

THE COMPANIES ACT  
(CAP. 212)  
COMPANY LIMITED BY SHARES

**Memorandum**

**and**

**Articles of Association**

**of**

**GBP GAS LIMITED**

Incorporated this ..... day of .....2021

Drawn by:  
Bilal J. Bilal  
(Advocate)  
P.O Box 79768,  
Dar es Salaam.



**THE COMPANIES ACT (Cap. 212)  
COMPANY LIMITED BY SHARES  
MEMORANDUM OF ASSOCIATION**

**OF**

**GBP GAS LIMITED**

1. The name of the Company is **GBP GAS LIMITED**
2. The registered office of the company will be in Tanzania Mainland
3. The object for which the company is established is to carry on the business as follows: -
  - a. To carry on the business of buying, storing, filling, processing, marketing and distribution, selling and mining of liquefied petroleum gas and liquefied natural processed or refined gas and any component or derivative substance thereof, whether liquid or gaseous.
  - b. To carry on the business of exploration, extraction of both liquefied petroleum gas and liquefied natural gas, mining, petroleum exploration and extraction and to deal in sale, purchase and transport of gas, liquefied petroleum gas (LPG), liquefied natural gas (LNG), gas-based chemicals and other items.
  - c. To carry on the business of devising and implementing various alternative schemes of manufacturing based on gas.
  - d. To construct, install, own and operate storage facilities and Refilling Plants for carrying out company objectives.
  - e. To buy, sell, manufacture, repair, exchange, import and export and deal in all substances, articles and things including cylinders and trucks capable of being used by any such businesses as aforesaid or required for the purposes of any wholesale or retail business of the Company
  - f. To carry on the business of manufacturers, processors, repairers, importers and exporters, of and dealers in ferrous and nonferrous casting of all kinds and in particular, continuous castings, chilled and malleable castings, special alloy castings, steel castings, gun metal, copper, brass and aluminium castings, copper and foundry work of all kinds and also manufacturers, processors, fabricators, drawers, rollers and re-rollers of ferrous and non-ferrous metals, steels, alloy steels, special and stainless steels, shaftings, bars, rods, flats, squares from scrap, sponge iron, pre-reduced billets, billets, ingots, including manufacturing, converting, processing and fabricating all types of electrical wires, enameled wires, cables, conductors, pipes, utensils wires, nails wire ropes, wire products, screw expanded metal, hinges, plates, strip, hoops, round circles, angles and manufacturer any other engineering products and importers of and dealers in all such and allied merchandise.

- g. To carry on all or any of the business of manufacturers, processors, assemblers, fitters, engineers, erectors, founders, smelters, refiners, makers, dreamers, sinkers, miners, repairers, rollers, re-rollers, stores, hires, hire purchase dealers, importers, exporters, agents, representatives' contractors, proprietors, merchants, suppliers, and dealers of and in pig iron and steels of all kinds. All kinds of ferrous and non-ferrous metals and alloys, iron and metal scraps, Ferro-alloys machinery parts, tools and implements of all kinds cast iron and steels and metal goods, textile machineries and accessories, jute mills machineries, mining machineries, iron and steel industries, cement, paper, fertilizer, chemicals, refractories and power plant machineries and equipment, and accessories, earth cutting and moving machineries bull-dozers, dumpers, dredgers, shovels, road rollers, electro-medical appliances and instruments, electrical machineries and equipment, oil and flour mill machineries and accessories firefighting machineries and equipment, structural materials, pulleys, chain pulleys, blocks, cranes, fork lifters, conveying equipment, boilers, furnaces, chimneys, accessories, precision instruments and tools, drilling and grinding machineries, press, shears, foundry machineries, forging machineries and all types of poles.
- h. To carry on all or any of the businesses of consignee and agents for sale of, dealers in and manufacturers of processed gas, liquefied natural gas, liquefied petroleum gas and any component or derivative substances or products thereof whether liquid or gaseous, and other kindred businesses, wharfingers, merchants, carriers, shipowners and charterers, lightermen, barge owners, factors and brokers in all or any of their branches and to treat and turn to account in any manner whatsoever any petroleum, natural gas, liquefied natural gas or any component, product or quality thereof.
- i. To carry on the business of an investment company and for that purpose to acquire and hold either in the name of the company or in that of any nominee shares, stocks, debentures, debenture stock, bonds, notes, obligations and securities issued or guaranteed by any company wherever incorporated or carrying on business and debentures, debenture stock, bonds, notes, obligations and securities issued or guaranteed by any government, sovereign ruler, commissioners, public body or authority, supreme, dependent, municipal, local or otherwise in any part of the world.
- j. To carry on in connection with or naturally incidental to the abovementioned businesses the following: -
- k. To employ experts of all kinds, agent and other persons, partnerships, firms, associations, ventures, companies, or corporations to organize and carry out the Company's objects, whether upon the property of the Company or otherwise.
- l. Supply, filling, storage and distribution of liquified petroleum gas for domestic and industrial customers.

- m. Operator and provider of offshore drilling rigs and its associated services and personnel for the purpose of exploitation and exploration of oil and gas offshore and at sea in connection with the petroleum industry.
- n. To generate, accumulate, transmit, distribute, purchase, sell and supply electric power or any other energy from conventional/non-conventional energy by Bio-Mass, Hydro, Thermal, Gas, Air, Diesel oil, or through renewable energy sources, Wind mill or another means/ source on a commercial basis and to construct, lay down, establish, operate and maintain power/energy generating stations, including buildings, structures, works, machineries, equipments, cables, wires, lines, accumulators, lamps, and works and to undertake or to carry on the business of managing, owning, controlling, erecting, commissioning, operating, running, leasing or transferring Power plants and Plants based on conventional or non-conventional energy source, thermal power plants, atomic power plants, solar energy plants, wind energy plants, mechanical, electrical, hydel, civil engineering works, Boiler houses, steam Turbines, Switch Yards, Transformer Yards, Sub stations, Transmission Lines, Accumulators, Workshops.
- o. To carry on business as manufacturers, producers, processors, makers, convertors, assemblers, fabricators, importers, exporters, traders, buyers, sellers, retailers, wholesalers, suppliers, packers, movers, stockists, agents, sub agents, merchants, distributors, consignors, jobbers, brokers, or otherwise deal in all apparatuses and things required for or capable of being used in connection with the generation, distribution, supply, accumulation and employment of electricity and to light cities, towns, streets, docks, markets, theatres, buildings and places, both public and private, and to act as suppliers and dealers in electrical and other appliances.
- p. To carry on the business as consultants and Contractors in setting up of all types for production of Electrical energy.

**OBJECTS INCIDENTAL OR ANCILLIARY TO THE ATTAINMENT OF THE MAIN OBJECTS:**

- q. To acquire by purchase or otherwise, build, construct, alter maintain erect, pull down, remove or replace and work, manage & control, any buildings, offices, factories, mills, shops, machinery, engineers, roadways, siding, bridge, wharves, reservoirs, water courses, electric works and other works, and conveniences which may seem calculated directly or indirectly to advance the interests of the company and to join with any other person or company in doing any of these things.
- r. To buy, sell, manufacture, repair, alter improve, exchange, let out on hire, import export and deal in all factories, works, plants, machinery, tools, utensils, appliances, apparatus, products, material, substances, articles and things capable of being used in any business which this company is competent to carry on or required by customer of or any person engaged in any such business or experiment with. Render

marketable and deal in all products incidental to or obtained in any of the business carried on by the company.

- s. To acquire from any person or company technical information know how process, engineering, manufacturing and operating data, plant layout and blue prints useful for any business of the company to acquire any grant of license, other rights and benefits in the interest of the company's business.
- t. To acquire and hold shares in any other company having objects wholly or partly similar to that of the company.
- u. To undertake and execute contract for works involving the supply or use of any machinery for the main objects of the company and to carry out any ancillary or other works comprised in such contracts.
- v. To enter into agreement, subject to the provisions of the companies Act, Cap 212 of 2002 with societies, organizations, or persons, foreign or Tanzanian for securing any of the main objects of the company or for any purpose conducive to main object of the company.
- w. To invest and deal with the moneys of the company not immediately required by purchasing shares in any other company, carrying or any business which this company is authorized to carry on or in such other manner as may from time to time determined by the company, so as directly or indirectly to benefit the company.
- x. To receive, subject to the provisions of the companies Act, Cap 212 of 2002 and rules framed there under and direction issued by Central Bank of Tanzania from time-to-time moneys for financing the business of the company on deposit, or loan upon such terms, as may be thought fit provided however, that company shall not do any banking business as defined under the banking and financial Institution Act of 2004 and its regulation 2014.
- y. To lend moneys on mortgage of immovable property or on hypothecation of pledge of movable property or without securities to such persons and on such terms as may be thought fit provided however, that company shall not do any banking business as defined under the banking and financial Institution Act of 2004 and its regulation 2014.
- z. To hire otherwise acquire by purchases, contract, concession, rights, license leases, exchange or otherwise, any and building, factories, workshop, godowns, warehouse, other movable or immovable properties for constructions, sale manufacturing purposes or any other purposes, which the company may think necessary or convenient and to pay or any property or rights 4 acquired by the company either in cash, or by issue of securities or partly in one mode and partly in other and generally on such terms as may be determined by the company.
- aa. To borrow or raise or secure the payment of money in such manner as the company shall think fit and in particular by the issue of debenture or debenture stock perpetual or otherwise charged upon or any of the

company's property, both present and future including its uncalled capital and to purchase redeem and pay off any securities subject to the provisions of the companies Act, Cap 212 of 2002.

- bb. To amalgamate with any of the companies having objects altogether or in part similar to those of the company.
- cc. Subject to the provisions of the companies Act, Cap 212 of 2002 to acquire and take over any business or undertaking carried on upon or in connection with any land or building which this company may desire to acquire or become interested in and the whole or any of the assets, goodwill or liabilities of such business or undertaking and carry on the same or dispose of or remove or put an end thereto or otherwise deal with the same as may seem expedient.
- dd. To enter into partnership or any arrangement for sharing profits, union of interest, co-operation, joint ventures or otherwise with any person or company carrying on or engaged in any business or transaction capable of being conducted so as directly or indirectly to benefit the company.
- ee. To sell, improve, manage, develop, dispose of mortgage, exchange, lease or transfer or otherwise deal in the business, property and undertaking of this company or any part thereof for any consideration which this company may deem fit to accept and in particular for shares fully or partly paid up, debenture stock, bonds, or securities of any other company and/or promote companies, for the purposes of acquiring all or any of the properties, rights, and liabilities of this company and for any purpose which may seem directly or indirectly calculated to benefit this company.
- ff. To collect, process, fabricate disposes and deal in all products arising from the main or subsidiary process of the company.
- gg. To apply for purchase, or otherwise acquire and obtain any patents, brevets, invention, trade named design, licenses, permissions concessions, process, secret process and the like, conferring any exclusive or limited right (either in point of time or otherwise ) to mute the same or any secret or other information as to any invention which may seem capable of being used for any proposed of the company and use, exercise develop or grant licenses in respect of or otherwise turn to account any such patents, in respect of our/otherwise turn to account any such patents, inventions, concessions permissions and processes.
- hh. To participate in Tanzania and international trade fairs for which purposes send purpose send samples and representatives.
- ii. To set high standards in the performance of contracts for exports particularly regarding maintenance of quality, adhering to specification and delivery schedule and otherwise. The company shall purchase from manufacturer and supplier quality goods for export or arrange with manufacturers and suppliers such quality goods, directly the company action as commission exports agents. The company shall Endeavour to popularize its brand in foreign countries by a proper supply of quality

goods and by a proper supply of quality goods and by propaganda and advertisement.

- jj. To establish our chases, taken on lease, otherwise acquire and run shop, rooms, distributing centers, depots, offices and branches in any place in Tanzania or abroad for the attainment of main 5 objects of the company.
- kk. To adopt such means of making known the business of this company as may seem expedient and in particular by advertising in the press, by circular, by purchase and exhibition of and by granting prizes, rewards and donations, subject to the provisions of the companies Act Cap 212 of 2002.
- ll. To utilize money in experimenting on and testing and improving upon or seeking to improve any patents, rights, inventions, discoveries, process or information's of company on which the company may acquire or purpose to acquire and to conduct establish, maintain, provide or otherwise even subsidises technical research establish libraries in connection with the main business of the company.
- mm. To make advance of such sum of money upon or in respect of or for the purchase of raw materials, goods, machinery, stores or any other property, articles and things, required for the purpose of the company may deem expedient.
- nn. To draw, make, accept, endorse, negotiate and issue promissory notes, bills of all kinds and other negotiable or transferable instruments and securities, but the company will not do any banking business as defined under the provisions of Banking and Financial Institution Act, 2004 and its regulation of 2014.
- oo. To pay out of the funds of the company all costs, charges and expenses which the company lawfully pay with respect to the promotion, formation and registration of the company, which the company shall consider to be preliminary including therein the cost of printing and stationery and commission for obtaining application for taking, placing debentures or other securities of the company, expenses attendant upon the formation for agencies, branch and local board.
- pp. To remunerate any person or company for services rendered or to be rendered to the company.
- qq. To issue subject to the provisions of the companies Act, Cap 212 of 2002, any shares in and debentures of the company at par or at a premium or at a discount.
- rr. To maintain workshop, laboratories and to carry on research for company's product.
- ss. To sell and dispose of the whole or in part of the company's assets rights and other properties or any of the company's undertaking.

- tt. To make donations for charitable and benevolent objects and to receive gifts of share stocks and securities, subject to the provisions of the companies Act, Cap 212 of 2002.
- uu. To purchase, take on lease or in exchange, hire or otherwise any real and personal property and any rights or privileges which the company may think necessary or convenient for the purpose of its business or may think necessary or convenient for the purpose of its business or may exchange the value of any other property of the company and in particular any land (free hold, lease hold or other tenure) buildings, basements, machinery, plants and stock or trade and on any such lands to erect buildings, factories, sheds, Godowns, or other structures for the works and purpose of the company and also for the residence and amenity of the employees, staff and other workmen and erect and install machinery and plant and other equipment deemed necessary or convenient or profitable for the purpose of the company.
- vv. To make or concur in taking all such steps and proceedings as may seem best calculated to uphold and support the credits of the company and to obtain and justify public confidence and to avert or minimize financial disturbances which might affect the company.
- ww. To procure recognition of the company in any country, state or place and to establish and regulate agencies for the purpose of the company's main business.
- xx. To establish and maintain or procure the establishment and maintenance of any contributory or non-contributory provident pension or superannuation funds for the benefits of and give donations, gratuities pensions, allowances or emoluments, to any persons who are or were at any time the Director's or Officer's of the company and the wives, windows, families and dependants of any such persons and also establish and subscribe to any institutions, associations, clubs or funds calculated to benefits or to advance the interest and well being of the company and make payment to or towards the insurance of any such persons as aforesaid and to any of the matters aforesaid subjects to the provisions for the companies Act Cap 212 of 2002.
- yy. To carry on any business or branch of a business which this company is authorized to carry on by means or through the agency of any subsidiary company or companies and to enter into any arrangement with any such or branch so carried on or for financing any such subsidiary company or guaranteeing its liabilities, or to make any other arrangements, which may seem desirable with reference to any business or branch so carried on, including power at any time either temporarily to close any such business or branch.
- zz. To do all or any of the above things either as principals, agents, trustees, contractors or otherwise and either alone or in conjunction with other and to do all such things which are incidental or conducive to the attainment of the main objects of the company.

- aaa. To train any person or persons in any of the business of the company in Tanzania and to send at the companies' costs and expenses any of its employees or any other persons abroad for further training in relation to any business or businesses of the company as may be deemed necessary.
- bbb. To acquire any secure memberships seat or privileges either in the name of the company or its nominee or nominees in and of any association, exchange, market, club or other institutions in Tanzania or any part of the world for furtherance of main business for the company.
- ccc. To take part in the management, supervisions or control of the business or operating of any company or underrating and for that purpose to appoint accountants or other experts or agents and nominate Directors.
- ddd. To agree, to arbitration disputes present or in future between the company and other company, firm or individuals and to submit the same to an arbitrator in Tanzania or aboard and either in accordance with Tanzanian or any other Foreign system of law.
- eee. To provide consultation, and advisory services or the management of capital consisting of investments in shares, stocks, all types of securities, of any individual, firms' companies or bodies corporate.
- fff. To give guarantee and to do counter guarantee business, in particular, guarantee the 7 payment of any principal moneys interest or other moneys secured by or payable under any debentures, bonds, mortgages, charges, contracts, obligations and securities.
- ggg. To provide and to deal in all kinds of financial documents like commercial paper certificates of deposits, bills of exchange promissory notes and other negotiable instruments including bill discounting.
- hhh. To act as trustee of any deed, constituting or securing any debentures, debenture stocks or other securities, or obligations, and to undertake and execute any other trust including Depository Trust and also to undertake the office or exercise the power of executor, administrator, custodian and trustee corporation and act as representatives of international and Tanzanian Companies or Corporation and also International or Tanzanian Financial Institutions.
- iii. To receive money on deposit at interest, securities and valuables of all kinds for fixed periods or for custody and to lend money to such person on such terms and conditions as may be expedient and to transact the guarantee business with customers of the Company or other persons or corporations having dealings with the Company. The Company shall not carry on the business of banking as defined by the Banking and financial Institution Act of 2004 and its regulation of 2014, or any statutory modifications thereof, subject to the directive of Central Bank of Tanzania and subject to the provision of the companies Act, Cap 212 of 2002.



- sss. To acquire and hold one or more membership in stock/security exchanges, trade association, commodity exchanges, clearing houses or association or otherwise in Tanzania or any part of the world, to secure membership privileges there from and to acquire and hold membership in any association of bankers, insurance companies, brokers, security dealers or commodity dealers or any other association, membership of which will or is likely in any to facilitate the conduct of the Company's business.
- ttt. Subject to the Central Bank of Tanzania guidelines/ directions, permissions, licenses and any other restrictions imposed by Government from time to time, to act as money changers and to buy, sell, exchange, hold and deal in any currency guaranteed by the Government of any nation in the world.
- uuu. To purchase, take on lease or in exchange, hire and otherwise however acquire any immovable or movable property, patents, licenses, rights and privileges which the may think necessary or convenient for the purpose of its business and in particular any land, tenements, buildings and easements and to pay for same either in cash or in shares or securities and to sell, let, lease or under lease or otherwise dispose of or grant rights over any immovable property belonging to the Company.
- vvv. To purchase or otherwise acquire, erect, maintain or reconstruct any buildings, offices and other things found necessary or convenient for the purpose of the Company.
- www. To undertake and execute any trust and also to undertake and execute the offices of Executor of the will of any deceased persons, Administrators of any deceased persons, trustee for the debenture holders or debenture stock holders of any Company and to appoint trustees to hold securities on behalf and to protect the interest of the Company.
- xxx. To obtain any provisional order or Act of the Government for enabling the Company to carry any of its objects into effect or for effecting any modification of the Company's constitution.
- yyy. To open current or other account or other accounts with any bank or merchants, to pay money into and draw money from such accounts.
- zzz. To amalgamate, enter into partnership or make any arrangement for sharing profits, union of interest, co-operation, joint-ventures or reciprocal concession or for limiting competition, with any individual, persons or company carrying on or engaged in or about to carry on or engage I any business or transaction which the company is authorized to carry on or engage in or which can be carried on in conjunction therewith.
- aaaa. To enter into any arrangements with any government or authorities that may seem conducive to the attainment of the company's objects or any of them and to obtain from any such government or

authority any rights, privileges, licenses and concessions which the Company may consider necessary or desirable to obtain, and to carry out, exercise, use or comply with any such arrangement, rights, privileges or concessions.

bbbb. To distribute the Company's property among the members in special subject to the provisions of the Companies Act, Cap 212 of 2002 in the event of winding up.

cccc. To form, promote, subsidize, organize and assist or aid in forming, promoting, subsidizing, organizing or aiding companies or partnerships of all kinds having similar objects for the purposes of acquiring and undertaking any property and liabilities of this Company, or advancing directly or indirectly the objects, thereof, or for any other purpose which the Company may think expedient.

dddd. To acquire, purchase, take and/or amalgamate business of companies having similar objects which under the existing circumstances, from time to time may conveniently or advantageously be combined with the business of the Company; to amalgamate with companies whose business are to acquire; purchased or taken over and/or to enter into agreements with the object of acquisition of such undertaking and/or business.

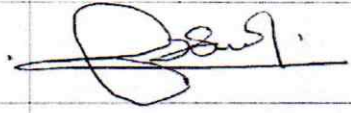
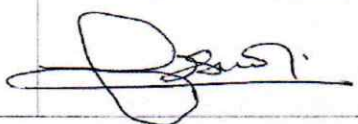
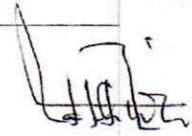
eeee. To invest the surplus funds of the Company from time to time in Government Securities or in securities as may from time to time to sell or vary all such investment and to execute all assignments, transfers, receipts and documents that may be necessary in that behalf.

ffff. To acquire, hold, sell, buy, subscribe, purchase, deal in any shares, stocks, bonds, debentures, mortgages, obligations, units and other securities of any kind issued or guaranteed by any Company, corporation State or Centre Government or undertaking of whatever nature, capital financing, leasing and lease syndication, financial consultancy.

**4. The Liability of the members is Limited.**

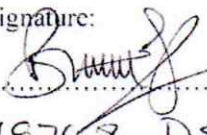
5. The share capital of the company is Tanzania shillings One Billion (1,000,000,000/=), divided into One Thousand (1,000/=) Ordinary shares of Tanzania shillings One Million (1,000,000/=) each and the company shall have power to increase its capital and to divide the shares in its capital for the time 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 Subscriber	Number of Shares taken	Signature
1. Badar Seif Sood C/O P.O. Box 3728 Dar Es Salaam	900	
2. GBP Tanzania Limited C/O P.O. Box 3728 Dar Es Salaam.	100	 

Dated at Dar es Salaam this 25 day of May 2021

Witness to the above signature:

Signature: 

Postal Address: 79768 DSW

Qualifications: Advocate



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

**OF**


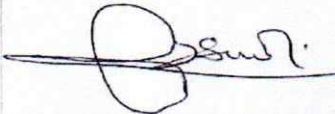

**GBP GAS LIMITED**

1. The regulation of Table 'A' in the First Schedule to the Companies Act (hereinafter called Table 'A' shall apply to this Company as its Articles of Association.

**DIRECTORS**


2. Until otherwise determined by the Company in general meeting the directors shall be not less than two and not more than three
3. The following persons shall be the first Directors to the company: -

- i. Badar Seif Sood
- ii. Rashid Seif Sood

Name, Address and Description of Subscriber	Number of Shares taken	Signature
1. Badar Seif. Sood C/O P.O. Box 3728 Dar Es Salaam	900	
2. GBP Tanzania Limited C/O P.O. Box 3728 Dar Es Salaam.	100	 

Dated at Dar es Salaam this 25 day of May 2021

Witness to the above signature:

Signature: 

Postal Address: 79768 Dar Es Salaam

Qualifications: Advocate

