



**REPUBLIC OF KENYA**  
**IN THE HIGH COURT OF KENYA AT NAIROBI**  
**MILIMANI LAW COURTS**  
**COMMERCIAL & ADMIRALTY DIVISION**  
**HIGH COURT WINDING UP CAUSE NO. 13 OF 2014**  
**IN THE MATTER OF ATHI VALLEY LIMITED**  
**AND**  
**IN THE MATTER OF THE COMPANIES ACT**  
**CHAPTER 486 OF THE LAWS OF KENYA**  
**JUDGMENT**

[1] The Petition herein, for the winding up of **Athi Valley Limited**, was filed on **1 September 2014** by one of its Directors, **Abdulghani Mohamed Mohamed Al-Wohih** on the grounds that:

- [a] there are no prospects of any further business in the foreseeable future for the continued existence of the company, and
- [b] that the company's shareholders passed a Special Resolution that the company be dissolved.

[2] The Petition is supported by the Verifying Affidavit of **Abulghani Mohamed Mohamed Al-Wojih** to which he annexed the following documents:

- [a] The company's Certificate of Incorporation marked '**AMMA1**';
- [b] The resolution of the Company for the voluntary winding up of the Company marked '**AMMA2**';
- [c] The Company's Memorandum and Articles of Association marked '**AMMA3**';
- [d] An official search (Form CR12) from the Registrar of Companies showing the Directors and Shareholders of the Company as at 20 June 2014 marked '**AMMA4**'.

[3] The brief background of the matter is that **Athi Valley Limited** [hereinafter "the Company"] was incorporated on **8 June 2004** with a nominal capital of **Kshs. 100,000**, divided into 1000 ordinary shares of **Kshs. 1,000** each. As at **1 September 2014** when the Petition was filed the shareholders were **Golden Africa Kenya Limited** with 999 shares and **Marwan Ahmed Hael Saeed** holding 1 share. The objects for which the Company was established included the purchase, acquisition, construction, sale or lease of real estate; and by his affidavit filed in verification of the Petition, **Abdulghani Mohamed Mohamed Al-**

**Wojih** deponed that it was by a **Special Resolution** of the Directors of the Company that a decision was taken to have it wound up as there was no business or business prospects to justify its continued existence. A copy of the resolution dated **3 June 2014** was annexed to the Verifying Affidavit as **Annexure 2**.

[4] The Petition was duly advertised both in the Kenya Gazette of **21 November 2014** vide **Gazette Notice No. 8484** and in one of the Daily Newspapers. Thus far, there has been no Notice of Intention to Appear or any Replying Affidavit in resistance of the Petition.

[5] It is noteworthy that this Petition was filed prior to the coming into force of the Companies Act, No. of 2015, and hence is governed by the repealed **Companies Act, Chapter 486 of the Laws of Kenya** by dint of **Section 734(2) of the Insolvency Act, 2015** and **Section 219(a) of the repealed Companies Act**, provided that:

**"A company may be wound up by the court if the company has by special resolution resolved that the company be wound up by the court..."**

Accordingly, I would grant the Petition and make orders in respect thereof as hereunder:

- (a) That the Company be wound up and that a Winding up Order do issue for the winding up of Athi Valley Limited by the court in accordance with Section 219(a) of the Companies Act, Chapter 486 of the Laws of Kenya (now repealed);**
- (b) That the Official Receiver be and is hereby appointed as the Liquidator herein pursuant to Section 230 of the Companies Act, Chapter 486 of the Laws of Kenya (now repealed) for the purposes of the winding up of the company;**
- (c) That a Final Report on the winding up be submitted to the Court in a period of six months, and that the matter be mentioned for that purpose on 25 January 2017;**
- (d) The costs of the Petition be paid by the Company.**

**Orders Accordingly.**

**SIGNED, DATED AND DELIVERED AT NAIROBI THIS 27<sup>th</sup> DAY OF JULY 2016**

**OLGA SEWE**

**JUDGE**