



REPUBLIC OF KENYA



KENYA LAW
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**Omollo & another v Official Receiver (Insolvency Petition E001 of 2025)
[2025] KEHC 14959 (KLR) (24 October 2025) (Judgment)**

Neutral citation: [2025] KEHC 14959 (KLR)

**REPUBLIC OF KENYA
IN THE HIGH COURT AT SIAYA
INSOLVENCY PETITION E001 OF 2025
DK KEMEL, J
OCTOBER 24, 2025**

BETWEEN

WILLIAM NDINYA OMOLLO 1ST APPLICANT

PETER OWINO KACHERO 2ND APPLICANT

AND

OFFICIAL RECEIVER RESPONDENT

JUDGMENT

1. The Petitioners herein William Omollo Ndinya and Peter Owino Kachero, have filed the instant petition seeking the following orders:
 - i. That the Court makes an order for liquidation of Nya Ugenya Express Ltd which had been incorporated on the 30th day of April 2009.
 - ii. Makes other such orders as may be necessary and just in the premises.
2. The Petitioners averred inter alia; that their company namely Nya Ugenya Express Ltd was incorporated on 30th April 2009; that the registered office for the company is P.O. BOX 760 Yala; that the nominal capital for the company is NILL; that the paid-up capital or credited as paid up capital is Nil; that the company does not operate any business as none took off; that the company does not own any property; that the directors of the company have resolved to have the company liquidated; that the Petitioners therefore pray that the orders sought be granted.
3. The Petition is supported by a verifying affidavit of the Petitioners dated 30/1/2025 confirming the correctness of the averments in the petition.
4. The Petitioners further filed a joint witness statement dated 9th May 2025. In the statement, they averred that the company never carried out any business to date. That the company does not own any property and has no outstanding debts. They further averred in the statement that the directors held



a meeting on 7/11/2024 and resolved to have the company liquidated as per the Directors' minutes dated 7/11/2024.

5. The petition is unopposed.
6. The Petitioners filed their joint submissions dated 24th July 2025.
7. In the submissions, the Petitioners reiterate the contents of the petition and the witness statement and pray that the orders sought be granted.
8. I have considered the petition and the submissions on record and find the issue for determination is whether the petition has merit.
9. The Petition was duly served upon the Respondent who has not filed any response and hence the same technically remains unopposed. It is noted that the application relates to an application by a company seeking for a voluntary liquidation. Under section 424 (1) of the *Insolvency Act*, a company may be liquidated by the court if-
 - a) the company has by resolution resolved that the company be liquidated by the court.
.....
.....
 - g) that the court is of the opinion that it is just and equitable that the company should be liquidated.

The Petitioners who are the directors of the company have made the requisite declaration after passing a resolution vide a meeting held on 7/11/2024 to have the company liquidated on the grounds that the company did not get into operation and has been dormant all along and is not indebted to anyone and hence the need to wind it up.

10. It is noted that the provisions of section 424 (1) of the *Insolvency Act* provides that there must be a special resolution of the company through its directors. I have perused the resolutions of the company dated 7/11/2024 held at Yala House in Yala town, Siaya County and note that the agenda was one namely, the opening of and operating E-Citizen Account. Indeed, that resolution was made and that one of the directors William Ndinya Omolo of ID No. 10972791 was allowed and authorized to open and operate E-Citizen Account in respect of Ugenya Express Ltd. There was no other resolution or business on that date. As no resolution was made regarding the need to have the company liquidated, I find that the Petition herein lacks merit. Indeed, no valid reason has been advanced by the Petitioners to support the prayer for voluntary liquidation in the absence of clear resolution made by the company in that regard.
11. In the result, it is my finding that the Petitioners' Petition dated 30/1/2025 is bereft of any merit. The same is dismissed with no order as to costs.

DATED AND DELIVERED AT SIAYA THIS 24TH DAY OF OCTOBER 2025.

D. KEMEI

JUDGE

In the presence of:

Achieng.....for Petitioners

N/A.....Respondent



Kimaiyo/Maureen.....Court Assistant

