BRS BUSINESS REGISTRATION SERVICE
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Our ref: BRS/REG/4
Your ref: TBA

Date: 25th April 2024

SYOKIMAU FARM LIMITED
P.O BOX 57780-00100
NAIROBI

RE: SYOKIMAU FARM LIMITED C. 1/65.

We refer to the above matter.

As you are aware in 2013 a Gazette Notice No. 11485 http://www.kenyalaw.org/kl/index.php?id=3466 was published by the the Board of Directors of Syokimau Farm Limited on 26th July 2013. The notice was to the effect that the shareholders passed a Special Resolution to voluntarily wind up the company.

Note that Section 273 of the repealed CAP 486 of 1962 provides that a voluntary winding up shall be deemed to commence at the time of the passing of the resolution for voluntary winding up.

Further, under sections 278 to 284 of the repealed CAP 486 of 1962, the company ought to have appointed one or more liquidators to wind up the affairs and distribute the assets of the company, among other duties.

As soon as the affairs of the company are fully wound up, the liquidator ought to have made up an account of the winding up, showing how the winding up has been conducted and the property of the company disposed of and called a general meeting of the company to lay before it the accounts, and give any explanation thereof.

The liquidator ought to have delivered to the Registrar a copy of the same within 14 days of the meeting. After which, following the expiration of three months from the registration of the return the company would have been deemed to be dissolved.

To date, to our knowledge, no such qualified insolvency practitioner to act as the liquidator is on record nor have the procedures of the repealed CAP 486 of 1962, the Companies Act CAP 486 of 2015, and the Insolvency Act of 2015 been adhered to, to the very letter.

In light of the disputed and uncertain status of the company, we recommend that you comply with the provisions specified in the Companies Act of 2015 to regularize the affairs of the company and facilitate the members to make resolutions that clarify the current position anticipated by the said members.

The last verifiable list of directors is as follows-

Name	**Nationality**	**Postal Address**	**Designation**
John Kilolo Mangeli	Kenyan	P.O Box 18510 Nairobi	Director
Gregory Munyao Muia	Kenyan	P.O Box 18510 Nairobi	Director
Simon Muli Ndunda	Kenyan	P.O Box 18510 Nairobi	Director
Wilfred Josiah Manda	Kenyan	P.O Box 18510 Nairobi	Director
Catherine Muilene Itambo	Kenyan	P.O Box 18510 Nairobi	Director
Paul Masila Kimeu	Kenyan	P.O Box 18510 Nairobi	Director
Christopher Muindi Nzimba	Kenyan	P.O Box 18510 Nairobi	Director
Machenzie Mutuku	Kenyan	P.O Box 18510 Nairobi	Director
Judah Ntheketha	Kenyan	P.O Box 18510 Nairobi	Director
Peter Mwele Mbabu	Kenyan	P.O Box 18510 Nairobi	Director
Raphael Ndeti	Kenyan	P.O Box 18510 Nairobi	Director

Winfred Ndanu Mwangi	Kenyan	P.O Box 18510 Nairobi	Director
Councillor Nzioka Kiilu	Kenyan	P.O Box 18510 Nairobi	Director

Way forward

a) The company is hereby directed to appoint a Certified Secretary and give notice of such appointment with the Registrar under Sec 244 of the Companies Act, 2015, which provides that every public company is required to appoint a Certified Secretary.

b) The company is hereby directed to hold its Annual General Meeting under Sec 310 of the Companies Act, 2015, which requires that every public company holds a general meeting as its annual general meeting within six months from its accounting reference date each year.

c) Sec 276 of the Companies Act, 2015, provides for the power of directors to convene general meetings. However, the members/shareholders of a company may require the directors to convene a general meeting of the company pursuant to Sec 276 & 277 of the Companies Act, 2015.

d) The company must therefore issue a public notice of an AGM to its members in the prescribed manner, specifying the time and date of the meeting, the place of the meeting and the general nature of the business to be dealt with at the meeting under Sec 282, 284 & 285 of the Companies Act, 2015. We recommend for the purpose of wide circulation, that the notice is prominently placed in a widely circulating newspaper.

e) The company can also seek the services of the Independent Electoral and Boundaries Commission (IEBC) whose responsibility is to conduct or supervise elections through the facilitation of the observation, monitoring, and evaluation of your elections.

f) The duly appointed Certified Secretary shall thereafter lodge, within the prescribed time, with the registrar the following documents;

(i) Evidence of the Notice requisitioning for the Annual General Meeting,

(ii) a list of the shareholders who participated and or attended the meeting (including their phone numbers),
(iii) an updated register/ list of members,
(iv) Minutes,
(v) resolutions and
(vi) copies of audited financial statements.

g) The above process must be done with strict adherence to the requirements of the Companies Act, 2015 and its enabling Regulations and Rules.



Shighadi Mwakio
FOR: Registrar of Companies

Cc: The Official Receiver in Insolvency