

**FORM OF ANNUAL RETURN FOR A  
 COMPANY LIMITED BY SHARES**  
*(Section 217)*  
**TO BE COMPLETED LEGIBLY IN BLACK INK**

**1. Form of Annual Return of a Company Limited by Shares**

Annual Return of Company number ..... Company name  
 ..... Company Limited by shares  
 made up to the date of the Annual Meeting.

Date of meeting ..... or Resolution in lieu of meeting  
 under section 107 (2) of the Act, being for the year .....

1. Physical and Postal Address of the registered office of the company

.....

2. Physical and Postal Address of the company

.....

3. Address at which the register of shareholders or members is kept (if not kept at registered office)

.....

4. Address at which financial records are kept (if not kept at the registered office)

.....

The company is-[tick/cross the correct box]

- (i) A public company
- (ii) A non-exempt company
- (iii) An exempt company

**2. Summary of Share Capital and Debentures**

**Share Capital**

- 1) Total number of shares issued by the Company: .....
- 2) Total amount paid up on shares **P**.....
- Total amount called but unpaid **P**.....
- Amount received on any shares forfeited **P**.....

**Stated Capital**

- 3) Classes of Shares **P**.....
- | <i>Number</i> | <i>Class</i> |
|---------------|--------------|
| .....         | Ordinary     |
| .....         | Preference   |

- 4) Number of shares of each class issued subject to payment wholly in cash  
 .....shares  
 .....shares
- 5) Number of shares of each class issued as fully paid up for a consideration other than cash  
 .....shares  
 .....shares  
 .....shares
- 6) The nature of the consideration given for such shares  
 .....
- 7) Number of shares of each class issued as partly paid up for a consideration other than cash and extent to which each such shares is so paid up  
 .....shares  
 issued as paid up to extent of  
 P.....per share  
 .....shares  
 issued as paid up to extent of  
 P.....per share  
 issued as paid up to extent of  
 P.....per share  
 issued as paid up to extent of  
 P.....per share
- 8) The nature of the consideration given for such shares.  
 .....  
 .....
- 9) Amount called up on shares of each class  
 P.....per share on .....shares  
 P.....per share on .....shares
- 10) Total number of shares of each class forfeited  
 .....shares  
 .....shares
- 11) Total amount paid, if any, on shares forfeited.  
 P.....
- 12) The total number of shares purchased or otherwise acquired by the company  
 P.....
- 13) The total number of shares redeemed by the company  
 P.....
- 14) The total number of shares held as Treasury shares  
 P.....
- 15) Total amount of the sums, if any, allowed by way of discount in respect of any debentures since the date of the last return  
 P.....
- 16) Total amount of indebtedness of the company in respect of all charges which are required to be registered with the Registrar.  
 P.....

**3. Particulars of Directors, Auditors and Secretaries**

Names and addresses of the Directors, Auditors, Secretaries and Share Transfer Secretaries on the

.....day of.....

**Directors**

Surname and Name	Identity number(s)	Postal Address	Other Directorships

**Auditors**

Surname and Name	Postal Address

**Secretary**

Surname and Name	Postal Address

**Share Transfer Secretary**

Surname and Name	Postal Address

**4. Other matters (to be stated on a separate page)**

- (1) If the company is a party to a listing agreement with a stock exchange, state the names and addresses of, and the number of shares held by-
  - (i) the persons holding the 10 largest numbers of shares; or
  - (ii) if there is more than one class of shares, the persons holding the 10 largest numbers of shares in each class.
  
- (2) Subject to sub-paragraph (2), unless the following particulars are included in the balance sheet or in a note on or a statement annexed to the balance sheet, which is required to be filed with this annual return particulars of-
  - (i) the names, countries of incorporation and nature of the businesses and subsidiaries of the company and of all corporations in which the company is entitled by itself or a nominee to exercise more than 25 per cent of the votes exercisable at a general meeting of

- the company; and
- (ii) where the company is a subsidiary of another company or corporation, the name of the company or corporation regarded by the directors as the ultimate holding company of the first-mentioned company and if it is known to them the country in which it is incorporated.

*Note:*

*The information required by this paragraph need not be given if the Registrar so directs and for this purpose the Registrar shall have regard to whether the disclosure would be harmful to the business of the company or of that of other companies and this harm outweighs any benefit to the public in requiring this disclosure*

**5. List of Shareholders**

Shareholder register number (If any)	Surname and Name	Identity number(s)	Postal Address	Number of Shares held

**6. List of shares transferred since date of incorporation / last annual return\***

Date of transfer	Name of transferring shareholder	Name of Transferee	Number of shares transferred

**\*Strike out whichever is not applicable**

**7. Copy of last Audited Financial statements and Annual Report of the Company** (where required to be filed in terms of section 209 of the Act.)

*Note: This return must include a copy, certified both by a Director and by the Secretary of the Company to be a true copy, of the financial statements laid before the company in general meeting during the period to which the summary relates, and, in addition a copy, certified as aforesaid, of the report of the auditors on the financial statements and a copy of the Annual report of the directors where required to be filed in terms of Section 212.*

**8. Certificates to be given by a Private Company**

(1) We certify-

- (i) that the Company has not since the date of incorporation of the company/ the last Annual Return\* issued any invitation to the public to subscribe for any shares or debentures of the company;

(\*Delete whichever is inappropriate)

- (ii) The number of shareholders or members of the company is.....

.....  
**Director**

.....  
**Secretary**

(2) Should the number of shareholders or members of the company exceed 25, the following certificate is required:-

We certify that the excess of members of the company above 25 consists wholly of persons who are in the employment of the Company and/or of persons who, having been formerly in the employment of the company, were while in such e employment, and have continued after the termination of such employment to be, shareholders or members of the company.

.....  
**Director**

.....  
**Secretary**

(3) In case of a private company which has passed an unanimous resolution under Section 246 that no interests register need to be kept by the company, state the date of the resolution

.....

We certify that no shareholder has, at the date of the annual return, given notice in writing to the company requiring it to keep an interest register.

.....  
**Director**

.....  
**Secretary**

**9. Certificate to be given by a public Company**

- (i) the number of shareholders or members of the company is

.....  
**Director**

.....  
**Secretary**