

TANZANIA / JUDGMENT

sm water ltd 2023

tzhccomd 56 3 march 2023

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TZHCCOMDDECIDED
3 March 2023

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IN THE HIGH COURT OF UNITED REPUBLIC OF THE TANZANIA (COMMERCIAL DIVISION) AT DAR-ES-SALAAM MISC.COMMERCIAL CAUSE NO.01 OF 2023 IN THE MATTER OF S&M WATER LTD..... PETITIONER AND IN THE MATTER OF COMPANIES ACT, Cap.212 R.E 2002 AND IN THE MATTER OF PETITION TO CALL, HOLD AND CONDUCT AN EXTRA-ORDINARY GENERAL MEETING OF S & M -WATER LIMITED

RULING

st Last order: 01 MARCH 2023 Judgement: 03RD MARCH 2023 Nangela, J.: This ruling is in respect of a petition filed in this Court under section 137 (1), (2) and (3) of the Companies Act, Cap.212. The Petitioner is a company incorporated under the laws of the United Republic of Tanzania. The prayers sought in this Petition are as follows:

- (i) That, this Honourable Court be pleased to Order for the calling of and conducting of a meeting of the Company and passing of a resolution set forth in Paragraph 10 of this Petition as required by section 137(1), (2) and (3) of the Companies Act, R.E 2002. Page 1 of 3 (ii) That, this Honourable Court be pleased to Order that an Office Copy of the Order prayed for in (i) above be delivered to the Registrar of Companies together with a copy of the resolution. (iii) That, this Honourable Court be pleased to make such other orders as it may deem fit. The grounds for the Petition are fairly simple. The Petitioner is constituted company having two Directors- namely Said Ally Mwema and Mwanahamisi Rajabu Meta, who oversee the operations of the Company. Unfortunately, in May 2020, one of the Directors (Ms. Mwanahamisi Rajabu Meta) passed away leaving the Company with only one Director. Following the passing of Ms. Mwanahamisi Meta in May 2020, the remaining Director was appointed an Administrator of the Estate of Ms Meta, him also being one of the beneficiaries of Ms. Meta's estate. The facts are that, the Company (Petitioner) is currently unable to carryout its business as required by the law for lack of the requisite quorum to pass resolutions. It is on the basis of such facts that this Petition was filed in line with section 137 (1), (2) and (3) of the Companies Act, seeking for the orders earlier detailed hereabove. When the matter was called on for its hearing on the 01 st day of March 2023, Mr. Godfrey

Mpandikizi, learned advocate appeared for the Petitioner and urged this Court to grant the prayers so as to enable the Petitioner transact its businesses in accordance with the law. I have considered the facts and the law and this Court settles for the following Orders:

- (i) That, in line with the provisions of section 137 (1) and (2) of the Companies Act, Cap.212 R.E 2002, this Honourable Court does hereby Order that an extra- Page 2 of 3 ordinary General meeting of the Petitioner (Company) be convened and conducted and a Resolution be adopted on transmission of shares of the Deceased member to the surviving member (MR. SAID ALLY MWEMA) as well as appointment of a new Director to the Board of Directors of the Petitioner (Company) so as to attain the requisite quorum to pass resolutions. (ii) That, an Office Copy of this Order of the Court be delivered to the Registrar of Companies together with a copy of the resolution made by the Company in respect of No.(i) above. (iii) Costs be borne by the Petitioner. It is so ordered. DATED AT DAR-ES-SALAAM ON THIS 03RD DAY OF MARCH 2023 DEO JOHN NANGELA JUDGE Page 3 of 3

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Prepared on 13 October 2026 · Esheria