

THE COMPANIES ACT(CAP 212 R.E 2002)

COMPANY LIMITED BY SHARES

MEMORANDUM

AND

ARTICLES OF ASSOCIATION

OF

**ARUSHA WATER DRILLING COMPANY
LIMITED**

Incorporated thisday of.....2016.

DRAWN BY:
Subscriber,
P.O.Box 2302,
ARUSHA, TANZANIA.

TANZANIA
Stamp Duty Shs. 5000/-
PAID ON ORIGINAL
Receipt No. 65862 of 24/5/16
Secretary Office

THE COMPANIES ACT (CAP. 212 R.E 2002)

COMPANY LIMITED BY SHARES

MEMORANDUM AND ARTICLES OF ASSOCIATION

OF

ARUSHA WATER DRILLING COMPANY LIMITED

TANZANIA
Stamp Duty Shs. 2000/- Paid
Receipt No. 65862 of 24/5/16
Asst. Registrar of Companies

1. The name of the Company is ARUSHA WATER DRILLING COMPANY LIMITED.
2. The registered office of the Company will be situated in the United Republic of Tanzania.
3. The objects for which the Company is established are:
 - (a) To undertake the business of Water Drilling, hydrological survey, rock determination and soil observation.
 - (b) To undertake the business of quality water measurement, treatment pumping and storage planning.
 - (c) To deal with Drilling equipments, parts maintenance, training and service.
 - (d) To act as consultants in all pharmaceuticals and their products, medicines, medical issues and matters and apparatus related therewith and to provide consultancy in diseases of all forms, environmental issues, nutritional matters and all other matters as may be related or/and incidental thereto.
 - (e) To carry on the business as Proprietors and keepers of hotels, inns, taverns or coffee houses, lodges and of tented camps

catering for the local resident and tourists and offering luxury camps and camping equipment for hire.

- (f) To carry on the business of keepers of a holding houses, to operate as suppliers of all types of boarding and accommodation establishments including lodge, hotel, restaurant, cafe, apartments, roadhouse, home stays, auto-coast motel, safaris or holiday camp-keepers.
- (g) To carry on the business as proprietors of hotels, lodges, restaurants, refreshment and tea rooms, cafes and milk and snack bars, beer-hose and lodging-house keepers, house keepers, wine, beer, spirits, soft drinks and soda suppliers, and merchants and sellers of he same brewers, distillers and as caterers and contractors in their respective branches and to ear in and sell all commodities.
- (h) To own and operate hotel schools and study centres and act as consultants in catering, house keeping and providers of food and beverage services.
- (i) To carry on the business of a management and serving company and to act as managers or to direct the managers of other companies or of the business, property and estates of corporations, private persons or companies and to undertake and carry out all such services in connection therewith as may be deemed expedient and to exercise its powers as a controlling shareholder of the companies.
- (j) To carry on business as tour agents, tour operators and organisers, and for these purposes to promote, arrange, organise, conduct and facilitate tourism in Africa and elsewhere, and to promote, arrange facilitate, and operate tours and national and international travel by land, air and water, and to provide all such facilities, advantages and conveniences as may be considered to be necessary or incidental thereto.

- (k) To carry on the business of carriers and transports by motor vehicles, aircraft, shipping or otherwise of passengers and goods of every description.
- (l) To carry on business as safari contractors, organisers and operators, and to equip, organise and manage hunting, photographic, cinematic, game fishing, ornithological and other safaris and expeditions of all kinds.
- (m) To build, construct, reconstruct, alter, improve, decorate, furnish and maintain houses, flats and apartments and to carry on business of proprietors of houses, flats and apartments and to let the same on lease or otherwise, and to provide for the tenants and occupiers thereof all or any of the conveniences commonly provided in hotels or clubs.
- (n) To purchase, take on lease or by any other means acquire any movable or immovable property in Africa or elsewhere for any estate or interest whatever, and any rights, privileges or easements over or in respect of any property, and any buildings, factories, mills, roads, machinery, engines, rolling stocks, plant, live and dead stock or things whatsoever.
- (o) To acquire, build, construct, maintain, alter, enlarge, pull down and remove or replace any buildings, factories, mills, offices, works, roads, railways, tramways, engines, walls, fences, banks, dams, sluices or water-courses, to clear sites for the same, and to join with any person, firm or company in doing any of the same things aforesaid, and to work, manage and control the same or to join with others in so doing.
- (p) To develop the resources and turn to account the lands, buildings and rights for the time being of the Company in such manner as the Company may think fit, and in particular by clearing, draining, fencing, building, planting, improving, farming, grazing, mining and by dividing the land of the Company into small holdings.
- (q) To carry on any other business (whether manufacturing or otherwise) which may seem to the Company capable of

being conveniently carried on in connection with the above, or calculate directly or indirectly to enhance the value of or render profitable any of the Company's property or rights.

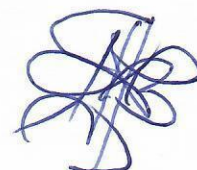
- (r) To acquire and undertaken the whole, or any part of the business, property and liabilities of any person or company carrying on any business which the company is authorised to carry on, or possessed of property suitable for the purposes of the company.
- (s) To apply for, purchase or otherwise acquire, any patents brevets d'invention, licences, concessions and the like, conferring any exclusive or non-exclusive or limited right to use, or any secret or other information as to, any invention which may seem capable of being used for any of the purposes of the Company or the acquisition of which may seem calculated directly or in-directly to benefit the Company, and to use, exercise, develop, or grant licenses in respect of, or otherwise turn to account, the property, rights or information so acquired.
- (t) To enter into partnership or into any arrangement for sharing profits, union of interest, co-operation, joint, reciprocal concession or otherwise, with any person or company carrying on or engaged in or about to carry on or engage in any business or transaction which this company is authorised to carry on or engage in, or any business or transaction capable of being conducted so as directly or in-directly to benefit this Company.
- (u) To guarantee the repayment of money by and the contractors of, or otherwise assist, any person, firm or company, and to take or otherwise acquire shares and securities of any such company, and to sell, hold, reissue, with or without guarantee, or otherwise deal with the same.
- (v) To take, or otherwise acquire and hold, shares in any other company having objects altogether or in part similar to those of this Company, or any business capable of being conducted so as directly or in-directly to benefit this Company.

- (cc) To amalgamate with any other company having objects altogether or in part similar to those of the Company.
- (dd) To remunerate any person or company for services rendered or to be rendered, in placing or assisting to place or guaranteeing the placing of the shares in the Company's capital or any debentures, debenture stocks or other securities of the Company, or in or about the formation or promotion of the Company or the conduct of its business.
- (ee) To draw, make, accept, endorse, discount, execute and issue promissory notes, bills of lading, warrants, debentures and other negotiable or transferable instruments.
- (ff) To sell or dispose of the undertaking of the Company or any part thereof for such consideration as the Company may think fit, and in particular for shares, debentures or securities of any other company having objects altogether or in part similar to those of this Company.
- (gg) To obtain any provisional Order, Ordinance or Act of Parliament for enabling the Company to carry any of its objects into effect or for effecting any modification of the Company's constitution, or for any other purpose which may seem expedient, and to oppose any proceedings or applications which may seem calculated, directly or indirectly, to prejudice the Company's interests.
- (hh) To sell, improve, manage, develop, exchange, lease, charge, mortgage, dispose of, turn to account or otherwise deal with all or any part of the property and rights of the Company.
- (ii) To distribute any of the property of the Company among the members in specie.
- (jj) To do all or any of the above things in any part of the world and as principals, managing agents, agents, contractors, trustees or otherwise, and by or through trustees, managing agents, agents, or otherwise, and either alone or in conjunction with others.

(kk) To do all such things as are incidental or conducive to the attainment of the above objects. The object set forth in any sub-clause of this clause shall not, except when the context expressly so require, be in any wise limited or restricted by reference to or inference from the terms of any other sub-clause or by the name of the Company. None of such sub-clauses or the objects therein specified or the powers thereby conferred shall be deemed subsidiary or auxiliary merely to the objects mentioned in the first sub-clause or this clause, but the Company shall have full power to exercise all or any of the powers conferred by any part of this clause in any part of the world and notwithstanding that the business, undertaking, property or acts proposed to be transacted, acquired, dealt with or performed do not fall within the objects of the first sub-clause of this clause.

4. The liability of the members is limited.
5. The capital of the Company is 1,000,000,000/= Tanzanian Shillings , divided into 10,000 ordinary shares of 100,000 Tanzanian Shillings each. The Company shall have the power to increase or decrease the capital, or consolidate the shares, to divide the shares in the original or any increased capital into several classes and to attach thereto respectively and from time to time alter or modify any preferential, qualified, special or deferred rights, privileges and conditions. We, the several persons whose names, addresses and descriptions are subscribed, are desirous of being formed into a Company in pursuance of this Memorandum of Associations, and we respectively agree to take the number of shares in the capital of the Company set opposite our respective names.

WE, the persons whose names and addresses are subscribed, desire to be formed into a company, in pursuance of this Memorandum of association, and we respectively agree to take the number of shares in the Capital of the Company set opposite to our respective names.



THE COMPANIES ACT (CAP. 212 R.E 2002)

COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

TO ACCOMPANY PRECEDING MEMORANDUM OF ASSOCIATION

OF

ARUSHA WATER DRILLING COMPANY LIMITED

INTERPRETATION

1. In these articles:-

“the Act” means the Companies Act;

“the articles” means the articles of the company;

“clear days” in relation to the period of a notice that period excluding the day when the notice is given or deemed to be given and the day for which it is given or on which it is to take effect;

“the seal” means any person appointed to perform the duties of the secretary of the company;

“Secretary” shall mean any person appointed to perform the duties of Secretary of the Company;

Expressions referring to writing shall, unless the contrary intention appears, be construed as including references to printing, lithograph, photograph, and other modes of representing or reproducing words in a visible form.

Unless the context otherwise requires, words or expressions contained in these articles shall bear the same meaning as in the Act or any statutory modification thereof in force at the date at which these articles become binding on the company.

TANZANIA
Stamp Duty Shs. 5000/-
PAID ON ORIGINAL
Receipt No. 65862
24/5/16

TANZANIA
Stamp Duty Shs. 2500/-
Receipt No. 65862
24/5/16
ASST. REGISTRAR OF COMPANIES

MEMBERS

2. The number of members with which the company proposes to be registered is but the directors may from time to time register an increase of members.
3. The subscribers to the memorandum of association and such other persons as the directors shall admit to membership shall be members of the company.

GENERAL MEETINGS

4. The company shall in each year hold a general meeting as its annual general meeting in addition to any other meetings in that year, and shall specify the meeting as such in the notice calling it; and not more than fifteen months shall elapse between the date of one annual general meeting of the company and that of the next.
5. All general meetings other than annual general meetings shall be called extraordinary general meetings.
6. The directors may, whenever they think fit, convene an extraordinary general meeting, and extraordinary general meetings shall also be convened on such requisition, or in default, may be convened by such requisitionists, as provided by section 133 of the Act. If at any time there are not within the Tanzania sufficient directors capable of acting to form a quorum, any director or any two members of the company may convene an extraordinary general meeting in the same manner as nearly as possible as that in which meeting may be convened by the directors.

NOTICE OF GENERAL MEETINGS

7. Every general meeting shall be called by twenty-one clear days' notice in writing at the least. The notice shall specify the place, the day and hour of meeting and, in case of special business, the general nature of that business:

Provided that a meeting of the company shall, notwithstanding that it is called by shorter notice than that specified in this article be deemed to have been duly called if it so agreed:-

- (a) in the case of a meeting called as the annual general meeting, by all the members entitled to attend and vote thereat; and
 - (b) in the case of any other meeting, by a majority in number of the members having a right to attend and vote at the meeting, being a majority together representation not less than ninety – five percent of the total voting rights at that meeting of all the members.
8. Subject to the provisions of the articles, the notice shall be given to all the members, to all persons entitled to a share in consequence of the death or bankruptcy of a member and to the directors and auditors. The accidental omission to give notice of a meeting to, or the non receipt to notice of a meeting by, any person entitled to receive notice shall not invalidate the proceedings at that meeting.

PROCEEDINGS AT GENERAL MEETINGS

9. All business shall be deemed special that is transacted at an extraordinary general meeting, and also all that is transacted at an annual general meeting, with the exception of declaring a dividend, the consideration of the accounts, balance sheets, and the reports of the directors and auditors, the election in the place of those retiring and the appointment of, and the fixing of the remuneration of the auditors.
10. No business shall be transacted at any general meeting unless a quorum of members is present at the time when the meeting proceeds to business; two persons, entitled to vote on the business to be transacted, each being a member or a proxy for a member or a duly authorised representative of a corporation, shall be a quorum.
11. If within half an hour from the time appointed for the meeting a quorum is not present, or if during the course of a meeting a quorum is not present, the meeting shall stand adjourned to the same day in the next week, at the same time and place, or to such other day and at such other time and place as the directors may determine.
12. The chairman, if any, of the board of directors or in his absence some other director nominated by the directors shall preside as chairman of the general meeting, but if neither the chairman nor such other director (if any) be present within fifteen minutes after the time appointed for the holding of the meeting and willing to act, the directors present shall elect one of their number to be chairman of the meeting and, if there is only one director present and willing to act, he shall be chairman.
13. If at any meeting no director is willing to act as chairman or if no director is present within fifteen minutes after the time appointed for holding the meeting, the members present shall choose one of their number to be a chairman of the meeting

SECRETARY

50. The Secretary shall be appointed by the directors for such term, at such remuneration and upon such conditions as they may think fit; and any secretary so appointed may be removed by them.
51. A provisions of the Act or these articles requiring or authorizing a thing to be done by or to a director and the secretary shall not be satisfied by its being done by or to the same person acting both as director and as, or in place of, the secretary.

THE SEAL

52. The seal shall only be used by the authority of the directors or of a committee of the directors authorized by the directors. The directors may determine who shall sign any instrument to which the seal is affixed and unless otherwise so determined it shall be signed by a director and by the secretary or by a second director.
53. The directors shall cause proper books of account to be kept with respect to:-
 - (a) all sums of money received and expended by the company and the matters in respect to which the receipt and expenditure takes place;
 - (b) all sales and purchase of goods by the company; and
 - (c) the assets and liabilities of the company.

Property books shall not be deemed to be kept if there are not kept such books of account as are necessary to give a true and air view of the state of the company's affairs and to explain its transactions.

54. The books of account shall be kept at the registered officer of the company, or subject to section 151 (4) of the Act, at such other place or places as the directors think fit, and shall always be open to the inspection of the directors.
55. No number shall (as such) have right of inspecting any accounting records or other book or document of the company except as conferred by statue or authorized by the directorories or by ordinary resolution of the company.
56. The directors shall from time to time in accordance with sections 153, 155 and 150 of the Act, cause to be prepared and to be laid before the company in general meeting, such profit and loss accounts, balance sheets, group accounts (if any) and reports as are referred to in those sections.
57. In accordance with section 164 of the Act, the copy of the company's annual accounts to be laid before the company in general meeting together with a copy of the director's report and the auditors shall not less than twenty – one days before the date of the meeting be sent to every member of, and every holder of

CTIN: 0164209



TANZANIA REVENUE AUTHORITY

CERTIFICATE OF REGISTRATION FOR TAXPAYER IDENTIFICATION NUMBER (TIN)

(ISSUED UNDER SECTION 23 OF THE TAX ADMINISTRATION ACT 2015)

**THIS IS TO CERTIFY THAT
ARUSHA WATER DRILLING COMPANY LIMITED**

HAS BEEN REGISTERED WITH THE TANZANIA REVENUE AUTHORITY
AND ASSIGNED THE TAXPAYER IDENTIFICATION NUMBER

130-522-734

WITH EFFECT FROM: 27 June 2016

TRA LOCATION: ARUSHA

TAX OFFICE: MBAUDA

PHYSICAL LOCATION: PLOT No. 85 BLOCK No. U

STREET / AREA: SAKINA

ELIJAH G. MWANDUMBYA

OFFICIAL SEAL

COMMISSIONER FOR DOMESTIC REVENUE

NOTE: THE REQUIREMENTS UNDER WHICH THIS CERTIFICATE IS ISSUED ARE STATED OVERLEAF

17.09.2025 11:04:00	EventTypeTax	17.09.2025 00:00:00	304.92	0.00	26,301,561.58
17.09.2025 11:04:00	REF: 07e909110b04f0a5de CHARGE: BATCH PAYMENT VIA INTBNK EventTypeCharge	17.09.2025 00:00:00	1,694.00	0.00	26,299,867.58
17.09.2025 11:04:00	REF: 07e909110b04f0a5de IB BATCH: 11080450170925 EFT	17.09.2025 00:00:00	900,000.00	0.00	25,399,867.58
17.09.2025 11:04:00	AC-10001500665	17.09.2025 00:00:00	360.00	0.00	25,399,507.58
17.09.2025 11:04:00	AC-10001500665	17.09.2025 00:00:00	2,000.00	0.00	25,397,507.58
17.09.2025 11:04:00	COMMISSIONER FOR DOMESTIC REF: 19956b40e44f6a45 IB GePG BIL 9 984123701403 REC 925260366764349 A RUSHA WATER DRILLING COMPANY LIMIT ED	17.09.2025 00:00:00	100,000.00	0.00	25,297,507.58
17.09.2025 11:04:00	AC-10000070225	17.09.2025 00:00:00	1,260.00	0.00	25,296,247.58
17.09.2025 11:04:00	AC-10000070225	17.09.2025 00:00:00	7,000.00	0.00	25,289,247.58
17.09.2025 11:04:00	NSSF MAIN ACCOUNT REF: 19956b45490a38d4 IB GePG BIL 9 95531707477 REC 925260366764412 AR USHA WATER DRILLING COMPANY LIMITE D	17.09.2025 00:00:00	580,000.00	0.00	24,709,247.58
17.09.2025 11:04:00	NABEELA ALI KHAN REF: 19956b41c7abe8d3 IB FT FROM AR USHA WATER DRILLING COMPANY LIMITE D TO NABEELA Ref Parking Yard Ren t	17.09.2025 00:00:00	900,000.00	0.00	23,809,247.58
17.09.2025 15:40:00	CHQ NO 0000003 IFO ARUSHA WATER DRILLING COMPANY LTD DRAWN BY ARUSHA WATER DRILLIN DONE AT TZ0013145	17.09.2025 00:00:00	0.00	26,653,000.00	50,462,247.58
17.09.2025 16:57:00	EventTypeTax	17.09.2025 00:00:00	304.92	0.00	50,461,942.66

ARUSHA WATER DRILLING COMPANY LIMITED

THE REPORT BY THOSE CHARGED WITH GOVERNANCE FOR THE YEAR ENDED 31st MAY 2024

The efficiency of any internal control system is dependent on the strict observance of prescribed measures. There is always a risk of non-compliance of such measures by staff. Whilst no system of internal control can provide absolute assurance against misstatement or losses, the company system is designed to provide the Board with reasonable assurance that the procedures in place are operating effectively.

COMPOSITION OF BOARD MEMBERS AND SHAREHOLDERS

During the year the company was advised by Board members to implements its plans during the year 2024.

Board members

Name	Nationality	Appointment
Shabirahmed Ibrahim Khan	Tanzanian	Appointed in June 2016
Nabeela Ali Khan	Tanzanian	Appointed in June 2016

The board meets quarterly in a year to discuss the company's operational plans of the company.

SHAREHOLDERS OF THE COMPANY

The company is owned by three persons who also directors of the company. During the year the following shareholders had the following distribution of shares.

Name	Nationality	Number shares
Shabirahmed Ibrahim Khan	Tanzanian	90 ordinary shares
Nabeela Ali Khan	Tanzanian	10 ordinary shares

MANAGEMENT OF THE COMPANY

The Management of the Company is under the Managing Director and is organized in the following departments:

Name	Position/Departments
Shabirahmed Ibrahim Khan	Managing Director
Nabeela Ali Khan	Director
Pius Mwaura Ngugi	Operations Manager
Tunza Anthony Kafuko	Accountant

SOLVENCY

The Board of directors confirms that applicable accounting standards have been followed and that the financial statements have been prepared on a going concern basis. The Board of Directors has a reasonable expectation that Arusha Water Drilling Company Limited has no adequate resources to continue in operational existence for the foreseeable.