



REPUBLIC OF KENYA



**Njeri & 2 others v Registrar of Companies (Miscellaneous Civil Application E058 of 2026)  
[2026] KEHC 1078 (KLR) (Commercial & Admiralty) (27 January 2026) (Ruling)**

Neutral citation: [2026] KEHC 1078 (KLR)

**REPUBLIC OF KENYA  
IN THE HIGH COURT AT NAIROBI (MILIMANI COMMERCIAL COURTS)  
COMMERCIAL AND ADMIRALTY  
MISCELLANEOUS CIVIL APPLICATION E058 OF 2026**

**MA OTIENO, J**

**JANUARY 27, 2026**

**BETWEEN**

**GEORGE KINYANJUI NJERI ..... 1<sup>ST</sup> APPLICANT**

**IDEAL PROPERTIES LIMITED ..... 2<sup>ND</sup> APPLICANT**

**STIMA DT SACCO SOCIETY LIMITED ..... 3<sup>RD</sup> APPLICANT**

**AND**

**REGISTRAR OF COMPANIES ..... RESPONDENT**

**RULING**

**Introduction**

1. Before this Court is a Notice of Motion dated 26th January 2026 brought under Sections 885 and 888 of the *Companies Act* (Cap 486, Laws of Kenya), Section 3A of the *Civil Procedure Act*, and all other enabling provisions of the law.
2. The Applicants seek extension of time to register a Debenture dated 31st October 2025 executed by the 1st and 2nd Applicants in favour of the 3rd Applicant, securing an aggregate borrowing of Kshs. 7,000,000.
3. The application is supported by the affidavit of learned counsel, Njuguna A. Njeri, who avers that the delay in registration was occasioned by procedural and administrative constraints, including the requirement for the Applicants to register on the Ardhisasa platform and delays in stamping at the Lands Registry.
4. It is contended that unless the Court grants the extension sought, the Debenture risks being rendered void against the liquidator, creditors, and third parties, thereby exposing the Applicants and the Chargee to substantial prejudice.



## Analysis and Determination

5. From the application and affidavit material, the Court considers that the sole issue requiring determination is “whether the Applicants have laid a sufficient basis for enlargement of time to register the debenture outside the statutory period.”
6. Section 885 of the *Companies Act* requires registration of charges and debentures within thirty (30) days of their creation, failing which the instrument becomes void against the liquidator and creditors. However, Section 888 empowers the Court to extend the time for registration upon sufficient cause being shown.
7. In the present case, the Applicants have explained that the Debenture was executed on 31st October 2025, forwarded for stamping, and returned on 20th November 2025. By then, the statutory period had lapsed. The delay was compounded by the requirement to obtain Ardhisasa IDs, which was only completed on 1st December 2025.
8. On the evidence presented, the Court is satisfied that the delay was neither deliberate nor inordinate but arose from genuine administrative and procedural hurdles.
9. Importantly, no evidence has been placed before the Court to suggest that any creditor or third party has suffered prejudice as a result of the delay. On the contrary, the 3rd Applicant stands to suffer substantial prejudice if the Debenture is rendered void.
10. The Respondent, being a statutory office, will not suffer prejudice if the extension is granted, as the registration merely regularizes the Applicants’ compliance with the law.
11. It is deponed that the late release prevented timely presentation to the Companies Registry within the statutory period. The Affidavit confirms the First Legal Charge is already registered at the Makueni Land Registry, and asserts no prejudice will befall any party if time is enlarged.
12. Accordingly, the Court finds merit in the Motion and makes the following Orders:
  - i. The time for registration of the Debenture dated 31st October 2025 made by the 1st and 2nd Applicants in favour of the 3rd Applicant is hereby extended by thirty (30) days from the date of this ruling.
  - ii. Upon registration within the extended period, the Debenture shall be deemed to have been duly presented and registered within the period prescribed under Section 885 of the *Companies Act*.
  - iii. There shall be no order as to costs.
  - iv. There shall be no orders as to costs.
13. It is so ordered.

**SIGNED, DATED, AND DELIVERED IN VIRTUAL COURT THIS 27<sup>TH</sup> JANUARY 2026**

**ADO MOSES**

**JUDGE**

