

IN THE HIGH COURT OF UNITED REPUBLIC OF TANZANIA
(DAR ES SALAAM DISTRICT REGISTRY)
AT DAR ES SALAAM
MISCELLANEOUS CAUSE NO 27939/2023
IN THE MATTER OF THE COMPANIES ACT, ACT NUMBER 12 OF 2002
AND
IN THE MATTER OF COMPANIES INSOLVENCY RULES G.N 43 OF 2005
AND
IN THE MATTER OF PETITION FOR WINDING UP OF JUMBO PACKAGING
PRINTING INDUSTRY LIMITED

RULING

16th & 19th April 2024.

KIREKIANO, J:

This is a ruling in respect of petition to winding up a company to wit, Jumbo Packaging Printing Industry Company. This company was incorporated, on the 13th day of November, 2001 with certificate of incorporation number 42483 for the purpose of manufacturing of corrugated paper and paperboard and containers of paper and paper board.

The company has its registered offices at Plot No. 30, Nyerere Road, Ilala District. It appears that the company's operations have

not been profitable as expected. The petition is thus brought under section 279 (1) (a), 281 (1) and 294 of the Companies Act, Cap.2002, R.E 2002, seeking for winding up orders, more significantly Petitioner is seeking for the following orders thus;

1. *This Honorable court be pleased to Issue an order for winding up of Jumbo Packaging Printing Industry Limited, with certificate of Incorporation No. 42483, dated 13th day of November, 2001.*
2. *That, this Honorable court be pleased in terms of Sections 294 of the Companies Act of 2002, to appoint Advocate Claudio Msando, with Roll Number 8482, working with Msando Law Office, a Law Firm registered under the laws of the United Republic of Tanzania having Its offices at Faykat Tower, 9th Floor, Plot No:236-238, Near Airtel Morocco, All Hassan Mwinyi Road, Block: 41, with P.O Box 20578, Dar es Salaam - Tanzania, as an official liquidator of the company for a periodic of three months within which he shall, subject to the control of the court in exercising all the powers In line with the laws of the land, and,*
3. *Any other relief or orders that the Honorable Court will deem Just and equitable to grant to the Petitioner.*

The petition was verified by affidavit of Mr Osman Harun Jusabani the Director and Principal Officer of the petitioner.

The petitioner complied with this court's direction under Rule 99 (2) (b) of the Companies (Insolvency) Rules GN No. 43 of 2005 the petition was advertised in government gazette on 24th January 2024, as well as well as 6th January, 2024 at page 182 and normal news paper that is Uhuru issued on 25th, January, 2024 at page 17. When this petition was called for hearing no objection to the petition was filed.

During hearing Miss Arafa Sollo advocates, appeared for the petitioner. In her submission, she adopted the supporting affidavit and submitted that the petitioner passed a resolution dated 16/11/2023, resolving to wind up the company. The reason being that the company has not been in profit and the products in the market were not performing well. The resolution was thus aimed at avoiding further liabilities to the petitioner. Miss Sollo referred section 279 (1) (a) (e) of the Company Act 2002 with view that this court be pleased to consider the petitioner circumstances fit to issue a winding up order.

She cited this court decisions in support of her submission that is **Bazizane Company Limited, Miscellaneous Civil Case No. 224 of 2020** and Misc. Commercial Case No. 42/2022, but also **SIBATANZA Limited (Misc. Commercial Cause) [2023] TZHC Com D 147 (26 May 2023)**

She also submitted that if the petition is granted, then under section 298 of the Act, appoint Mr. Claudio Msando, an advocate with roll number 8482 as official liquidator for period of three months within which he shall exercise the powers subject to the control of the court.

Having heard the petitioner's submission the law is certain under section 79 (I) of the Companies Act 2002 [RE 2019] that a company may be wound up by the court if the company has by special resolution resolved to that effect. I have examined the petition, it is clear that on the 01st day of November, 2023. The petitioner in its meeting did pass a resolution to the effect that, the company be voluntarily wound up and the same to be undertaken through court process. In the cited case of **Bazizane Company Limited**, the members had mutually agreed to wind up the company since the Directors of the Company had lost interest on business of the company. In this petition, I have considered the reason of nonperformance of the petitioner business as just and equitable circumstance to wind up the company.

With regard to the prayer to appoint Mr. Claudio Msando, he is a registered advocate with valid practicing license thus a fit person to the office of liquidator. All factors considered; I am

inclined to allow the petition. In the end the same is granted with the following Orders: -

1. That, pursuant to the provisions of section 279 (1) (e) of the Companies Act Cap 212 [R.E. 2019], the Petitioner' company Jumbo Packaging Printing Industry incorporated, on the 13th day of November, 2001 with certificate of incorporation number 42483 is here by wound up.
2. In terms of section 294 of the Companies Act of 2019, **Advocate Claudio Msando** with Roll No. **8482** is hereby appointed to act as an official liquidator of the company for a period of three months from date of this ruling within which he shall, subject to the control of this court, exercise all the powers enumerated under section 299, 300, 301, 302, 303, 304 and 306 of the Companies Act
3. No order as to cost.



A.J. KIREKIANO

JUDGE

19.04.2024

COURT Ruling delivered in presence of Mr Justine Mbanga holding brief of Miss Arafa Solo counsel for the petitioner.

Sgd

A.J. KIREKIANO

JUDGE

19.04.2024