



REPUBLIC OF KENYA



KENYA LAW
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**In re Geokim Supplies Sez Company Limited (Miscellaneous Civil Application E454 of 2026)
[2026] KEHC 6012 (KLR) (Commercial & Admiralty) (27 April 2026) (Ruling)**

Neutral citation: [2026] KEHC 6012 (KLR)

**REPUBLIC OF KENYA
IN THE HIGH COURT AT NAIROBI (MILIMANI COMMERCIAL COURTS)
COMMERCIAL AND ADMIRALTY
MISCELLANEOUS CIVIL APPLICATION E454 OF 2026**

BK NJOROGE, J

APRIL 27, 2026

**IN THE MATTER OF SECTION 885 AND 888 OF
THE COMPANIES ACT, 2015 LAWS OF KENYA**

AND

**IN THE MATTER OF AN APPLICATION FOR EXTENSION OF TIME FOR
REGISTRATION OF A FURTHER ALL ASSET (FIXED AND FLOATING)
DEBENTURE CHARGE IN FAVOUR OF EQUITY BANK (KENYA) LIMITED**

RULING

1. This Ruling pertains to the Applicant's *ex parte* Notice of Motion dated 22nd April, 2026, brought pursuant to Sections 885 and 888 of the *Companies Act* 2015, Order 50 Rule 1 of the Civil Procedure Rules and Section 3A of the *Civil Procedure Act*. Through the said application, the Applicant has moved this Court seeking the following reliefs:
 - a. Spent.
 - b. That this Honourable Court be pleased to extend the time for registration of the Further All Asset (Fixed and Floating) Debenture Charge dated 28th February, 2026 in favour of Equity Bank (Kenya) Limited over the Borrower's existing and future assets for such period as this Court shall deem appropriate.
 - c. That the costs of this application be provided for
2. This Application was supported by the sworn affidavit of JACKLYNE WANJIRU KINYANJUI, an Advocate of the High Court of Kenya, dated the same day as the Application. Ms. KINYANJUI practices in the firm of M/s Muchemi & Co Advocates, who have conduct of this matter on behalf of the Applicant.



Issues For Determination

3. The Court has carefully considered the Motion, the statutory provisions cited, the Supporting Affidavit, and the annexures thereto. Upon such consideration, the Court is of the view that only one issue arises for determination:
 - a. Whether leave should be granted to the Applicant to register the Further All Asset (Fixed and Floating) Debenture Charge dated 28th February, 2026 at the Companies Registry out of time.

Analysis

4. Pursuant to Section 884 of the *Companies Act*, the Registrar of Companies is mandated to maintain a register of charges, register such charges, issue certificates of registration thereof, and authenticate the same with the Registrar's Official Seal. Under Section 885 of the Act, the statutory timeline for registration of a charge is thirty (30) days from the date of its creation. In the event of non-compliance, Section 888(1) of the *Companies Act* empowers any interested party or the company itself to apply to the Court for an extension of the prescribed period for registration.
5. Further, when considering an extension under Section 888, the Court examines whether the delay was accidental or reasonably explained, whether it prejudiced creditors or members, whether granting the extension is just and fair, and whether the omission is rectifiable. This requirement that such a charge must be registered with the Registrar of Companies within thirty (30) days from the date of its creation is statutory and not discretionary. It is evident that the parties have complied with all the necessary legal requirements in the creation of the charge, save for the registration, which was delayed due to reasons sufficiently explained and which were beyond their control.
6. In her affidavit, Counsel for the Applicant deponed that her Firm received instructions from EQUITY BANK (KENYA) LIMITED ("the Bank") to prepare a Further All Asset (Fixed and Floating) Debenture Charge over the Borrower's existing and future assets to be registered and stamped in its favour. The Law Firm sought exemption from payment of stamp duty on the security documents and the same was granted on 13th March, 2026. Counsel initiated an application for registration of the Debenture at companies' registry on 27th March 2026, which stated date was within the thirty (30) days statutory period from 13th March, 2026.
7. That the statutory period lapsed before registration could be concluded. In light of the lapse of the statutory period, the Applicant hereby makes this application praying that this Court does direct the Registrar of Companies to register the Further All Asset (Fixed and Floating) Debenture Charge herein in favour of the Bank. It is pleaded that this application has been brought timeously and in good faith. That it would be in the interest of justice for this Honourable Court to allow this application and to grant the orders sought herein.
8. Counsel averred that, while they were able to obtain duly registered security documents from the Lands Registry, they were unable to register the Further All Asset (Fixed and Floating) Debenture Charge at the Companies Registry as the statutory period for such registration had already lapsed during the period taken to assess, stamp, and register the Further All Asset (Fixed and Floating) Debenture Charge at the Lands Office. Pursuant to Section 885 of the *Companies Act*, No. 17 of 2015, the Company was required to register the Further All Asset (Fixed and Floating) Debenture Charge with the Registrar of Companies within thirty (30) days from the date of its creation. The delay in presenting the Charge for registration at the Companies Registry was occasioned by delays in the registration process, which delay was unintentional and beyond the control of both the Applicant and the Chargor.



9. The omission in the present case pertains solely to the failure to register the Further All Asset (Fixed and Floating) Debenture Charge at the Companies Registry within the statutory period prescribed under Section 885 of the Companies Act. Notwithstanding this procedural lapse, the Further All Asset (Fixed and Floating) Debenture Charge was duly executed, assessed for stamp duty, duly franked, and registered at the Lands Registry. The omission is therefore procedural in nature and, in the Court's view, clearly rectifiable. While it is acknowledged that non-registration at the Companies Registry may affect the enforceability of the Further All Asset (Fixed and Floating) Debenture Charge as against third parties, the failure to comply with the prescribed timeline was neither wilful nor negligent. In the circumstances, the delay should not defeat an otherwise valid security instrument. This approach aligns with the provisions of Article 159(2)(d) of the Constitution, which enjoins Courts to administer justice without undue regard to procedural technicalities, and with the general principles of the Companies Act, which favour the promotion of substantive rights and commercial certainty.
10. There is no evidence on record to suggest that the delay in registration has occasioned any prejudice to the company's creditors or members. On the contrary, the regularisation of the registration will enhance the protection of the lender's interest and promote commercial transparency. The affidavit and annexures confirm that all substantive steps in the creation of the Further All Asset (Fixed and Floating) Debenture Charge, execution, stamping, and registration at the Lands Registry, were duly undertaken in a timely manner, save for the Companies Registry filing. Accordingly, the Court is satisfied that the Applicant has provided a reasonable explanation for the delay, that the omission is capable of remedy, and that no prejudice has been occasioned to any party. The Court therefore finds it just and equitable to exercise its discretion under Section 888(1) of the Companies Act. In the result, the prayers sought in the Notice of Motion dated 22nd April, 2026 are hereby granted.

Determination

11. The Applicant's Application by way of a Notice of Motion dated 22nd April, 2026 is allowed as follows;
 - (a) That this Honourable Court HEREBY extends the time for registration of the Further All Asset (Fixed and Floating) Debenture Charge dated 28th February, 2026 in favour of Equity Bank (Kenya) Limited over the Borrower's existing and future assets for a period of Thirty (30) days from the date of this Ruling.
 - (b) That the costs of this application be in the cause.
12. It is so ordered.
13. The file is hereby closed.

DATED, SIGNED AND DELIVERED AT MILIMANI THIS 27TH DAY OF APRIL, 2026.

NJOROGE BENJAMIN K.

JUDGE

In the presence of;

N/A for the Applicant.

Mr. John Paul - Court Assistant

