



**Fryda v Ndeto (Miscellaneous Application E600 of 2024)
[2025] KEHC 12467 (KLR) (Commercial and Tax) (1 September 2025) (Ruling)**

Neutral citation: [2025] KEHC 12467 (KLR)

**REPUBLIC OF KENYA
IN THE HIGH COURT AT NAIROBI (MILIMANI COMMERCIAL COURTS)
COMMERCIAL AND TAX
MISCELLANEOUS APPLICATION E600 OF 2024
JWW MONG'ARE, J
SEPTEMBER 1, 2025**

BETWEEN

WILLIAM CHARLES FRYDA APPLICANT

AND

TERESIA NDETO RESPONDENT

RULING

Introduction and Background

1. By an application dated 28th July 2024 and made principally under section 862(6) of the *Companies Act* (Chapter 486 of the Laws of Kenya), the Applicant seeks the court's intervention in the membership of St. Mary's Mission Hospital, Nairobi (Company No. C.86313) ("the Company"). He specifically seeks an injunction to restrain the Respondent from making any changes to the Company's membership or directorship and also restrain the Registrar of Companies from recording any such changes in the official register. He further seeks to uphold and reinstate an entry in the register showing that the Respondent resigned as a director and member of the Company and that he be granted leave to nominate new subscribers to the Company's Memorandum and Articles of Association.
2. The application is supported by grounds on its face and those set out in the Applicant's affidavits of 28th July 2024 and 25th September 2024. It is opposed by the Respondent through her replying affidavit sworn on 12th September 2024 and Preliminary Objection dated 9th August 2024. The Applicant has responded to this Objection through the Grounds of Opposition dated 7th February 2025. The application and the Objection were canvassed by way of written submissions which are on record and which I will be making relevant references to in my analysis and determination below.



Analysis and Determination

- 3. Going through the application and the Objection, I am inclined to agree with the Respondent’s submission that indeed the Registrar’s role in overseeing corporate compliance of the Company is central to the reliefs sought in the application and the Company is likely to be impacted by the orders sought by the Applicant. The Respondent has also faulted the Registrar’s rectification findings of 31st October 2023 and 18th April 2024 as being “procedurally flawed”, as they were made without affording her or the company a fair hearing, thus contravening the Companies Act and the Constitution. I believe that these allegations and competing positions of the parties deserve responses from the Registrar and the Company, that their presence in this suit will ensure fair and complete adjudication of the dispute at hand and that their absence may compromise the fairness and legality of the judicial process.
- 4. In the foregoing, I am directing as follows:
 - 1. That the Registrar of Companies and the company, St. Mary’s Mission Hospital Nairobi (Company No. C.86313) be and are hereby enjoined as Interested Parties in these proceedings.
 - 2. That the Interested Parties shall file their responses in respect of the application dated 28th July 2024 and the Preliminary Objection dated 9th August 2024 within 21 days from the date of service of this Order, the application, and the Preliminary Objection.
 - 3. That the matter shall be mentioned on a 7th October 2025 to allow the Interested parties to file their respective responses to the matters before this court.
 - 4. That a ruling on the application and the Preliminary Objection shall be issued thereafter.

DATED SIGNED AND DELIVERED VIRTUALLY AT NAIROBI THIS 1ST DAY OF SEPTEMBER 2025

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J.W.W. MONGARE
JUDGE

In the presence of

- 1. Mr. Kiplangat for the Plaintiff.
- 2. Mr. Odhoc for the Defendant.
- 3. Amos- Court Assistant

