LEGAL NOTICE NO…

**THE COMPANIES ACT**

**(CAP 486)**

IN EXERCISE of the powers conferred by section 1022 of the Companies Act, CAP 486, the Attorney-General makes the followingRegulations—

**THE COMPANIES (ANNOTATION AND RECTIFICATION) REGULATIONS, 2025**

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| Short title | 1. These Regulations may be cited as the Companies (Annotation and Rectification) Regulations, 2025. |
| Interpretation  CAP 486 | 1. In these Regulations, unless the context otherwise requires—   “Act” means the Companies Act, 2015;  “legitimate interest” refers to the interest in the company derived from the position as—  (a) a director or former director,  (b) a shareholder or former shareholder,  (c) an administrator or executor of the estate of a shareholder, or  (d) a beneficial owner of the company |
| Annotation of Register | 1. The Registrar may place a note in the register-    * 1. containing information on what material is misleading or confusing, giving a general description of its contents;      2. containing such information as appears to the registrar to be appropriate to address any confusion that may arise where the material that was formerly considered by the registrar to form part of the register is no longer considered by the registrar to do so;      3. containing such information, appropriate to address any misleading information that may have formerly been considered by the registrar to form part of the register is no longer considered by the registrar to do so;      4. the date the note is placed in the register. |
| Application for rectification of register | 1. An application for rectification of the register may be made, to the Registrar, by the company concerned or by a person with a legitimate interest. 2. An application made under this regulation shall—    1. specify the entry that is proposed to be added or removed from the Register and indicate where on the Register it is to be inserted or found;    2. state whether the entry which is the subject of the application—       1. derives from anything invalid or ineffective;       2. derives from anything that was done without the authority of the company or       3. is factually inaccurate or is derived from something factually inaccurate; or       4. is derived from something that is forged; and    3. be accompanied by a statement that the information contained in the application complies with these regulations. 3. The application shall be in the Form CR-50 set out in the Schedule. 4. An application for rectification of the register may only be made within twelve months from the date of making the entry in the register. |
| Notice of intention to rectify the Register | 1. (1) The Registrar shall, upon receipt of an application for rectification of the register, give a written notice to the company and the public, setting out— 2. the name and the registration number of the company; 3. what is to be added or removed from the register; 4. the information provided to the Registrar under Regulation 4; 5. the rights of the recipients to object to the application for rectification of the register 6. the effect of an objection to the to the application for rectification; 7. the effect of not receiving an objection to the application for rectification; and 8. the date on which the notice is issued.   (2) The notices in (1) above shall indicate the date within which a written objection to the proposed rectification may be lodged with the Registrar, which shall be within 28 working days from the date of the notice. |
| Objection to rectification | 1. (1) Any person with a legitimate interest may file an objection to the application for rectification of the register, to the Registrar within specified time in Regulation (5) (2).   (2) An objection to the application for rectification of the register, filed with the Registrar shall—   1. be in writing; 2. state the name and address of the person filling the objection; 3. identify the application for rectification of the register to which the objection relates; and 4. provide the reasons for the objection to the application for rectification of the register.   (3) The objection to the application for rectification of the register shall be in the Form CR-51 set out in the Schedule.  (4) The Registrar shall, upon receipt of an objection to the application for rectification of the register —   1. send an acknowledgment of receipt to the person who filled the objection to the application for rectification of the register, 2. notify the applicant of the objection to their application for rectification of the register; and 3. notify every other person to whom the Registrar gave notice. 4. The Registrar shall not rectify the register where an objection to the application for rectification of the register has been filed, provided that the said objection has not been withdrawn and is valid.   (6) Where an objection to the application for rectification of the register is received by the Registrar under (1), the applicant may apply to court for an order of rectification of the register.  (7) The Registrar may not consider an objection to the application for rectification of the register made after the time specified time in Regulation (5) (2). |
| Registrar determination of an application for rectification of a register. | 1. (1) If no objection is received, the Registrar may- 2. rectify the register; or 3. decline to rectify the register. 4. Where the Registrar declines to rectify the register, the Registrar shall give notice to the applicant providing reasons in writing for such a decline. 5. In determining whether to rectify the register in (1)(a), the Registrar shall- 6. consider whether the applicant has a legitimate interest; 7. confirm whether the entry in the register proposed to be rectified- 8. derives from anything invalid or ineffective; 9. derives from anything that was done without the company's authority or 10. is factually inaccurate or is derived from something factually inaccurate; or 11. is derived from something that is forged. 12. The Registrar shall give notice to the applicant, where the Registrar rectifies the register. 13. Nothing in these regulations prevents the Registrar from referring an application for rectification of the register to court for orders of rectification. |
| Schedule | **SCHEDULE**  FORMS  **CR-50  *r.4(3)***  **APPLICATION FOR RECTIFICATION**  **[Section 862 of the Companies Act, 2015]**  Name of company: ..............................................................................................  Number of company: ..........................................................................................  Application reference Number: ...........................................................................  *To the Registrar of Companies:*  This application is made in accordance with section 862 of the Companies Act, 2015 on : \_\_\_\_/\_\_\_\_/\_\_\_\_\_\_\_\_ [*dd/mm/yyyy*]  **PARTICULARS OF THE APPLICANT**   |  |  | | --- | --- | | Full Name |  | | National identity card number or Passport number |  | | Personal identification number (PIN) |  | | Nationality |  | | Date of birth [*dd/mm/yyyy*] |  | | Postal address |  | | Residential address |  | | Telephone number |  | | Email address |  | | Connection to the company | *Select option*   * A director or former director, * Shareholder or former shareholder, * Administrator or executor of the estate of a shareholder, or * Beneficial owner of the company |   **REASONS FOR RECTIFICATION**   |  | | --- | | The information in the entry-   * is invalid or ineffective. * was done without the authority of the company. * is factually inaccurate or is derived from something factually inaccurate. * is forged. |   [Note: Please select an option from the list above]  INFORMATION TO BE RECTIFIED  *Please indicate the entry to be rectified and where it is found in the register*   |  | | --- | |  |  * I confirm that the information provided in this application complies with the requirements of section 862 of the Companies Act 2015 andRegulation 4 of the Companies (Rectification) Regulations 2025.  |  |  | | --- | --- | | **Lodged by:** | | | Name: |  | | National identity card number / Passport number |  | | Address: |  | | Signature: |  | | Capacity: |  | | Date: |  |     **CR-51  *r.6(1)***  **OBJECTION TO A PROPOSED RECTIFICATION**  **[Section 862 of the Companies Act, 2015]**  Name of company: ..............................................................................................  Number of company: ..........................................................................................  *To the Registrar of Companies:*  This objection is made in accordance with section 862 of the Companies Act, 2015 on : \_\_\_\_/\_\_\_\_/\_\_\_\_\_\_\_\_ [*dd/mm/yyyy*]  **PARTICULARS OF THE PERSON MAKING THE OBJECTION**   |  |  | | --- | --- | | Full Name |  | | National identity card number or Passport number |  | | Personal identification number (PIN) |  | | Nationality |  | | Date of birth [*dd/mm/yyyy*] |  | | Postal address |  | | Residential address |  | | Telephone number |  | | Email address |  | | Interest in the company | *Select option*   * A director or former director, * Shareholder or former shareholder, * Administrator or executor of the estate of a shareholder, or * Beneficial owner of the company |   APPLICATION FOR RECTIFICATION FOR WHICH THE OBJECTION RELATES   |  | | --- | | Application Reference number for the application for rectification: |   REASONS FOR THE OBJECTION  *Please indicate the reasons why the objection is made*   |  | | --- | |  |  |  |  | | --- | --- | | **Lodged by:** | | | Name: |  | | National identity card number / Passport number |  | | Address: |  | | Signature: |  | | Capacity: |  | | Date: |  | |

Made on the …………………………………….2025.

**DORCAS ODUOR**

*Attorney General.*