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 ALIBHAI RAMJI & SONS LIMITED
AND
IN THE MATTER OF ALIBHAI RAMJI LIMITED
CONSOLIDATED COMPANY PETITIONS NO. 89521 / 03429 OF 2026
BRN: 80010000034972 / 80010000034291

MOHAMMED ALIBHAI ::: PETITIONER

VERSUS

1. **SALIM MOHAMEDALI**
2. **HASSANALI ALIBHAI**
3. **SHIRAZ MOHAMEDALI**
4. **ALIBHAI AQUILA HAJI**
5. **SHARIFF SABIRA**
6. **ALIBHAI SHABBIR ALI**
7. **ALIBHAI HASSAN GULAMALI**
8. **ALIBHAI SIDDIQUA**
9. **ALIBHAI RAMJI LIIMITED**
10. **ALIBHAI RAMJI & SONS LIMITED ::: RESPONDENTS**

RULING

Before: Daniel Nasasira - Assistant Registrar of Companies

A. *Representation.*

1. *Counsel Mamawi Bill of Greystone Advocates represented the Petitioner, while Counsel Kasim Muwonge, Tommy Ogwang, Joel Kidandaire and Nyombi Ronald from Astral Advocates represented the first to eighth Respondents. Counsel Emmanuel Kanyakore from M & K Advocates represented the Respondent Companies.*

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B. *Introduction and Background*

2. The Petitioner, Mohammed Alibhai, is a male adult of sound mind, a shareholder and director in the Respondent Companies.
3. The First to Eighth Respondents are male and female adults of sound mind and shareholders in the Respondent Companies.
4. The ninth Respondent, Alibhai Ramji Limited, was incorporated on 12th December 1942 under registration number 80010000034291.
5. The tenth Respondent Company, Alibhia Ramji & Sons Limited, was incorporated on 18th January 1949, under registration number 80010000034972.
6. The Petitioner filed this matter seeking expungement of resolutions that were made without notice to him. The Petitioner alleged that no formal requisition for the meetings had been received by the Board of Directors and that the EGM had been convened virtually through Google Meet, notwithstanding that the MEMARTS of the Respondent Companies did not expressly permit the convening or attendance of company meetings electronically or virtually.
7. The Respondents on the other hand rejected the Petitioners averments and maintained that a requisition had been made and the meetings had been properly called. They denied each and every allegation contained in the Petitions and contended that the Petitioner had no cause of action against them and was not entitled to the remedies sought. The Respondents' case was that the Petition was incompetent, premature and an abuse of process because the subject matter of the Petition was already the subject of proceedings before the High Court of Uganda in Company Cause No. 009 of 2026 and proceedings arising therefrom.

C. *Consolidation of Petitions*

2. While the Petitioner filed two separate Petitions, the two Petitions arise from similar events and involve interrelated companies, which are represented by the same counsel for both the Applicant and the Respondents. The issues and evidence

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in the matters are substantially identical, and it is unlikely that the rulings would differ. In ***Patrick Nkoba v Rwenzori Highlands Tea Co. & Another [1999] KALR 762,*** it was noted that the court could, on its own volition, consolidate actions into one.

3. Justice B.N. Olao, at page 2 of his ruling in ***Francis Wainana Kariuki v Samuel Kiongo Ndegwa and National Bank of Kenya, ELC Case No. 726 of 2013,*** while referring to the Indian Supreme Court of ***Rem Lala Nahata & Another vs Chandi Prasad Sikaria 2007 2 Supreme Court Cases 551 at paragraph 18,*** observed that, *'Consolidation is a process by which two or more causes or matters are by order of the Court combined or united and treated as one cause or matter. The main purpose of consolidation is therefore to save costs, time and effort and to make the conduct of several actions more convenient by treating them as one action. The jurisdiction to consolidate arises where there are two or more matters or causes pending in the Court and it appears to the Court that some common questions of law or fact arise in both or all the suits or that the rights to relief claimed in the suits are in respect of or arise out of the same transaction or series of transactions; or that for some other reason, it is desirable to make an order consolidating the suits".* Thus, consolidation is appropriate where there are common questions of law or fact, shared causes of action, or overlapping series of transactions. Similarly, Kneller J., in ***Stumberg v Potgeiter 1970 E.A. 323,*** outlined considerations for consolidation, including;
   a. *Pending matter before the court/tribunal*
   b. *Similar questions of law or fact*
   c. *Same causes of action*
   d. *Will save expense*
   e. *Same/similar series of transactions*.

4. Applying these principles, and to ensure efficiency and consistency in the determination of these disputes, I find it prudent to consolidate Company

Petitions 89521 and 03429 of 2026. The two matters were heard together as they involve common questions. As enunciated by the Supreme Court in ***Law Society of Kenya v The Center for Human Rights and Democracy, Petition No. 14 of 2013,*** *'the essence of consolidation is to facilitate the efficient and expeditious disposal of disputes and to provide a framework for a fair and impartial dispensation of justice to the parties.'*

D. Petitioner's Case

8. The Petitioner swore statutory declarations wherein he stated that in June 2026, while conducting a routine search at the Companies Registry, he discovered that certain resolutions had been processed through the Online Business Registration System (OBRS) account of the Respondent Companies.
9. The Petitioner deposed that the documents discovered comprised an Ordinary Resolution dated 21st May 2026 and a Board Resolution dated 22nd May 2026, in regard to both Respondent Companies, copies of which were attached to the Petitioner's statutory declaration.
10. The Petitioner further stated that the Ordinary Resolutions arose from an Extraordinary General Meeting (EGM) of the Respondent Companies purportedly held on 16th May 2026, while the Board Resolutions purportedly arose from a Board Meeting allegedly held on 20th May 2026 at the premises of the Respondent Companies.
11. With regard to the Extraordinary General Meeting, the Petitioner contended that the meeting had been convened contrary to the Memorandum and Articles of Association (MEMARTS) of the Respondent Companies and the Companies Act, Cap. 106. In particular, he alleged that no formal requisition for the meeting had been received by the Board of Directors.
12. The Petitioner further contended that the EGM had been convened virtually through Google Meet, notwithstanding that the MEMARTS of the Respondent

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Companies did not expressly permit the convening or attendance of company meetings electronically or virtually.

13. The Petitioner also alleged that the EGM had been convened on shorter notice than that required by law and that the requisite consent or waiver to convene the meeting on shorter notice had not been obtained.
14. The Petitioner further challenged the validity of a proxy allegedly held by Hamidali Mohamedali on behalf of Alibhai Ramji & Sons Limited, a shareholder in the tenth Respondent. He contended that no resolution or other authority had been produced demonstrating that Alibhai Ramji & Sons Limited had authorised Hamidali Mohamedali to hold its proxy at the EGM.
15. The Petitioner stated that on 14th May 2026, the Second Respondent issued, by email, a notice to the shareholders or members of the Respondent Companies informing them that an Extraordinary General Meeting would be convened virtually on 16th May 2026 through Google Meet.
16. The Petitioner stated that, prior to the EGM, the Board of Directors had not received any formal requisition for the convening of the meeting.
17. The Petitioner further stated that on 15th May 2026, he notified the Respondents by email of what he considered to be the procedural irregularities that would arise if the EGM proceeded in the manner indicated in the notice.
18. Notwithstanding that communication, the Petitioner stated that on 16th May 2026, the Second Respondent circulated a meeting chat link by email for purposes of convening the EGM virtually.
19. The Petitioner relied on the minutes of the EGM and other documents relating to the meeting and contended that the minutes demonstrated that the meeting had been conducted virtually, that the requisite consent to the shorter notice period had not been obtained, and that Hamidali Mohamedali had purportedly held the proxy of Alibhai Ramji & Sons Limited without sufficient authority.

20. The Petitioner further stated that he did not attend the Extraordinary General Meeting held on 16th May 2026.

21. He stated that he had subsequently been notified by shareholders holding 47% of the total voting rights that they had likewise not attended the EGM. On that basis, the Petitioner contended that the requisite waiver or consent to convene the meeting on shorter notice had not been obtained.

22. The Petitioner also challenged the validity of the Board Resolution dated 22nd May 2026. He contended that the resolution was a fabrication because no Board Meeting of the Respondent Companies had been held on 20th May 2026 at the Company's premises as stated in the resolution.

23. In support of that contention, the Petitioner stated that he had been at the Company's premises on 20th May 2026 and that no such Board Meeting had taken place.

24. The Petitioner further stated that no notices convening the alleged Board Meeting had been issued or served upon the lawful directors of the Respondent Companies.

25. He further stated that, apart from himself and the Second Respondent, the other lawful directors of the Respondent Companies were not resident in Uganda.

26. On the basis of the foregoing, the Petitioner contended that the Ordinary Resolution dated 21st May 2026 and the Board Resolution dated 22nd May 2026 had been illegally or irregularly obtained and processed through the Company's OBRS account.

27. The Petitioner therefore sought rectification of the Register of the Respondent Companies by expunging the impugned documents and/or transactions, together with such other orders as the Registrar might deem appropriate.

28. The Petitioner further prayed that the costs of the Petition be awarded to him.

E. ***Respondents' Case***

29. The Respondents stated that they were the majority shareholders in the Respondent Companies, Alibhai Ramji & Sons Limited. They denied each and every allegation contained in the Petition and contended that the Petitioner had no cause of action against them and was not entitled to the remedies sought.
30. The Respondents' case was that the Petition was incompetent, premature and an abuse of process because the subject matter of the Petition was already the subject of proceedings before the High Court of Uganda in Company Cause No. 009 of 2026 and proceedings arising therefrom.
31. The Respondents stated that, prior to the Extraordinary General Meeting, a formal requisition dated 20th February 2026 had been issued by shareholders requesting that an Extraordinary General Meeting of the Company be convened. A copy of the requisition was relied upon in support of their case.
32. The Respondents further stated that the Petitioner was duly notified of the Extraordinary General Meeting, including the mode of attendance and the business to be transacted. They contended that the Petitioner was therefore aware of the meeting and its agenda but elected not to participate.
33. The Respondents disputed the Petitioner's contention that the Extraordinary General Meeting was invalid because it was convened virtually. They maintained that the Petitioner had been duly notified of the mode of the meeting and the business to be transacted and had full knowledge of the meeting.
34. The Respondents also disputed the allegation that the meeting was invalid because it had been convened on shorter notice. They contended that the Companies Act permitted a company meeting to be convened on shorter notice where the requisite majority of members entitled to attend and vote waived the notice requirement. In the present case, they stated that shareholders holding 52.55% of the voting rights attended and participated in the meeting and thereby waived any objection to the shorter notice.

35. The Respondents further relied on the statutory position that an accidental omission to give notice to, or the non-receipt of notice by, a person entitled to receive notice did not invalidate the proceedings of a meeting.

36. With regard to Hamidali Mohamedali, the Respondents denied that he had improperly participated in the Extraordinary General Meeting. They stated that Hamidali Mohamedali had not acted in his personal capacity as a shareholder or director but had participated pursuant to authority granted to him by shareholders to represent their interests and exercise their shareholder rights.

37. The Respondents maintained that, following the Extraordinary General Meeting, the relevant corporate resolutions were duly passed and the appropriate corporate instruments were prepared and filed with the Registrar in accordance with the decisions reached at the meetings.

38. The Respondents also disputed the Petitioner's allegation that the Board Resolution dated 22nd May 2026 was a fabrication. They maintained that the resolution had been passed pursuant to the authority of the Company's Board and that the requisite quorum had been attained before the resolution was passed.

39. In his statutory declaration, Hamidali Mohamedali, who stated that he was the lawful attorney of the first to eighth Respondents, further averred that the Company's MEMARTS provided for a quorum of two directors to conduct the Company's business and that the requisite quorum had been met before the Board Resolution dated 22nd May 2026 was passed.

40. The Respondents disputed the Petitioner's allegations concerning the convening of the Board Meeting, notices to directors, quorum and the validity of the resulting resolution. They contended that those were substantive questions requiring evidence and determination and could not properly be conclusively determined through the present rectification proceedings while the same corporate controversy remained before the High Court.

41. The Respondents further contended that the Petitioner's complaint did not concern a mere clerical or administrative error in the Companies Register. Rather, in their view, the Petitioner sought to have the Registrar determine substantive questions concerning the validity of corporate meetings, shareholder authority, proxies, notice, quorum and resolutions and, upon such determination, nullify corporate acts that were already the subject of pending judicial proceedings.

F. ***The Respondents' Preliminary Objection***

42. In addition to contesting the substantive allegations, the Respondents raised a preliminary objection to the jurisdiction of the Registrar to entertain the Petition.
43. The Respondents stated that the impugned Ordinary Resolution dated 21st May 2026 and Board Resolution dated 22nd May 2026 had already been placed before the High Court in Miscellaneous Application No. 0409 of 2026, arising from Company Cause No. 009 of 2026, where their validity and the circumstances surrounding their passing had been challenged.
44. The Respondents stated that on 10th June 2026, the High Court delivered its ruling in Miscellaneous Application No. 0409 of 2026 and expressly declined to determine the legality of the impugned meetings, the adequacy of the notice and the validity of the resolutions, holding that those were substantive questions reserved for determination in the substantive proceedings.
45. The Respondents further stated that the Petitioner subsequently filed Miscellaneous Application No. 504 of 2026, seeking leave to appeal against the ruling of 10th June 2026, and that the application for leave to appeal remained pending before the High Court.

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46. On the basis of the foregoing, the Respondents contended that the subject matter of the Petition was already pending before the High Court and that the commencement of appellate proceedings further demonstrated that the controversy remained before the Court. They maintained that the Registrar was therefore precluded from determining the same questions concurrently.

47. The Respondents further contended that allowing the Petition to proceed would amount to subjecting the same corporate controversy to parallel determination by two fora, thereby creating a risk of conflicting decisions concerning the validity and legal effect of the same corporate resolutions.

48. They therefore maintained that the Petition was incompetent, premature and an abuse of process and prayed that it be dismissed with costs.

G. <u>Rejoinder</u>

49. In rejoinder to the Respondents' Answer to the Petition and the Statutory Declaration of Hamidali Mohamedali dated 14th August 2026, the Petitioner, Mohammed Alibhai, maintained that he was a shareholder/ Director in the Respondent Companies.

50. The Petitioner first responded to the Respondents' contention that the matters raised in the Petition were already before the High Court. He denied that the issues raised in the present Petition, particularly the validity of the impugned meetings and resolutions, had been placed before any court of competent jurisdiction. He contended that the Respondents had not produced evidence demonstrating that the specific matters raised in the Petition were pending before the High Court.

51. The Petitioner specifically denied that the Ordinary Resolution dated 21st May 2026 and the Board Resolution dated 22nd May 2026 formed part of the proceedings in Miscellaneous Application No. 409 of 2026. He stated that the said application was concerned specifically with the question of the representation of the

Respondent Companies, and did not concern the validity or legality of the impugned meetings or resolutions.

52. The Petitioner therefore contended that Miscellaneous Application No. 409 of 2026 had no bearing on the meetings which he sought to have expunged from the Register or on Company Cause No. 09 of 2026, which was pending before the High Court Civil Division.

53. The Petitioner further contended that Miscellaneous Application No. 409 of 2026 was interlocutory in nature and could not have conclusively determined the validity or legality of the meetings in question or the resolutions arising therefrom.

54. With regard to Company Cause No. 09 of 2026, the Petitioner stated that the prayers sought in that cause were materially different from the reliefs sought in the present Petition. He relied on a copy of the Company Cause and the Respondents' response thereto, which he stated demonstrated the distinction between the two proceedings.

55. The Petitioner also addressed the Respondents' reliance on Miscellaneous Application No. 504 of 2026. He stated that the application was an application for leave to appeal against the decision concerning the representation of the Respondent Companies. He maintained that the application had no bearing on the impugned resolutions, which he sought to have expunged from the Register.

56. The Petitioner further stated that the impugned resolutions were filed with the Companies Registry approximately three months after Company Cause No. 09 of 2026 had been instituted. He therefore contended that the resolutions did not form part of the pleadings in the Company Cause.

57. The Petitioner further contended that, having been filed after commencement of the Company Cause, the Respondents could not retrospectively introduce the impugned resolutions into the pending proceedings without first amending their pleadings.

58. The Petitioner consequently rejected the Respondents' contention that the present proceedings amounted to an invocation of parallel jurisdiction. He contended that the matters before the Registrar and those before the High Court were materially different both in substance and in the reliefs sought.

<u>The Requisition of the Extra Ordinary General Meeting</u>

59. The Petitioner next responded to the Respondents' reliance on a letter dated 20th February 2026, which they contended constituted a requisition for the Extraordinary General Meeting.

60. The Petitioner disputed that the letter constituted a valid requisition by shareholders for the convening of a meeting. He contended that the letter merely raised allegations of gross mismanagement, breach of fiduciary duty and other complaints against him and did not amount to a formal requisition for an Extraordinary General Meeting.

61. The Petitioner therefore maintained that the EGM was convened without a valid shareholder requisition as required by the applicable corporate framework.

<u>Notice and the Petitioner's Non Participation.</u>

62. The Petitioner further responded to the Respondents' contention that he had been duly notified of the meetings. He maintained that he was never properly notified of the meetings in accordance with the Articles of Association of the Respondent Companies.

63. The Petitioner stated that, upon becoming aware of the intended meetings and the manner in which they were to be conducted, he communicated his concerns regarding the alleged irregularities to the other shareholders.

64. The Petitioner explained that he did not participate in the impugned meetings because, in his view, doing so would have amounted to participating in an unlawful process. He maintained that he had instead warned the other

shareholders of what he considered to be the legal consequences of proceeding with the meetings notwithstanding the alleged irregularities.

65. According to the Petitioner, his warnings were not heeded and the other shareholders proceeded with the meetings and passed the impugned resolutions.

Shorter Notice

66. The Petitioner further disputed the Respondents' position regarding waiver of the notice period. He contended that, under the applicable Articles of Association, any waiver of the prescribed notice period was required to be effected before the meeting was convened, and not during the meeting itself.

67. The Petitioner alleged that the Respondents purported to waive the notice requirement during the meeting and contended that such waiver was invalid and contrary to the Articles of Association.

68. On that basis, the Petitioner maintained that the EGM was improperly convened and that the resolutions purportedly passed at the meeting were consequently invalid.

Mode and Place of the Extra Ordinary General Meeting.

69. The Petitioner further responded to the Respondents' reliance on the participation and quorum at the EGM. He maintained that the Articles of Association of the Respondent Companies did not contain a provision permitting virtual or electronic meetings.

70. He consequently contended that the purported virtual participation of the first to eighth Respondents, through their alleged proxy, Hamidali Mohamedali, was irregular and contrary to the Articles of Association.

71. The Petitioner further maintained that the EGM was never held at a physical venue as required by the Articles of Association. He therefore contended that the resolutions purportedly passed at the meeting were invalid.

72. The Petitioner further argued that the fact that the requisite numerical quorum may have been present did not cure the alleged defects in the convening and conduct of the meeting. In his view, compliance with quorum requirements could not cure what he regarded as failures to comply with the conditions precedent, including proper notice and the prescribed place and mode of the meeting.

The Impugned Resolutions

73. The Petitioner maintained that the procedural defects surrounding the convening and conduct of the EGM rendered the resulting Ordinary Resolution dated 21st May 2026 invalid and liable to be expunged from the Register.

74. He further maintained his earlier contention concerning the Board Resolution dated 22nd May 2026, and reiterated that the matters raised in the Respondents' Answer did not cure the alleged irregularities surrounding the meeting and the resolution.

75. In conclusion, the Petitioner maintained the prayers contained in his Petition and sought an order directing the expungement of the impugned resolutions from the Register of the Respondent Companies, together with such other relief as the Registrar considered appropriate.

H. ***Directions to submit written submissions***

76. Having heard the matter and received evidence from both parties by way of Statutory Declaration pursuant to Section 286 of the Companies Act Cap 106, I directed both Counsel to file written submissions and issued schedules as outlined below;

   a) *Written submissions from the Petitioners legal representative were to be filed and served by 21st August 2026.*

   b) *Written submissions from the Respondents legal representative were to be filed and served by the 26th day of August 2026.*

   c) *Any submissions in rejoinder were to be filed and served by the 28th day of*

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

I. *Issues*

78. Considering submissions of both parties, I find the following issues are sufficient to determine this dispute.

    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?*

J. *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?*

79. The starting point is that the jurisdiction of the Registrar of Companies is statutory. The Registrar can only exercise powers conferred by the Companies Act and subsidiary legislation made thereunder. Conversely, where the law expressly limits the exercise of a statutory power, the Registrar must give effect to that limitation.

80. The Petitioner principally seeks expungement and rectification of documents filed in the Companies Register. The relevant statutory framework is therefore found principally in Regulation 8 of the Companies (Powers of the Registrar) Regulations, S.I. No. 71 of 2016.

81. Regulation 8(1) empowers the Registrar to rectify and update the Register to ensure that it is accurate. Regulation 8(2) further empowers the Registrar to expunge information or documents included in the Register which, among other things, are misleading, inaccurate, issued in error, contain an illegal endorsement, or are illegally or wrongfully obtained.

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82. I therefore accept, as a general proposition, that the Registrar possesses statutory jurisdiction to consider complaints concerning filings, which are alleged to have been unlawfully or wrongfully obtained. The mere fact that the impugned documents are resolutions does not, by itself, deprive the Registrar of jurisdiction.

83. The question in the present case, however, is not whether the Registrar has power under Regulation 8 in the abstract. The question is whether that power can properly be exercised in the circumstances of this particular Petition, having regard to the proceedings before the High Court.

84. This question is answered by Regulation 4(1) of the Companies (Powers of the Registrar) Regulations, which provides in substance that the Registrar shall not hear a matter or application pending before Court, which has been brought to the Registrar's attention.

85. Regulation 4(2)(b) further provides that, for purposes of the Regulation, civil proceedings are deemed to be before Court where arrangements for hearing, such as setting down the matter for hearing, have been made, until the proceedings are concluded by judgment, settlement or withdrawal.

86. The effect of Regulation 4 is important. It constitutes a statutory restraint on the exercise of the Registrar's otherwise existing jurisdiction. Therefore, it is not sufficient for a party seeking to invoke Regulation 8 to demonstrate that the Registrar has power to rectify or expunge a filing. The Registrar must also be satisfied that the matter is not one, which Regulation 4 places outside the Registrar's competence to hear.

The nature of the dispute before the Registrar

87. I have carefully considered the Petition. The Petitioner has not raised a merely clerical complaint concerning the manner in which a document was uploaded onto the Online Business Registration System (OBRS).

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88. The Petitioner asks the Registrar to determine whether an EGM was lawfully convened; whether a valid requisition existed; whether the notice period was sufficient; whether shorter notice was validly waived; whether the EGM could lawfully be held virtually; whether Hamidali Mohamedali possessed a valid proxy; whether the shareholders were properly represented; whether the meeting had a valid quorum; whether the resolutions were lawfully passed; whether a Board Meeting was actually held on 20th May 2026; whether the directors were properly notified; whether the Board had quorum; and ultimately whether the resolutions were legally valid.

89. These are not merely questions concerning the accuracy of the Register. They go directly to the legal validity of the corporate acts and resolutions underlying the documents lodged on the Register.

90. The distinction is material. Regulation 8 gives the Registrar an important administrative and regulatory power to preserve the accuracy and integrity of the Register. It does not, however, permit the Registrar to exercise that power in disregard of the statutory prohibition contained in Regulation 4 where the very corporate controversy has been brought before a competent court.

91. The question is therefore whether the proceedings before the High Court concern the same or substantially the same controversy.

Whether the High Court proceedings concern the same matter.

92. The Respondents have placed before the Registrar evidence that proceedings were instituted before the High Court in Company Cause No. 009 of 2026 and that Miscellaneous Application No. 0409 of 2026 arose from those proceedings.

93. It is an uncontested fact that the High Court delivered a ruling on 10th June 2026 in Miscellaneous Application No. 0409 of 2026. The Respondents further stated that Miscellaneous Application No. 504 of 2026 was subsequently filed seeking leave to appeal against that ruling and that the application remained pending.

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94. The Petitioner disputes the Respondents' characterisation of the High Court proceedings. He contends that Miscellaneous Application No. 0409 of 2026 concerned representation of the Respondent Companies and did not determine the validity of the impugned meetings and resolutions.

95. I have considered this argument carefully. The fact that the High Court may have declined, at an interlocutory stage, to finally determine the validity of the meetings or resolutions does not necessarily mean that those questions are outside the scope of the substantive dispute before the Court. More importantly, the Court's interlocutory determination does not confer jurisdiction upon the Registrar to determine questions, which arise from the same underlying corporate controversy merely because the Court has not yet finally adjudicated them.

96. In my view, the appropriate inquiry is not whether the High Court has already made a final determination on every issue raised in the Petition. The relevant question is whether the substantive controversy, which the Registrar is being asked to determine is already before a competent court for determination. In the present case, I find that the answer is in the affirmative.

97. The Petitioner asks this Office to determine whether the meetings from which the impugned resolutions arose were legally constituted and whether the resolutions flowing from those meetings were valid. The Respondents have demonstrated that the underlying corporate dispute is already before the High Court and that proceedings arising from that dispute remain pending. The Petition therefore invites the Registrar to determine questions, which are substantially connected to, and in material respects overlap with, the controversy pending before the High Court.

98. I am fortified in this conclusion by the statutory language of Regulation 4(1). The Regulation does not require that the High Court proceedings bear an identical title or that every prayer in the two proceedings be word-for-word identical. What is

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material is whether the matter brought before the Registrar is a matter pending before Court. This approach is consistent with the established principle that jurisdiction cannot be exercised in a manner that results in two competent fora simultaneously determining the same substantive controversy.

Parallel proceedings and the risk of conflicting decisions

99. The underlying rationale is also reflected in section 6 of the Civil Procedure Act, Cap. 71, which embodies the doctrine of *res sub judice*. The provision prohibits a court from proceeding with a suit or proceeding where the matter directly and substantially in issue is also directly and substantially in issue in a previously instituted proceeding between the same parties or parties litigating under the same title.

100. Although the present proceedings are before the Registrar rather than a court, the policy embodied in the doctrine is relevant to the interpretation and application of Regulation 4. The law does not favour simultaneous determination of the same substantive controversy by different adjudicative fora where that may result in inconsistent decisions.

101. This is particularly important in the present case because the relief sought by the Petitioner is not merely administrative. If the Registrar were to find that the EGM was invalid, the notice was defective, the proxy was unauthorised, the Board Meeting did not occur or the Board lacked quorum, the Registrar would necessarily be making findings as to the legal validity of the corporate acts, which are the foundation of the impugned resolutions.

102. Conversely, the High Court may reach a different conclusion concerning the same meetings, resolutions, notices, proxies or corporate authority. Such a situation would undermine legal certainty and create an undesirable possibility that the Companies Register would be altered by an administrative decision while the same corporate acts remained subject to judicial determination. The Registrar

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should therefore exercise restraint where the matter has already been brought /presented before the High Court.

Regulation 4 as a limitation upon Regulation 8

103. I therefore reject any suggestion that Regulation 8 operates independently of Regulation 4. The two provisions must be read together. Regulation 8 establishes the Registrar's power to rectify and expunge specified documents from the Register. Regulation 4 establishes a limitation on the circumstances in which the Registrar may hear a matter which is pending before Court. Consequently, the existence of jurisdiction under Regulation 8 does not, without more, authorise the Registrar to proceed with every challenge to a company filing.

104. Where the validity of the filing depends upon substantive questions already pending before the High Court, Regulation 4 operates as a statutory restraint upon the exercise of the Regulation 8 power. This approach is consistent with the decisions of this Office. In *Efforte Aviation Limited v Efforte Holdings Limited and Another, Petition No. 91330 of 2026 [2026] UGRSB 17*, I held that although the Registrar possesses statutory jurisdiction over oppression and rectification matters, Regulation 4 precluded determination where substantially the same controversy was already pending before the High Court. The Petition was consequently dismissed so that the dispute could proceed before the High Court.

105. Similarly, in *Musinguzi Alwyn Carl Garuga v Kinkizi Development Company Limited and Others, Consolidated Petitions Nos. 18228/82542/03111 of 2026 [2026] UGRSB 28,* I recognised that where a question concerning the appointment of a director was subject to ongoing court proceedings, Regulation 4(1) precluded the Registrar from determining a related register-rectification application.

106. The same principle was applied in *Bunnya Erusa Namigadde v Bulime Cyrus and Another, Petition No. 41199 of 2024 [2026] UGRSB 4*, where the Registrar

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declined to hear a dispute falling within the scope of pending court proceedings by reason of Regulation 4(1).

107. I am also mindful that the existence of High Court proceedings does not automatically oust the Registrar's jurisdiction in every case. Where the High Court proceedings concern a different subject matter, Regulation 4 does not operate as a blanket prohibition. In *Muyiyi Mukwana v Twine Collins and Another, Petition No. 24760 of 2025 [2026] UGRSB 5*, the preliminary objection was rejected because the High Court proceedings concerned a different substantive dispute from the rectification proceedings before the Registrar. The distinction is therefore between related proceedings and concurrent determination of the same substantive controversy.

108. In the present case, the matters are sufficiently connected. The impugned resolutions are not isolated administrative documents. Their validity depends upon the legality of the meetings from which they allegedly arose. It is precisely those corporate acts and the rights arising from them that form part of the wider controversy before the High Court.

The Petitioner's argument that the resolutions were filed after institution of the High Court proceedings

109. The Petitioner argued that the impugned resolutions were filed approximately three months after institution of Company Cause No. 009 of 2026 and therefore could not have formed part of the original pleadings. I do not find this argument persuasive. The filing date of a particular document in the Companies Register does not determine whether the subject matter of that document is pending before Court.

110. A subsequent corporate act or document may arise during the pendency of litigation and may nevertheless relate directly to the controversy already before

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Court. Its subsequent occurrence does not automatically create a new and independent dispute for purposes of Regulation 4.

111. Indeed, adopting the Petitioner's proposed approach would permit parties to circumvent Regulation 4 merely by generating or filing additional corporate documents during the pendency of court proceedings and then inviting the Registrar to determine their validity independently. That would defeat the purpose of Regulation 4 and create precisely the risk of fragmented and conflicting adjudication, which the provision is intended to prevent.

The interlocutory nature of the High Court ruling

112. The Petitioner further argued that the ruling of 10th June 2026 was interlocutory and did not finally determine the legality of the impugned meetings and resolutions. Again, I do not find this sufficient to overcome Regulation 4. A matter does not cease to be pending merely because an interlocutory application within the proceedings has been determined. The Respondents have further demonstrated that an application for leave to appeal against the ruling remains pending.

113. More fundamentally, the issue before this Office is not whether the High Court has already determined the Petitioner's allegations. It is whether those allegations should now be determined by the Registrar while the substantive corporate controversy remains before the Court. In my considered view, they should not.

Whether the Registrar should determine the substantive allegations

114. Having reached the foregoing conclusion, I consider it unnecessary and indeed inappropriate to determine the substantive allegations concerning:

a. *whether the letter dated 20 February 2026 constituted a valid requisition;*

b. *whether the EGM was properly convened;*

c. *whether the notice of 14th May 2026 satisfied the applicable statutory and constitutional requirements;*

d. *whether the EGM could lawfully be held through Google Meet;*

e. *whether the shorter notice was validly waived;*

f. *whether Hamidali Mohamedali possessed a valid proxy;*

g. *whether the requisite voting threshold was attained;*

h. *whether a Board Meeting was actually held on 20 May 2026;*

i. *whether notice of the alleged Board Meeting was given to the directors;*

j. *whether the Board had the requisite quorum; and*

k. *whether the Ordinary Resolution dated 21 May 2026 and Board Resolution dated 22 May 2026 were validly passed.*

115. Those questions involve contested questions of fact, law, corporate authority and the validity of corporate proceedings. They are matters that should be determined by the forum already seized of the substantive controversy – High Court.

116. It would therefore be inappropriate for the Registrar, having found that Regulation 4 applies, to proceed to make findings which could effectively determine the very questions reserved for the High Court.

Finding on Issue One

117. I accordingly find that, although the Registrar ordinarily possesses jurisdiction under Regulation 8 of the Companies (Powers of the Registrar) Regulations, S.I. No. 71 of 2016 to rectify the Register and expunge documents that are misleading, inaccurate, erroneous, illegally endorsed or illegally or wrongfully obtained, that jurisdiction is subject to the limitation contained in Regulation 4. In the circumstances of this Petition, the substantive questions upon which the validity of the impugned resolutions depends are sufficiently connected to proceedings pending before the High Court. The Registrar is therefore precluded

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by Regulation 4(1) from hearing and determining the Petition. The preliminary objection accordingly succeeds.

b) <u>What remedies are available to the parties?</u>

118. Having found that the Registrar is precluded from determining the Petition, the appropriate remedy is not to determine the substantive validity of the impugned resolutions. The Petition is accordingly liable to be dismissed on the ground that the matter is pending before the High Court. This dismissal should not be understood as a finding that the impugned resolutions are valid. Neither should it be understood as a finding that the Petitioner's allegations of procedural irregularity are without merit. I have made no determination on the substantive validity or invalidity of the EGM of 16th May 2026, the Board Meeting allegedly held on 20th May 2026, the Ordinary Resolution dated 21st May 2026 or the Board Resolution dated 22nd May 2026.

119. The parties remain at liberty to place all matters concerning the validity, effect or consequences of the impugned meetings and resolutions before the High Court in the pending proceedings, subject to the directions and orders of that Court. This approach preserves the integrity of both jurisdictions and avoids the possibility of conflicting determinations concerning the same corporate acts.

120. In the result, pursuant to Regulation 32 of the Companies (Powers of the Registrar) Regulations SI No. 71 of 2016, the Respondents' preliminary objection is upheld and the matter is dismissed with no order as to costs.

I so Order.

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Given under my hand this 01st day of September 2026

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Assistant Registrar of Companies