



THE REPUBLIC OF UGANDA
IN THE MATTER OF THE COMPANIES ACT CAP. 106
AND
IN THE MATTER OF THE COMPANIES (POWERS OF THE REGISTRAR)
REGULATIONS SI NO. 71 OF 2016
AND
IN THE MATTER OF EYE POWER ENGINEERING COMPANY LIMITED
COMPANY APPLICATION NO. 94787 OF 2026
BRN: 80010000594787
WALIMBWA PAUL WALYAULA.....APPLICANT

VERSUS

- 1. SIFUNA PATRICK**
- 2. MULOWOOZA NABEETA SAMUEL**
- 3. TURYABE DEO.....RESPONDENTS**

RULING

Before: Daniel Nasasira - Assistant Registrar of Companies

A. Representation.

1. *The Applicant was represented by Counsel Daniel Ojok of the Legal Aid Project, Uganda Law Society, while the first Respondent represented himself. The second and third Respondents were represented by Counsel Gimanga Sam of Anguria & Co. Advocates.*

B. Introduction and Background

2. The Applicant, aggrieved by the actions of the Respondents, filed this Application on 31st March 2026, claiming that the Respondents, through a series of filings, unlawfully and without his knowledge or consent, deprived him of his shareholding and directorship in Eye Power Engineering Company Limited and removed him as secretary of the Company. The Applicant accordingly

prayed that the Registrar of Companies rectify the Companies Register by expunging the contested documents.

3. The First Respondent testified in support of the Applicant's claim. However, the Second and Third Respondents maintained that all actions undertaken were carried out lawfully and in accordance with the applicable provisions of the law.

C. Applicant's Case

4. The Applicant deposed under paragraphs 2 and 3 of his Statutory Declaration in support of the Application that on the 28th day of February 2011, he, together with others, incorporated Eye Power Engineering Company Limited and shares were allotted as follows: Namawa Patrick Wanyera - 40%, Turyabe Deo - 15%, Bernard Rushengyere - 15%, and Walimbwa Paul Walyaula (the Applicant herein) - 15%. The Applicant asserted that he was a subscriber at the time of incorporation.
5. The Applicant stated under paragraph 4 of his Statutory Declaration in support that at the Company's first meeting held at their then office in Ntinda, he was appointed as the company secretary and subsequently continued to serve in that position until the Respondents unlawfully and illegally removed him from office.
6. The Applicant averred under paragraphs 5 and 6 that since the death of Namawa Patrick, the majority shareholder at the time of incorporation, the Respondents had frustrated and blocked his participation in the affairs of the Company, and that all his attempts to access the company premises had been futile. He contended that he had reached out to Turyabe Deo and Sifuna Patrick, the first and third Respondents, to inquire about the several changes that had been effected within the company, including the transfer of shares to a one Mulwooza Nabeeta Samuel, the second Respondent, and others, but that the first and third Respondents declined to provide any clarity. The acts

complained of, and documents contested by the Applicant, as stated, include the following;

- a) That on the 12th day of December 2016, the Respondents, unlawfully representing themselves as directors of the company, passed a resolution wherein they purported to take over the management of the company's account held with Bank of Africa and therein appointed the first and second Respondents as signatories to the said account - Acc. No. 03560860000.
- b) That on the 8th day of June 2018, the first, second, and third Respondents, together with a one Ahimbisibwe Deus Godred and Mutambuze Erisa, forged the signatures of the Applicant, Bernard Rushengyere, and Namawa Patrick Wanyera (who had died on the 28th day of April 2014) and passed a special resolution wherein they purported that;
 - i) The Applicant, Namawa Patrick Wanyera and Bernard Rushengyere had surrendered all their shares in the company and were no longer shareholders in the company.
 - ii) The shares of the company were re-allotted amongst the Respondents together with Ahimbisibwe Deus Godred and Mutambuze Erisa as follows: Mulwooza Samuel Nabeeta - 51%, Sifuna Patrick - 5%, Turyabe Deo - 5%, Ahimbisibwe Deus Godred - 10%, and Mutambuze Erisa - 10%.
 - iii) 19% of the company's shares remained unallotted.
- c) That on the 11th day of June 2018, company Form 10 (Return of Allotment of Shares) was filed wherein the Respondents and other persons unlawfully and illegally distributed the shares of the company as follows: Mulwooza Nabeeta Samuel - 51, Sifuna Patrick - 5, Turyabe Deo - 5, Ahimbisibwe Deus Godre - 10, and Mutambuze Erisa - 10.
- d) That on the 13th day of March, 2019, company Form 10 (Return of Allotment of Shares) was filed wherein the Respondents again

unlawfully and illegally altered the shareholding of the Company as follows: Mulwooza Nabeeta Samuel - 51, Sifuna Patrick - 5, Turyabe Deo - 5.

- e) That on the 3rd day of October 2019, the Respondents unlawfully and illegally purported to give powers over the affairs of the Company to the second Respondent via a general Power of Attorney.
 - f) That on the 1st day of November 2023, the Respondents registered company Form 1 (Notice of Beneficial Owners), wherein they falsely represented that they were jointly the sole shareholders of the Company.
7. The Applicant contended under paragraphs 7 and 8 of his Statutory Declaration that as company secretary, he was not privy to any of the dealings/transactions that transpired between Turyabe Deo, Sifuna Patrick, and Mulwooza Nabeeta Samuel between the years 2015 to date. Further, that since the Company's incorporation, it had never endorsed any transfer of any shares nor had any founding member sold/surrendered their shares, and the shareholding of the company has never been altered in any way from the shareholding at the Company's incorporation.
8. The Applicant prayed that the Registrar of Companies invoke their power under Regulations 3, 8, and 9 of the Companies (Power of the Registrar) Regulations SI. No. 1 of 2016 to:
- I. Rectify and update the register in instances where the information is misleading, inaccurate, with an error, or an illegal endorsement, and expunge the following documents from the company's record;
 - a. The resolution dated 12th day of December 2016 purporting to transfer control of the company account to the Respondents for being misleading, wrongfully obtained, and illegal.
 - b. The special resolution dated the 8th day of June 2018 and registered on the 11th day of June 2018 purporting to alter the

- shareholding of the company for being misleading, wrongfully obtained and illegal.
- c. The company Form 10 (Return of Allotment of Shares) registered on the 11th day of June 2018 purporting to alter the shareholding of the company for being misleading, wrongfully obtained and illegal.
 - d. The company Form 10 (Return of Allotment of Shares) registered on the 13th day of March 2019 purporting to further alter the shareholding of the company for being misleading, wrongfully obtained and illegal.
 - e. The general power of attorney dated the 3rd day of October 2019 purporting to give control of the company's affairs to the second Respondent for being misleading, wrongfully obtained and illegal.
 - f. The company Form 1 (Notice of Beneficial Owners) registered on the 1st day of November 2023 for being misleading.
- II. The register of the company be rectified to restore the shareholding of the company to where it was at incorporation.
 - III. The Honourable Registrar invokes his/her powers under Regulations 3, 8, and 9 of the Companies (Power of the Registrar) Regulations SI. No. 71 of 2016 and expunge from the company's official record all illegal and wrongfully obtained documents executed between the years 2015 and the present date.
 - IV. Any other remedies that the Honourable Registrar may deem fit to meet the ends of justice.
 - V. Grant the costs of this application.

D. First Respondent's Case

- 9. Whereas evidence before the Registrar of Companies is primarily by way of Statutory Declaration under Section 286 of the Companies Act, Cap. 106, during

the hearing of this matter, the First Respondent sought leave from the Registrar of Companies to give an oral account of the events that led to the filing of this Application. The Registrar, in line with Section 286, which empowers the Registrar of Companies to take *viva voce* evidence at their discretion, granted leave and directed that the First Respondent take oath and testify.

10. While under oath, the First Respondent testified that on 28th February 2011, Sifuna Patrick, Deo Turyabe, Walimbwa Paul, Bernard Rushengyere, and Patrick Namawa incorporated Eye Power Engineering Company Limited. He further stated that the company operated without difficulty until 2014, when Patrick Namawa, the majority shareholder, passed away.
11. The First Respondent further testified that following the death of Patrick Namawa, the Second Respondent, Mulwooza Nabeeta Samuel, was brought in as his replacement. He added that the Second Respondent expressed an intention that the company should be run with only three directors. The First Respondent contended that the Applicant later attempted to contact him; however, he chose to distance himself from the Applicant.
12. The first Respondent testified that in 2018, the second Respondent, Mulwooza Nabeeta Samuel, came up with a resolution titled "Special Resolution" filed on 11th June 2018, allegedly made at the company premises on the 8th of June 2018, that resolved as follows;
 - a) All shareholders/members surrender all their shares to the Company and cease to be shareholders/members.
 - b) Re-allotment of shares excluding the Applicant
13. The First Respondent narrated that the Applicant's name did not appear among the new shareholders. He further stated that when the said resolution was presented to him at the company offices by the Second Respondent, Mulwooza Nabeeta Samuel, the latter requested him to sign it, which he did. He confirmed that his signature appearing on the said resolution was genuine and not fabricated.

14. The First Respondent further stated that, contrary to what was suggested in the resolution effecting the surrender of shares, no meeting was held and no minutes existed in respect of the alleged resolution surrendering the Applicant's shares.
15. The first Respondent testified that, whereas the Board Resolution of 3rd January 2018 purporting to borrow money from Bank of Africa bore his signature, the same was fabricated as he did not sign. He further stated on oath that, according to him, the Applicant's signature on the Special resolution filed on 11th June 2018 was fabricated as he was not at the office on that day when Nabeeta Samuel Mulwooza brought the resolution for signing.
16. The First Respondent accordingly prayed that the contested resolutions be revoked on the ground that they were illegally placed on the company file.

E. Second and Third Respondents' Case

17. The second and third Respondents provided their evidence by way of Statutory Declaration in accordance with Section 286 of the Companies Act Cap. 106. The two deposed under paragraph 1 of their respective Statutory Declarations that they are adult male Ugandans of sound mind, shareholders and directors in the Company.
18. The second and third Respondents averred under paragraph 2 of their respective Statutory Declarations in Reply to the Application that all transfers of shares in the Company since they joined in 2018 and appointments of Directors and the company secretary in the Company have always been done lawfully and by authorized persons.
19. The second and third Respondents contended under paragraphs 3 and 4 of their Statutory Declarations that they had never forged any signatures for any company official or participated in forgery and that all company documents, as far as they were concerned, had always been done lawfully and by the authorized persons. The two asserted that the only forgeries they had faced in

- the Company had been done by Sifuna Patrick, who they claimed had pending cases with the Police and attached a police report in support of their assertion.
20. The second and third Respondents deposed that the General Power of Attorney appointing the second Respondent as lawful attorney of the Company was lawfully made by the proper company officials. In addition, that the Form 1 (Particulars of Beneficial Owners) filed on 1st November 2023 was lawfully filed.
21. In response to the Applicant and first Respondent's assertion that Namawa Patrick Wanyera, a majority shareholder and subscriber at the time of incorporation has passed away, the second and third Respondents argued that no death certificate recognizable in law issued by the National Identification and Registration Authority was attached to the Application and therefore argued that no death of the said Namawa Patrick Wanyera had been proved.
22. The second and third Respondents contended that the register, in its current form, is proper, accurate, and reflective of the true position of the company.

F. Issues

23. Having received all relevant statutory declarations from the parties and duly recorded *viva voce* evidence pursuant to Section 286 of the Companies Act, Cap 106, I find that the following issues are sufficient to determine the dispute in this matter;
- a. *Whether the contested documents were validly passed?*
 - b. *What remedies, if any, are available to the parties?*
24. I informed the parties that a ruling would be issued on notice.

G. Determination

- a. **Whether the contested documents were validly passed?**
25. The Applicant filed this Application contesting resolutions on file that divested him of his shareholding and directorship in Eye Power Engineering Company Limited, and his position as company secretary. The Applicant asserts that the Respondents, through a series of filings, unlawfully and without his

knowledge or consent, and through the forgery/fabrication of signatures, deprived him of his directorship and shareholding in the Company by creating the impression that he had surrendered his shares, and further ousted him as company secretary. The Applicant contended that he was a subscriber at incorporation and had never at any point surrendered or agreed to surrender his shareholding in the Company.

26. The first Respondent, while on oath, gave testimony supporting the Applicant's assertions and conceded that the resolutions and filings were irregular and done behind the Applicant's back. He further testified regarding the restructuring of the Company's shareholding.
27. The second and third Respondents, on the other hand, denied all allegations of forgery or fabrication of signatures and maintained that all transfers of shares in the Company since they joined in 2018, as well as all appointments of directors and the company secretary, had always been done lawfully and by authorized persons.
28. A major resolution that the Applicant is challenging, and upon which a number of other resolutions and filings are predicated, is a Special Resolution dated 8th June 2018, wherein the Applicant alleges that the First, Second, and Third Respondents, together with a one Ahimbisibwe Deus Godred and Mutambuze Erisa, fabricated the signatures of the Applicant, Bernard Rushengyere, and Namawa Patrick Wanyera, who is alleged to have died on 28th April 2014. The resolution resolved as follows;
 - 1) That the Applicant, Namawa Patrick Wanyera and Bernard Rushengyere (three of the members/subscribers at incorporation) surrender all their shares in the company and cease to be members/shareholders in the Company.
 - 2) That the shares of the company be re-allotted amongst the Respondents together with Ahimbisibwe Deus Godred and Mutambuze Erisa as follows: Mulwooza Samuel Nabeeta - 51%, Sifuna Patrick - 5%,

Turyabe Deo - 5%, Ahimbisibwe Deus Godred - 10%, and Mutambuze Erisa - 10%.

3) That the Company retains 19% of its unallotted shares

29. This resolution forms the basis of several subsequent contested filings. Accordingly, if it is found to have been improperly or illegally procured or filed, the subsequent filings predicated upon it must also collapse.
30. The effect of clause 1 of the Special Resolution dated 8th June 2018 was to divest the Applicant and other subscribers of their shareholding and to cease them from being members and directors of the Company. The Applicant's position is that he did not surrender his shares and did not consent to any such surrender. He further contends that the shareholding structure of the Company had never been altered since incorporation.
31. The question that arises is whether a valid surrender of shares occurred in the circumstances. A surrender of shares occurs where a shareholder voluntarily relinquishes his or her shares to the Company on agreed terms. An essential element is voluntariness, as shares constitute property under **Section 81 of the Companies Act Cap 106** and therefore require the consent of the shareholder.
32. **Regulation 32(3) of the Companies Regulations, 2023**, provides that, '*A shareholder may surrender shares held in a company by signing a surrender agreement or by notice of surrender of shares to the registrar where the shareholders fail to agree on the signing of the surrender agreement.*' This presupposes that a shareholder who wishes to surrender shares either executes a surrender agreement or issues a notice of surrender to the Registrar, emphasizing the aspect of voluntariness. **Regulation 32(4) of the Companies Regulations 2023** further provides that, "*The surrender agreement referred to in subregulation (3) shall be registered with the registrar and upon registration the surrendered shares shall revert back to the company.*" The surrender therefore, only takes effect upon registration of the surrender agreement and not merely by a special resolution.

33. In the instant case, the Respondents did not adduce evidence of any surrender agreement or notice of surrender issued to the Registrar to demonstrate that the Applicant voluntarily surrendered his shares. This supports the Applicant's assertion that he neither intended to nor did surrender his shares in the Company.
34. Further, the contested resolution bears, among others, the signatures of the Applicant and a one Namawa Patrick Wanyera, a subscriber at incorporation, who is also alleged to have surrendered his shares through the same resolution. The Applicant denied attending the purported meeting and denied appending his signature to the said resolution. He further asserted that Namawa Patrick Wanyera could not have signed the resolution in 2018, as he had passed away in 2014. On this basis, the Applicant argued that both signatures were forged/fabricated.
35. In support of this claim, the Applicant attached a death certificate from Kibuli Muslim Hospital marked annexure "C" to the Application, indicating that Namawa Patrick Wanyera died on 28th April 2014 at 2:00 pm. This was corroborated by the first Respondent, who testified that Namawa Patrick Wanyera indeed passed away in 2014 and that he had attended his burial at his home village in Manafwa District.
36. The second and third Respondents, under paragraph 7 of their respective Statutory Declarations in reply, argued that no death certificate recognizable in law and issued by the National Identification and Registration Authority (NIRA) was attached to the Application, and therefore that the death of Namawa Patrick Wanyera had not been proved.
37. While it is true that the Applicant did not attach a NIRA issued death certificate, I find that the Applicant's evidence, together with the hospital death certificate and the *viva voce* evidence of the first Respondent, is sufficient to establish, on a balance of probabilities, that Namawa Patrick Wanyera died in 2014.

38. Further, the second and third Respondents did not adduce any evidence to show that Namawa Patrick Wanyera was alive and participated in the affairs of the Company after April 2014. I am therefore persuaded that he was deceased at the time the alleged Special Resolution of 8th June 2018 was passed and could not have signed the same.
39. Having found that Namawa Patrick Wanyera was deceased at the time of the resolution, it follows that his purported signature could not have been genuine. A deceased person cannot sign a document. This further supports the Applicant's assertion that the signatures attributed to him and to the deceased on the contested Special resolution were fabricated.
40. In addition, the second and third Respondents failed to produce any contemporaneous evidence of the alleged meeting, such as minutes, notices of meeting, or attendance records. Section 148 of the Companies Act, Cap. 106 provides that:
- (1) *Every company shall cause minutes of all proceedings of general meetings and of all proceedings at meetings of its directors to be entered in books kept for that purpose.*
 - (2) *Any minute referred to in subsection (1)...shall be evidence of the proceedings.*
 - (3) *Where minutes have been made in accordance with the proceedings at any general meeting of the company or meeting of directors then, until the contrary is proved, the meeting shall be taken to have been duly held and convened...*
41. Section 148 requires companies to maintain accurate minutes of meetings, which serve as *prima facie* evidence of proceedings and create a presumption that such meetings were duly held and convened. However, this presumption is rebuttable upon credible evidence being adduced.
42. In this case, no minutes or supporting records were produced to demonstrate that the alleged meeting at which the shareholders purportedly surrendered their shares actually took place. In the absence of such evidence, I am persuaded to accept the Applicant's assertion that no such meeting occurred.

This position is also supported by the first Respondent, who testified that: “...the second Respondent, Mulwooza Nabeeta Samuel, came up with a resolution titled ‘Special Resolution’ filed on 11th June 2018, allegedly made at the company premises on the 8th of June 2018...” The First Respondent further stated that there was in fact no meeting and no meeting minutes supporting the alleged surrender of shares.

43. Accordingly, the evidence before me establishes that no voluntary surrender of shares occurred, no surrender agreement or notice was registered with the Registrar to effect such surrender, no valid meeting was held, and the signatures on the Special Resolution dated 8th June 2018 were fabricated.

44. I therefore find that the contested Special Resolution dated 8th June 2018, wherein the Applicant is alleged to have surrendered his shares and been removed as director and company secretary, was not validly passed or lawfully procured and is liable to be expunged from the Register.

45. Consequently, all subsequent filings predicated upon the aforementioned Special Resolution are equally invalid and shall also be expunged from the Companies Register.

46. The Applicant is therefore still a member and director of the Eye Power Engineering Company Limited.

Resolutions to secure Credit Facilities

47. A perusal of the company file of Eye Power Engineering Company Limited reveals Board resolutions passed by the Respondents as directors authorizing the Company to secure credit facilities. Whereas ordinarily such Board resolutions ought to be expunged since they were passed without the involvement or participation of the Applicant, who is a Director in the Company, the implications of nullifying resolutions that authorized borrowing from a third party, which advanced funds on the basis of Company resolutions executed by directors of the Company, must also be taken into account.

48. In this regard, the Indoor Management Rule is applicable, as it protects third parties dealing with a company in good faith from internal irregularities within the company. In *Royal British Bank v Turquand (1856)*, it was established that external parties are entitled to presume that a company complies with its internal procedures and regulations unless they have knowledge to the contrary. The rule therefore protects third parties dealing with companies against undisclosed internal irregularities.
49. Furthermore, in *Mahony v East Holyford Mining Co (1875)*, it was observed that persons dealing with individuals appearing to act in the management of a company are not affected by internal mismanagement or procedural irregularities, provided the acts appear consistent with the company's Articles of Association.
50. Therefore, where a third party, particularly a financial institution, reasonably believed that the Company Director and Secretary possessed authority to act on behalf of the Company based on the Company's public documents, including the particulars contained in Company Form 20, a search letter, and various resolutions executed by the same individuals, the Company is bound by those resolutions notwithstanding any internal procedural irregularities, unless it is demonstrated that the third party, in this case the Bank, knew or ought to have known of the irregularities.
51. For that reason, I find that all resolutions relating to the acquisition of credit facilities from the Bank were properly relied upon by the third party in extending credit to Eye Power Engineering Company Limited. The same cannot therefore be expunged from the Register. They include;
- a) *The Board Resolution dated 3rd January 2018 and filed on 11th January 2018 authorizing the Company to apply and obtain a bank guarantee of USD 25,000,000 (United States Dollars Twenty Five Million)*
 - b) *The Board Resolution dated 15th March 2019 and filed on 21st March 2019, authorizing the Company to open and hold a bank account with Housing*

Finance Bank Limited, and further authorizing the Company to obtain a mortgage finance loan facility of UGX 300,000,000 (Three Hundred Million Uganda Shillings)

c) The Board Resolution dated 14th June 2022 and filed on the same date authorizing the company to obtain a loan facility of UGX 367,000,000 (Three Hundred and Sixty-Seven Million Uganda Shillings) from Equity Bank Uganda Limited.

b. What remedies, if any, are available to the parties?

52. The Registrar of Companies is charged with the mandate of maintaining a clean and accurate Companies Register and, in furtherance of this mandate, has the power to rectify and update the Register pursuant to **Regulation 8(1) of the Companies (Powers of the Registrar) Regulations, S.I. No. 71 of 2016.** **Regulation 8 (2)** goes further to state that the registrar may expunge from the register any information or document included in the register which;

- a. Is misleading*
- b. Is inaccurate*
- c. Is issued in error*
- d. Contains an entry or endorsement made in error*
- e. Contains an illegal endorsement*
- f. Is illegally or wrongfully obtained*

53. Having found that the Special Resolution dated 8th June 2018, purporting to remove the Applicant as a shareholder/member of the Company and altering the membership and directorship was not validly passed or lawfully procured and is liable to be expunged from the Register along with all resolutions predicated upon it, pursuant to **Regulations 8 and 32 of the Companies (Powers of the Registrar) Regulations SI No 71 of 2016**, I hereby make the following orders;

- 1) The Board Resolution dated 12th December 2016 and filed on 2nd January 2017, requesting Bank of Africa to re-open the Company Account (03560860000) and*

appointing the Respondents as the Bank signatories to the account, is to be expunged for being misleading and having been wrongfully obtained.

- 2) *The Special Resolution dated the 8th day of June 2018 and filed on the 11th day of June 2018 purporting to alter the membership, directorship and company secretary of the Company is to be expunged for being misleading, inaccurate and having been wrongfully obtained.*
- 3) *The company Form 10 (Return of Allotment of Shares) registered on the 11th day of June 2018, altering the membership of the Company, is to be expunged for being misleading, inaccurate, and having been wrongfully obtained*
- 4) *The Board Resolution dated 8th November 2018 and filed on 9th November 2018 authorizing the Company to open and operate different currency accounts in United Bank of Africa and appointing the Respondents as the bank signatories is to be expunged for having been wrongfully obtained.*
- 5) *The Board Resolution dated 28th November and filed on 13th March 2019, further altering the membership and directorship of the Company, is to be expunged for having been illegally/wrongfully obtained.*
- 6) *The Form 10 (Return of Allotment) and Form 20 (Notification of Appointment of Directors), both filed on 13th March 2019 following the aforementioned resolution, are to be expunged for having been illegally/wrongfully obtained.*
- 7) *The Board Resolution dated 15th March 2019 and purportedly filed two days prior on 13th March 2019, authorizing the Company to open and hold a bank account with Housing Finance Bank Limited, and appointing the Respondents as the bank signatories, is to be expunged for having been illegally/wrongfully obtained.*
- 8) *The Board Resolution dated 16th September 2019 and filed on 03rd October 2019 authorizing Powers of Attorney to be issued in favour of Mulowooza Samuel Nabeeta to act on behalf of the company is to be expunged for having been illegally/wrongfully obtained.*

- 9) *The Board Resolution dated 13th August 2021 and filed on 23rd September 2021, authorizing the Company to open and hold Uganda shillings, dollars, and euros bank accounts with Equity Bank Uganda Limited, and appointing the Respondents as the bank signatories, is to be expunged for having been illegally/wrongfully obtained.*
- 10) *The Ordinary Resolution dated 28th February 2022 and filed on 2nd March 2022 ceasing Sifuna Patrick and appointing Gimanga Sam as Secretary of the Company is to be expunged for being inaccurate and misleading.*
- 11) *The Form 20 (Notification of Appointment of Directors and Secretary) filed on 2nd March 2022, indicating Gimanga Sam as the company secretary following the aforementioned resolution, is to be expunged for being inaccurate and misleading.*
- 12) *The Board Resolution dated 8th December 2021 and filed on the same date, authorizing the Company to open a Euro account, Uganda shillings account, and United States Dollar account with Stanbic Bank Uganda Limited, and appointing the Respondents as the bank signatories, is to be expunged for having been illegally/wrongfully obtained.*
- 13) *The Ordinary Resolution dated 28th February 2022 and filed on 2nd March 2022, and accompanying Company Form 12 (Notice of Increase of Share Capital) filed on 2nd March 2022, increasing the Company's share capital from Uganda Shillings One Million (UGX 1,000,000) to Uganda Shillings Twenty Million (UGX 20,000,000), are to be expunged for having been illegally/wrongfully obtained.*
- 14) *The status of Eye Power Engineering Company Limited shall revert to its position prior to the filing of the contested Special Resolution dated 8th June 2018, with the Applicant reinstated as a member and director of the Company and continuing to act as company secretary; the first and third Respondents continuing as members and directors of the Company, and the second Respondent retained as a director of the Company.*

15) I make no order as to costs.

I so Order.

Given under my hand this 01st day of June 2026

Daniel Nasasira

Assistant Registrar of Companies