

**REPUBLIC OF KENYA**  
**IN THE HIGH COURT OF KENYA AT NAIROBI**  
**MILIMANI COMMERCIAL & TAX DIVISION**  
**MISCELLANEOUS CIVIL APPLICATION NO. E312 OF 2026**

**IN THE MATTER OF THE COMPANIES ACT, NO. 17 OF 2015**  
**AND**  
**IN THE MATTER OF AN APPLICATION FOR RECTIFICATION OF THE**  
**REGISTER**  
**AND**  
**IN THE MATTER OF THE 3RD FURTHER ALL ASSETS DEBENTURE**  
**DATED 26TH FEBRUARY 2026**

**CO-OPERATIVE BANK OF KENYA LIMITED .....**  
**APPLICANT**  
**VERSUS**  
**ALAN DICK & COMPANY (EAST AFRICA) LIMITED.....**  
**RESPONDENT**

**RULING**

1. The Applicant, **Co-operative Bank of Kenya Limited**, moved this Court by a **Notice of Motion dated 12th March 2026**, brought under Section 888 of the Companies Act, 2015, Order 51 Rule 1 of the Civil Procedure Rules, and Sections 1A, 1B and 3A of the Civil Procedure Act seeking, principally, an order directing the Registrar of Companies to rectify the Certificate of Registration of Charge dated 4th

March 2026 relating to the 3rd Further All Assets Debenture dated 26th February 2026.

2. The Application is premised on the grounds set out on its face and supported by the Supporting Affidavit sworn on the same date by **Hilda Andeso Obiri, Advocate.**
3. According to the Supporting Affidavit sworn by **Hilda Andeso Obiri**, the Respondent, **Alan Dick & Company (East Africa) Limited**, on **26th February 2026**, executed a **3rd Further All Assets Debenture** in favour of the Applicant, securing a principal facility amount of **Kshs. 1,900,000,000.**
4. Following execution, the Applicant lodged the debenture for registration with the Registrar of Companies pursuant to **Sections 878 and 884 of the Companies Act, 2015**, as part of the statutory perfection requirements governing registration of charges.
5. However, when the Registrar issued the Certificate of Registration of Charge dated 4th March 2026 (**Reference ENC-97EHB6P**), the Certificate erroneously reflected the secured amount as **Kshs. 6,200,000,000**, instead of the intended and contractually agreed sum of **Kshs. 1,900,000,000**. The corresponding **Form CR25**, annexed as **"HAO-2B"**, similarly reproduced the inaccurate figure.
6. Ms. Obiri contends that the misstatement arose from an inadvertent clerical or typographical error, and was not reflective of the parties' intentions nor the contents of the debenture instrument itself.
7. It is further deponed by Ms. Obiri that upon discovering the error, the Applicant promptly engaged the Registrar of Companies seeking

administrative correction. The Registrar, however, advised that the Companies Registry could not amend the entry without a court order, thus necessitating the present Motion.

8. The Applicant contends that the Respondent has consented to the rectification sought.
9. Having considered the Application, the Affidavit in support, and the applicable law, the Court finds that the sole issue for determination is: whether the Court should grant an order under Section 888 of the Companies Act, 2015 directing rectification of the Certificate of Registration of Charge to reflect the correct secured sum of Kshs. 1,900,000,000.

10. The applicable statutory scheme is Sections 885 and 888 of the *Companies Act*, 2015. Section 888 provides as follows; -

“888.Rectification of register of charges:

1. A company or interested person who claims that a failure to register a charge before the deadline for registration, or an omission or misstatement of a particular with respect to any such charge or in a memorandum of satisfaction or release -
  - a. was accidental or due to inadvertence or to some other reasonable cause; or
  - b. is not of a nature to prejudice the position of creditors or members of the company, may apply to the Court for an order under subsection.
2. If, on the hearing of an application made under subsection (1), the Court is satisfied-
  - a. that the failure, or the omission or misstatement-

- i. was accidental or due to inadvertence or to some other reasonable cause; or
    - ii. is not of a nature to prejudice the position of creditors or members of the company; or
  - b. that on other grounds it is just and equitable to grant relief, the Court may, subject to such conditions (if any) as it considers fair and reasonable, order the deadline for registration to be extended, or the omission or misstatement to be corrected.”
11. From the above, it is clear that Section 888 of the Companies Act, 2015 empowers the Court to order rectification of the register where:
- i. There has been a clerical or typographical error;
  - ii. Such error does not reflect the true intention of the parties; and
  - iii. No prejudice will be suffered by any party.
12. The evidence presented, including the debenture instrument (*HAO-1*), the erroneous CR 25 and Certificate of Registration (*HAO-2A*, *HAO-2B*, *HAO-2C*), and the Supporting Affidavit, establishes beyond controversy that:
- i. The secured amount intended by the parties under the debenture is **Kshs. 1,900,000,000**.
  - ii. The reflected sum of **Kshs. 6,200,000,000** is the result of an inadvertent clerical error during registration.
  - iii. The Respondent does not oppose the rectification.; and
  - iv. That no third-party rights have been shown to be affected.

13. It is further clear from the record, as presented by the Applicant that the erroneous entry has impeded lawful disbursement of the facility and thus prejudices both parties if left uncorrected.
14. Courts have consistently held that where rectification merely aligns the register with the true intention of the parties, and no prejudice is shown, the Court ought to grant the orders sought - see for example [In re Bettevest Investment Ltd \[2025\] KEHC 16460 \(KLR\)](#) and [In re ABSA Bank Kenya Plc \[2026\] KEHC 148 \(KLR\)](#), where this Court allowed substantially similar applications.
15. I am therefore satisfied that the Application is merited. Accordingly, I allow the same and hereby issue the following final orders: -
- i. The Certificate of Registration of Charge dated 4th March 2026 (**Reference ENC-97EHB6P**) issued in respect of the 3rd Further All Assets Debenture dated 26th February 2026 is hereby ordered to be rectified to reflect the correct secured sum of Kenya Shillings One Billion Nine Hundred Million (Kshs. 1,900,000,000).
  - ii. The Registrar of Companies is hereby directed to amend the Register of Charges and issue a corrected Certificate of Registration to reflect the correct secured sum.
  - iii. The corrected Certificate shall be deemed to take effect as at **4th March 2026**, being the original registration date.
  - iv. There shall be no order as to costs.
16. Orders accordingly.

**SIGNED, DATED, and DELIVERED IN VIRTUAL COURT THIS**

**12<sup>TH</sup> MARCH 2026**

A handwritten signature in blue ink, appearing to read 'Ado Moses', is centered on the page. The signature is stylized with a large initial 'A' and a long horizontal stroke.

**ADO MOSES**

**JUDGE**

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