



*C. Petitioners' Case*

5. The Petitioner, through his Complaint and supporting Statutory Declaration, stated that the Second Respondent Company was incorporated on 05<sup>th</sup> October 2015 as a private limited liability company with Mr. Collins George Twine as an initial sole/single shareholder.
6. That on 18<sup>th</sup> April 2018, the Petitioner was appointed a Director of the Second Respondent company, a position he has faithfully held and performed in good faith.
7. That on 21<sup>st</sup> December 2018, the Petitioner together with a one Ms. Christine Nyakairu, became shareholders, with Ms. Nyakairu holding 100 shares (20%) and the Petitioner holding 200 shares (40%), thereby acquiring rights to participate in management and to appoint directors.
8. That on the same date, 21<sup>st</sup> December 2018, the Petitioner filed a notification of situation of registered office of the Company with the Uganda Registration Services Bureau (URSB), reflecting the registered office at first floor, Ericson Building, Akii Bua Road, Plot 24B, Kampala.
9. That between 2018 and the present, the Second Respondent company maintained a sound financial relationship with Landwell Consulting Group Limited, which provided working capital and operational funding through several transactions, lines of credit, the key ones being funds lent to a one Mr. Deox Tibeingana (The Deox debt) and Setty United Agencies (The Setty debt).
10. That to secure the said debt, the Directors executed various instruments, including Director's resolutions, Deed of Assignments, Personal Guarantees, Pledge of shares and Powers of Attorney.
11. That at diverse meetings held around August 2019, the company in concurrence with M/S Landwell Consulting Limited resolved to appoint legal counsel to handle

related matters including M/S Landwell Advocates, M/S Parkhill Advocates and M/S Ntambirweki & Co Advocates.

12. That the law firms executed their mandate to the Second Respondent's satisfaction culminating into court judgements in its favour vide HCCS No. 829 of 2019 and a consolidated consent vide Insolvency Petition No. 005 of 2022.
13. That without due consultation or any Board resolution, Mr. Collins George Twine unilaterally and fraudulently filed changes in the company registry including form 20 purporting to remove the Petitioner from the Company's Directorship.
14. That Collins George Twine, a director of Numbers Finance & Investment Ltd, lodged a caveat against the registration of a mortgage without authority, specifically targeting the interests of Landwell Consulting Group Ltd, a creditor of the Second Respondent company.
15. That this action appeared to be an intentional attempt to prejudice Landwell Consulting Groups Limited's interests and hinder their ability to recover their debt.
16. That Christine Birungi Nyakairu, the Company Secretary, failed to act on this unauthorized action despite knowledge.
17. The Petitioner argued that he has reasons to believe that the signatures of the purported company secretary on the said filings are not authentic, as no formal meetings or resolution, authorizing such changes was ever held.
18. The Petitioner averred that all filings made by the first Respondent solely, were made in bad faith, were oppressive, false and misleading and were designed to unlawfully exclude him from the management of the company, conceal financial mismanagement, and manipulate statutory records to compromise the interests of the creditors.
19. That the first Respondent further unilaterally altered company information, appointed himself as a sole director and primary contact for the company, failed

to convene Board meetings, and excluded the Petitioner from management, contrary to the Articles of Association.

20. The Petitioner contended that he is an equal shareholder and duly appointed director, lawfully entitled to participate in management decisions, receive all company information and be accurately reflected in all statutory filings as a Company Director/shareholder.

21. The Petitioner made the following prayers;

- a) *That the Registrar rejects and expunges any filings made by Mr. Collins George Twine which purport to remove the Petitioner from directorship or alter his shareholding.*
- b) *Rectify the company's register to reflect the second respondent as a Director.*
- c) *That the Registrar preserves the Petitioners 40% shareholding.*
- d) *That the Registrar updates the Petitioners correct contact particulars that is the address, phone contact and email address.*
- e) *That the Registrar investigates the unlawful filings and takes appropriate action under the Companies Act Cap 106, including sanctions for false or misleading filings, and reports the matter to the Director CID for investigation and prosecution.*
- f) *That the Registrar demands that all subsequent filings concerning Numbers Finance & Investment Limited be jointly executed or verified by both principal shareholders and directors.*

**D. Respondents' Case**

22. The Respondents, through a Statutory Declaration deposed by Twine Collins, the first Respondent, argued that the Petitioner's assertions and allegations were baseless and unfounded.

23. The first Respondent argued under paragraph 3 of his Statutory Declaration that subject to the Company's Memorandum and Articles of Association, he was allowed to appoint and disappoint any director as a shareholder.

24. The first Respondent averred under paragraph 4 of his Statutory Declaration, that as an initial sole subscriber, he developed the idea of selling some of his shares to the Petitioner and a one Ms. Christine Nyakairu Birungi. That the two agreed to purchase shares and the said shares were transferred to them and the consideration was to be paid upon confirmation of the transfer of shares. However, the first Respondent argued that the Petitioner never paid up for his shares and is therefore in breach and an unpaid shareholder.
25. That after several reminders to the Petitioner to pay up for the said shares and no pay being made by him, the first Respondent decided to ask the Petitioner to return his shares which he allowed and signed documentation for the transfer of the shares. The documents were retained by a one Mr. Odere Charles, the company lawyer then. The first Respondent argued that the Petitioner does not deny these facts.
26. That it's only Ms. Nyakairu Christine Birungi who paid for her 100 shares.
27. That at the time of filing and presenting this Petition, the shareholders included, Nyakairu Chirstine Birungi – 100 shares, Mukwana Muiyi – 200 shares and Twine Collins George – 200 shares.
28. The first Respondent contends that the Petitioner filed Civil suit No. 0417 of 2025 where he made several allegations under paragraph 9 (g) of the plaint and the said Civil suit was swindled with facts pertaining to the complaint before the Registrar of Companies; hence, it was argued that the Registrar of Companies has no jurisdiction to hear and determine the matter.
29. The first Respondent contended that whatever was filed was within the knowledge and consent of the Petitioner and the Company lawyer – Mr. Odere Charles. The first Respondent argued that the Petitioner was aware and signed the company resolution and all necessary documents effecting his removal as a member from the Company and these documents are in the custody of Mr. Charles Odere, who

is now in a syndicate to return the Petitioner to the Company with the intention of defrauding the Company.

30. That in answer to paragraph 6 of the Petition, the company secretary did not come up to deny signing the said documents and the averments that she never signed the resolution are misconceived.
31. In answer to paragraph 7 of the Petition, it was argued that there was or has never been alterations or filings done in bad faith.
32. In answer to paragraph 8 of the Petition, the first Respondent contended that there had never been any misleading or false statement made by him at all.
33. The first Respondent argued that he had never removed the Petitioner from the company register and that he was still reflected on file as a shareholder. According to the first Respondent, the Petitioner is supposed to be out of the Company and the documents effecting this were signed and are withheld by a one Mr. Odere Charles, who is in the same syndicate to defraud the first Respondent and the Company.
34. The first Respondent argued that the prayers sought by the Petitioner were outside the jurisdictional mandate of the Registrar of Companies, the Petition was maliciously filed and an abuse of court process, pre-mature and a fishing expedition and prayed that the same be dismissed with costs.

***E. Rejoinder***

35. The Petitioner denied the first Respondent's assertions as deposed in his Statutory Declaration in reply to the Petition. He stated that all the averments were false, evasive and misleading.
36. The Petitioner further averred that the Second Respondent had not filed any answer or objection to the Petition as required by law.
37. In rejoinder to paragraphs 2 and 3, the Petitioner reiterated that his appointment as director and allotment of shares were lawful, duly filed and approved by URSB,

and reflected in the Company register for years. The Petitioner argued that all filings were made in accordance with the Act, were never challenged until the Respondent's recent fraudulent conduct.

38. The Petitioner argued that the Respondent's reliance on Article 39 of the 2015 Articles of Association was misconceived. According to the Petitioner, Article 39 essentially provided that the original subscriber would be the initial director and possessed the power to appoint other directors or shareholders at the formation stage.

39. However, it was argued, that once the first Respondent admitted new shareholders and constituted a new Board in 2018, he ceased to exercise unilateral control. The Petitioner argued that after the admission of new shareholders, any removal or appointment of directors required compliance with statutory procedure, including notice, a Board/General Meeting and proper resolutions. The Petitioner averred that no such process took place before his removal.

40. In rejoinder to paragraph 4, it was contended that the allegation that the Petitioner, *'never paid for shares,'* was false, unsupported and clearly an afterthought.

41. The Petitioner averred that the first Respondent did not produce a single piece of evidence, no invoice, no resolution, no agreement, no acknowledgement of debt and no demand notice to support the allegation that payment was required or demanded.

42. The Petitioner argued in rejoinder that his allotment and shareholding was properly done and the requisite documents filed and reflected on the URSB company register, which constitutes conclusive evidence of membership.

43. In rejoinder to paragraph 5, it was argued that the claim that the Petitioner, *'returned his shares,'* was a blatant fabrication as no transfer forms signed by the Petitioner exist. The Petitioner contended that URSB has no record of any such transfer and the Respondents conveniently claimed that documents were with a

one Mr. Odere Charles, yet they did not produce any copies thereby exposing the falsity of their claims.

44. In rejoinder to paragraphs 6 and 7, the Petitioner maintained that his 200 shares (40%) are intact and reflected in URSB records. That the return of allotment attached to the Petition confirmed his shareholding and contradicted the Respondent's narrative.
45. The Petitioner additionally argued that the first Respondent admitted in his pleadings that he is still a shareholder.
46. The Petitioner contended that on or about 11<sup>th</sup> November 2025, the first Respondent issued a Whatsapp notice inviting the Petitioner to a general meeting, which in the Petitioner's averment amounted to an acknowledgement of his continuing membership.
47. In rejoinder to paragraph 8, the argument that the High Court matter deprives URSB of jurisdiction is misleading and legally untenable because URSB retains exclusive jurisdiction over rectification of the company register while the High Court matter concerns mortgage enforcement and foreclosure, not company register fraud.
48. In rejoinder to paragraphs 9 and 13, the allegation that filings were made, '*with the knowledge and consent,*' of the Petitioner is false because the first Respondent cannot produce any signed resolutions by the Petitioner, the filings bear questionable signatures of the Company Secretary, no meetings were held, no notices were issued and the Respondent's claim that the documents are '*with Odere Charles,*' further proves that nothing was properly filed or approved.
49. The Petitioner argued that the allegations of a '*syndicate,*' involving the Petitioner and the former lawyer Mr. Odere Charles are baseless, malicious and intended to deflect attention from the Respondents fraudulent acts.

50. The Petitioner further averred under paragraph 13 of his rejoinder that the alleged Company Secretary who was in fact the biological mother of the first Respondent is a material witness to the filings in dispute and ought to have sworn a supplementary Statutory Declaration in support of the answer to the petition, if indeed she participated in, authorized, or signed the impugned documents. The Petitioner argued that her failure to swear any affidavit to confirm the authenticity of the signatures or to oppose the Petition was very telling and amounted to a failure to controvert the allegations of forgery, fraud or irregularity attributed to her. The Petitioner contended that the Respondent's reliance on her purported signatures without her sworn testimony rendered their submission hollow, unsupported and legally insufficient.
51. In rejoinder to paragraph 10, the Petitioner averred that the Respondent's derogatory statements about the Company Secretary were unprofessional and unsupported. According to the Petitioner, this demonstrated the Respondent's bad faith and desperation.
52. The Petitioner maintained that the impugned filings bore irregular and suspicious signatures, and URSB was empowered to investigate such misconduct.
53. In rejoinder to paragraphs 11 and 12, the Petitioner maintained that the first Respondent made false, misleading and fraudulent filings including, the purported removal of the Petitioner as a Director, alteration of registered office information, unauthorized changes in directorships and shareholding, filing form 20 (particulars of director and secretary) without authority or consent of the company shareholders.
54. In rejoinder to paragraph 14, the Petitioner claimed the allegation that the Petition was malicious or an abuse of process was baseless because it was the first Respondent's fraudulent conduct that led the Petitioner to file the Petition to

expunge the fraudulent filings effected by the first Respondent removing the Petitioner as a Company Director.

55. The Petitioner argued that the first Respondent's answer to the petition admitted key facts including that the Petitioner was still a shareholder as no lawful removal or transfer of his shares exists on the URSB register. The alleged transfer documents were never registered and that the first Respondent acted without proper resolutions.

56. The Petitioner contended that the answer to the petition was an attempt to sanitize fraud, forgery and oppressive conduct and prayed that the same be rejected in its entirety.

57. The Petitioner prayed that the first Respondent's answer be dismissed as false, evasive and misleading, that the second Respondent, having failed to file any answer or opposition be deemed to have admitted the Petition, the Petition be allowed in full, URSB expunges all fraudulent filings and rectifies the register, URSB conducts investigations into the Company, that URSB draws an adverse inference from the failure of the Company Secretary to swear any Statutory Declaration opposing the Petition or confirming the authenticity of the documents relied upon by the Respondents and costs be awarded to the Petitioner.

**F. Preliminary Objection**

58. The first Respondent's legal representatives presented a preliminary objection, contending that the issue before the Registrar of Companies was already under consideration in ongoing proceedings in the High Court, specifically *Civil Suit No. 0417 of 2025*. Invoking Regulation 4 (1) and 4 (2) (b) of the Companies (Powers of the Registrar) Regulations SI No. 71 of 2016, the first Respondent's legal representatives contended that the present case before the Registrar of Companies should be dismissed, as the issues at hand were already under litigation in the referenced civil suit at the Civil Division of the High Court. Conversely, the legal

representatives of the Petitioner contended that the issue before the High Court Civil Division pertained to mortgage and foreclosure claims and was unrelated to the matter of rectification of the register with the Registrar of Companies.

59. In *Mukisa Biscuit Manufacturing Co Ltd Vs. West End Distributors Ltd* (1969) EA 696, it was held that, *'a preliminary objection consists of a pure point of law which has been pleaded, or which arises by clear implication out of pleadings and which if argued as a preliminary point, may dispose of the suit.'* It follows that a preliminary objection once raised must be addressed prior to any other matters as it has the effect of disposing of the entire suit.

#### **G. Schedules**

60. I instructed both counsel to present written submissions on the raised preliminary objection and issued schedules as follows;

- a) *Submissions from the Respondent were to be filed and served by 30<sup>th</sup> day of January 2026.*
- b) *Submissions from the Petitioners were to be filed and served by the 06<sup>th</sup> February 2026.*
- c) *A rejoinder, if any, was to be filed and served by the 13<sup>th</sup> February 2026.*

61. I informed the parties that the ruling on the raised preliminary objection would be issued on notice.

#### **H. Issues**

62. Two issues are adequate to address the raised preliminary objection;

- a) *Whether the Registrar of Companies has statutory jurisdiction to hear and determine a Petition under the Companies Act notwithstanding alleged parallel civil proceedings in the High Court?*
- b) *What remedies are available to the parties?*

## I. Determination

### a. Whether the Registrar of Companies has statutory jurisdiction to hear and determine a Petition under the Companies Act notwithstanding alleged parallel civil proceedings?

63. It is trite that jurisdiction is a creature of statute and no Court or tribunal can confer upon itself jurisdiction and where a court that has no jurisdiction entertains a matter any proceedings arising therefrom are a nullity. (See *Baku Raphael & Anor V AG SCCA No.1 of 2005 cited with approval in National Medical Stores V Penguins Ltd HCCS No. 29 of 2010*). The learned Justice Musa Ssekaana in *Company Cause No.13 of 2020 Bryan Xsabo Strategy Consultants (Uganda) Limited & 2 Ors V Great Lakes Energy Company N.V* found that, 'the exercise of power by the Registrar of Companies contemplates the adjudication of rival claims... they decide both questions of fact as well as of law and determine a variety of applications, claims, controversies and disputes.' It follows from this authority that the Registrar of Companies possesses jurisdiction to entertain and adjudicate over questions of both fact and law.

64. The Registrar of Companies statutory jurisdiction relates to the exercise of two distinct powers, firstly is the power to hear and determine complaints by an oppressed member under Section 243 of the Companies Act Cap 106, and secondly is the power to rectify a company's register and expunge documents that constitute an error, are misleading, inaccurate, issued in error, contain entries or endorsements made in error, contain an illegal endorsement, are illegally or wrongfully obtained or which a court has ordered the registrar to expunge from the register all pursuant to Regulation 8 of the Companies (Powers of the Registrar) Regulations SI No 71 of 2016. These powers are indeed reechoed in *Tumuhimbise V Turyamwijuka & 4 Others 2024 UGRSB 14* where the learned Registrar of Companies held as follows, 'Jurisdiction of the Registrar is spelt out in the Companies Act Cap 106. It includes actions for minority oppression ...the parameters of

*this claim have been defined by numerous cases and include mainly situations where a minority is treated unjustly... other claims where the Registrar has jurisdiction include applications for rectification of the Register under the Companies (Powers of the Registrar) Regulations SI No 71 of 2016 and jurisdiction to order an investigation under Sections 173-187.'*

65. The Companies Act expressly provides that a company's member who is oppressed may petition the Registrar of Companies for reliefs. Section 243 (1) of the Companies Act Cap 106 provides that, *'a member of a company who complains that the affairs of the company are being conducted in a manner oppressive to...the members, may make a complaint to the Registrar by petition for an order under this section.'*
66. The Petitioner is a member/shareholder in the second Respondent company and therefore has *locus standi* to initiate a Petition under Section 243 of the Companies Act Cap 106. The claims raised by the first Respondent regarding the Petitioner's removal as a member are misconceived as no formal documents have been filed removing the Petitioner as a member of the second Respondent Company. The first Respondent admitted under paragraph 13 of his statutory declaration that the Petitioner has never been removed as a member and the claims regarding a one Odere Charles who retained transfer documents were not substantiated by any iota of evidence. Consequently, it follows that the Petitioner properly initiated this Petition under Section 243 of the Companies Act Cap 106. Among the prayers sought by the Petitioner included the prayer to rectify the Register to reinstate him as a company director following his removal by the first Respondent. The first Respondent's legal representatives challenged the jurisdictional mandate of the Registrar of Companies to adjudicate the matter arguing the existence of parallel civil proceedings regarding the same matter in the civil division of the High Court.

67. Regulation 4 (1) of the Companies (Powers of the Registrar) Regulations SI No. 71 of 2016 provides that the Registrar shall not hear any matter or application pending before Court which has been brought to his or her notice. Regulation 4 (2) (b) continues to provide that, *' for the purposes of this regulation, in determining whether a matter is pending before Court, the following shall apply – civil proceedings shall be deemed to be before court when arrangements for hearing, such as setting down matters for hearing have been made, until the proceedings are ended by judgment, settlement or withdrawal.'*

68. Indeed, it is true that the Petitioner filed a civil matter in the High Court vide; *Muyiyi Mukwana & Landwell Consulting Group Limited Vs. Collins George Twine, Christine Birungi Nyakairu, Numbers Finance & Investment Limited, Commissioner Land Registration & Deox Tibeingana High Court Civil Suit No. 0417 of 2025*. It is key to examine the said suit to determine whether it presents similar issues, whether the parties are litigating similar questions of law and fact and whether the prayers/remedies sought in the high court matter are analogous to those being sought in the matter before the Registrar of Companies. If the answer is in the affirmative, then it follows that the Registrar would be precluded from adjudicating the matter pursuant to Regulation 4 of the Companies (Powers of the Registrar) Regulations SI. No. 71 of 2016. Where the issues before the Registrar of Companies and the High Court are substantially the same, the High Court would clearly be the more appropriate forum to decide the dispute. Continuing both proceedings would pose the risk of inconsistent decisions and potentially amount to an abuse of process. However, it is key to emphasize that quasi-judicial proceedings before the Registrar of Companies and court proceedings can coexist where the causes of action are different, the remedies being sought are different and where the Registrar is operating within their jurisdictional limits.

69. The Petitioner made several prayers but key among the remedies they seek is for the Registrar to rectify the register by expunging filings made by Mr. Collins George Twine, which purport to remove the Petitioner from directorship. This falls within the jurisdictional powers of the Registrar to rectify the register pursuant to Regulation 8 of the Companies (Powers of the Registrar) Regulations SI. No. 71 of 2016. Regulation 8 (1) of the Companies (Powers of the Registrar) Regulations SI No. 71 of 2016 gives powers to the Registrar of Companies to rectify and update the register to ensure that it is accurate.
70. A clear examination of the remedies being sought in the High Court Civil Suit case shows that the parties are seeking entirely different remedies in the High Court that do not touch the register rectification issue. The prayers being sought by the Petitioner in the High Court include the following;
- a) *A declaration that the Power of Attorney and Deed of Assignment in favour of the second Plaintiff are valid and enforceable.*
  - b) *A declaration that the first defendant caveat over the mortgaged property is unlawful, null and void.*
  - c) *An order directing the fourth defendant to remove the said caveat and register the mortgage in favour of the third defendant and its assignee, the second plaintiff.*
  - d) *A declaration that the fifth defendant is in default under the mortgage and consent orders.*
  - e) *An order for foreclosure and sale of the mortgaged properties to recover the sum of UGX 1,500,000,000 with accrued interest and penalties.*
  - f) *Declarations that the first and second defendants breached their fiduciary duties and acted fraudulently in collusion with the fifth defendant.*
  - g) *A declaration that the fourth defendant failed in its statutory duty to register the mortgage instrument promptly.*

- h) A declaration that the first and fifth defendant's actions of demolishing and/or altering the properties without authority is an act of breach of the mortgage agreement and the consent judgments.*
- i) An injunction to stop the mortgagor from continuing with the alterations or demolition.*
- j) General and aggravated damages against the first, second, fourth and fifth defendants for fraud, obstruction and interference.*
- k) An order quashing all false and misleading communication issued by the first and fifth defendants.*
- l) An injunction restraining the first, second and fifth defendants from further interference, including lodging caveats or issuing false adverse communications intended to obstruct the plaintiff's and third defendant's enforcement rights.*
- m) Interest on the decretal sum at the commercial rate from date of default until payment in full.*
- n) Costs of the suit.*

71. None of the aforementioned sought prayers in Civil suit No. 0417 of 2025 addresses the question of rectification of the register to reinstate the Petitioner as a Company Director.

72. The question to resolve in this matter is whether the present application presents unique questions of fact and law for determination by the Registrar of Companies that are not captured in the suit already filed in the High Court. While the Respondent's counsel attempted to show a linkage between the case at the High Court and the matter before the Registrar of Companies, I am not persuaded by the arguments they present as the matter before the Registrar of Companies will not address questions relating to the mortgage dispute in the High Court. I agree with the submissions of Counsel for the Petitioner that the High Court proceedings

concern an entirely different subject matter and the remedies being sought are different.

73. High Court Civil Suit No. 0417 of 2025 is an alleged mortgage dispute. The parties in the two matters are also different. Landwell Consulting Group Limited, the Commissioner Land Registration and Christine Birungi Nyakairu are not parties to the matter before the Registrar of Companies. For a case to be dismissed pursuant to Regulation 4 of the Companies (Powers of the Registrar) Regulations SI No 71 of 2016, it is important that the matter pending before court is identical and similar to the matter before the Registrar of Companies. (See *Joy Tindiwegi v Julia Tigeita Munubi and Harriet Nyanjura Munubi (Application Cause No. 45582 of 2025) [2025] UGRSB 11 (12 May 2025)*). Court in *Isihaka Said Lukindo v Leah Ulaya & 21 others, Miscellaneous Application no. 5213 of 2024, High Court Dar es Salaam*, underscored the necessity for the matter directly and substantially in issue in both cases to be similar. The court determined that the cases must be identical, rather than being significantly distinct.

74. Additionally, the remedies being sought are also different. The remedies being sought in the suits filed in the High Court are in relation to a mortgage dispute and foreclosure claims while the remedy in the matter now before the Registrar of Companies is mainly in respect to prayers seeking rectification of the register in respect to a filed resolution and company form 20 that essentially divested the Petitioner of his directorship status. In *Badugu Ginning Co. Ltd v. CRDB Bank Pic and 2 others, Civil Appeal No. 265 Of 2019 CAT - MZA Registry, (2021) (unreported)* at page 18 last paragraph and page 19 first paragraph relying on the book by Mulla, 13th Edition, Vol 1, the Court did interpret the meaning of the phrase "*matter directly and substantially in issue*" as follows: '*...it is not necessarily that the cause of action in the two suits should be identical. It is only required that the matters directly and*

*substantially in issue should be the same in both suits.... Every matter in respect of which relief is claimed in a suit is necessarily a matter "directly and substantially in issue.'*

75. The Registrar of Companies, in this matter, will focus on addressing matters pertaining to rectification of the register and member oppression. Both parties should therefore limit their arguments and submissions to issues regarding register rectification and member oppression.

***b. What remedy is available to the Parties***

76. In light of the above analysis, I find that the present matter before the Registrar of Companies presents distinct issues from Civil Suit No.0417 of 2025 filed at the High Court. I therefore exercise discretion pursuant to Regulation 32 of the *Companies (Powers of the Registrar) Regulations, SI No.71 of 2016*, to overrule the objection and order that the Petition shall proceed and be decided on its merits. I make no order as to costs.

*I so order*

*Given under my hand, this 20<sup>th</sup> day of February 2026.*

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DANIEL NASASIRA

*Ass. Registrar of Companies*