

REPUBLIC OF KENYA

IN THE HIGH COURT OF KENYA AT NAIROBI
MILIMANI COMMERCIAL AND TAX DIVISION
MISCELLANEOUS APPLICATION NO. E118 OF 2026

IN THE MATTER OF THE COMPANIES ACT CAP 486, LAWS OF KENYA
AND
IN THE MATTER OF TRANSFER OF ONE (1) ORDINARY SHARE HELD BY
DECEASED PERSON IN ORION HOTELS PROPERTIES LIMITED
AND
IN THE MATTER OF SECTION 56 OF THE TRUSTEES ACT CAP 176

ANDREW STUART.....1ST

APPLICANT

ORION HOTELS PROPERTIES LIMITED.....2ND

APPLICANT

-VERSUS-

REGISTRAR OF
COMPANIES.....
RESPONDENT

RULING

1. The Applicants have moved this Court under Section 103 of the Companies Act, 2015, Section 56 of the Trustees Act, Cap 176, and

Order 51 Rule 1 of the Civil Procedure Rules, seeking orders to transfer one (1) ordinary share registered in the name of the late **Philip John Ransley** to **Zehrabanu Janmohamed**, the nominee of the First Applicant.

2. The application is supported by the Certificate of Urgency, Notice of Motion, and the Supporting Affidavit of Andrew Stuart, together with annexures including the Certificate of Incorporation, Trust Deed, CR12, and Death Certificate of the deceased.
3. Upon perusal of the pleadings filed herein, the court notes that the sole issue for determination is whether the application is merited.
4. The uncontroverted evidence shows that the late Philip John Ransley held one (1) share in **Orion Hotels Properties Limited** as trustee for the First Applicant, pursuant to a written Declaration of Trust. The Declaration of Trust dated 31st September 2012 expressly provides that the share was held for the benefit of Andrew Stuart, with all dividends and rights accruing thereto belonging to him.
5. The death certificate annexed confirms that Mr. Ransley passed away on 25th June 2020 in the United Kingdom. The CR12 issued by the Registrar of Companies still reflects the estate of the deceased as a shareholder, thereby impeding the company's operations and frustrating investment opportunities.
6. The Applicants have demonstrated that the share was never beneficially owned by the deceased and therefore does not form part of his estate for purposes of succession. Section 56 of the Trustees Act empowers this Court to make orders for the vesting or transfer of trust property where the trustee is deceased. Similarly, Section 103 of the

Companies Act authorizes the Court to direct rectification of the register of members where entries are incorrect or prejudicial.

7. On the evidence presented, the Court finds no prejudice will be occasioned to any party if the orders sought are granted, as the beneficial ownership of the share has always resided with the First Applicant.
8. The Respondent's Counsel, who appeared upon service pursuant to the directions of this Court, confirmed to Court that they were not opposed to the Application. The Court therefore finds no reason to decline the same.

Disposition

9. Accordingly, the Court makes the following orders: -
 - i. The Declaration of Trust dated 31st September 2012 between Andrew Stuart and the late Philip John Ransley is hereby revoked.
 - ii. The one (1) ordinary share registered in the name of the late Philip John Ransley in **Orion Hotels Properties Limited** shall forthwith revert to the First Applicant, Andrew Stuart, or his nominee, **Zehrabanu Janmohamed**.
 - iii. The Registrar of Companies is hereby directed to rectify the register of members of Orion Hotels Properties Limited to reflect the transfer of the said share to **Zehrabanu Janmohamed**.
 - iv. No orders as to costs
10. It is so ordered.

SIGNED, DATED, and DELIVERED IN VIRTUAL COURT THIS

26TH FEBRUARY 2026

ADO MOSES

JUDGE

In the presence of: -

C/A - Moses

Janmohamed SC.....for the Applicant

Odhiambo.....for the Respondent

ORIGINAL FILE