



**Galot v Galot & 2 others; Galot & 5 others (Contemnor) (Civil Case E256 of 2024)
[2025] KEHC 17848 (KLR) (Commercial and Tax) (28 November 2025) (Ruling)**

Neutral citation: [2025] KEHC 17848 (KLR)

**REPUBLIC OF KENYA
IN THE HIGH COURT AT NAIROBI (MILIMANI COMMERCIAL COURTS)
COMMERCIAL AND TAX
CIVIL CASE E256 OF 2024
FG MUGAMBI, J
NOVEMBER 28, 2025**

BETWEEN

NARENDRA GALOT PLAINTIFF

AND

MOHAN GALOT 1ST DEFENDANT

JOPHECE YOGO 2ND DEFENDANT

MANCHESTER OUTFITTERS LIMITED 3RD DEFENDANT

AND

MOHAN GALOT CONTEMNOR

JOPHECE YOGO CONTEMNOR

AVIN GALOT CONTEMNOR

RITA GALOT CONTEMNOR

PUSHPINDER SINGH MANN CONTEMNOR

RAJEEV MODI CONTEMNOR

RULING

Background and Introduction

1. The court is seized of two applications filed by the plaintiff, dated 19th February 2025 and 8th September 2025 respectively.



2. Both applications are brought pursuant to Order 40 Rule 3 and Order 51 of the Civil Procedure Rules and are substantially similar in substance. They seek reliefs against the cited contemnors for alleged contempt of the Court's orders issued on 14th May 2024 and confirmed on 11th July 2024.
3. In particular, the plaintiff prays that the contemnors be committed to prison for a period of six months or, in the alternative, be fined Kshs. 10,000,000/= or such other sum as the Court may deem fit. The plaintiff further seeks a declaration that the purported changes in the share capital and shareholding effected on 29th July 2024 be declared null and void and expunged from the records of the 3rd defendant and the Registrar of Companies. The applications also seek to have the contemnors bear the costs of the applications.
4. Both applications are supported by affidavits sworn by the plaintiff, Narendra Galot, on 19th February 2025 and 8th September 2025 respectively. The plaintiff's case is that by a Notice of Motion dated 4th May 2024, he sought temporary injunctive orders restraining the defendants from convening or holding a general meeting of the 3rd defendant scheduled for 18th May 2024. Those orders were granted on 14th May 2024 and subsequently extended on 11th July 2024 pending the hearing and determination of the suit. It is averred that the defendants, having been duly served, appeared in court and conceded to the application, and the injunction was preserved pending determination of the suit.
5. The plaintiff contends that notwithstanding the subsistence of these clear and unambiguous orders, the 1st and 2nd defendants, together with their associates, in blatant disobedience and contempt of court, purported to convene an unlawful general meeting of the 3rd defendant on 29th July 2024. At that meeting, they allegedly increased the company's authorized share capital by Kshs. 40,000,000 divided into 4,000 ordinary shares, and thereafter on 2nd August 2024 allotted the entire additional shares exclusively to the 1st defendant.
6. The plaintiff asserts that this was done with the sole intention of diluting the shareholding of other members and fraudulently assuming full control of the company.
7. He maintains that the purported general meeting and subsequent allotment were not only held in express violation of subsisting court orders but were also illegal, null and void for want of the requisite special resolution, given that only two management shareholders, the plaintiff and the 1st defendant, are entitled to vote, and thus the meeting could not muster the statutory 75% threshold. The plaintiff further avers that the contemnors nonetheless caused the impugned changes to be registered at the Companies Registry, thereby compounding the contempt.
8. On these grounds, the plaintiff urges the Court to protect the integrity of its process by declaring the actions of 29th July and 2nd August 2024 void, restoring the status quo ante, and ensuring compliance with the subsisting injunctive orders.
9. The applications were opposed. The 6th cited contemnor, Rajeev Modi, filed a replying affidavit sworn on 24th October 2025 in which he adopted the averments of Jophece Yogo, Pushpinder Singh Mann, Avin Galot and Rita Galot. He contended that the plaintiff had filed two separate contempt applications arising from the same facts, which he characterized as an abuse of the court process.
10. He maintained that he was not a party to the suit, that no valid orders existed against him, that he had not been served with any orders, and that he had not disobeyed any such orders. Without prejudice to that position, he argued that the orders relied upon by the plaintiff were temporary injunctive orders restraining the convening or holding of a special general meeting of the 3rd defendant scheduled for 18th May 2024, and that no evidence had been produced to show that he convened or held such a meeting.



11. He emphasized that the orders did not extend to annual general meetings or board meetings, which are distinct, and concluded that the matters raised fell outside the scope of a contempt application.
12. Similarly, Avin Galot opposed the applications in a replying affidavit sworn on 24th October 2025. He adopted the averments of the other cited contemnors and reiterated that the filing of two identical applications was an abuse of process. He argued that he was never served with the impugned orders, that no evidence had been tendered to show that any special general meeting took place, and that the plaintiff improperly sought to expand the scope of the orders to cover annual general meetings and board meetings.
13. Rita Galot also opposed the applications in an affidavit sworn on 24th October 2025. She stated that she was never a party to the proceedings and had not been served with the orders of 14th May 2024. She confirmed that the scheduled special general meeting of 18th May 2024 was withdrawn and no such meeting took place. She maintained that any changes in share capital occurred at an annual general meeting initiated by the plaintiff himself, and argued that the plaintiff had deliberately conflated SGMs and AGMs to mislead the court. She characterized the filing of two applications as an abuse of process.
14. Pushpinder Singh Mann likewise opposed the applications in an affidavit sworn on 24th October 2025. He adopted the previous averments and stated that he had never convened or held the alleged special general meeting of 18th May 2024. He contended that the orders applied only to that specific meeting, that he was never served, and that the applications were a malicious attempt to challenge company decisions through contempt proceedings rather than through a substantive hearing. He emphasized that courts only restrain specific meetings, not the general operation of a company, and concluded that the applications amounted to an abuse of process.
15. In rebuttal, the plaintiff filed a supplementary affidavit dated 30th October 2025. He maintained that the cited contemnors' own averments amounted to an admission of contempt, in that they acknowledged holding a general meeting of the 3rd defendant notwithstanding subsisting injunctive orders. The plaintiff emphasized that under the *Companies Act* and the company's articles of association, the classification of a meeting, whether special, annual, or extraordinary, does not alter its essential character as a meeting of members convened to deliberate on specific agenda items.
16. He rejected the contemnors' contention that absence of personal service of the orders issued on 14th May 2024 and extended on 11th July 2024 shielded them from liability. He asserted that the 1st, 2nd and 3rd defendants were duly served, represented by counsel, and had attended court to concede to the extension of the orders, a fact not disputed by the contemnors. He further argued that the injunctive orders applied directly to Jophece Yogo and extended to the agents and servants of the 3rd defendant, which included the contemnors.
17. The plaintiff contended that the contemnors deliberately disobeyed the court's orders by attempting to re-characterize the prohibited meeting as an "annual general meeting," despite the orders expressly restraining them from holding any general meeting to transact certain agenda items. He maintained that the contemnors' reliance on semantics, misinterpretation of the orders, and assertions regarding non-service or their status as directors were misleading and demonstrated willful defiance of the court's injunction.
18. He concluded that disobedience of court orders is a grave matter, that the contemnors' actions were deliberate, and that the Court is fully empowered to enforce its authority by imposing appropriate sanctions, including nullification of any resolutions passed in contempt.



Analysis and Determination

19. I have carefully considered the two applications dated 19th February 2025 and 8th September 2025, the supporting and supplementary affidavits sworn by the plaintiff, the replying affidavits sworn by the cited contemnors, and the rival submissions placed before the Court.
20. The central issue for determination is whether the cited contemnors are guilty of contempt of the injunctive orders issued on 14th May 2024 and extended on 11th July 2024, and if so, what remedies are appropriate.
21. The Supreme Court elaborated on the significance of contempt proceedings in *Republic V Ahmad Abolfathi Mohammed & Another*, [2019] eKLR. It emphasized that contempt of court is not merely a procedural issue but an affront to judicial authority itself. The court underscored three key objectives of imposing penalties for contempt: to vindicate the authority of the court, to promote honourable conduct among advocates as officers of the court, and to safeguard judicial processes to ensure compliance. In doing so, the court highlighted that contempt proceedings are essential to sustaining the rule of law and the proper administration of justice.
22. The principles governing civil contempt were clearly articulated in the case of *North Tetu Farmers Co Ltd V Joseph Nderitu Wanjohi*, [2016] eKLR, where the court held that four essential elements must be established before a finding of civil contempt can be made. First, the terms of the court order must be clear, unambiguous, and binding on the respondent. Second, the respondent must have knowledge of, or proper notice of, the order. Third, there must be proof that the respondent acted in breach of the order. Finally, the breach must be shown to have been deliberate.
23. In the present case, the orders of 14th May 2024 were clear in restraining the convening or holding of a general meeting of the 3rd defendant scheduled for 18th May 2024 or any other date. The plaintiff argues that the contemnors' subsequent meeting of 29th July 2024 fell within the scope of those orders, while the contemnors insist that the orders were limited to the specific meeting of 18th May 2024. The Court must therefore determine whether the subsequent meeting was within the ambit of the injunction.
24. Having considered the wording of the orders and the circumstances and context of the application, I find that the orders were directed at restraining the defendants from convening or holding a general meeting to transact certain agenda items pending determination of the suit. Amongst the matters in issue was the increase of the 3rd defendant's share capital.
25. The attempt by the contemnors to re-characterize the meeting of 29th July 2024 as an annual general meeting does not alter the fact that it was a meeting of members convened to deliberate on matters directly related to the subject of the injunction as evidenced in the Notice of the impugned meeting. The orders were not limited to a single date but were extended on 11th July 2024 to preserve the status quo until determination of the suit.
26. In company law, it is well established that although a company exists as a separate legal entity distinct from its directors and shareholders, it can only act through its agents, who constitute its mind and will. In the present matter, the contemnors, having purported to act as agents of the 3rd defendant, were unquestionably bound by the court's orders. They cannot evade liability by resorting to semantics or by alleging lack of service, particularly in circumstances where the defendants were duly represented by counsel and expressly conceded to the extension of those orders.



27. I am therefore satisfied that the contemnors deliberately disobeyed the Court's orders by convening and participating in the meeting of 29th July 2024 and effecting changes in shareholding contrary to the injunction. Their conduct amounts to contempt of court.

Disposition

28. Accordingly, I find the cited contemnors guilty of contempt of the orders of this Court issued on 14th May 2024 and extended on 11th July 2024. In order to uphold the authority of the Court and protect the integrity of its process, I will hear the contemnors in mitigation before pronouncing the appropriate sanction. It is so ordered.

DATED, SIGNED AND DELIVERED AT NAIROBI THIS 28TH DAY OF NOVEMBER 2025.

F. MUGAMBI

JUDGE

