

IN THE SUPREME COURT OF MAURITIUS

(Before the Bankruptcy Division)

Application under Section 118 of the Companies Act

In the matter of: -

Larus Cloud Service Limited, a company incorporated under the laws of the Seychelles and having its registered address at Mont Fleuri, Mahe, Seychelles

Applicant

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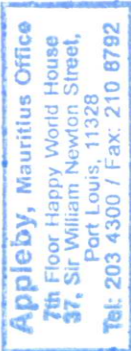
- 1. AFRICAN NETWORK INFORMATION CENTRE (AfrINIC) LTD**, a private company limited by guarantee, duly incorporated under the laws of Mauritius and having its registered office situated at 11th Floor, Standard Chartered Tower, 19 Cybercity, Ebene, Mauritius; and
- 2. Executive Services Limited** having its registered address at Vieux Conseil Street 2nd Floor, Les Jamalacs Building Port Louis, Mauritius

Respondents

MOTION PAPER

For the issue of the following Orders pursuant to Section 118 of the Companies Act:

- (i) an Order for a meeting of the members of Respondent No.1 to be held pursuant to Section 118 of the Companies Act 2001 and such meeting of members shall be conducted on the following basis:
 - a. the said meeting is to be convened by Respondents, within 14 days of such Order or convened on and at such date, time and place as the court deems fit and proper;
 - b. the court shall appoint a registered usher or a neutral and independent person to act as chairperson of the said meeting and said meeting shall be conducted in accordance with the Fifth Schedule of the Companies Act 2001;
 - c. the court shall direct that the present order be served on all interested parties in lieu and instead of notice of the meeting of the members of Respondent No.1 or alternatively direct Respondent No. 1 to cause Respondent No. 2 to give notice of the meeting of its members, in writing delivered by both registered mail and email to all relevant members not less than 14 days prior to the meeting in accordance with the Constitution of Respondent No. 1 and the Companies Act 2001, having as agenda the following:



Resolution 1

Whereas by way of Board Resolution bearing reference 202202.676, the term of office for Elected Director holding Seat 6 was extended by one additional year.

Whereas five Elected Directors voted in favour of that resolution.

It is resolved that pursuant to the Bylaws, the Board is not empowered to extend the term of office of any of its elected directors and therefore Board Resolution bearing reference 202202.676 is annulled and is of no effect.

It is further resolved that all of the directors who voted for Board Resolution bearing reference 202202.676 be suspended with immediate effect.

Resolution 2

Whereas the Board has recommended that only seats be put up for election at the Annual General Members' Meeting scheduled for the 3rd June 2022.

It is resolved that the election of the 3rd June 2022 be annulled with immediate effect on the ground of unlawfulness in the selection process by the Nomination Committee.

It is further resolved that in line with the Bylaws, all of the Seats should be put up for election at the next Annual General Members' Meeting.

Resolution 3

Whereas given that there is no confidence in the Board as presently composed, it is resolved that the next Annual General Members' Meeting be held on the 3rd July 2022 or any other date to be decided at that meeting and that the selection of candidate and the election process be supervised by an independent body and that meeting be chaired by an independent purpose in the name of the electoral supervisory commission.

- (ii) directing that the Respondents shall comply with all applicable terms and conditions set out in the Constitution of Respondent No. 1 and the Companies Act 2001 (including the performance of all acts incumbent upon the Respondents by virtue of the Constitution of Respondent No. 1) in connection with the said meeting save as varied by this order.
- (iii) granting the Applicant such other consequential relief as it thinks fit.

And this for the reasons set out in the hereto annexed affidavit.

Under all legal reservations
Dated at Port Louis this 16th day of May 2022



Yantee Hurnaurn- Calcutteea
Of Appleby, 7th Floor, Sir William Newton Street, Port Louis
Attorney for the Applicant