

**IN THE HIGH COURT OF FIJI
AT SUVA
COMPANIES JURISDICTION**

Action No. HBE 22 of 2024

**IN THE MATTER OF SERENE WATER
ESTATE LIMITED**

AND

**IN THE MATTER OF THE COMPANIES
ACT 2015, Section 605, 609 (2) and (3) and
Companies (High Court) Rules 5 (e) and Order 9
of the High Court Rules 1998 and the Inherent
Jurisdiction of the High Court.**

Representation:

Applicant: Mr. J. D. Vulakouvaki (Torah Law).

For Registrar of Companies and Official Receiver: Ms. C. S. Mangru.

Date of Hearing: 15th September 2025,

Judgment

A. Introduction

- [1] Sriskandarajah Sritharan, Director of Great Pacific Hotels PTE Ltd, filed a Petition seeking to reinstate and re-register Serene Water Estate Limited. His affidavit verifying the application for reinstatement accompanied the petition.
- [2] Edwin Naidu, Deputy Registrar of Companies filed an affidavit in opposition. The applicant filed a supplementary affidavit. An affidavit of Ms. Treta Sharma, Administrator General was filed in response. The Applicant later filed an affidavit in reply.
- [3] The main aim of the reinstatement and re-registering of the company by the Applicant is to seek the assignment of the 18° trademark which was owned by Serene Water Estate Limited. Following that they seek that Serene Water Estate Limited be deregistered.

B. Background

- [4] Serene Water Estate Limited was incorporated on 9th October 2012. It owned the 18° trademark issued to it on 14th July 2014. In December 2019, Bred Bank called for tenders for the purchase of two equipped mineral water boreholes, bottling plant, factory, offices and freehold properties in the name of Serene Water Estate Pte Limited.

[5] On 1st January 2022, Serene Water Estate Limited was deemed deregistered, under Section 605 (3) of the Companies Act 2015.

[6] According to the Applicant on 3rd June 2022 the Bred Bank sold to them for \$7.5 million, Serene Water Estate Limited's bottling plant.

C. The Submissions

[7] The parties filed written submissions. Oral arguments were made in Court.

D. Determination

[8] The application seeks to reinstate and re-register Sereme Water Estate Limited. In **Viani Bay Limited [2023] FLHC 311**, I had dealt with and set out the issues and the law in relation to such an application. In such an application, the petitioner needs to show that either he/she "is a person aggrieved" or "a former liquidator" of the company.

[9] The applicant in this matter is seeking the reinstatement and re-registration of Serene Water Estate Limited to acquire the 18^o trademark. Their intention is clear. After they acquire that, they seek that Serene Water Estate Limited be deregistered. The applicant has not stated or shown that he is aggrieved by the de-registration of Serene Water Estate Limited. The applicant, being the petitioner in this matter has not set out his locus. Apart from indicating that he acquired number of assets of Serene Water Estate Limited in a mortgagee sale through Bred Bank, he has not stated what his standing is in relation to Serene Water Estate Limited.

[10] The Applicant is neither a shareholder, nor a director, or creditor of Serene Water Estate Limited. It is seeking reinstatement and re-registration purely to acquire the 18^o trademark. They are asking this Court to reinstate, re-register Serene Water Estate Limited and assign the trademark to Great Pacific Hotels Pte Ltd. They are asking that the Registrar of the High Court execute all assignment documents on behalf of Serene Water Estate Limited. Once it all is done, Serene Water Estate Limited, should be de-registered.

[11] I note Section 605 of the Companies Act 2015. It sets out the effect of de-registration of a company. The main effect being that following de-registration a company ceases to exist: **Section 605 (1)**. On 8th September 2022 the Registrar of Companies appointed the Official Receiver pursuant to Regulation 3 (2) of the Companies (Effect of Deregistration) Regulations 2021 to deal with the property of Serene Water Estate Limited. This is in accordance with Section 605 (3) of the Companies Act 2015.

[12] On 3rd October 2024, the Official Receiver advertised inviting expression of interest for the purchase of the 18^o trademark. The petitioner bid for the trademark. The Petitioner bid \$5024.00. That bid was declined. The Official Receiver sought the bid be increased to \$10,000.00 and deposited in OR's account and a sales and purchase and a Deed of Settlement be entered into. The Petitioner deposited \$10,000.00. A receipt was issued. The Official Receiver did not finalise, or enter into a deed or sale and purchase agreement for the trademark. On 16th January 2025, the Official Receiver received a reinstatement application from Serene Water Estate Limited.

- [13] In the process the OR, was concerned with the valuation of the trademark. The Official Receiver was cautious and was looking for a valuer to conduct the valuation and determine the market value of the 18° trademark. They were unsuccessful in finding a valuer. The Official Receiver needed the value of the trademark. The Official Receiver was acting prudently. The Official Receiver (OR) needs to work within the laws of the land. Regulation 4 (1) of the Companies (Effect of Deregistration) Regulations 2021 gives the OR wide powers, those powers are to be exercised prudently to deal with or dispose of the property of the company. In this instant, the OR was cautious to proceed to sell the trademark in the absence of a valuation. The OR was correct. Without knowing the true market value of the trademark, the trademark could not be disposed. The OR would need to account for all the assets and disposals of Serene Water Estate Limited.
- [14] The other matter for me to consider is whether “it is just that the company’s registration be reinstated”. I note that the company was not deregistered in the process of winding up. It was deregistered for failing to be re-registered. The Registrar of Companies has received a reinstatement application from Serene Water Estate Limited seeking reinstatement. Section 609 (1) of the Companies Act 2015 allows the Registrar of Companies (ROC) to reinstate the registration of a company within 10 years of the company being deregistered, if the Registrar is satisfied that the company should not have been deregistered. This application before me is one which is self-serving, the applicant is only interested in reinstating the company to acquire the trademark. That is their only interest. They have no other interest. I do not find it just that the application by the petitioner be allowed.
- [15] I have found that the applicant does not have locus in this matter. He cannot seek reinstatement and re-registration. An application for reinstatement is pending before the ROC. It is for the ROC to deal with that. I find that neither the applicant is an aggrieved person nor I am satisfied that it is just that the company be reinstated.
- [16] The petition is dismissed. The petitioner is to pay the Registrar of Companies and the Official Receiver, \$3000.00 as costs, within 21 days. The costs have been summarily assessed.

E. Court Orders

- (a) *The Petition is dismissed.*
- (b) *The Petitioner is to pay the Registrar of Companies and the Official Receiver, \$3000.00 as costs, within 21 days. The costs have been summarily assessed.*



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Hon. Justice Chaitanya S. C. A. Lakshman

Puisne Judge

24th October 2025

