

THE COMPANIES ACT, 2002

COMPANY LIMITED BY SHARES

MEMORANDUM
AND
ARTICLES OF ASSOCIATION
OF
ODRA RESOURCES LIMITED

Incorporated at.....this.....day of.....2023

Drawn by: (Subscriber)
KHATIBUR RAHMAN MOHAMMAD
KEONJHAR, ODISHA,
INDIA

THE COMPANIES ACT, 2002
COMPANY LIMITED BY SHARES
MEMORANDUM OF ASSOCIATION
OF
ODRA RESOURCES LIMITED

1. The Name of the company is **ODRA RESOURCES LIMITED**
2. The Registered Office of the Company will be situated in Tanzania.
3. The Objects for which the Company is established is to carry on general commercial business including but not limited to the following objectives:
 - a) To carry on the business of mining, mining related services, processing, treat, prepare, render marketable, sell and dispose of such mining products, trading in minerals and related items.
 - b) To carry on the business of selling hardware such as Polyethylene pipes, PVC water pressure pipes, PVC, Sewer Pipes, slotted Borehole Screens and Casings, Electrical Conduits, Yellow Gas pipes, High density, Polyethylene fittings, Industrial polypropylene pipes, A comprehensive range of pipes, Assorted PEI-ID fittings, Butt welded HDPE pipes, Joints on PEI-ID pipes, Galvanized steel flanges for PEI-ID pipes, Electro fusion, welder HDPE pipes, Drain pipes, Large bore HDPE pipes, Manholes, PEI-ID coils, PEHD fabricated fittings, PVC, pipes, PVC Injection molded fittings, PVC fittings, Poly, compression fittings Quick release clamps, stubs and Flanges, Poly pipes, Water meters.
 - c) To carry on the business of food stuffs, importers, exporters, distributors, sellers, buyers' whole sellers, retailers of agricultural products, such as tea, cereals, coffee, sugar, rice, flour, cashew nuts, peanuts, beans, cowpeas, yellow gram green monks and to be general suppliers in local and export markets, and generally to be traders and dealers of the above.
 - d) To carry on the business of poultry keeping, and animal feed production & selling, agricultural farming, dairy farming, irrigation agricultural, irrigation system consultancy, agricultural trainings, agricultural research and also be a supplier and distributor of products associated with them
 - e) To carry on all businesses related to Agriculture and natural resources, produce and supply and installation of all produce and livestock, equipment, materials and machinery as related to agriculture and agribusiness, and

offer services in all spheres and branches of agriculture and agricultural consultancy and agribusiness of whatever nature, and to enter into contracts in relation thereto, and to carry on any other businesses which are in connection therewith or naturally incidental thereto.

- f) To carry any other trade or business whatever which can in the opinion of the Board of Directors be advantageously carried on by the Company in connection with the above business or the general business of the company.
- g) To do all or any of the above things in any part of the world and either as principals, agents, trustees, contractors or otherwise, and either alone or in conjunction with others and either or through agents, sub-contractors, trustees and otherwise.
- h) To remunerate any person, firm or company rendering services to this company, whether by cash payments or by allotment to him or them of shares or securities of the Company credited and paid in full or in part, otherwise.
- i) To distribute among the members in pieces any property of the company, or any proceeds of sale or disposal of any property of the company.

And it is hereby declared that: -

The word "company" in this clause, except where used in reference to this Company, shall be deemed to include any partnership or other body of persons, whether corporate or incorporate, and whether domiciled in the United Republic of Tanzania or elsewhere, and.

The object specified in each of the paragraphs of this clause shall be regarded as independent objects, and accordingly shall in no wise be limited or restricted (except where otherwise expressed in such paragraphs) by reference to or inference from the terms of any other paragraph or the name of the Company, sense as if each of the said paragraphs defined the objects of a separate and distinct company.

- 4. The **Liability** of the Members is Limited.
- 5. The **Capital** of the Company is Tanzanian Shillings 100,000,000/= (Tanzania Shillings One Hundred Million) divided into 1000 (One Thousand) shares of Tanzanian Shillings 100,000/= (Tanzanian Shillings One Hundred Thousand) 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





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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.

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 respectively agree to take the number of shares in the capital of the Company set opposite our respective names.

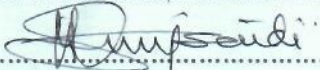
Names, Addresses, and Description of Subscribers	Number of shares taken by each Subscriber	Signature
KK RESOURCES PRIVATE LIMITED MAGURGADIA, KEONJHAR, KEONJHAR, KENDUJHAR, ODISHA, 758001	980	 Khatibur Rahman Mohammed DIRECTOR  Khaliqur Rahman - DIRECTOR
KHATIBUR RAHMAN MOHAMMAD AT-MAGURGADIA, SIRAJUDDIN, SQUARE, KEONJHARGARH, KEONJHAR, ODISHA, INDIA	10	
KHALIQR RAHMAN AT - SIRAJUDDIN SQUARE, PO- KEONJHARGARH, KEONJHAR, ODISHA, INDIA	10	



Dated at DAR ES SALAAM this 15th day of NOVEMBER 2023

Witness to the above signatories:

Name: Geoffrey N-Saidi

Signature: 

Postal Address: P.O. BOX 13162 DSM

Qualification: ADVOCATE







THE COMPANIES ACT NO. 12 OF 2002
COMPANY LIMITED BY SHARES
ARTICLES OF ASSOCIATION
OF
ODRA RESOURCES LIMITED

PRELIMINARY

1. In these regulations: -

"The Act" means the Companies Act 2002 of the Laws of Tanzania.

When any provision of the Act is referred to, the reference is that provision is as modified by any law for the time being in force.

Unless the context otherwise requires, the expressions defined in the Act or any statutory modification thereof in the force at the date at which these regulations become binding on the company, shall have the meaning so defined.

Any words importing the singular shall include the plural and vice versa, and words importing the masculine gender shall include females, and the words importing persons shall include bodies corporate, partnership, firms, cooperatives, societies etc.

The regulations Companies Act shall not apply to the company, save in so far as they are varied or excluded hereby, but in case of any conflict between the provisions herein, and the provisions under this regulation the former shall prevail, and in addition to substitution shall be the regulations of the company.

PRIVATE COMPANY

2. The Company is a Private Company and accordingly: -
- (a) The right to transfer shares is restricted in manner hereinafter prescribed.
 - (b) The number of members of the company (exclusive of persons who are in the employment of the Company and of persons who have been formerly in the employment of the company were while in such employment to be the member of the company) is limited fifty, provided that where to or more persons hold one or more shares in

the company jointly they shall for the purpose of this regulation be tested as a single member.

- (c) Any invitation to the public to subscribe for any shares or debentures of the Company is prohibited.
- (d) The Company shall not have power to issue share warrants to bearer.

TRANSFER OF SHARES

- 3. The Directors may in their direction and without assigning any reason thereof refuse to register the transfer of any share to any person who it shall in their opinion be undesirable for any reason whatsoever to admit to membership.
- 4. Subject to clauses 2 and 3 hereof the right to members to transfer their shares shall be restricted as follows;
 - (a) No share shall be transferred to a person who is not a member so long as any member of any person selected by the Directors as one who it is desirable in the interest of the Company to admit to membership.
 - (b) Every shareholder or trustee in bankruptcy, or any person who may desire to sell or transfer any such shares and every who may desire to sell or transfer any such shares and every personal representatives of a deceased shareholder shall give notice in writing to the Directors that he desires to make such sale or transfer. Such notice shall constitute the Board of Directors of the Company as his agent for the sale of the said shares to any member or members of the company at the price to be agreed upon between the party giving such notice the party and the board, or in case of difference to be determined by the Auditor of the Company.
 - (c) Upon price of such shares being agreed on a determined as per clause (b) above, the board shall forthwith give notice to such of the shareholders other than the shareholders desiring to sell or transfer the said shares, stating the number and price of such share inviting the person to whom notice is sent to state within 21 days from the date of such notice whether he is willing to purchase any, if so what maximum number of such shares. At the expiration of such days 21 notice the board shall apportion such shares amongst the shareholders (if more than one) who shall have expressed their desire to purchase number of shares already held by them respectively, or if there be only one such shareholder, that the whole of such shares shall be sold to him, provided no shareholder shall be obliged to take

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more than the maximum number of such shares stated in his answer to the said notice.

- (d) Upon such apportionment being made or such one shareholder notifying his intention to purchase, as the case may be, the party desiring to sell or transfer such shares shall be bound upon payment of the said price to transfer the shares to the respective shareholders or to single shareholder who shall have agreed to purchase the same.

GENERAL MEETINGS

5. NOTICE OF GENERAL MEETING AND PROCEEDINGS OF THE GENERAL MEETINGS.

The Regulation of Companies Act shall apply the following variations: -

- (a) A General Meeting, Ordinary or Extraordinary may with the consent in writing of all members, be convened on a shorter notice than seven days or without notice.
- (b) Two members, present either personally or by proxy shall form a quorum.
- (c) Any ordinary resolution of the company determined without any general meeting and evidenced by writing under the hands of majority of the Directors and of the members of the company holding three - fourths of the issued shares of the company shall be valid and effectual as an ordinary resolution duly passed at a general meeting of the company.

6.

DIRECTORS

- (a) Until otherwise determined by the company in General Meeting the Directors shall not be less than two and not more than seven in
- (b) The following persons shall be the first Directors of the company: -

- 1) KHATIBUR RAHMAN MOHAMMAD
- 2) KHALIQR RAHMAN

Ud. Khatibur Rahman

Khatibur

7. The shareholding qualification for Directors may be fixed by the company in General Meeting, and unless and until so fixed no qualification shall be required.
8. The quorum of Directors for transacting business shall, unless otherwise fixed by the Directors, be two.
9. A resolution in writing signed by all the Directors then in Tanzania shall be as valid and effectual as if it had been passed at a meeting of Directors duly called and constituted.
10. The Directors may from time to time borrow or raise any money for the purposes of the Company which may exceed the issued share capital of the company.

BORROWING POWERS

11. The Directors may from time to time in their discretion raise or borrow for the purpose of any Company's business such sum or sums of money as they think fit.
12. The Directors may secure the repayment of or raise any such sum or sums as aforesaid by mortgage or charge upon the whole or any part of the property and assets of the Company present or future including its uncalled capital for the time being, or by the issue at such price as they may think fit, of bonds or debentures either charged upon the whole or any part of the property and assets of the company or not so charged or in such other way as the Directors may think expedient.

VOTE OF MEMBERS

13. On a show of hands every member present in person shall have one vote. On a roll every member shall have one vote only for the shares of which he is holder.
14. No member shall be entitled to vote at any general meeting unless all calls or other sums presently by him in respect of shares in the Company have been paid.

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DISQUALIFICATION OF DIRECTORS

15. The office of a Director shall be vacated if the Director;
- (a) becomes bankrupt; or
 - (b) is found to be a lunatic or becomes of unsound mind; or
 - (c) resigns his office by notice in writing to the Company;
 - (d) abstains himself from meetings of the directors for a period of six months without special leave of absence from the other Directors.

SEAL

16. The Directors shall provide for the safe custody of the Seal. The Seal of the Company shall not be affixed to any instrument except by the authority of a resolution of the Board of Directors and in the presence of at least two Directors or a Director and Secretary or other person as aforesaid shall sign every instrument to which the seal of the Company is so affixed in their presence.

ALTERNATE DIRECTORS

17. Any director shall have power to nominate any person to act or attend as alternate Director during his absence or during his inability so to act. Such Director shall be subject in all respects to the terms and conditions existing with reference to the other Directors and such Alternate Director shall exercise and discharge all the duties of Director whom he represents.
18. Unless otherwise decided by the Directors the quorum necessary to transact business of the Directors shall be two Directors personally present.

SECRETARY

19. The Secretary shall be appointed by the Board for such terms at such remuneration and upon such condition as it may think fit, and any Secretary so appointed may be removed by the Board.

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WINDING UP

20. With the sanction of a special resolution of the shareholders any part of the assets of the Company including any shares in other Companies may be divided between the members of the Company in special or may be vested in Trustees for the benefit of such members and the liquidation of the company may be closed and the company dissolved but so that no member shall be compelled to accept any shares whereupon there is any liability.

ALTERNATION OR ADDITION

21. Subject to the provisions of the Act and to those contained in the Memorandum of Association the Company may by Special Resolution make alteration or addition so made shall be as valid and effectual as if originally contained in those articles and be subject in like manner to alteration by Special Resolution.

INDEMNITY





22. Every' Director, Managing Director, Agent, Auditor, Secretary and other Officer for the time being of the Company shall be indemnified out of the Assets of the Company against any liability incurred by him in defending any proceedings, whether civil or criminal in which judgment is given in his favour or in which he is acquitted or is in connection with any application (under Section 481 of the Act) in which relief is granted to him by the Court.

ARBITRATION

23. If and whenever any dispute or difference shall arise between the Company and any of the members or their respective representatives touching upon the construction or meaning of any of the Act herein contained or any act matter or thing made or done or omitted to be done or with regard to the rights or liabilities arising here under or arising out of the relation existing between the parties by reasons of these Act, such differences shall (unless a sole arbitrator be agreed upon) forthwith be referred to the arbitration of three 3) arbitrators, one to be appointed by each party and the third to be appointed by the first two or, in the event of failure to agree within (Cap. 15) or any then existing statutory modifications or re-enactment thereof shall apply.

M. K. Chatterjee

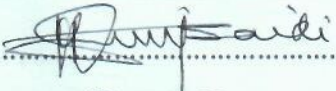
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Dated at DARES SALAAM this 15th day of NOVEMBER 2023

Witness to the above signatories:

Name: GEORGEY N-SAIDI
 Signature: 
 Postal Address: P.O. BOX 13163 DSM
 Qualification: ADVOCATE

