

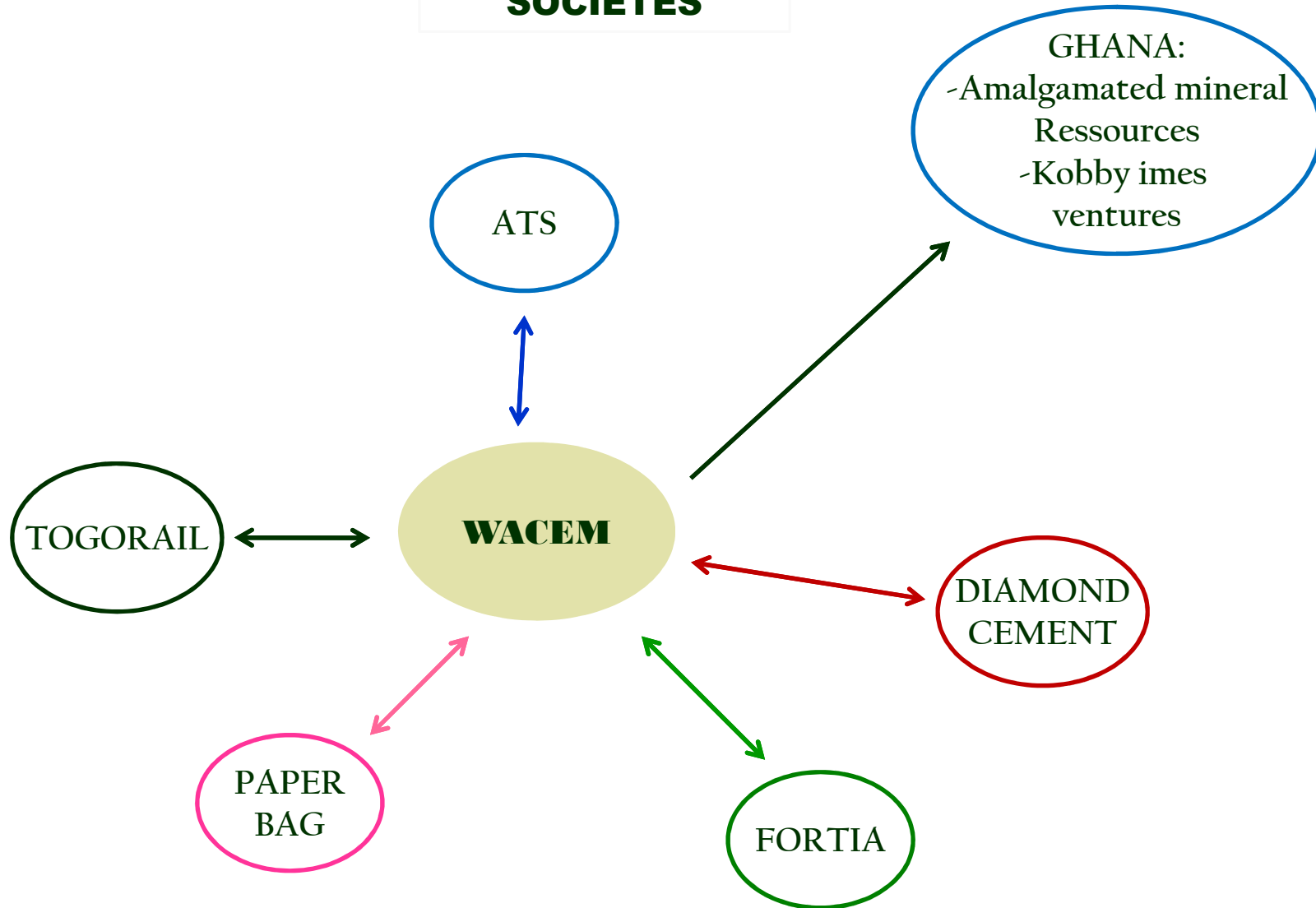
# PANAMA PAPERS CAS DE WACEM & ATS

*Evasion fiscale : Impact sur l'économie togolaise*





## LE RESEAU DE SOCIETES





## L'IDENTITE DES PRINCIPAUX DIRIGEANTS

**Mr. MANUBHAI  
PATEL (milieu)**



**Principal  
actionnaire de  
ATS.  
Propriétaire de  
Ballyward  
Limited et de  
Bitchemy  
limited**

**Mr. PRASAD  
MOTAPARTI**



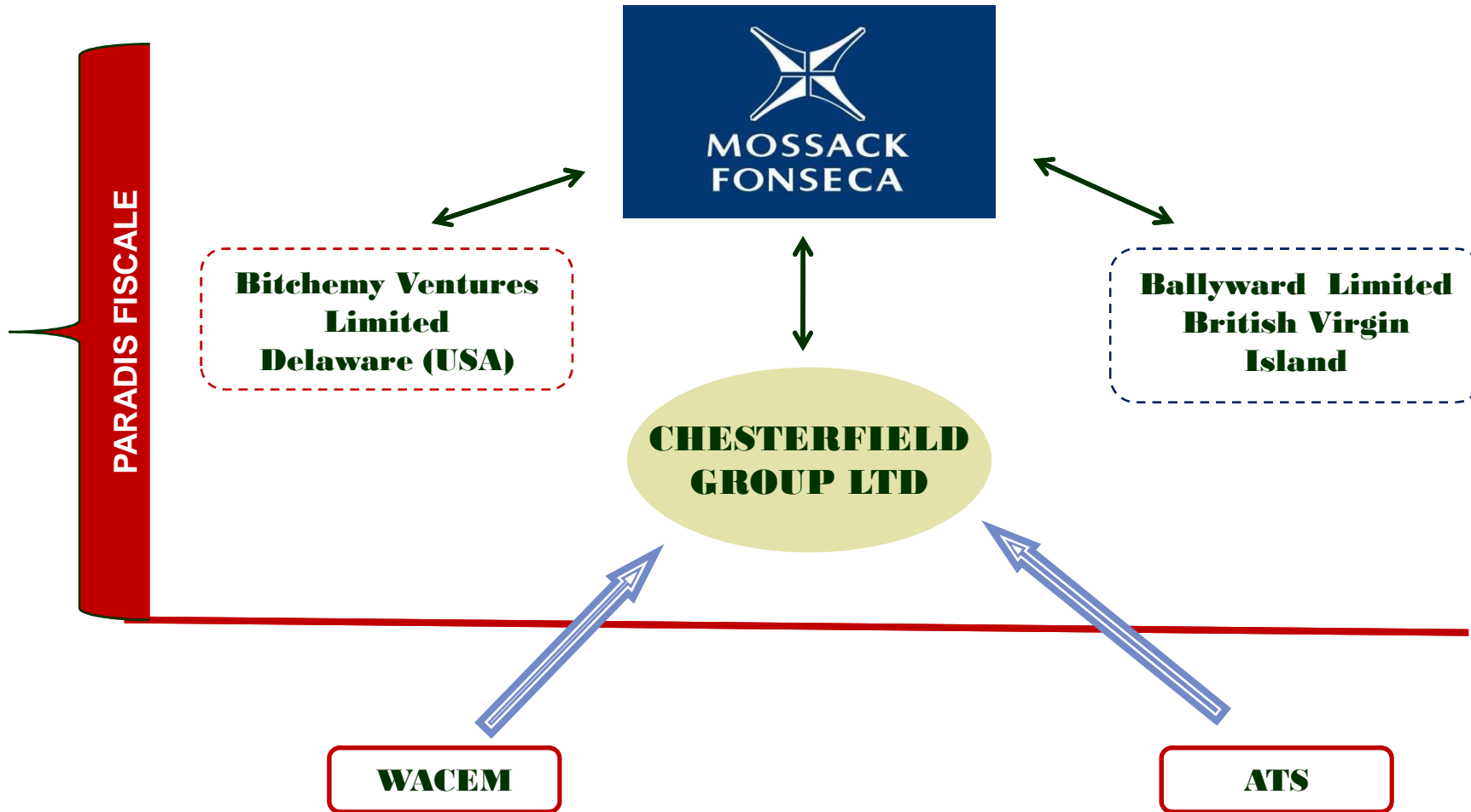
**Président  
Directeur Général  
de WACEM.  
Principal  
actionnaire de  
WACEM & ATS.  
Propriétaire de  
Ballyward  
Limited et de  
Bitchemy limited**

**Mr. AHIANLEY  
Mawuli C.K.**



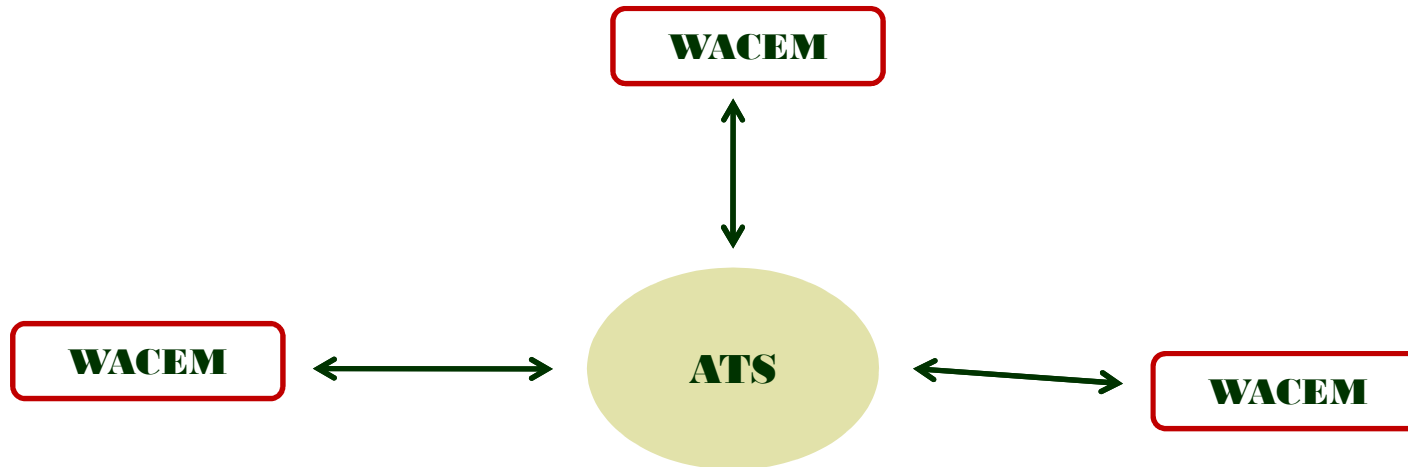
**Principal actionnaire de  
WACEM & ATS.  
Directeur Général de  
ATS, Directeur  
Administratif et  
Financier de WACEM  
Directeur Général de  
Togorail, PCA de  
Diamond Cement  
Togo, DG de Diamond  
Cement Congo**

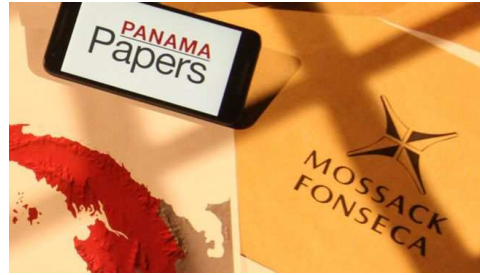
# RESEAU D'EVASION FISCALE





## RESEAU SOUS REGIONAL D'ATS

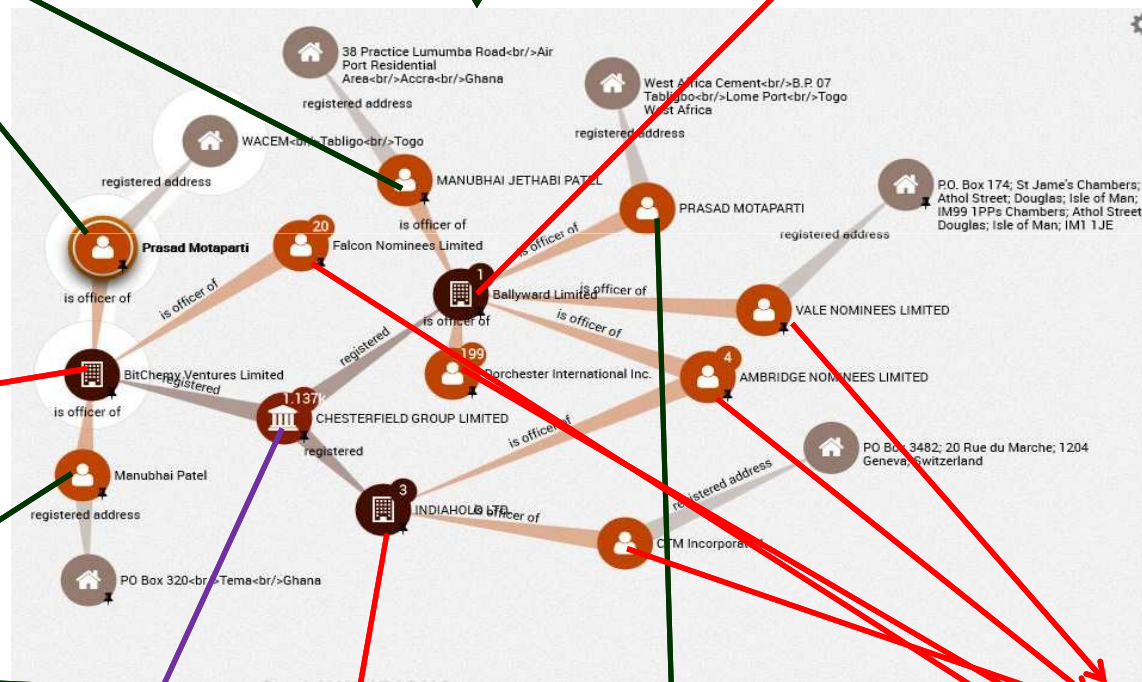




**Ballyward Limited  
British Virgin  
Island**

**PRASAD  
MOTAPARTI**

**BitChery Ventures  
Limited  
DELAWARE (USA)**



**MANUBHAI  
PATEL**

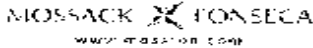
**CHESTERFIELD GROUP LTD**

**INDIAHOLD LTD**

**SOCIETES  
ECRANS  
EVASION  
FISCALE**

# LES SUPPORTS




  
**Order Form**  
**New Formation / Purchase Request**  
**British Virgin Islands (BVI)**

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**I. INCORPORATION/PURCHASE OF A BVI BUSINESS COMPANY**

A. Selection of names (Verify that the name has an allowed ending):

a. BitChemV Ventures Limited

b. \_\_\_\_\_

c. \_\_\_\_\_

If you have no preferences concerning the name, please check (✓) this box and MOSSFON will choose the company's name.

Please complete the following information:

- Proposed Purpose/Activity of the company:
  - Direct Investment – Holding shares in a Delaware Company
  - \_\_\_\_\_
  - \_\_\_\_\_
- Principal place of business/Country(ies) where the activity is to be carried out:
  - Delaware
  - \_\_\_\_\_
  - \_\_\_\_\_

Please indicate if any of the persons that will be mentioned in this form are Politically Exposed Persons. If the answer is "Yes" indicate the name and position (if it is a director, shareholder or attorney-in-fact)

Yes  No

\_\_\_\_\_

\_\_\_\_\_

\_\_\_\_\_




**II. CONTENTS, ARTICLES AND SECTIONS OF THE MEMORANDUM AND ARTICLES OF ASSOCIATION:**

Please check one:

Standard  Special

If you have selected "Special", please specify the special articles and/or sections that would need to be included:

\_\_\_\_\_




  
MOSSFON 2015-16-051 / 2015-01

## LES SUPPORTS

BVI Company Number: 416441

### BALLYWARD LIMITED

Minutes of a Meeting of the Directors of **Ballyward Limited** ("the Company") held at Heavy Industrial Area, A/44/1 Steel Works Road, Tema, Ghana, on the 8th day of December 2011.

- PRESENT:** Manubhai Jethabhai Patel  
Prasad Motapati
- CHAIRMAN:** Manubhai Jethabhai Patel agreed to be Chairman and declared the meeting open.
- QUORUM:** It was noted that a quorum was present.
- MINUTES:** The minutes of previous meeting were read and approved with no matters arising.
- BANK GUARANTEE:** Mr. M.J. Patel produced the following documents to the meeting for consideration:-
- (1) Proforma Invoice No. 11/423-15654.2 from Meechel Trading AG for the supply of 3,000MT Steel Round Bars @ US\$767 per MT, totalling to US\$ 2,301,000.00.
  - (2) Prepayment Invoice No. PP6191 from Meechel Trading AG, for US\$ 460,200, being 20% of the total value of the Proforma Invoice.
- and informed the meeting that the payment terms were as follows:-
- (a) 20% of the Contract value payable against a prepayment invoice as stated in 2 above.
  - (b) 80% of the Contract value payable at sight via a Bank Guarantee.
- IT WAS RESOLVED THAT:-**
- (i) The proposed transaction is in the best interest of the Company.
  - (ii) Pay 20% from the funds held by the Company.



## LES SUPPORTS

### Ballyward Limited

Minutes of the first Meeting of the Board of Directors  
held at Arawak Chambers, Road Town, Tortola,  
British Virgin Islands on the 10th day of November, 2000

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Present: Carl Seymour representing COY LIMITED  
Michael Hargreaves representing SHR LIMITED

Mr. Seymour took the Chair and acted as Chairman. All directors being present and having agreed to waive notice the Chairman declared the meeting duly convened and constituted.

**1. Incorporation of the Company**

The Chairman presented to the Meeting the Memorandum and Articles of Association of the Company as filed with the Registrar of Companies together with a copy of the Certificate of Incorporation of the Company as IBC No. 416441 in the Territory of the British Virgin Islands.

**2. Registered Office**

IT WAS RESOLVED that the Registered Office of the Company be at Arawak Chambers, Sea Meadow House, P.O. Box 173, Blackburne Highway, Road Town, Tortola, British Virgin Islands.

**3. Registered Agent**

IT WAS RESOLVED that Arawak Trust Company Limited of Arawak Chambers, Sea Meadow House, Blackburne Highway, P.O. Box 173, Road Town, Tortola be appointed the Registered Agent of the Company.

**4. Company Seal**

IT WAS RESOLVED that the Seal embossed with the full name of the Company be adopted as the Corporate Seal of the Company.





## RAPPELS

**RECETTES  
NON FISCALES**



**2015  
6,23%**

**2016  
5,75%**

**Emergence  
25-30%**

**FLUX ILLICITES**



**2003-2014**

**Sortie de 22 293 million \$ us  
11 146 348 575 311 FCFA**



**TROU  
BUDGETAIRE**

**DEFICIT BUDGETAIRE  
En milliards de FCFA**

**2012  
-163,4**



**2016  
-371 soit environ  
14% PIB**

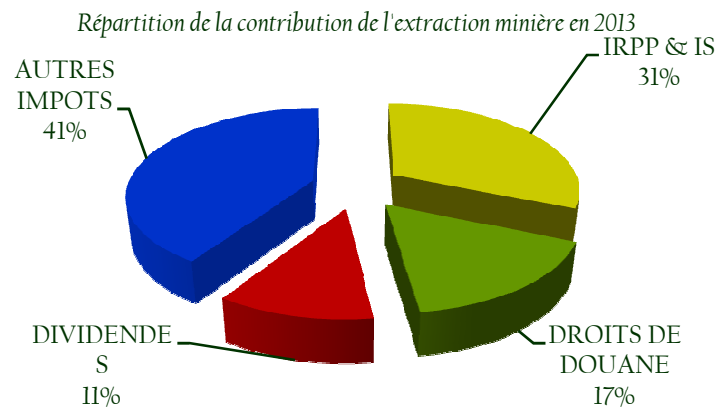
**Norme UEMOA  
< 3% du PIB**

# QUE RAPPORTE L'INDUSTRIE EXTRACTIVE AU TOGOLAIS « alpha »

**2970 FCFA /hab/an en 2013**



**Dividendes 333 FCFA**



**WACEM Dividendes 2015**

**Etat du Togo 412 500 000 FCFA**

**55 FCFA /hab/an**

**AHIALEY**

**46 410 000 FCFA /hab/an**

**INEGALE REPARTITION DES RICHESSES**



## **PRINCIPAUX ACTIONNAIRES DE WACEM**

### **KENELM LIMITED**

**223 250 actions**  
**Dividendes 2015**  
**1 674 375 000 FCFA**

### **PRASAD MOTAPARTI**

**129 250 actions**  
**Dividendes 2015**  
**969 375 000 FCFA**

### **KAZITOM LIMITED**

**94 000 actions**  
**Dividendes 2015**  
**705 000 000 FCFA**

### **QUARTZ LIMITED**

**23 500 actions**  
**Dividendes 2015**  
**176 250 000 FCFA**

### **MAWULI AHIALEY**

**6 188 actions**  
**Dividendes 2015**  
**46 410 000 FCFA**



## EVALUATIONS WACEM

**Valeur Actuelle  
WACEM**

**82 487 812 211 FCFA  
Soit 148 626 FCFA**

**127 883 802 887 FCFA  
Soit 230 421 FCFA**

**Perte potentielle  
Pour le trésor  
togolais  
2016-2024**

**76 605 971 946 FCFA**

**122 001 962 622 FCFA**

**Risque potentiel D'évasion  
fiscale En terme d'IS  
2016-2024**

**22 271 709 297 FCFA**

**34 528 626 780 FCFA**



## RECOMMANDATIONS

- ◆ Que le gouvernement diligente un audit général sur WACEM, ATS, TOGORAIL, FORTI A, DIAMOND CEMENT.
  - ◆ Audit social
  - ◆ Audit fiscal
  - ◆ Audit actionnarial
  - ◆ Audit financier
  - ◆ Audit technique et opérationnel
- ◆ Que le gouvernement prenne les dispositions nécessaires pour suspendre la convention de concession liant le Togo à WACEM
- ◆ Que les gouvernants, dans un souci de réduction de notre déficit budgétaire et d'augmentation de nos ressources non fiscales portent dans les brefs délais le nombre d'action de l'Etat à 50% de l'actionnariat totale
- ◆ Que les gouvernants donnent les instructions nécessaires afin que dans les meilleurs délais, les Rapports annuels des sociétés WACEM, ATS, TOGORAIL, FORTI A, DIAMOND CEMENT soient rendu public sur les sites internet desdites sociétés ou celles des ministères de tutelle
- ◆ Que l'ITIE intègre dans ses rapports futurs :
  - ◆ Les bénéfices réalisées par les sociétés
  - ◆ Les données dynamiques sur la production en valeur comme en volume en annexe des rapports
  - ◆ L'IS individualisé par rapport à chaque société



# ANNEXES



## PRINCIPALES RESSOURCES MINERALES PROUVEES

Sources : (rapport ITIE 2013)

Substances minérales	Réserves	Régions
<b>FER</b>	500 millions de tonnes	BASSAR Monts Ahito et de Farendè
<b>CHROMITE</b>	50 000 tonnes	Nayéga
<b>MANGANESE</b>	15 millions de tonnes	Monts agou
<b>BAUXITE</b>	1 millions de tonnes	BASSAR
<b>PHOSPHATE</b>	Plusieurs dizaines de millions de tonnes	Bassin sédimentaire côtier
<b>CALCAIRE</b>	375 millions de tonnes	





## PROJETS MINIERS MAJEURS EN REPUBLIQUE TOGOLAISE

Sources : (rapport ITIE 2013)

LOCALISATION	OPERATEUR	SUBSTANCE EXPLOITEE	RESRVES
<b>TABLIGBO (yoto)</b>	WACEM	CALCAIRE	NC
<b>HAHOTOE (vo)</b>	SNPT	PHOSPHATE	50 millions de tonnes
<b>BASSAR (bassar)</b>	MM MINING	FER	500 millions de tonnes
<b>TABLIGBO (yoto)</b>	SCANTOGO-MINE	CALCAIRE	NC
<b>PAGALA(Blittah)</b>	POMAR	MARBRE	50 millions de m3



**PHOTO**





## PHOTO



## ACTIONNAIRES

WEST AFRICAN CEMENT (WACEM) S.A.

### LISTE DES ACTIONNAIRES MISE A JOUR EN AVRIL 2014

N°	ACTIONNAIRES	NOMBRE D'ACTIONS
1	Mr BIDAMON PALADINA ABLY	500
2	Mr ABDOUL-RACHID SHEHU ADAM	1,000
3	Mr KOKOU JEAN-BORIS ADOKOU	100
4	Mr MAWULI CLEMENT KOSSI AHIALEY	6,188
5	Mr BRUNO AKPOKLI	140
6	Mme ADJOA AMECY SPOUSE SOWOUDJI	100
7	Mme AKOUVI BRIGITTE AMEGANVI	250
8	Mme NANCY AMEGASHIE BARBEN	300
9	Mr YAOVI AGBEMAPLEY AMOUZOU	50
10	Mr KOKU MENSAH ASSIGBI	75
11	Mr PHILIPPE AWAGA	100
12	Mr AYIH AKAKPO MESSANH THOPHILE MARIE	50
13	Mme AFI MADZE NOVISI BADAkou	165
14	Mr BATOULATIYEMA BAFAl	200
15	Mr KODJO GASPARD BAKA	150
16	Mr PATAWONKOUm BAKOUSSAM	200
17	Mr AROUNA KPABRE-SYLLI BATIENNE	300
18	Mr ESSOZIMNA BODJONA	20
19	Mr AKLESSO YERIMA DAOU	150
20	Mr AYAO DAVID	200
21	Mr OUSMANA DOBILA	300
22	Mr KOKUVI DOS-REIS	150
23	Société ECOB SARL	180

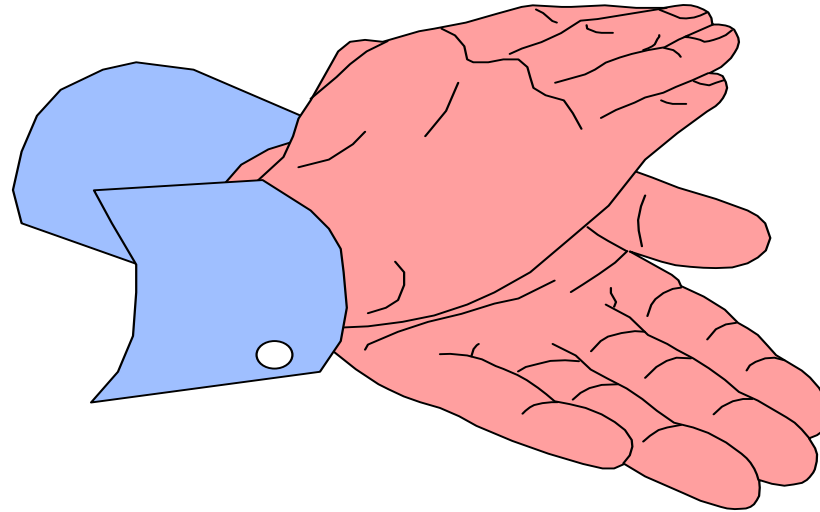


## ACTIONNAIRES

24	Société	EDDY DISTRIBUTION SCI	600
25	Mr	ETSE PIERRE EGLA	100
26	Mr	FOLLY EDJENE EKOUE-KOUVAHEY	35
27		STATE OF TOGO	55,000
28	Mr	JONATHAN FIAWOO	715
29	Mr	SANI-TRAORE FOUSSINI	400
30	Mme	ABLAVI KOKOE GABA	100
31	Mme	ASSELI ABLAN GAFA	30
32	Mr	KOKOU GAFA	200
33	Mme	KUAMBA GAYIBOR	100
34	Mr	HENRI YAWOVI GBONE	1,000
35	Mme	BOUKOUMPO EMILIE GNOFAM	150
36	Mme	AMAVI DELALI GOZAN	10
37	Mr	KOKOU GOZAN	600
38	Mr	MOMBOZA HALAOUI	100
39	Mme	AWA HAROUNA	20
40	Mme	YAWA EMEFA HEKPOR	25
41	Mme	AFIAVI HENRIETTE HOUKPO	25
42	Mr	YAOVI ATTIGBE IHOU	215
43	Mr	ASSIEDOU KOFFI JOHNSON	14
44	Mr	IBRAHIM KANGAYE	150
45	Mr	BAOBADI KAO	150
46	Mr	ABALO KELEM	100
47	Société	KENELM Limited	223,250
48	Mr	SELOM KOMI KLASSOU	20
49	Mr	KOMLAVI MICHEL KLOUSSEH	428
50	Ets	LACAF SERVICES (Mr A. JEROME-EMILIEN KODJOLU)	100
51	Mr	EDEM KODJO	500
52	Mr	MAGLOIRE KOMLA KODJO	100

## ACTIONNAIRES

53	Mr	AHLIN GABRIEL KOMLAN	100
54	Mr	AKPO AMADOU KOUKO	200
55	Mme	ROSINE KOUPAKI	200
56	Mme	ESSI EDEM KUMODZI	50
57	Mme	AMEWONOU AMAVI KUWONU EPOUSE AKROSSONVA	30
58	Mr	LEGUA LADANI	1,000
59	Mr	AFANOU KODJO LOCOH	100
60	Mr	BATIGMA KPANTE MODJOM	10
61	Mr	ADJA NAPO-KOURA	100
62	Mme	AYABA EDJENE NOLITSE EPOUSE NOULEKOU	20
63	Ets	ENINAM (Mrs BANABAWAI PALANGA SPOUSE AND CO)	300
64	Mr	KOKOU AWENAM PEKPE	10
65	Mme	MEWENA POROTE	125
66	Mr	SIVA RAMAVARA PRASAD MOTAPARTI	129,250
67	Société	QUARTZ LIMITED	23,500
68	Société	KAZITOM LIMITED	94,000
69	Mr	MACHOUDI SANI	200
70	Mr	ATSUVI COSME SIKPA	50
71	Mme	HILMATA WAPONDI SINGO	1,185
72	Mr	DJIMA SITOU	2,500
73	Mr	KOMI EDEM SOKPOR	15
74	Mr	VIWOTO VICTOR SOSSOU	200
75	Mr	KWASSI SYMENOUEH	50
76	Mme	BAWENAMLE TAGBA	1,000
77	Mr	FOLLY ASSIONGBONVI (ROGER) TEKO	200
78	Mr	KOFFI KADANGA WALLA	500
		<b>TOTAL</b>	<b>550,000</b>



**Merci pour votre aimable attention**