

**FORM OF ANNUAL RETURN OF A COMPANY HAVING SHARE CAPITAL**

Annual Return of..... Limited,  
 Made up to the.....day of .....(being the  
 Fourteen day of the annual general meeting for the year .....)

Situation and postal address of the registered office of the company

**1. Address .**

.....  
 .....

**2. Situation of Registers of Members and Debentures-holders**

(a) Address of place at which the register of members is kept, if other than the registered office of the company .....

(b) Address of any place in Kenya other than the registered office of the company at which is kept any register of holders of debentures of the company or part of any such register, which is kept outside Kenya .....

**3. Summary of share capital and Debentures**

**(a) Nominal Share Capital**

Nominal share capital sh..... divided into:

<i>Number</i>	<i>Class</i>
.....	..... shares of ..... each
.....	..... shares of ..... each
.....	..... shares of ..... each

**(b) Issued Share Capital and Debentures**

	<i>Number</i>	<i>Class</i>
Number of shares of each class taken up to the date of this return (which number must agree with the total shown in the list as held by existing members).	.....	..... shares
	.....	..... shares
	.....	..... shares

Delivered for filing by .....

..... {P.T.O}

	<i>Number</i>	<i>Class</i>
Number of shares of each class issued subject to payment wholly in cash.	.....	..... Shares
	.....	..... Shares
	.....	..... Shares
	-	-
Number of shares of each class issued as fully paid up for a consideration Other than cash....	.....	..... Shares
	.....	..... Shares
	-	-
Number of shares of each class issued as partly paid up for consideration Other than cash and extent to which each such share is so paid up.	.....	..... Shares issued as paid up to the extent of

Sh..... Per Shares  
 ..... Shares  
 issued as paid up to the extent of

Sh..... Per Shares  
 ..... Shares  
 issued as paid up to the extent of

	-	-
Number of shares (if any) of each class issued at a discount.	.....	..... Shares
	.....	..... Shares
	.....	..... Shares

Amount of discount on the issue of shares which has not been written Off at the date of this return. Sh. ....

*Number* *Class*

Amount called up on number of shares of each class.	Sh. .... Per share on	..... Shares
	Sh. .... per share on	..... shares
	Sh. .... per share on	..... shares

Total amount of calls received, including payments on application and Allotment and any sums received on shares forfeited. **Sh.** .....

	<i>Number</i>	<i>Class</i>
Total amount (if any) agreed to be considered as paid On number of shares of each class issued as fully paid up for a consideration other than cash	-	-
	.....	.....shares
	sh. .... on	.....shares
	.....	.....shares
Total amount (if any) agreed to be considered as paid On number of shares of each class issued as partly paid up for a consideration other than cash	-	-
	.....	.....shares
	sh. .... on	.....shares
	.....	.....shares

Total amount of calls unpaid.	-	Sh. ....
Total amount of the sums (if any) paid by way of commission in respect of any shares or debentures.	-	Sh. ....
Total amount of the sums (if any) allowed by way of discount in respect of any debentures since the date of the last return.	-	Sh. ....

	<i>Number</i>	<i>Class</i>
Total number of shares of each class forfeited.	-	-
	.....	.....shares
	.....	.....shares
	.....	.....shares
Total amount (if any) on shares forfeited.	-	Sh. ....
Total amount of shares for which warrants to bearer issued are outstanding.		Sh. ....
Total amount of share warrants to bearer issued and surrendered re- spectively since the date of the last return.	Issued:	.....
	Surrendered: Sh.	.....
Number of shares comprised in each share warrant to bearer, specifying in The case of warrants of different kinds, particulars of each kind.		.....

**4. Particulars of Indebtedness**

Total amount of indebtedness of the company in respect of all mortgages and charges which are required to be registered with the registrar of companies under the Companies Act (Cap. 486).	-	Sh. .... NIL .....
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CERTIFICATES AND OTHER DOCUMENTS ACCOMPANYING ANNUAL RETURN

*Certificate to be given by a Director and the Secretary of Every Private Company*

We certify that the company has not since the date of \*(the incorporation of the company/the last annual return) issued by invitation to the public to subscribe for any shares or debentures of the company.

*Signed ..... , Director*

*Signed..... , Secretary*

*Further Certificate to be Given as Aforesaid if the Number of Members of the Company Exceeds Fifty*

We certify that the excess of the number of members of the company over fifty consists wholly of persons who, under paragraph (b) of subsection (1) of section 30 of the Companies Act(Cap. 486) are not to be included in reckoning the number of fifty.

*Signed ..... , Director*

*Signed..... , Secretary*

*Certified Copies of Accounts*

In the case of every company to which section 128 of the Companies Act (Cap. 486) applies, shall be annexed to this return a written copy, certified both by a director and by the secretary of the company to be a true copy, every balance sheet laid before the company in general meeting during the period.

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\* In case of the first return strike out the second alternative. In the case of a second or subsequent return strike out the first alternative.







**NOTES**

“Director” means any person who occupies the position of a director by whatsoever name called and any person in accordance with whose directors or instructions the directors of the company are accustomed to act.

“Christian name” includes a forename, and “surname”, in the case of a peer or person usually known by a title different from his surname, means that title.

- (a) in the case of a peer or a person usually known by a British title different from his surname, the name by which he was known previous to the adoption of or succession of the title; or
- (b) in the case of any person, a former Christian name or surname where that name or surname was changed or disused before the person bearing the name attained the age of eighteen years or has been changed or discussed for a period of not less than twenty years; or
- (c) in the case of a married woman the name or surname by which she was known previous to the marriage.

The names of all bodies corporate incorporated in Kenya of which the director is also a director, should be given, except bodies corporate of which the company making the return is the wholly –owned subsidiary or bodies corporate which are the wholly-owned subsidiaries either of the company, or of another company of which the company is the wholly-owned subsidiary. A body corporate is deemed to be the wholly owned subsidiary of another if it has no members except that other and that other’s wholly owned subsidiaries and its or their nominees. If the space provided in the form is insufficient, particulars of other directorships should be listed on a separate statement attached to this return.

Dates of birth need only be given in the case of a company which is subject to section 186 of the Companies Act (Cap. 486), namely, a company which is not a private company or which, being a private company, is the subsidiary of a corporate incorporated in Kenya which is not a private company.

Where all the particulars in a firm are joint secretaries, the name and principal office of the firm may be stated.