



**REPUBLIC OF KENYA**  
**IN THE HIGH COURT OF KENYA AT NAIROBI**  
**MILIMANI COMMERCIAL COURTS AND TAX DIVISION**  
**MISC APPL. NO. 460 OF 2010**

MARY NJOKI KIMANI..... 1ST APPLICANT

SAMUEL MWANGI NDIRANGU..... 2ND  
APPLICANT

VERSUS

REGISTRAR OF COMPANIES.....RESPONDENT

**DIRECTIONS**

1. This matter was coming up for ruling but because of the facts that I will highlight, it was not possible to deliver a well reasoned ruling that can guide the applicants in holding a credible annual general meeting of the company. Briefly stated, this Originating Summons is filed under Rules 4 and 9 (h) of the Companies (High Court Rules) and Section 135 of the Companies Act. The applicants are seeking for an order that an annual general meeting of Mbo-I-Kamiti Farmers Limited be ordered to take place to be conducted by the Registrar of Companies.

2. This application is instituted by Mary Njoki Kimani and Samuel Mwangi Ndirangu. It is supported by the affidavit of Mary Njoki Kimani who has given a chronology of a long history of a protracted dispute between the share holders of the company who are engaged in internal wrangles. The Shareholders are divided into several camps that are engaged in perpetual wrangles and internal and external squabbles for the control and management of the Company. Over the years several suits have been filed and almost a dozen suits are pending before this court and others have been determined. What is of serious concern to this court is that some of the orders made by this court have not been complied with. The most recent is HC. Miscellaneous No. 258 of 2009 in which Wendoh, J ordered on 19th February 2010 that parties should hold elections in accordance with the Companies Articles of Association. The same order was also made in HCCC No. 1287 of 2008.

3. Upon scrutiny of this matter and in view of the protracted nature of the dispute between the shareholders and the directors, the suspicion that run deep between the shareholders and also the Registrar of Companies, I find that it is necessary to request the parties to provide this court with the details of the current directors. I am of the considered opinion that this application should also be served upon the current directors who ought to offer an explanation why an annual general meeting of the company has not been convened as ordered by Wendo J. I also direct that the Registrar of Companies do file a report by way of an affidavit containing the information on the current status of the company.

4. I find the information availed in support of this application inadequate and pursuant to the inherent powers under Section 1(A) and 1(B) of the Civil Procedure Act, I decline to grant final orders in this matter and request for further information. This ruling is therefore on directions a final ruling shall be made once the application is served upon the directors of the company and the Registrar of Companies has filed an affidavit as directed. The costs of this application shall be in cause.

**DIRECTIONS READ AND SIGNED ON THE 24TH SEPTEMBER 2010.**

**M. K. KOOME**

**JUDGE**