

**REPUBLIC OF KENYA**  
**IN THE HIGH COURT OF KENYA AT NAIROBI**  
**COMMERCIAL & TAX DIVISION**  
**CASE NO. E076 OF 2026**

**ANN WANGARI KIRIMA AND STEPHEN KIRIMA**

*(Suing as Administrators of the Estate of the late Gerishon Kamau Kirima)*

.....**PLAINTIFF/APPLICANTS**

**VERSUS**

**TERESIA WAIRIMU KIRIMA.....1<sup>ST</sup>**  
**RESPONDENT**

**WANJAU KIRIMA.....2<sup>ND</sup>**  
**RESPONDENT**

**REGISTRAR OF COMPANIES.....3<sup>RD</sup>**  
**RESPONDENT**

**RULING**

1. Before this court for determination is a Notice of Motion dated 16<sup>th</sup> February 2026.
2. The application was supported by the affidavit of *Ann Wangari Kirima* sworn on even date.
3. The Respondents, despite being served with the application, failed to respond.
4. I have considered the application and the submissions on record and the main issue for determination is whether the application is merited.
5. **Section 280** of the **Companies Act, 2015** provides:

**“(1) This section applies if for any reason it is impracticable-**

- a. To convene a meeting of the company in any manner in which meetings of that company may be convened; or**
- b. To conduct the meeting in the manner required by the articles of the company or this Act.**

**(2) The Court may, either on its own initiative or on the application-**

- a. of a director of the company; or**
- b. Of a member of the company who would be entitled to vote at the meeting, make an order requiring a meeting to be convened, held and conducted in any manner the Court considers appropriate.**

**(3) If an order is made under subsection (2), the Court may give such ancillary or consequential directions as it considers appropriate.**

**(4) Directions given by the Court under subsection (3) may include a direction that one member of the company presents at the meeting be regarded as constituting a quorum.**

**(5) A meeting convened, held and conducted in accordance with an order under this section is taken for all purposes to be a meeting of the company properly convened, held and conducted”.**

6. Thus, an order directing a company to convene and hold a general meeting will only issue where the court is satisfied that it is not possible for the company to convene the meeting in accordance with the Act or the Articles of the Company.
7. The Companies Act vests in the directors of a company the power to convene and hold general meetings of the company. Section 277(1) of the Act vests in the members the right to require directors to convene a general meeting. Section 277(2) and Section 278(1) (a) and (b) mandate the directors to convene the meeting as soon as it practicable, but they must do so within twenty-eight (28) days after the date of the notice convening the meeting. Section 279 (1) of the Companies Act vests in members the powers to convene the general meeting if the directors fail to do as required by Sections 277 and 278.
8. The Applicants have a duty to demonstrate to this court that they requested the directors to convene a general meeting to discuss the issues they have raised.
9. The uncontroverted evidence before me establishes that no AGM has been held since the death of the founder in 2010 a period now spanning some sixteen (16) years. The 1<sup>st</sup> Respondent has controlled the company throughout this period without accountability to any other shareholder or their representatives. She has withheld audited accounts and financial statements from the Applicants, leaving them with no visibility whatsoever into the financial affairs of a company in which the estate they

represent holds the largest single shareholding, amounting to 40% of total shares.

10. The 1<sup>st</sup> Respondent's conduct is, in my view, a textbook illustration of the kind of corporate oppression that Section 782 of the Companies Act, 2015 is designed to address. That section empowers the Court to grant relief where the affairs of a company are being conducted in a manner that is oppressive, unfairly prejudicial, or in disregard of the interests of a member. The conduct described here the systematic exclusion of the estate from the governance of the company, the suppression of financial information, and the refusal to convene meetings meets each of these criteria.
11. The situation is aggravated by the fact that the company faces a substantial tax liability of Kshs. 52,858,956/= attributable to the period during which the 1<sup>st</sup> Respondent has had sole control. The estate, as the majority shareholder, is directly exposed to the consequences of this liability yet has been afforded no opportunity to interrogate the circumstances that gave rise to it or to participate in decisions about how it should be addressed.
12. The Applicants have further established that they cannot convene a general meeting independently, as they do not command more than half of the total voting rights of members entitled to vote at such a meeting this being the threshold prescribed by Section 279 of the Act for a member-requisitioned meeting. The Court's intervention

is therefore not merely desirable, it is the only avenue available to them in law.

13. On the prayer for audited accounts, I am guided by Section 630 of the Companies Act, 2015, which gives a member the right to inspect the company's accounting records. The Applicants, as legal representatives of the Estate, stand in the shoes of the deceased member. They are entitled to inspect and obtain copies of the company's audited accounts. The failure to provide accounts for over a decade is a serious breach of fiduciary duty by those in control.

14. Having considered the totality of the matter, I find that the application dated 16<sup>th</sup> February 2026 is merited. Consequently, I make the following orders:

- i. THAT the 1<sup>st</sup> Respondent, Teresia Wairimu Kirima, is hereby directed to avail to the Applicants, within fourteen (14) days of the date of this Ruling, certified copies of all audited accounts and financial statements of Kirima and Sons Limited for the period from the year 2011 to the year 2025.***
- ii. THAT the 1<sup>st</sup> Respondent, Teresia Wairimu Kirima, is hereby ordered to issue a formal notice of and to convene an Annual General Meeting of Kirima and Sons Limited within twenty-one (21) days of the date of this Ruling. The agenda of such meeting shall include, at a minimum: the appointment of directors, the consideration and approval of***

***financial statements for all outstanding years, and any other business relating to the governance and financial affairs of the company.***

- iii. THAT in the event of the failure or refusal by the 1<sup>st</sup> Respondent to convene the Annual General Meeting within the period stipulated in Order (ii) above, the Applicants are hereby granted leave to convene the said Annual General Meeting of Kirima and Sons Limited on behalf of the company, and to take all steps necessary and incidental thereto, in accordance with Section 280 of the Companies Act, 2015.***
- iv. THAT the Registrar of Companies the 3<sup>rd</sup> Respondent shall take notice of and give effect to any resolutions lawfully passed at the Annual General Meeting convened pursuant to these orders.***
- v. The costs of this application shall be borne by the 1<sup>st</sup> Respondent, payable from her personal assets and not from the company's assets, given her conduct which necessitated these proceedings.***

**RULING** delivered virtually, dated and signed at **NAIROBI**

This **30<sup>th</sup>** day of **April** 2026.

**P.M. MULWA**  
**JUDGE**

**In the presence of:**

*Mr. Rao h/b for Dr. Odhiambo, SC for Plaintiff*

*Mr. Nyamu Wilfred for 1<sup>st</sup> Defendant*

*Ms. Migele h/b for Mr. Ataka for 2<sup>nd</sup> Defendant*

*Court Assistant: Lispa*