

**IN THE HIGH COURT OF TANZANIA
DAR ES SALAAM DISTRICT REGISTRY
AT DAR ES SALAAM**

MISC. CIVIL APPLICATION NO. 180 OF 2019

POSTA FREIGHT AND FORWARDING LIMITED.....PETITIONER

VERSUS

TANZANIA POSTS CORPORATION.....RESPONDENT

RULING

Date of Last Order: 18/11/2019

Date of Ruling: 19/12/2019

S.M. KULITA, J.

This is a petition for amalgamation of the POSTA FREIGHT AND FORWARDING LIMITED (petitioner) and TANZANIA POSTS CORPORATION (Respondent). The application has been made under sections 229(1), 231(1)(a),(b),(c), (d),(e),(f) and (2) of the companies Act No. 12 of 2002.

The petition has been presented by Mr. Erick Maximillian, Learned Counsel, who drew and filed it to court on behalf of both parties. Mr. Siyumwe Shabani, Learned Counsel is the one who appeared before the court for oral submissions of the matter on the date that was scheduled for hearing.

According to the oral submissions of Mr. Siyumwe Shabani as well as the contents of the petition of which he prayed to be adopted as part of his submission the petition is founded on the Resolution passed on 22nd February, 2019 by the Board of Directors of the Respondents after the Resolution of the shareholders of the petitioners who on the same

date convened an extra ordinary meeting that resolved the petitioner's company and amalgamated it into the respondent's company for the later to acquire the former licence, assets, shares and businesses.

Following the aforesaid resolutions, on the 26th February, 2019 the Board of Directors of the Petitioner endorsed the proposal by the shareholders regarding the said amalgamation.

Consequently, in a view of the aforesaid resolutions by the Board of Directors of the Tanzania Posts Corporation (Respondent), shareholders of the petitioner and the Board of Directors of the petitioners it was resolved that, I quote in verbatim;

- (i) Posta Freight and Forwarding Limited e merged with Tanzania Posts Corporation for the later to acquire the former's licence shares, assets and operations and/or.
- (ii) The amalgamation process be initiated with immediate effect in accordance to the law.

From the said resolution as submitted by the parties Learned Counsel Siyumwe Shabani, with regard to the petitioner's prayer, I hereby allow the application and make the following orders:-

- (i) The Posta Freight and Forwarding Limited have been amalgamated with Tanzania Posts Corporation.
- (ii) All assets, liabilities, affairs and undertakings of Posta Freight and forwarding Limited are transferred to Tanzania Posts Corporation.
- (iii) The Posta Freight and Forwarding Limited is dissolved without winding up the same.

- (iv) The Petitioner should submit this amalgamation order to the Registrar of Companies for Registration in accordance with the law.
- (v) No order as to costs.



S.M. Kulita

JUDGE

19/2/2019