Partners have over 10 years' experience in advising banks and financial institutions on recovery measures and procedures having worked on a number of recoveries both in mainland Tanzania and Zanzibar. Our role in these transactions includes reviewing the loan documentation to ascertain the rights and obligations of the parties, reviewing the relevant legislation with respect to rights of creditors and lenders in recovery proceedings, these laws include, the Companies Act, the Insolvency Rules, the Land Act (as amended from time to time) and the Law of Contract Act.

Our role in insolvency proceedings includes advising the lender to issue proper notices to the borrowers as prescribed by law (the Companies Act and Land Act), advising the lender on the possible measures



that can be taken by the borrowers to seek the intervention from courts of law to halt the insolvency proceedings, we advise lenders on measures to take upon taking physical possession of the charged properties including taking the necessary security measures over the charged properties, carrying out an independent valuation of the charged assets, taking the necessary insurance over the charged properties, preparing RFP for the disposition of the charged properties and evaluating the bids, we advise banks and financial institutions on which bids meet the minimum requirement set by law on the disposition of charged properties and finally process the disposition of the charged asset as appointed Receivers/Managers of the secured properties.

We also advise banks and financial institutions on the ongoing reporting requirements to the Registrar of Companies throughout the insolvency proceedings.

**Capital Markets and Securities Practice:** Our Partners are arguably the most formidable team in the market in this practice area with each having at least five (5) listings on the Dar-es-Salaam Stock Exchange (DSE). Our Partners have also worked on assignments involving listings on foreign stock markets where they supervised due diligence investigations and issued reports thereon on the Tanzanian subsidiaries of the foreign companies to be listed. We advise Arrangers, Guarantors and Underwriters, Issuers and institutional investors on listings at the DSE. In our role as legal advisers on listings, we carry out an extensive due diligence investigation on the Issuer which goes beyond the requirements set out by the Capital Markets and Securities Authority. We assist in developing Prospectuses or, as the case may be, Information Memorandum for listing purposes and issue legal opinions on the transaction for inclusion in the offer documents.

**Corporate and Commercial Practice:** We offer a number of services in this area, ranging from company formation (including for banks and financial institutions, insurance, construction and telecommunication companies which are selectively regulated), company restructuring, joint ventures, mergers and acquisitions, to advising management on various regulatory matters depending on the sector of operation for that particular business.

We assist businesses in reviewing various trade, commercial and employment contracts and advise them on various aspects of the terms of clauses therein and the impact that these clauses may have to their businesses. We advise businesses on various practices and regulatory issues in their areas of operation. We also assist businesses in contract negotiations with their trade partners and Government agencies. We also provide representation and advice to individual persons on estate planning and wealth management and structuring.

**Merges & Acquisitions (M&A) Practice:** We have an experienced M&A department that advises clients on a myriad of competition and anti-trust issues. Our services include reviewing and advising agreements subject of the intended transaction (both for the acquiring and target company), our team assists clients in completing FCC forms, issuing advice on whether the transaction will result in the acquirer having a monopoly in the market, assisting clients on notifications to the Fair Competition Commission and representing clients on hearings at the at the Fair Competition Tribunal



**Property and Real Estate Practice:** We advise our clients on a number of property and real estate issues ranging from conveyancing to leasing of real estate or movable property. We develop conveyancing documents that are tailor-made to a particular transaction for the transfer of ownership from one party to another and, in the case of conveyance of real estate, our services include the preparation and lodging of land forms for filing at the lands registry, applying to the Tanzania Revenue Authority for the assessment of Stamp Duty, Disposal of Asset Tax (formerly Capital Gains Tax) and Value Added Tax on the building and other assets (if applicable). We assist clients in their application for Right of Occupancy at the Ministry of Lands and Human Settlements and, for our foreign clients, Derivative Rights at the Tanzania Investment Centre. We advise clients on registration requirements for long term leases for real estate as well as developing lease agreements that are suited to their needs.

**Company Secretarial Practice:** We offer company secretarial services to clients in different sectors. Our role as Company Secretary includes issuing necessary notices for board and shareholder meetings, recording board and shareholders minutes and circulating them for approval before signing, preparing extract resolutions, keeping and updating the register of members, directors and charges, issuing share certificates to registered members and keeping in safe custody our clients' share certificate books. We attend to all statutory filings as prescribed under the Companies Act No. 12 of 2002 (*as amended from time to time*) including filing Annual Returns, filing forms with respect to change in directorships and physical address for our clients' offices, filing forms with respect to allotments and increase in share capital among others.

**Labour Law Practice:** We advise employers on various labour and employment related issues including interpretation of the provisions of the Employment and Labour Relations Act No. 6 of 2004 and the Employment and Labour Relations (Code of Good Practice) Rules, 2007. We assist clients in developing labour manuals suited for their business environment. We also advise our corporate clients on procedures related to disciplinary hearings and poor work performance as well as issue advice on termination procedures and employee benefits. For some of our clients which are new to the Tanzanian business environment, we guide them through various obligations which they will have to their prospective employees and the Government as an Employer. For such clients, we assist them in understanding their obligations as Employers to remit to the relevant authorities, within the prescribed timeline, Pay As You Earn (P.A.Y.E), Social Security Benefits, Skills and Development Levy and City Service Levy.

**Alternative Dispute Resolution (ADR) Practice:** At KG&P, we believe that ADR is one of the most efficient and reliable way for parties to resolve their differences. We therefore encourage our clients to take advantage of this method of dispute resolution whenever possible. We see several advantages for our clients using this method to resolve disputes, for instance, it is much easier to manage timelines from the time of instituting proceedings to a decision or an award to be delivered by an Arbitrator. Costs can be easily managed using ADR as a mechanism to resolve disputes between parties.

On specific occasions, in agreement with our clients, we utilise the services of our Litigation and ADR team of consultants.



#### **Management Policies:**

##### **Employee Integrity:**

As stated above, one of our core values is integrity of each member of our team. Our Staff Training Policy is one of our tools which enables us to hire and recruit the most vigilant and upright of individuals with a passion in the practice of law. We ensure that all our staff members are scrutinised before being hired and that we receive written character references both academically and professionally. Upon receiving such recommendations we make a thorough follow up of them so as to satisfy ourselves of the references' authenticity.

##### **Code of Conduct:**

We have developed an in-house Code of Conduct which every employee is expected to follow and adhere to regardless of rank or position within our organisation. Each employee is provided with a copy of the Code of Conduct upon being hired and is required to be conversant with the document, sign it and deliver it to our Practice Manager prior to being confirmed as an employee of our organisation.

##### **Employment/Recruitment Policy:**

Our organisation has developed an employment policy which is to be adhered to for all vacancies except for Partners. The policy was developed so as to ensure that each post is filled using an objective process and giving equal opportunities to all candidates that meet a certain criteria irrespective of gender, race or disability.

##### **Customer Service:**

Customer satisfaction is one of the pillars of our practice and our team is dedicated to ensuring that our customers have a unique experience when dealing with KG&P. To manage this core element of our business we have recruited an experienced Practice Manager whose core function is to enhance our clients experience when dealing with KG&P. Our Practice Manager carries out regular client reviews of the services we deliver and prepares a report to the Partners on a monthly basis which is then monitored and evaluated appropriately. Our team believes in regular client contact and follow up on progress of their businesses and activities so as to ensure that our services are seamless throughout the life of our professional engagement with them

##### **Measurement of Service Level:**

Our organisation measures the level of service we provide to our clientele by requesting for feedback at the close of each set of instructions. The client feedback is requested from the contact person or transaction handler from the client's side. We use this feedback to analyse how our services are perceived by our clients, that is to ascertain whether we provide our clients value for money and collate information that helps us analyse which areas need improvement and how we can enrich our clients' experiences once they engage us.



#### Corporate Social Responsibility (CSR):

At KG&P we believe in giving back to our community, this is why we have selected to support the education sector in Tanzania so that all schools children get access to quality education. Currently we support public primary and secondary schools within the Kinondoni Municipality through contributions to the office of the Kinondoni Municipal Director. Our aim is to increase our support both in terms of the funding, equipment and coverage as our capacity increases. We also have a mentoring programme for two weeks each year for dedicated young law students below the age of twenty five (25) who have proven to be exceptional students at their respective colleges and/or universities. These students are recommended to us by their respective institutions and we select two annually to join our mentoring programme.

#### Our Contacts:

58 Ursino Street, Regent Estate  
P. O. Box 105406  
Dar es Salaam, Tanzania

P. + 255 (22) 270 1424  
F. + 255 (22) 270 1426  
E. kilindu@kgpartners.co.tz  
E. giattas@kgpartners.co.tz  
E. office@kgpartners.co.tz