



**In re Estate of Rachel Wanjiku Kariuki (Deceased) (Succession Cause
9 of 2020) [2023] KEHC 1274 (KLR) (20 February 2023) (Ruling)**

Neutral citation: [2023] KEHC 1274 (KLR)

**REPUBLIC OF KENYA
IN THE HIGH COURT AT NAIVASHA
SUCCESSION CAUSE 9 OF 2020
GL NZIOKA, J
FEBRUARY 20, 2023
IN THE MATTER OF THE ESTATE OF RACHEL WANJIKU
KARIUKI (DECEASED)**

**IN THE MATTER OF
ELIUD MUTAHI NDERITU APPLICANT**

RULING

The chamber summons application dated September 21, 2022 is considered. The prayers therein and the supporting documents too are considered. The applicant seeks that, all the shares in two companies be registered in his name. In my considered opinion upon receipt of the Letters of Administration issued herein and confirmed vide a certificate of confirmation dated and signed on February 3, 2022, the applicant became the sole beneficiary of the Estate of the deceased. It is clear from the assets listed in the certificate confirmed grant that, the shares in the two companies are not listed. However, it does appear from the records filed that, the subject shares are held in the joint names of the applicant and the Estate of the deceased. The Letters of Administration granted to the applicant should be adequate for him to manage the company and the shares. The applicant wants the shares to be registered in his individual name as opposed to the names of the Administrator of the deceased's Estate and himself. The question that arises is the legal effect of registering those shares in the name of the applicant as an individual as opposed to the artificial entity of the company. The change of ownership of the shares in the company must be considered in the light of company law. In my further considered opinion, as much as a company can now have one director, the same cannot be wound up under circumstances, where the court removes a deceased director through a court order. The appropriate order to make in this matter would be that, the shares held by the deceased in the two companies be added on the list of the assets that devolve upon the applicant. Thus, the companies remains as they are, save that the applicant is the sole shareholder. If the applicant wants to change shareholding on record, the certificate of confirmation of grant be submitted to the Registrar of Companies for the necessary action. That then is the order of the court.

DATED, DELIVERED AND SIGNED THIS 20TH FEBRUARY 2023.



GRACE L. NZIOKA

JUDGE

In the presence of:-

Petitioner present

Court Assistant- Ogutu

