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OUR REF: BRS/CR/GC/6/VOL 1/84

8<sup>th</sup> November, 2022

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**RE: PEARL BEACH HOTELS LIMITED – C.47691**

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We refer to the above subject matter and wish to address you as follows;

1. The Registrar received a letter of complaint from the firm of Anjarwalla & Khanna dated 8<sup>th</sup> April 2022 on behalf of their clients Aryn Abdulmalik Kanji and Leila Aryn Kanji. The complaint relates to fraudulent allotment of 748 shares by Alnoor Abdulmalik Kanji (**275 shares**), Nafisa Kanji (**275 shares**) and Nazir Bhudurali Nurmohamed (**198 shares**). The complaint further states that the minutes said to have been signed by the complainants at the company's head offices in Mombasa at the English Point Marina were forgeries since the complainants were outside the country in the United Kingdom when they are said to have signed the minutes in the company premises.



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## **BACKGROUND OF THE COMPANY**

2. **PEARL BEACH HOTELS LIMITED** was registered on **16<sup>th</sup> October 1991** under registration number **C.47691** with a nominal capital of Kshs 100,000 divided into 1,000 shares of Kshs. 100 each.
3. According to the Company's Memorandum of Association dated 2<sup>nd</sup> October 1991, the company was incorporated with the following as Subscribers:
  - a. **Hosea Kiplagat - 1 share**
  - b. **Prem Prinja - 1 share**
  - c. **Maryjuster Chepleting Mitei - Company secretary**
4. Annual returns for the years 1992-1994 depict the shareholding to be as it was at incorporation.

## **CHANGES HISTORY**

5. Vide form 203 A, the registrar was notified that Mary Juster Chepleting had resigned as company secretary with effect from 16<sup>th</sup> December 1992 and Jophece Yogo of Nikkei Consultants limited was appointed.
6. Vide form 203 A dated 31<sup>st</sup> May 1995, the registrar was notified that Hosea Kiplagat had resigned and Prashant Prinja was duly appointed. The share transfer form is dated 8<sup>th</sup> June 1995. Hosea Kiplagat transferred 1 share to Prem Dutt Prinja for a consideration of Kshs 1000.
7. The company vide return of allotment dated 9<sup>th</sup> June 1995 allotted shares as follows;
  - a. Amala Prinja - 2 shares
  - b. Aprana prinja - 2 shares
  - c. Mallika Prinja - 2 shares
  - d. Prashant Prinja - 2 shares
8. Annual returns for the year 1995 show the structure of the company to as follows;
  - a. Prem Dutt Prinja - 2 shares
  - b. Amalla Prinja - 2 shares
  - c. Aparna Prinja - 2 shares
  - d. Mallika Prinja - 2 shares
  - e. Prashant Prinja - 2 shares
  - f. Total - 10 shares
9. Vide form 203 A dated 1<sup>st</sup> July 2005, Bhanu Bhatti was appointed as a director.
10. Vide form 203 dated 8<sup>th</sup> October 2010, the registrar was notified of the following;

- a. Prem Dutt Prinja, Prashant Prinja and Bhanu Bhatti resigned as directors/shareholders.
  - b. Alnoor Abdulmalik kanji, Aryn Alibhai Kanji, Nafisa Alnoor Kanji and Leila Aryn Kanji were appointed as directors.
  - c. Jophece Obonyo Yogo resigned as a company secretary.
  - d. Vikram Kanji was appointed as company secretary.
11. Special resolution dated 8<sup>th</sup> October 2010 notified the registrar that Article 17 of the Articles of Association be amended.
12. Through a meeting held on 8<sup>th</sup> October 2010, the members passed a resolution to amend Article 17 of the Articles of Association of the company resolutions. The amendment gave the directors powers to borrow money. The meeting was attended by;
- a. Alnoor Abdulmalik Kanji (chaired the meeting)
  - b. Aryn Abdulmalik Alibhai Kanji
  - c. Nafisa Alnoor Kanji
  - d. Leila Aryn Abdulmalik Kanji
  - e. Vikram C Kanji – company secretary
13. Vide form 203A dated 8<sup>th</sup> October 2010 and minutes of a meeting said to have been held on 20<sup>th</sup> September 2007 the registrar was notified that the following people had been appointed as directors
- a. Alnoor Abdulmalik Kanji
  - b. Aryn A Abdulmalik Alibhai Kanji
  - c. Nafisa Alnoor Kanji
  - d. Leila Aryn Kanji
  - e. Vikram C Kanji was appointed as company secretary.
  - f. Their letters accepting to act as directors are all dated 20<sup>th</sup> September 2007.
- The following persons resigned**
- g. Prem Dutt Prinja – transferred 2 shares to Alnoor Abdulmalik Kanji
  - h. Prashant Prinja – transferred 2 shares to Aryn Abdulmalik Alibhai Kanji
  - i. Bhanu Bhatti –
  - j. Their resignation letters are undated. They all show their postal address to be 90312 Mombasa.
  - k. Jophece Obonyo Yogo resigned as company secretary.
14. Annual returns for the year 2007 show that shares had been distributed as follows;
- a. Prem Dutt Prinja transferred 2 shares to Alnoor Abdulmalik Kanji
  - b. Prashant Prinja transferred 2 shares to Aryn Abdulmalik Alibhai Kanji
  - c. Amala Prinja transferred 2 shares to Nafisa Alnoor Kanji
  - d. Aparna Prinja transferred 2 shares to Leila Aryn Abdulmalik Kanji

- e. Mallika Prinja transferred 1 share to Alnoor Abdulmalik Kanji
  - f. Mallika Prinja transferred 1 share to Aryn Abdulmalik Alibhai Kanji
15. Share transfer forms witnessed by Anant Bhatt Ruysenaars & Associates Ltd in our records indicate as follows;
- a. Amala Prinja transferred 2 shares to Nafisa Alnoor Kanji for a consideration of Kshs. 23,847,976 vide share transfer form dated 5<sup>th</sup> October 2007.
  - b. Aparna Prinja transferred 2 shares to Leila Aryn Abdulmalik Kanji for a consideration of Kshs. 23,847,967 vide share transfer form dated 5<sup>th</sup> October 2007.
  - c. Mallika Prinja transferred 1 share to Aryn Abdulmalik Alibhai Kanji for a consideration of Kshs. 11,923,983 vide share transfer form dated 5<sup>th</sup> October 2007.
  - d. Prashant Shant Prinja transferred 2 shares to Aryn Abdulmalik Alibhai Kanji for a consideration of Kshs. 23,847,967 vide share transfer form dated 5<sup>th</sup> October 2007.
  - e. Mallika Prinja transferred 1 share to Alnoor Abdulmalik Kanji for a consideration of Kshs. 11,923,983 vide share transfer form dated 5<sup>th</sup> October 2007.
  - f. Prem Dutt Prinja transferred 2 shares to Alnoor Abdulmalik Kanji for a consideration of Kshs. 23,847,967 vide share transfer form dated 5<sup>th</sup> October 2007.
16. The company was linked vide link application reference **AB-9YH22BR** lodged on 19<sup>th</sup> December 2017 by Vikram Chhotalal Kalidas Kanji.
17. Vide application reference **CR-X61LVG7Q** lodged on 3<sup>rd</sup> March 2022 by Alnoor Abdulmalik Kanji the following changes were made;
- a) Nazir J Bhadurali NurMohamed was appointed as a shareholder.
  - b) 748 shares were allotted as follow vide a return of allotment dated 3<sup>rd</sup> March 2022;
    - 1. Alnoor Abdulmalik Kanji – **275** ordinary shares
    - 2. Nafisa Kanji – **275** Ordinary shares
    - 3. Nazir Bhadurali NurMohamed Jinnah – **198** Ordinary shares
- ANNUAL RETURNS**
18. Annual returns for the year 1992-1994 indicate that the shareholding was as it was during incorporation and the secretary was Jophece Yogo.
19. Annual returns for the years 1995-2006 show the changes indicated in 5 above.
20. Annual returns for the year 2008-2011 indicate the shareholding to be as follows;

- a. Alnoor Abdulmalik Kanji – 3 shares
- b. Amyn Abdulmalik Alibhai Kanji – 3 shares
- c. Nafisa Alnoor Kanji – 2 shares
- d. Leila Amyn Abdulmalik Kanji – 2 shares

21. The Registrar sent out the 14-day notice vide letter dated 8<sup>th</sup> June 2022 and the 7-day notice vide letter dated 28<sup>th</sup> June 2022 but the parties are yet to respond.

22. Further, the Registrar sent out follow up emails on 20<sup>th</sup> July 2022 and on 3<sup>rd</sup> August 2022 respectively but there has been no response yet.

23. Several official searches have been issued with the most current being issued on 26<sup>th</sup> September 2022 under reference **OS-RRFM85X5** by Abdulshakoor Hasham Abdulrazak.

24. I take note that the parties who were supposed to respond to our letters are the same ones applying for official searches but they have conveniently not responded to the Registrars letters.

25. Currently, the directorship and shareholding of the company is as below;

- a. Nazir Bhadurali Nurmohamed J – 198 shares
- b. Nafisa Kanji – 277 shares
- c. Alnoor Abdulmalik Kanji – 278 shares
- d. Leila Amyn Abdulmalik Kanji – 2 shares
- e. Amyn Abdulmalik Kanji – 3 shares

26. That in light of the above, and upon careful consideration of the complaint and the representations made by the parties, the Registrar does find a reason to invoke the provisions of section 872 of the Companies Act by removing the entries made in paragraph 17 above.

27. That the consequence of 26 above is that the company structure shall revert back to the position before the changes.

**28. Without prejudice to the foregoing, as per the Companies Act, 2015 and the Articles of Association of the company, the company reserves the right to alter the structure of the company as it wills, but within the legal confines.**

Yours faithfully,



Sarah Wainaina,

**Assistant Registrar of Companies.**

**FOR: REGISTRAR OF COMPANIES**

**Copy to:** Anjarwalla & Khanna LLP

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