

5. The Petitioner, a minority shareholder filed this Petition on the 30th day of January 2026 against the Respondents claiming minority member oppression and seeking orders for the rectification of the Companies register, on the basis that the Respondents, acting without the Petitioner's knowledge and consent, allegedly orchestrated a series of documents illegally and irregularly that resulted into a change in the shareholding structure and directorship of the Company and divested him of his shares in the Company.
6. The Respondents, through a statutory declaration deposited by Albert Simiyu Kuloba, a director of the second Respondent Company, contended that the shareholders of the second Respondent Company signed all company documents. Albert Simiyu Kuloba deposed under paragraph 10 of his statutory declaration that he was surprised that the Petitioner claimed that these documents were fraudulently registered with fabricated signatures. The Respondent's legal representatives contended that the Petition was vexatious and frivolous, improperly brought before the Registrar of Companies as it alluded to claims relating to fraud that required extensive adjudication in a Court of law. The Respondent's legal representatives also argued that the Petitioner's legal counsel had filed a matter in the High Court regarding the same subject matter before the Registrar of Companies and it was therefore prudent for the Registrar to halt proceedings in this matter pursuant to Regulation 4 of the Companies (Powers of the Registrar) Regulations SI No. 71 of 2016.

C. Petitioner's Case

7. The Petitioner, through the Petition filed and supporting Statutory Declaration, stated that he was a lawful and bona fide shareholder in the second Respondent Company owning 350 shares. The Petitioner deposed that the lawful shareholding structure of the Company was Barbara Rosette Calligaris with 400

shares, Petrangeli Giorgio with 350 shares and Efforte Aviation Limited with 250 shares.

8. The Petitioner averred under paragraph 4 of his statutory declaration that around 2025, it came to his knowledge that his shares were transferred to Giorgio Caesar Antonio Petrangeli fraudulently by unscrupulous individuals without his knowledge/authorization.
9. That later on or about 15th October, 2025, the Petitioner also found out that unscrupulous individuals tampered with the company's official email as registered with the Uganda Registration Services Bureau to receive notifications and any related communication from URSB to the company changing it from sobetra@infocom.co.ug to sobetrainternational@gmail.com and further to sobetra.uganda@outlook.com and the phone number from 0772508223 to 0756730663.
10. That the Petitioner later discovered that the said telephone no. 0756730663 was registered in the names of a one Joan Ajilong who happens to be a wife of one of the company's employees, a one Mr. Anyira Wilson Akongo.
11. That the said fraudulent alterations/changes came to be discovered when the officials of the company attempted to register some company documents with URSB but to their surprise and shock the company login credentials with URSB had been tampered with and changed.
12. That following that, the then officials of the company applied to the Registrar of Companies to have the login credentials reverted to it vide a letter dated 18th December 2025 and indeed the credentials were reverted albeit momentarily.
13. That however, not long after, the login credentials were changed again and subsequently the shareholding of the Company was again tampered with without the Petitioner's involvement or knowledge.
14. The Petitioner deposed under paragraph 11 of his statutory declaration that the foregoing alterations were discovered when the officials of the company found out that on or about December 22nd 2025, unscrupulous individuals

fraudulently caused to be filed with the Registrar of Companies a Board resolution and a forged share transfer form dated December 18th 2025, which documents purported to again re-transfer the 350 shares, which were initially fraudulently transferred to Giorgio Caesar Antonio Petrangeli back to the Petitioner and 250 shares belonging to Efforte Aviation Limited were fraudulently transferred to Efforte Holdings Limited.

15. That it was also discovered that Efforte Holdings Limited was incorporated by a one Joan Ajilong in the Republic of Rwanda.
16. That on the 22nd day of December 2025, the said unscrupulous individuals purporting to be representatives and/or officials of the company with selfish interests fraudulently caused to be registered with the Registrar of Companies a forged special resolution dated the 18th day of December 2025 where they tampered with the company's directorship by ceasing Petrangeli Giorgio Caesar Antonio and Efforte Aviation Limited as being the company directors and ceasing BKA Advocates from being the company secretary and subsequently appointing Bamber David Paul and Albert Simiyu Kuloba as the new company directors and Mutungi Conrad as the new company secretary.
17. That following the above forgeries, the unscrupulous individuals purporting to be representatives and/or officials of the company also fraudulently caused to be registered with the Registrar of Companies an amended memorandum and Articles of Association to now show that the Efforte Holdings Limited now owned 250 shares by virtue of the illegal and fraudulent transfer of the said shares from the bonafide shareholder Efforte Aviation Limited.
18. The Petitioner averred under paragraph 15 of his statutory declaration that as a shareholder, he did not authorize, sign and/or participate in any meeting to transfer shares, and the documents used were forged and obtained through a fraudulent scheme pioneered by Efforte Holdings Limited and/or with its agents for selfish gains/interests.

19. The Petitioner argued under paragraph 16 of his statutory declaration that in order to protect his interests and rights against the ongoing oppression and discrimination in the affairs of the company, on 29th December 2025, through the then officials of the company, he made an application to the Registrar of Companies so as to caveat the company register against the illegal and irregular activities and further tampering of the company details but however the same was declined in a letter dated 08th January 2026 stating that the Registrar of Companies had no authority to caveat the same.
20. That following that, the Petitioner together with the then officials of the company reported the matter to Kabalagala Police station where the officials of the company to wit; Petrangeli Giorgio, Petrangeli Giorgio Caesar Antonio (Company Director), De Souza Coutinho Rub Katia Luisa (Company Director) and Mukono Custein (Company Administrator) recorded statements and subsequently cases of theft, fraud and forgery were opened up under CRB/0026/2026.
21. That on the 13th day of January 2026, police under the Directorate of Forensic services came up with a forensic report where it was confirmed that indeed there were forgeries of the signatures and stamp on the company resolutions registered with the Registrar of Companies on the 22nd day of December 2025.
22. That further on the 07th day of January 2026, a Board resolution purportedly passed by the new appointed Directors signed by Bamber David Paul and Albert Simiyu Kuloba was fraudulently registered with the Registrar of Companies in which it was stated that the company appointed Andrew Asimwe as the company CEO and Wilson Anyira as the Managing Director-Tanzania.
23. That on the 09th day of January, 2026, other Board resolutions were fraudulently registered purportedly by the new appointed Directors signed by a one Bamber David Paul and Albert Simiyu Kuloba granting powers of attorney to Wilson Anyira to act for and on behalf of the company as its sole authorized

representative and in all matters to the National e-procurement system of Tanzania (NeST), including system access, user administration, bid submission, clarifications and all procurement related transactions and appointing Parker Russell Eastern Africa P.O Box 25426 – 00100, Karenga Park, Nairobi Kenya as the company Auditors.

24. The Petitioner stated under paragraph 21 of his statutory declaration that as a result of the actions of the unscrupulous individuals in the company, he has suffered loss and inconveniences for which the Petitioner claims general damages.
25. The Petitioner sought the intervention of the Registrar of Companies to allow his petition against oppression as a minority shareholder in Sobetra Uganda Limited with all the reliefs therein granted.

D. Respondents' Case

26. The Respondents, through a Statutory Declaration deposed by Albert Simiyu Kuloba, a director in Sobetra Uganda Limited, argued that in mid-2025, Efforte Holdings Limited approached the shareholders of Sobetra Uganda Limited, specifically Barbara Rosette Calligaris and Efforte Aviation limited with an offer of purchasing their shares in Sobetra Uganda Limited.
27. That upon approaching the shareholders, both Barbara and the shareholders in Efforte Aviation Limited, together with the director of Efforte Aviation Limited, Yelena Kalivach, agreed to have their shares transferred to Efforte Holdings Limited for value.
28. That upon payment of the shares for value, Efforte Aviation Limited granted Efforte Holdings Limited the power to transfer its shares, to Barbara. A share transfer agreement was signed with the first Respondent and also a proxy was appointed to allow them control of their shares.
29. That the second Respondent started the process of effecting the changes that the shareholders had agreed to with the first Respondent.

30. That as the second Respondent was in the process of effecting the agreed-upon changes, Petrangeli Giorgio Ceasar Antonio applied to have the logins of the company's Online Business Registration System (OBRS) portal changed, which was granted, and the intention of this change was for Petrangeli Giorgio Ceasar Antonio to transfer the shares of Efforte Aviation Limited to himself unlawfully.
31. That when the deponent realised this was the intention, he applied to URSB for the change of the credentials of the OBRS account back to the company, and upon doing this, he was able to obtain the Board resolution that Petrangeli Giorgio Ceasar Antonio was intending to fraudulently register.
32. That upon intercepting the said fraudulent transfer, the second Respondent representatives went ahead to file a special resolution signed by all the shareholders and the corresponding share transfers.
33. It was argued by the deponent under paragraph 9 of his statutory declaration that upon making the changes in shareholding, the shareholders then appointed Paul Bamber and himself as directors to manage the affairs of the company effectively and efficiently. Additionally, that subsequent to their appointment, the said directors have since lawfully passed resolutions that have been submitted and relied on lawfully by the National e-procurement system of Tanzania and the Tanzania Roads Authority.
34. Albert Simiyu Kuloba deposed in paragraph 10 of his statutory declaration that the Shareholders have always endorsed/signed all company resolutions, and it was astonishing that the Petitioner now claims that the officials of the second Respondent were fraudulently signing documents and approving resolutions.

E. Schedules

35. The parties having filed all the relevant pleadings including their Statutory Declarations pursuant to Section 286 of the Companies Act Cap 106, I instructed both counsel to present written submissions and issued schedules as follows;
 - a) *A joint scheduling memorandum was to be filed and served by the 13th day*

of March 2026.

b) Submissions from the Petitioner were to be filed and served by 16th day of March 2026.

c) Submissions from the Respondents were to be filed and served by the 23rd March 2026.

d) A rejoinder, if any, was to be filed and served by the 25th day of March 2026.

36. I informed the parties that the ruling would be issued on notice.

F. Issues

37. The Respondents' legal representatives presented a preliminary point of law, contending that the matter before the Registrar of Companies was already under consideration in ongoing proceedings in the High Court, specifically *Civil Suit No. 165 of 2026*. Invoking Regulation 4 (1) and 4 (2) (b) of the Companies (Powers of the Registrar) Regulations SI No. 71 of 2016, the Respondents' 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 representative of the Petitioner contended during the hearing, that the matter before the High Court Civil Division, was filed because the parties needed an interim relief to temporarily halt any filings on the company register, which was outside the powers of the Registrar of Companies to grant.

38. While the parties framed seven issues for determination in this matter, I find that the preliminary point of law raised by the Respondents' legal representative ought to be addressed first and its resolution will dispose of the matter before the Registrar of Companies.

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?

G. 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 in the High Court?*

39. 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.

40. 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.'

41. 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.'* 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.
42. The legal representatives of the Respondents brought it to the attention of the Registrar of Companies asserting that the matter before the Registrar of Companies was already being considered in ongoing proceedings in the High Court, specifically Civil Suit No. 165 of 2026. The Respondents' legal representatives argued 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, invoking Regulation 4 (1) and 4 (2) (b) of the Companies (Powers of the Registrar) Regulations SI No. 71 of 2016. 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.'*

43. Indeed, it is true that the Petitioner filed a civil matter in the High Court vide; Civil Suit No. 165 of 2026. 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.

44. In this particular case, a perusal of the matter filed in the High Court Civil Division vide Civil Suit No. 165 of 2026 indicates that the parties are litigating the same matter and the issues being examined in the High Court matter are analogous to the issues before the Registrar of Companies. The remedies sought in the High Court are substantially the same reliefs as those sought in the proceedings before the Registrar of Companies. In particular, the documents which the parties seek to expunge in the High Court matter are identical to those sought to be expunged in the proceedings before the Registrar of Companies. Furthermore, all the impugned documents relate to the same company file, namely Sobetra Uganda Limited. Below are the remedies the parties seek from the High Court;

- a) *A declaration that the purported transfer of the first plaintiff's 250 ordinary shares to the first Defendant was fraudulent.*
- b) *A declaration that the purported transfer of the third Plaintiffs shares to the second Plaintiff was fraudulent.*

- c) *A declaration that the Board resolution, share transfers and amended memorandum and articles of association and share transfers registered on December 22nd, 2025 and restore the shareholding as it existed prior to the fraud.*
- d) *A permanent injunction restraining the first to eighth defendants and or their agents from acting as shareholders or interfering with the company's affairs.*
- e) *General and punitive damages for the fraud and inconvenience.*
- f) *Interest at 25% on (e) from the date of filing this suit until payment in full.*
- g) *Costs of the suit*
- h) *Any other and further relief which the Honourable Court may deem fit.*

45. Below are the remedies sought in the matter filed before the Registrar of Companies;

- a) *A declaration that the purported transfer of 250 ordinary shares owned by Efforte Aviation Limited to the first Respondent was fraudulent.*
- b) *An order for cancellation of the Board resolution, amended memorandum and articles of association and share transfers registered on December 22nd, 2025 and restore the shareholding as it existed prior to the fraud.*
- c) *A declaration that the Board Resolution, Share transfers and amended memorandum and articles of association registered with the second defendant on December 22nd, 2025, are null and void for fraud.*
- d) *An order for cancellation of the special resolution registered by the second respondent ceasing Petrangeli Giorgio Caesar Antonio and Efforte as being the directors of the second Respondent, and ceasing BKA Advocates from being the company secretary.*
- e) *A permanent injunction restraining the Respondents and or their agents from acting as shareholders or interfering with the company's affairs.*
- f) *General and punitive damages for the fraud and inconvenience*
- g) *Interest at 25% on (e) from the date of filing this suit until payment in full.*
- h) *Costs of this petition*
- i) *Any other and further relief deemed fit.*

46. A review of the pleadings reveals that the parties have replicated, almost verbatim, the matter previously filed before the Registrar of Companies and have subsequently instituted the same in the High Court. Furthermore, a perusal of the reliefs sought before the Registrar of Companies discloses that certain remedies, including injunctive reliefs, fall outside the jurisdictional mandate of the Registrar. In the circumstances, and pursuant to Regulation 4 of the Companies (Powers of the Registrar) Regulations, S.I. No. 71 of 2016, I am of the considered view that the Registrar is precluded from proceeding to adjudicate this matter in light of the parallel civil proceedings instituted in the High Court concerning the same subject matter.

b. What remedies are available to the parties?

47. Considering the analysis above and pursuant to Regulations 4 and 32 of the Companies (Powers of the Registrar) Regulations SI No 71 of 2016, I find that the Registrar of Companies is precluded from hearing this case and I accordingly dismiss the same with no order as to costs.

I so Order.

Given under my hand this 01st day of April 2026

Daniel Nasasira

Assistant Registrar of Companies