

SUPREME COURT OF SEYCHELLES

Reportable
[2022] SCSC
MC 102/2021

In the matter between:

OMONIYI MOBOLAJI RUNSEWE
(rep. by Joel Camille)

Petitioner

and

**REGISTRAR OF INTERNATIONAL
BUSINESS COMPANIES**

Respondent

Neutral Citation: *Runsewe v Registrar of International Business Companies* (MC 102/2021)
[2022] SCSC 128 (18 February 2022).

Before: Adeline J

Summary: Application to restore struck off and dissolved Company to the Register of
International Business Companies

Heard: 26 January 2022

Delivered: 18 February 2022

ORDER

Company struck off the Register of International Business Companies – Section 97 (4) of the International Business Companies Act 1994 – Application, by petition to have Company restored to the Register –Section 274 (2) (a) read with Section 277 (2) (a) of the International Business Companies Act 2016 as amended by Section 2 (6) (d) of the International Business Companies (Amendment) Act 2018 (Act 12 of 2018) – Application is made within the time limitation period – In accordance with Section 277 (4) (a) this Court makes an Order to have the Company, Green Pastures Limited, restored to the Register of International Business Companies.

ORDER

ADELINE J

[1] This is an application, by petition, made pursuant to Section 277 (2) (a) read with Section 277 (1) (a) of the International Business Companies Act 2016 (“the IBC Act 2016”),

amended by Section 2 (6) (d) of the International Business Companies (Amendment) Act 2018, (Act 12 of 2018). The Petitioner, one Omoniyi, Mobolaji, Runsewe is the sole director, member and beneficial owner of Green Pastures Limited (“the Company”), an International Business Company incorporated in Seychelles on the 14th June 2010 pursuant to the International Business Companies Act, 1994 (“IBC Act 1994”) repealed and replaced by the International Business Companies Act 2016.

- [2] As such, the company was deemed automatically re-registered pursuant to Section 383 (1) of the IBC Act 2016, with effect from the commencement date of the Act, which was on the 1st December, 2016, when the IBC Act 1994, was repealed and replaced.
- [3] Pursuant to Section 386 (1) of the IBC Act 2016, every application to restore a former company that was struck off the register of International Business Companies under Section 97 (4) of the IBC Act 1994, and deemed dissolved by virtue of Section 101 of the IBC Act 1994, is to be made under the IBC Act 2016, as if the company has been struck off under the IBC Act 2016.
- [4] On or about the 1st January 2013, the company was struck off the Register pursuant to Section 97 (4) of the IBC Act 1994 (the IBC Act 2016 having similar provision under Section 275) for non-payment of its annual renewal fees payable to the Registrar of International Business Companies. The company was subsequently deemed to be dissolved on or about the 1st January 2021 by virtue of Section 101 of the IBC Act 1994.
- [5] The Petitioner filed this petition on the 28th December, 2021 supported by an affidavit sworn by himself, a sole director, member and beneficial owner of the company, seeking for an Order of this Court, to have the name of Green Pastures Limited restored to the Register of International Business Companies upon meeting all the legal requirements under the IBC Act, 2016 as amended, and upon payment by Green Pastures Limited to the Registrar of International Business Companies all fees payable under the Act.
- [6] It is to be noted, that the application was filed on the 28th December 2021, prior to coming into force on the 1st January 2022, the new Section 45 (i) (a) of the International Business Companies (Amendment) Act, 2021, amending Section 277 (2) (a) of the

International Business Companies (Amendment) Act 2018, (“Act 12 of 2018”) providing for a prescriptive period of one year to make an application to have a company restored to the Register of International Business Companies.

[7] The Respondent to this application, the Registrar of International Business Companies, having been served with notice of this application pursuant to Section 277 (1) (3) of the IBC Act 2016, failed to appear in Court to take a stance vis-à-vis the application.

[8] In the light of the matters discussed in the preceding paragraphs of this Order, this Court makes an Order to have the Company, Green Pastures Limited, restored to the Register of International Business Companies upon meeting all the legal requirements under the IBC Act 2016, and payment by Green Pastures Limited to the Registrar of International Business Companies of all fees payable and due under the Act, including the following;

(i) all outstanding annual fees and all penalties due under the IBC Act 2016, and the IBC Act 1994, the restoration fee under paragraph (y) of part 11 of the Second Schedule of the IBC Act.

[9] In addition, upon full compliance with its obligations under the IBC Act 2016, as amended, relating to its accounting records, register of members, register of directors, and its obligations under the Beneficial Ownership Act, 2020 relating to the register of beneficial owners.

[10] The Registrar of the Supreme Court, shall cause to be served a copy of this Order on the Register of International Business Companies.

[11] This Court makes no order as to costs.

Signed, dated and delivered at Ile du Port on 18 February 2022

Adeline J