

THE UNITED REPUBLIC OF TANZANIA
THE COMPANIES ORDINANCE CAP. 212

COMPANY LIMITED BY SHARES

Memorandum

and

Articles of Association

of

ROCKTRONIC LIMITED

Incorporated this _____ Day of _____ 2005

Promoter

DHIRU S. CHAUHAN

P.O. BOX 377,

MOSHI,

TANZANIA

CERTIFIED TRUE COPY
OF THE ORIGINAL

Ralph

Advocate, Notary Public &
Commissioner for Oaths

CERTIFIED TRUE COPY OF THE
ORIGINAL

Ralph
M. RALPH NJAU, Advocate, Notary
Public & Commissioner for Oaths

Date: 18-08-2014



COMPANY LIMITED BY SHARES
MEMORANDUM OF ASSOCIATION

OF

ROCKTRONIC LIMITED

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OF THE ORIGINAL

Advocate, Notary Public &
Commissioner for Oaths



TANZANIA

Stamp Duty Shs. 5000/-

Stamp Duty Office

RAID ON COMPANY

24/08/2016

The name of the Company is **ROCKTRONIC LIMITED**

The registered office of the Company shall be situated in the **Mainland** Tanzania.

3. The objects for which the Company is registered are:

- 3.1 To carry on the business of building, civil, structural and mechanical construction services by procuring contracts from private, government, or any other legal persons.
- 3.2 To carry on the business of hiring of building, civil, structural and mechanical equipment, earth moving plants, construction machinery, trucks, tippers and vehicles.
- 3.3 To carry on the business of quarrying for construction materials and their screening, including establishment and management of crushing plants.
- 3.4 To carry on the business of mining for semi precious and precious stones, processing thereof, and sale of finished products.
- 3.5 To carry on the business of aviation, rail and road transportation.
- 3.6 To carry on the business of real estate trading, construction, leasing, renting and management.
- 3.7 To carry on the business of establishing light industries for processing of local raw material to produce semi processed products for sale locally and overseas.
- 3.8 To carry on the business of manufacturing and trade of raw material, semi processed and fully processed products.
- 3.9 To carry on the business of importation, wholesale and retail trading of general merchandise, goods and services including equipment, machinery, spare parts, foodstuffs, beverages, raw materials, petroleum products, apparels, hardware, agriculture products, inputs, vehicles and trucks.

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M. RALPH NJAU, Advocate, Notary

- 3.10 To carry on the business of agricultural commodity trading including maize, sisal, beans, wheat, barley, nuts, coffee, tea, and cereals.
- 3.11 To carry on the business of agriculture including farming, livestock, estate management, plantations, animal husbandry, chemical and fertilizers supply, primary and secondary processing of produce, and export of the same.
- 3.12 To carry on the business of currency trading, including establishment and management of foreign exchange bureaus.
- 3.13 To carry on the business of manufacture and fabrication out of local and imported steel, and any other metals.
- 3.14 To establish agencies and brokering services including for insurance, food chains, fashion ware, clothing, and any other franchises.
- 3.15 To carry on the business to trade in spare parts for motor vehicles, earthmoving equipment, or any other machinery.
- 3.16 To carry on the business of importing and manufacturing products for general and niche markets, prescribed by market demands.
- 3.17 To carry on the business of finance investment, including banking, borrowing and loan services for commission, interest or any other benefits that may be derived therefrom.
- 3.18 To carry on the business of tourism, including establishment of hotels, beach resorts, restaurants, air fare commissioning and management of the same.
- 3.19 To carry on the business of livestock rearing and trading.
- 3.20 To carry on the business of garages, general workshops, metal fabrication facilities, and carpentry workshops.
- 3.21 To carry on the business of timber merchants, sawmilling, and trading in other natural resources.
- 3.22 To carry on the business of importation and trade of petroleum products.
- 3.23 To carry on the business of irrigation systems supplies, importation, design, fabrication and contractors.
- 3.24 To carry on the business of soil and other laboratory testing facilities.

To carry on the business of electricity generation, by use of windmills, hydroelectric water turbines, and natural gas.

- 3.26 To carry on the business of pharmacies, human and animals medicine trading, hospitals and dispensaries.
- 3.27 To carry on the business of communication facilities and related services.
- 3.28 To carry on the business of technology importation and sale of office equipment including computers, printers, faxes, photocopiers and computer programmes.
- 3.29 To carry on the business of import and sale of office and home furniture.
- 3.30 To carry on the business of educational services by establishment of schools, and accredited educational institutions.
- 3.31 To carry on the business of travel, estates, hereditaments, shipping and clearing & forwarding agency.
- 3.32 To carry on the business of commission brokers, liason, advertising agents and promoters of business houses.
- 3.33 To borrow or raise money in such manner as the Company shall think fit and in particular by issue of debentures, stocks, mortgages, and liens on the Company's assets or otherwise and to ensure the repayment of any such money borrowed, raised or owed by mortgage, lien, debenture, or any charge upon the whole or any part of the Company's assets.
- 3.34 To invest in or purchase or otherwise acquire leasehold and freehold lands, houses, building and hereditaments business and to acquire by purchase, exchange or otherwise any other lands, tenancy and hereditaments of any tenure and to hold or to sell, let, mortgage, charge or otherwise deal with all or any such lands, tenancy or hereditaments.
- 3.35 To lend and advance money or give credit to such person on such terms as may seem expedient and in particular to customers and other having dealings with the Company and to give guarantees or become security for any such persons.
- 3.36 To manufacture and deal in all kinds of machinery, implements, appliances, apparatus, lubricants, solutions, enamels and all other things capable of being used therewith or in the maintenance and working therewith respectively.

- 3.37 To carry on the business of wholesale and retail dealers of and in piece goods of silk, cotton, linen and other materials, cotton, (whether raw or ginned) coffee, cocoa tea, simsim, seed, groundnuts and all other produce, groceries, flour, rations, meat, fish, fruits, vegetables, milk, cream, butter, ghee, and all other goods.
- 3.38 To carry on the business of general motor, electricity engineers, plumbers and gas fitters and any other business which may be conveniently carried on in connection therewith.
- 3.39 To manufacture and carry on the business of all kinds of oils whether vegetables or mineral, plants, colour, varnish, skins, hides, curios, horns, trophies and other goods of similar nature as usually dealt with a firm of painter and decorations, cement, glass, stone of builders or buildings, merchants, tools, and machinery of all description and dealers in sports good.
- 3.40 To carry on all or any of the business of wholesale and retail dealers of and in motor cars, motor cycles and accessories thereof, petrol and petroleum products, tyres, tubes and other rubber goods (whether manufactured or unmanufactured) and any other business which may be carried on in connection therewith.
- 3.41 To carry on the business of dealers and fitters of wire less and electrical goods of all descriptions and any other business which may conveniently be carried on in connection therewith.
- 3.42 To carry on the business of dealers in apparatus and machinery for use in mining or quarrying and other business which may conveniently be carried on in connection therewith.
- 3.43 To acquire any estate or interest therein, and to take options over, construct and develop property, real or personal, or rights of any kind which may appear to be necessary or convenient for any business of the Company: the objects of which include the carrying on of any business or activity within the objects of this company.
- 3.44 To enter into any guarantee, bonds contract of indemnity or suretyship and in particular (without prejudice to the generality of the a foregoing) to guarantee the payment of any principal monies, premiums, interest and other payment of dividends and premiums on the repayment of the capital of stock and shares of all kinds and descriptions.

- 3.45 To lend money to or provide credit of financial accommodation to any person or company in any case in which such grant or provision is considered likely directly or indirectly to further any of the objects of the Company or the interests of its members.
- 3.46 To borrow and raise money and secure or discharge any debt or obligation of or binding on the Company in such manner as may be thought fit and in particular by mortgage of or charges upon the under taking and all or any of the real and personal property (present and future) and the uncalled capital of the Company or by the creation and issue of debentures, debenture stock or other obligations or securities of any description.
- 3.47 To invest any monies of the Company not immediately required for the purpose of the business of the Company in such investments (other than shares in the Company or its holding Company, if any) and in such manner as may or otherwise deal with such instruments.
- 3.48 To sell, exchange, mortgage, let on rent, share of profit royalty or otherwise grant licences, easements options, servitudes and other rights over and in any other manner with or dispose of the undertaking, property, assets, rights and effects of the Company or any part thereof for such consideration as may be thought fit and in particular for stocks shares, debentures or other obligations or securities whether fully or partly paid up, of any other Company.
- 3.49 To give any remuneration or other compensation or reward for services rendered or to be rendered in placing or procuring subscription of or otherwise assisting in the issue of any shares, debenture or other securities of the Company or in or about the formation of the Company or the conduct of its business.
- 3.50 To establish or promote, produce or participate in establishing or promoting any Company the establishment or promotion of which shall be considered desirable in the interest of the Company and to subscribe for, underwrite purchase or otherwise acquire the shares, stocks and securities of any such Company or of Company carrying on or proposing to own any business or activity within the objects of this Company.

- 3.51 To borrow or raise money in such manner as the Company shall think fit in particular by the issue of debentures or debenture stock (perpetual or otherwise) and to secure the repayment of any money borrowed, raised or owing by mortgage charge or lien upon the whole or any part of the Company's assets (whether present or future) including its uncalled capital and also by a similar mortgage, charge or lien to secure and guarantee the performance by the Company or any obligation or liability it may undertake.
- 3.52 To receive money on deposit or loan with or without allowance of interest thereon.
- 3.53 To draw, make accept, endorse, discount, execute and issue cheques, promissory notes, bills of exchange, bills of lading, warrants, debentures and other negotiable instruments.
- 3.54 To enter into partnership or any other arrangements for sharing profits, earning of interest, or cooperation, in concerns or otherwise with any persons or person, firm or firms or Company or corporation carrying on or engaged in or about to carry or engaged in any business or transactions which the Company may deem capable of being conveniently carry on in connection with the above or calculated directly or enhance the value of or render profitable any of the Company's property and/or whereby the Company would be benefited.
- 3.55 To enter into any arrangements with any private, governments or authorities, municipal, locals or otherwise or any corporation, Companies or persons that may seem conducive to the Company's objects or any of them and to obtain from any Government, authority, corporation, Company or persons any charters, contracts, decrees, rights, privileges and concessions which the Company may think desirable and to carry out exercise and comply with any such charter, contracts, decrees, rights, privileges and concessions and to represent and advocate the view and policies of the Company to Governments and other authorities.
- 3.56 To subscribe, take, purchase or otherwise acquire and hold share or otherwise or interest in or securities or any other Company having objects altogether or in part similar to those of this Company or carrying on any business capable of being conducted so as directly to benefit the Company.

- 3.57 To act as agents or brokers and as trustees for any person, firm or Company and to undertake and perform subcontracts and also to act in any of the business of the Company through or by means of agents, brokers or through others.
- 3.58 To remunerate any person, firm or Company, rendering services to this Company whether by cash payment or by the allotments to him or them of shares or securities of the Company credited as paid up in full or part or otherwise.
- 3.59 To pay all or any expenses incurred in connection with the formation, promotion and incorporation of the Company or to contract with any person firm or Company to pay the same and to pay commission to brokers and others for underwriting, selling or guaranteeing the subscription of any shares, debentures, debenture stock or securities of this Company.
- 3.60 To support and subscribe to any charitable or public object and any institution society or club which may be for the benefit of the Company or its employee or may be connected with any town or place where the Company carries on business; to give pensions to those who may have served the Company or to their wives, children and other relatives of such persons; to make payments towards insurance and to form and contribute to provident and to benefit funds for the benefit of any persons employed by the Company.
- 3.61 To promote any other Company for the purpose of acquiring all or any of the property and undertaking of the liabilities of this Company or undertaking any business or operations which may appear likely to assist or benefit business of this and to place or guarantee the placing of, underwrite, subscribe or otherwise acquire all or any part of the shares or securities of any such Company as aforesaid, and to promote and safeguard commercial, economic, civil and social interests of the members of the Company.
- 3.62 To sell or otherwise dispose of the whole or any part of the undertaking of the Company either together or in portions for such consideration as the Company may think fit and in particular for shares, debentures or securities of any Company purchasing the same.
- 3.63 To amalgamate with any other Company having objects altogether or in part similar to those of this Company.

- 3.64 To distribute among the members of the Company any property of the Company and in particular any shares, debenture or securities of other companies belonging to this Company or of which this Company has in other corporation, municipal or local, or other body or authority.
- 3.65 To lend money to such persons or companies and on such terms as may seem expedient and in particular to customers and others having dealing with the Company.
- 3.66 To give guarantee and/or become sureties for any person or persons firm or firms, corporation or corporations whether incorporated for moneys raised and/or borrowed by him or them from any persons or firm or corporation or for any purpose whatsoever and to charge or mortgage the property of the Company (movable or immovable) for the performance, discharge and fulfillment of such obligations and guarantees.
- 3.67 To give bond or bonds and become bails for or in respect of any persons firm corporation for whatever purpose as the Company may seem fit.
- 3.68 To develop the resources of this Company by building reclaiming clearing, draining and otherwise improving, on any terms of system that may be considered advisable.
- 3.69 To make, provide and use railways, tramways, telegraphs, telephones and other public utilities, canals, roads and all other works and means of transport by land, air or water necessary or expedient for the improvement of the property of the Company, and to contribute to the expenses of promoting making and using the said works or any of them.
- 3.70 To provide for the religious, educational, sanitary and general welfare of settlers on the property of the Company and others by building establishing, making or supporting houses, factories, stores, building, churches, schools, reading rooms, baths, parks, places or recreation, building societies, insurance societies and other institutions, water, lighting, drainage and improvements works.
- 3.71 To empower the Company to be registered or recognised in any other country.

3.72 To do all such other things as may be deemed incidental or conducive to the attainment or expansion of any of the aforementioned objectives. And it is hereby declared that the word "**Company**" in this clause shall be deemed to include any partnership or other body or persons whether incorporated or not incorporated and whether domiciled in Tanzania or elsewhere, and the intention clause shall, except where otherwise expressly stated in such paragraph, be independent of a main object and shall be in no way limited by any other paragraph.

THE LIABILITY OF THE MEMBERS IS LIMITED

The share capital of the Company is T.Shs **450,000,000** divided into **450** ordinary shares of shillings **1,000,000** each with power for the Company to increase and reduce the said capital and to issue any part of its original capital or increase with or without any preference, priority or special privilege or subject to any postponement of rights or to any conditions or restrictions and so that unless the conditions of issue of shares whether declared to be preference or otherwise shall be subject to the power hereinafter contained.

We, the several persons whose names, addresses and descriptions are hereinto 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 set opposite our respective names.

CERTIFIED TRUE COPY OF THE ORIGINAL

Ralph
Advocate, Notary Public & Commissioner for Oaths



NAME, POSTAL ADDRESSES AND OCCUPATIONS OF SUBSCRIBERS	NUMBER OF SHARES TAKEN BY SUBSCRIBER	SIGNATURES
1. DHIRU SAMJI CHAUHAN BUSINESSMAN P.O. BOX 377, MOSHI.	12	Signature
2. NIRMALA DHIRU CHAUHAN SECRETARY P.O. BOX 377, MOSHI.	6	<i>N.D. Chauhan</i>
3. PRAJESH DHIRU CHAUHAN BUSINESSMAN P.O. BOX 377, MOSHI.	2	<i>Prajesh</i>

Dated at Tanzania this 22 day of Oct, 2014.

WITNESS TO THE ABOVE SIGNATURES:

Signature: *[Signature]*

Name in Full: *Ric Shaban*

Postal Address: *P.O. Box 377 Moshi*

Qualification: *M. RALPH NJAU, ADVOCATE, NOTARY PUBLIC & COMMISSIONER FOR OATHS, WILAYA MOSHI*

CERTIFIED TRUE COPY OF THE ORIGINAL

Ralph
M. RALPH NJAU, Advocate, Notary Public & Commissioner for Oaths

Date: 18-08-2014

TANZANIA

Stamp Duty Sub. 5000/-

28/08/14 21/11/14

THE COMPANIES ORDINANCE (CAP. 212)

COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

OF

ROCKTRONIC LIMITED

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Advocate, Notary Public & Commissioner for Oaths



PRELIMINARY

In these regulations:

"The Ordinance" means the Companies Ordinance Chapter 212 of the Laws of Tanzania.

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

Unless the context otherwise requires, the expression defined in the Ordinance or any statutory modification thereof in force at the date 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; words importing the masculine gender shall include females and words importing persons shall include bodies, corporations, partnership, firms, co-operative societies etc.

The regulation of Table "A" in the First Schedule to the Companies Ordinance (hereinafter called Table "A") shall apply to the Company, save in so far as they are varied or exclude hereby, but in case of any conflict between the Provisions herein, and the provision under Table "A" the former shall prevail; and in addition to substitution shall be the regulations of the Company.

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Ralph
M. RALPH NJAU, Advocate, Notary Public & Commissioner for Oaths

Date: 18-08-2014

2. PRIVATE COMPANY

The Company is a private company and accordingly:

- (a) The right to transfer shares is restricted in manner hereinafter prescribed.
- (b) The numbers of members of the Company (exclusive of persons who are in the employment of the Company and of persons who having been formerly in the employment of the Company were while in such employment and have continued after the termination of such employment to be members of the Company) is limited to fifty; provided that where two or more persons hold one or more shares in the Company jointly they shall for the purpose of this restriction be treated 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 at their discretion and without assigning any reason thereof refuse to register the transfer of any share to any person whom it shall in their opinion deem undesirable for any reason whatsoever to admit the membership.
4. Subject to Clauses 2 and 3 hereof the right of members to transfer their shares shall be restricted as follows:
 - (a) No share shall be transferred to a person who is not a member except any member or 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 any such shares and every personal representative of a deceased shareholder shall give notice in writing to the Directors that he desires to make such sale or transfer. Such notice shall make the Board of Directors of the Company his agent for the sale of such shares to any member or members of the Company at a price to be agreed upon between the party giving such notice 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 or 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 shares 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, and if so what maximum number of such shares. At the expiration of such 21 days notice the Board shall apportion such shares amongst the shareholders (IF MORE THAN ONE) who shall have expressed their desires to purchase the same and as far as may be 'prorate' according to their number of shares already held by them respectively, or if there be only one such shareholder, the whole of such shares shall be sold to him provided that no shareholder shall be obliged to take more than the maximum number of such shares stated in his answer to the said notice. 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 shareholder or the single shareholder who shall have agreed to purchase the same.

5. GENERAL MEETINGS

NOTICE OF GENERAL MEETINGS AND PROCEEDINGS AT MEETINGS

Articles 39 to 53 Table "A" shall apply subject to 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 evidence by writing under the hands of majority or the Directors and of the members of the Company shall be as 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 number.
- (b) The following person shall be the first Directors of the Company.

DHIRU SAMJI CHAUHAN

NIRMALA DHIRU CHAUHAN

PRAJESH DHIRU CHAUHAN

BERNARD BONIFACE KAVISHE

- 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 Directors then in Tanzania shall be as valid and effectual as 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 moneys for the purpose of the Company which may exceed the issued share capital of the Company.

LENDING POWERS

The Directors may raise or borrow for the purpose of the Company's business such sum or sums of money as they think fit and they may secure the repayment of or raise any such sum or sums as aforesaid by mortgages or charge upon the whole or any part of the property and assets of the Company, present or future, including its uncalled or unissued capital 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 charged, or in such other way as the Directors may think expedient.

12. ALTERNATE DIRECTORS

Each Director may nominate a person, who shall be approved of in writing by the other Directors, to act as Alternate in his absence from Tanzania or inability to act as such Director, such Alternate Director shall be subject in all other respects to the terms and conditions existing with reference to the Directors and discharge all duties and functions of the Director whom he represents and in the case of an Alternate Director being unable to act during the absence or inability to act as the Director whom he represents, he may subject to the like approval of the other Directors appoint a duly qualified person to act in his place.

13. SECRETARY

The Secretary shall be appointed by the Board for such terms, reference to the Directors and discharge all duties at such remuneration and upon such condition as it may think fit, and any Secretary so appointed may be removed by the Board.

14. WINDING UP

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 specie or may be vested in Trustees for the benefit of such members and the Company dissolved but so that no member shall be compelled to accept any shares whereupon there is any liability.

15. INDEMNITY

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 judgement is given in his favour or in which he is acquitted or in connection with any application (under Section 345 of the Ordinance) in which relief is granted to him by the Court.

16. ALTERATIONS OR ADDITIONS

Subject to the provision of the ordinance and to those contained in the Memorandum of Association the Company may by Special Resolution make alterations or additions which shall be valid and effectual as if originally contained in these Articles and be subject in like manner to alteration by Special Resolution.

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Ralph
Advocate, Notary Public & Commissioner for Oaths

NAME, POSTAL ADDRESSES AND OCCUPATIONS OF SUBSCRIBERS	NUMBER OF SHARES TAKEN BY SUBSCRIBER	SIGNATURES
2. DHIRU SAMJI CHAUHAN BUSINESSMAN P.O. BOX 377, MOSHI.	12	<i>[Signature]</i>
2. NIRMALA DHIRU CHAUHAN SECRETARY P.O. BOX 377, MOSHI.	6	<i>N.D. Chauhan</i>
3. PRAJESH DHIRU CHAUHAN BUSINESSMAN P.O. BOX 377, MOSHI.	2	<i>Ralph</i>

Dated at Tanzania this 26 day of October, 2014

WITNESS TO THE ABOVE SIGNATURES:

Signature: *[Signature]*

Name in Full: *Eric Mwanjama*

Postal Address: *Box 805 Moshi*

Qualification: *SPIN*



HAKIMI MWANDAMAZI
MAHAKAMA YA KWANZA
WILAYA MOSHI - MOSHI

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Ralph
M. RALPH NJAU, Advocate, Notary Public & Commissioner for Oaths
Date: 18-08-2014

FROM : M.A. HIRANI B Co.

PHONE NO. : 255 51 112000

May 22 2008 01:20:41 PM

COMPANY NO 54421

ROCKTRONIC LTD
P O BOX 377 MOSHI

ATTENTION TO HR

**MINUTES OF THE SHAREHOLDERS AND DIRECTORS MEETING HELD ON
18th JULY 2007 AT THE OFFICE OF THE COMPANY'S CHAIRMAN**

Present: Mr. Dhiru Chauhan (Chairman)
Mr. Prajesh D Chauhan (Secretary)
Mrs. Nirmala D Chauhan (Member)



Agenda: To implement Mrs. Nirmala Chauhan's desire to dispose off her shareholding in; and to resign from her directorship from this Company

Resolution: Mrs. Nirmala Chauhan had expressed her desire to sell her shares in this Company and requested to be relinquished from directorship of this Company.

The matter was discussed and it was resolved that Mr. Dhiru Chauhan shall purchase her shares at par value and the Board accepted her resignation.

The Board thanked Mrs Chauhan for her past services to the Company and wish her well in the future

AOB: There being no further business, the meeting was closed with a vote of thanks to the Chairman

Mr. Prajesh D Chauhan
Secretary

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OF THE ORIGINAL
Mr. Dhiru Chauhan
Advocate, Notary Public &
Commissioner for Oaths
Chairman

I AGREE: N. D. Chauhan
Mrs. Nirmala Chauhan
Director



TRANSFER OF SHARE OR STOCK.

3 NIRMALAL DHIRU CHAUHAN

in consideration of the sum of NIL - LOVE AND AFFECTION paid by MR. DHIRU S. CHAUHAN

16.12.2017

hereinafter called the said Transferee

Do hereby bargain sell, assign, and transfer to the said Transferee :- 90 ORDINARY SHARES OF SHILLINGS ONE MILLION EACH

of and in the undertaking called the

ROCTRONIC LIMITED

To hold unto the said Transferee to the several conditions on which the said Transferee is subject to the conditions aforesaid. Executors, Administrators, and Assigns, subject held the same immediately before the execution thereof, and do hereby agree to accept and take the said

As witness our hands and Seals this 16TH day of DECEMBER, In the year of our Lord One Thousand Nine Hundred and Two Thousand and Eight

Signed, sealed and delivered, by the above-named NIRMALA D. CHAUHAN in the Presence of

Witness's { Signature N.D. Chauhan Address P. O. BOX 377, MOSHI Occupation DIRECTOR



Signed, sealed and delivered, by the above-named in the Presence of

Witness's { Signature DHIRU S. CHAUHAN Address P. O. BOX 377, MOSHI Occupation DIRECTOR



Signed, sealed and delivered, by the above-named in the Presence of

Witness's { Signature Ralph Address Box 596 MOSHI Occupation ADVOCATE



Signed, sealed and delivered, by the above-named in the Presence of

Witness's { Signature Address Occupation



NOTE:-The Consideration money set forth in a Transfer may differ from that which the first Seller will receive, owing to sub-sales by the original Buyer; the Stamp Act requires that in such case the Consideration money paid by the Sub-purchaser shall be the one inserted in the Deed. as regulating the ad valorem Duty; the following in the Clause in question:-

"Where a person having contracted for the purchase of any Property, but not having obtained a Conveyance thereof, contracts to sell the same to any other Person and the Property is, in consequence, conveyed immediately to the Sub-purchaser, the conveyance is to be charged with ad valorem Duty in respect of the Consideration moving from the Sub-purchaser"-(54 & 5 Vict., cap. 39 (1891). Section 56, Sub-section 4).

When a Transfer is executed out of Great Britain, it is recommended that the Signatures be attested by H. M. Consul or Vice-Consul, Clergyman, Magistrate, Notary Public, or by some person holding a public position; as most Companies refuse to recognise Signatures not so attested.

When a Witness is a Female she must state whether she is a Spinster, Wife, Widow and if Wife she must give her Husband's Name, Address and Quality, Profession or Occupation. The Date must be inserted in words and not in figures. * A WIFE SHOULD NOT WITNESS HER HUSBAND'S SIGNATURE, NOR SHOULD HE WITNESS HERS.

THE UNITED REPUBLIC OF TANZANIA
BUSINESS REGISTRATIONS AND LICENSING AGENCY

... reporting appointment as a director or secretary
... appointment (Use Form 210a) or change of particulars (Use Form 210c)
... pursuant to Section 210 of the Companies Act, 2002

Company Number **54421**

Company Name (in full) **ROCTRONIC LIMITED**

Date of termination of appointment **16TH OCTOBER, 2008**

as director

as secretary

Name: (First Name(s)) **NIRMALA**

(Surname) **DHIRU CHAUHAN**

Date of Birth **5.2.1945**

...ing director / secretary etc. must sign the form below

ROCKTRONIC LTD

DHIRU CHAUHAN
MANAGING DIRECTOR

Date **16-10-2008**

...or / administrative receiver / receiver)

