

THE COMPANIES ACT, 2002

COMPANY LIMITED BY SHARES

MEMORANDUM

AND

ARTICLES OF ASSOCIATION

OF

TEMBO ENERGIES LIMITED

DRAWN BY

Muhammad-Ridha Murtaza Rashid
(Subscriber)
P.O Box 21456
DAR ES SALAAM

THE COMPANIES ACT 2002
COMPANY LIMITED BY SHARES
MEMORANDUM OF ASSOCIATION
OF
TEMBO ENERGIES LIMITED

1. The name of the company is **TEMBO ENERGIES LIMITED**
2. The registered office of the company will be situated in United Republic of Tanzania.
3. The objects for which the company is established are: -
 - a. 3520 – Manufacture of gas, distribution of gaseous fuels through mains, Buying, Pumping and selling of natural gas and compressing into CNG and related activities such as transport and delivery of CNG and LNG
 - b. 4321 – Electrical Installation, installing Compressed natural gas (CNG) conversion kits
 - c. 4923 – Freight transport by road, Designing, consulting and establishing stations for storage, transport and delivery of CNG.
 - d. 4922 – Other passenger land transport Whole of Solid, liquid and gaseous fuels and related products which include but not limited to supplying compressed natural gas, Liquefied petroleum gas, butane and propane gas, Wholesale of charcoal ,coal,coke,fuel,wood,maphtha,lubricating oils, and greases and refined petroleum product
 - e. 9609 – Other personal Services activities,
 - f. 4540 – Sale, Maintenance ,vehicles and related materials, repair of motorcycles and related parts and accessories, Buying and selling of Natural Gas,CNG or LNG parts,machinery,vehicles and related materials
4. The liability of the members is limited.
5. The Authorized capital of the Company is **Tanzanian Shillings Two Billion 2,000,000,000** divided into **One Million 1,000,000** ordinary shares of **Tanzanian Shillings Two Thousand 2,000** each. The Company shall have powers 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 special rights, privileges, or conditions as may be determined by or in accordance with the Articles of Association of the Company.

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TEMBO ENERGIES LIMITED

1. The regulations contained in Table A in the First Schedule to the Act shall not apply to the Company.

Interpretation

2. In these Articles, if not inconsistent with the subject or context:





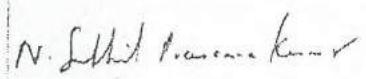
"Act"	shall mean the Companies Act, No. 12 of 2002;
"Articles"	shall mean these Articles of Association as now framed or as from time to time altered by Special Resolution;
"Board"	shall mean the Board of Directors of the Company or the Directors present at duly convened meetings of the Directors at which a quorum is present;
"Company"	shall mean TEMBO ENERGIES LIMITED
"Debenture"	shall include debenture stock;
"Director"	shall include bonus;
"Dividend"	shall include bonus;
"Member"	shall mean a shareholder in the Company;
"Month"	shall mean a calendar month;
"Paid up"	shall mean paid up or credited as paid up;
"Seal"	shall mean the common seal of the Company;
"Secretary"	shall include a temporary or assistant secretary and any person appointed by the Board to perform any of the duties of the Secretary;
"TShs."	shall mean Tanzania Shillings;
"Tanzania"	shall mean the mainland part of The United Republic of Tanzania.

Strike out whichever is not desired

68. The instrument appointing a proxy shall be deemed to confer authority to demand a poll.
69. A vote given in accordance with the terms of an instrument of proxy shall be valid notwithstanding the previous death or insanity of the principal or revocation of the instrument of proxy or of the authority under which it was executed or the transfer of the share in respect of which the instrument of proxy was given, if not intimation in writing of such death, insanity, revocation or transfer shall have been received by the Company before the commencement of the Meeting or adjourned Meeting or the taking of the poll at which the instrument of proxy is used.
70. Any corporation which is a Member of the Company may, by resolution of its Directors or other governing body or by notification in writing under the hand of some officer of such corporation duly authorized in that behalf, authorize such person as it thinks fit to act as its representative at any Meeting of the Company or of the holders of any class of shares of the Company and the person so authorized shall be entitled to exercise the same powers on behalf of the corporation which he represents as that corporation could exercise if it were an individual Member of the Company.

DIRECTORS


71. The number of Directors shall be not less than two and, unless and until otherwise determined by the Company in General Meeting, shall not exceed seven. The first Directors shall be:
1. Muhammad-Ridha Murtaza Rashid
 2. Senthil Prasanna-Kumar Navanathan
72. The Directors, other than whose remuneration is determined by agreement between them and the Company, shall be entitled to such remuneration for their services as the Company may, from time to time, in General Meeting determine and such remuneration shall be divided among the Directors in such proportion and manner as they may determine or, failing such determination, equally, except that in such event any Director holding office for less than a year shall only rank in such division in proportion to the period during which he has held office during such year. The Directors shall also be entitled to be reimbursed by the Company in respect of their travelling, hotel and incidental expenses reasonably incurred while engaged on the business of the Company.
73. Any Director who, by request, performs special or extraordinary services or goes or resides abroad on behalf of the Company, may be paid such extra remuneration, whether by way of lump sum, salary, commission, percentage or profits or otherwise, as the Board may determine.
74. A director need not be a shareholder but shall be entitled to receive notice of and to attend and speak at all General Meetings of the Company or at any separate meeting of the holders of any class of shares of the Company.

Name, Addresses and Description of Subscribers	Number of shares taken by each subscriber	Signatures of subscribers
KAZIM MURTAZA RASHID P.O BOX 21456 DAR ES SALAAM	1	
MUHAMMAD-RIDHA MURTAZA RASHID P.O BOX 21456 DAR ES SALAAM	1	
ABBAS-ALI YUSUF LALJI P.O BOX 21456 DAR ES SALAAM	1	
ALIREZA IQBAL DAMJI P.O BOX 21456 DAR ES SALAAM	1	
SENTHIL PRASANNA KUMAR NAVANATHAN P.O BOX 21456 DAR ES SALAAM	1	

Dated this 11th day of April 2023

Witness to the above signatures:

Name: Richard Robert Akhili

Signature: 

Address: 9, Dar Es Salaam

Qualification: Advocate