

**REPUBLIC OF KENYA**  
**IN THE HIGH COURT OF KENYA AT NAIROBI**  
**MISC APPLICATION NO. 444 OF 2026**  
**IN THE MATTER OF NTASHAT RANONCH LIMITED**  
**(CPR/2015/198677)**

**AND**

**IN THE MATTER OF THE COMPANIES ACT (NO. 17 OF 2015)**

**AND**

**IN THE MATTER OF AN APPLICATION TO EXTEND TIME TO**  
**REGISTER A CHARGE CREATED BY NTASHAT RANCH**  
**LIMITED**

**TOWER SAVINGS & CREDIT CO-  
OPERATIVE .....APPLICANT  
SOCIETY LIMITED (EX-PARTE)**

**RULING**

1. This Ruling pertains to the Applicant's *exparte* Notice of Motion dated 20th April, 2026, brought pursuant to **Order 51 (1) of the Civil Procedure Rules, Sections 878 & 888(1) and (2) of the Companies Act (No. 17 of 2015), Rules 3 & 8(b) of the Companies (High Court) Rules, Section 3A of the Civil Procedure Act** and All Enabling Provisions of the Law.
2. Through the said application, the Applicant has moved this Court seeking the following reliefs:
  - 1.) *THAT this Application be certified as urgent, be heard exparte and service be dispensed with in the first instance.*

2.) *THAT this Honourable Court be pleased to issue Orders that the Charge dated 13th March ,2026 created by **NTASHAT RANCH LIMITED** ("the Chargor) in favor (sic) of **TOWER SAVINGS & CREDIT CO-OPERATIVE SOCIETY LIMITED** (the "Bank") over Property Title Number Kjd/Ntashart/365 (hereafter the "Property") registered in the name of **Ntashat Ranch Limited** ("the Chargor") be registered out of time at the Companies Registry.*

3.) *THAT this Honourable Court be pleased to **EXTEND** time for the registration of the Charge dated 13th March, 2026 created by **NTASHAT RANCH LIMITED** ("the Chargor) in favour of **TOWER SAVINGS & CREDIT CO-OPERATIVE SOCIETY LIMITED** (the "Bank") with the Registrar of Companies by a further thirty (30) days from the date of issue of the order of this Honourable Court or by such other period as this Honourable Court shall deem fit.*

4.) *THAT upon registration within the extended period, the said instrument of charge be deemed as having been filed in full compliance with the Companies Act.*

5.) *THAT the costs of this application be in the cause.*

3. This Application was supported by the sworn affidavit of **William Maina**, an Advocate of the High Court of Kenya, dated the same day as the Application. **Mr. Maina** practices in the firm of **M/s MUKIRI GLOBAL ADVOCATES LLP**, who have conduct of this matter on behalf of the Applicant.

4. The Court satisfied of the Urgency has considered this matter exparte and proceeded to make its determination

### **Issues For Determination**

5. 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 Charge dated 13 March, 2026 at the Companies Registry out of time.*

### **Analysis**

6. 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.

7. 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.

8. In his Affidavit, Counsel depones that vide a Letter of Offer dated 27th January, 2026 the Applicant extended a financing facility to **Ntashat Ranch Limited** ("the Chargor") through **Alexandra Mia Moll** ("the Borrower") for the principal amount of **Kenya Shillings Thirteen Million only (Kshs. 13,000,000/=)**. That on 2nd March, 2026 the Advocates we received instructions from **Tower Savings and Credit Co-operative Society Limited** (the "Bank") to create a charge over Property Title Number Kjd/Ntashart/365 (the "Property") registered in the name of **Ntashat Ranch Limited** ("the Chargor") and being used as security. That the charge instrument dated 13th March, 2026 was eventually lodged for registration on 16th March, 2026 at Kajiado West Lands Registry and the registration was completed and dispatched on 17th April, 2026. Upon follow-up at the Kajiado West Lands Registry, Kisamis, it was confirmed that the Charge had not been signed by the Land Registrar. The Land Registrar required the Directors of **Ntashat Ranch Limited** to appear before her to confirm the company's authorization of the loan facility.

9. That the majority shareholder, **Peter Grahah Moll** was unavailable during the month of March, he however presented himself before the Registrar 13th April 2026 thereby delaying the

timely registration of the Charge instrument, which had been dated 13th March 2026. The Applicant's Advocates received the registered Charge documents from **Kenya Geospatial Data Centre** on 17th April, 2026 after expiry of the thirty (30) days prescribed for registration of the Charge at the Companies Registry. That the delay in registration of the Charge at the Companies Registry was inadvertent as it was caused by factors beyond the purview and control of the Applicant

10. The omission in the present case pertains solely to the failure to register the Charge at the Companies Registry within the statutory period prescribed under **Section 885 of the Companies Act**. Notwithstanding this procedural lapse, the 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 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.

11. 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 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 20<sup>th</sup> April, 2026 are hereby granted.

### **Determination**

12. The Applicant's Application by way of a Notice of Motion dated 20th April, 2026 is allowed in the following terms;

1.) *THAT this Application is HEREBY certified as urgent, and HEREBY heard ex parte and service be dispensed with in the first instance.*

2.) *THAT this Honourable Court HEREBY issues Orders that the Charge dated 13th March, 2026 created by **NTASHAT RANCH LIMITED** ("the Chargor) in favour of **TOWER SAVINGS & CREDIT CO-OPERATIVE SOCIETY LIMITED** (the "Bank") over*

*Property Title Number Kjd/Ntashart/365 (hereafter the "Property") registered in the name of **Ntashat Ranch Limited** ("the Chargor") be registered out of time at the Companies Registry.*

*3.) THAT this Honourable Court HEREBY EXTENDS time for the registration of the Charge dated 13th March, 2026 created by **NTASHAT RANCH LIMITED** ("the Chargor) in favour of **TOWER SAVINGS & CREDIT CO-OPERATIVE SOCIETY LIMITED** (the "Bank") with the Registrar of Companies by a further thirty (30) days from the date of issue of the order of this Honourable Court.*

*4.) THAT upon registration within the extended period, the said instrument of charge be deemed as having been filed in full compliance with the Companies Act.*

*5.) THAT the costs of this application be in the cause.*

13. It is so ordered.

14. The file is hereby closed.

**DATED, SIGNED AND DELIVERED AT MILIMANI THIS 23RD DAY OF APRIL, 2026.**

**NJOROGE BENJAMIN K.  
JUDGE**