

SUPREME COURT OF SEYCHELLES

Reportable
[2024]
MC 22/2024

In the matter between:

GLOBAL GROUP CONSULTING LTD
(rep. by Mr. Rouillon)

Applicant

and

REGISTRAR OF INTERNATIONAL BUSINESS COMPANIES
(rep. by Mr. Hoareau)

Respondent

Neutral Citation: *Global Group Consulting Ltd v. Registrar of International Business Companies* MC22/2024 [2024] (delivered on 19 June 2024).

Before: A. Madeleine, J

Summary: *Restoration of company to Register – International Business Companies Act, 2016*

Heard: 22nd May 2024

Delivered: 19th June 2024

ORDER

- (i) The company Global Group Consulting Ltd (Company No. 236860) is restored to the Register of International Business Companies upon meeting all its obligations under the International Business Companies Act, 2016, including as to accounting records, register of members and register of directors and payment of all fees and penalties due and payable to the Respondent, and under the Beneficial Ownership Act, 2020 as to the register of beneficial owners.

- (ii) A copy of this order is to be served on the Respondent.

A. Madeleine, J

- 1. This is an application for the restoration of the name of the company Global Group Consulting Ltd, to the Register of International Business Companies (the “Register”) kept by the Respondent under the International Business Companies Act, 2016 (the “Act”).

2. The Respondent was served with notice of the application in compliance with section 277(3) of the Act. On appearance in Court, Counsel for the Respondent informed that, in principle, the Respondent held no objections to the application subject to an order being made that the company complies with all its obligations under the Act relating to accounting records, register of members and directors as well as to its obligations under the Beneficial Ownership Act, 2020¹ relating to the register of beneficial owners.
3. The application is made by way of petition filed on 22nd April 2024, and is supported by the affidavit of the company's director Alessandro Alves Jacob. The affidavit was made before a notary public in Brazil and apostilled pursuant to The Hague Convention of 5th October, 1961.
4. The Affidavit in support of the application shows as follows. The company Global Group Consulting Ltd is an international business company incorporated in Seychelles on 20th February 2023. By member's resolution approved on 16th January 2024, it was resolved to wind up the company voluntarily. Thereafter, the company was dissolved as a company under the Act on 31st January 2024.
5. The company was dissolved because it remained dormant for some time. Despite the directors' efforts to carry on the business of the company, the different plans and agreements initiated did not materialize. The initiatives only generated income after the company's dissolution, and it is therefore necessary for the company to be reinstated to allow the process to be put into motion.
6. The Affidavit in support further shows that Notice of location of the registered office and agent of the company has been filed with the Respondent. The director of the company also undertakes to have all fees payable to the Respondent under the Act settled prior to restoration of the company's name to the Register.

¹Act 4 of 2020

7. Section 277 of the Act, as amended,² allows for applications to be made to the Supreme Court for the restoration of the name of a company that has been struck off the Register for any reason or dissolved, provided that where the company was dissolved pursuant to voluntary winding up proceedings, the application is made within 3 years of the dissolution.
8. In terms of the Section 277 (4A), the Court shall not restore the name of a struck off or dissolved company if the Court is not satisfied that the company is in compliance of its obligations (a) under this Act relating to accounting records, register of members and register of director; and (b) under the Beneficial Ownership Act, 2020 relating to register of beneficial owners.
9. Where the Court decides to restore the name of the company to the Register, it may impose such conditions as it considers appropriate and give such directions or make such orders as it considers necessary or desirable for the purpose of placing the company and any other persons as nearly as possible in the same position as if the company had not been dissolved or struck off the Register.³
10. Having considered the application, the non-opposition of the Respondent to the application and section 277 of the Act, I find that it is necessary for the name of the company, Global Group Consulting Ltd, to be restored to the Register so that the company can carry out the business for which it was initially incorporated. The restoration is subject to the company complying with all its obligations under the Act and under the Beneficial Ownership Act, 2020.
11. I therefore order that –
 - (i) The company Global Group Consulting Ltd (Company No. 236860) is restored to the Register of International Business Companies upon meeting all legal requirements under the International Business Companies Act, 2016, including as to accounting

² The International Business Companies Act and Other Related Laws (Amendment) Act, 2021

³ Section 277(5) Act

records, register of members and register of directors and payment of all fees and penalties due and payable to the Respondent, and under the Beneficial Ownership Act, 2020 as to the register of beneficial owners.

(ii) A copy of this Order is to be served on the Respondent.

Signed dated and delivered at Ile du Port this 19th June 2024.

A. Madeleine, J