



Kuza Factors Limited & another v Registrar of Companies (Miscellaneous Cause E391 of 2026) [2026] KEHC 5288 (KLR) (Commercial and Tax) (9 April 2026) (Ruling)

Neutral citation: [2026] KEHC 5288 (KLR)

**REPUBLIC OF KENYA
IN THE HIGH COURT AT NAIROBI (MILIMANI COMMERCIAL COURTS)
COMMERCIAL AND TAX
MISCELLANEOUS CAUSE E391 OF 2026**

MA OTIENO, J

APRIL 9, 2026

IN THE MATTER OF THE COMPANIES ACT, NO. 17 OF 2015

AND

**IN THE MATTER OF AN APPLICATION FOR EXTENSION OF TIME
FOR REGISTRATION OF A CHARGE AT THE COMPANIES REGISTRY**

BETWEEN

KUZA FACTORS LIMITED EX PARTE APPLICANT

AND

GENCO LIVESTOCK & FRESH MEAT EXPORT LIMITED BORROWER

AND

THE REGISTRAR OF COMPANIES RESPONDENT

RULING

1. The Ex Parte Applicant, Kuza Factors Limited, has moved this Court by a Notice of Motion dated 31st March 2026, brought under sections 878, 885 and 888 of the *Companies Act*, 2015, seeking extension of time to register an All Assets Fixed and Floating Debenture dated 24th February 2026 created by Genco Livestock & Fresh Meat Export Limited in its favour.
2. The application is premised on the grounds set out therein and is supported by the affidavit of Mugambi Maingi, Advocate, sworn on 31st March 2026.
3. From the pleadings, it is evident that the Borrower executed an All Assets Floating Debenture in favour of the Applicant, securing Kshs. 10,000,000.00. The Debenture was presented to the Collector of



Stamp Duty for assessment and stamping on 24th February 2026, but the stamping process was not completed until 25th March 2026.

4. Consequently, the statutory period of 30 days for registration under Section 885(1) of the *Companies Act* lapsed before the debenture could be presented for registration at the Companies Registry.
5. It is deponed that the delay was occasioned solely by administrative processes at the office of the Collector of Stamp Duty and was not attributable to the Applicant.
6. The Applicant states that unless time is extended, it will be unable to perfect its security and will suffer prejudice. It is also deponed that no prejudice will be suffered by the Borrower or the Registrar of Companies if the order is granted.

Analysis and Determination

7. Section 885(1) of the *Companies Act* requires registration of a charge within 30 days of its creation. Section 885(3) and Section 878 empower this Court to extend time for registration of a charge where the failure to register within time was due to accident, inadvertence, or other sufficient cause and where no prejudice will be caused to creditors or shareholders of the company.
8. From the material placed before the Court, the delay in registration was a result of administrative delays at the Collector of Stamp Duty and not due to any fault or neglect by the Applicant. The Debenture was lodged promptly for stamping on the date of its creation. This, in the view of the Court, constitutes sufficient cause.
9. Further, it is evident from the record that the application was filed without unreasonable delay upon discovery that the statutory timeline had lapsed, and no evidence has been presented to suggest that the extension will prejudice any stakeholder.
10. In the circumstances, this Court is satisfied that this is a proper case for the exercise of its discretion to extend time.
11. In exercising this discretion, the Court is guided by the principle established in *National Bank of Kenya Ltd v Michael Ndungu* [2018] eKLR, which emphasizes that where a delay is explained, and no third-party interests are prejudiced, the Court should favor the perfection of substantive security interests over procedural technicalities.
12. Accordingly, the Court allows the present application and makes the following orders:
 - i. Time is hereby extended for the registration of the All Assets Fixed and Floating Debenture dated 24th February 2026 created by Genco Livestock & Fresh Meat Export Limited in favour of Kuza Factors Limited, for a further period of thirty (30) days from the date of this Ruling.
 - ii. There shall be no order as to costs, the application being procedural and unopposed.
13. It is so ordered.

DATED, SIGNED, AND DELIVERED AT NAIROBI THIS 9TH DAY OF APRIL 2026

HON. MR. JUSTICE MOSES ADO

JUDGE OF THE HIGH COURT

In the presence of: -

C/A – Moses

.....for the Applicant



.....for the Respondents

