

NUMBER OF COMPANY

THE COMPANIES ACT
(Cap. 486)

FORM OF ANNUAL RETURN OF A COMPANY HAVING A SHARE CAPITAL

Annual Return of

made up to the day of 2009 (being the

fourteenth day after the date of the annual general meeting for the year

1. Address

Situation and postal address of the registered office of the company

2. Situation of Registers of Members and Debenture-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

(c) Nominal Share Capital

Nominal Share capital Sh. Divided into:

Number	Class	
.....	shares of each
.....	shares of each
.....	shares of each
.....	shares of each

(d) Issued Share Capital and Debentures

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

Delivered for filing by

	<i>Number</i>	<i>Class</i>
Number of shares of each class issued subject to payment wholly in cash.	Ordinary shares
	shares
	shares
	shares

Number of shares of each class issued as fully paid up for a consideration other than cash.	Nil	shares
	.....	shares
	.....	shares
	.....	shares

Number of shares of each class issued as partly paid up for a consideration other than cash and extent to which each such share is so paid up.	Nil	shares
	issued as paid up to the extent of	
	Sh.	per share.
	.....	shares
	issued as paid up to the extent of	
	Sh.	per share.
	.....	shares
	issued as paid up to the extent of	
	Sh.	per share.
	.....	shares

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

Amount of discount on the issue of shares which has not been written off at the date of this return.	Sh. Nil
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		<i>Number</i>	<i>Class</i>
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
	Sh. per share on	.....	shares

Total amount of calls received, including payments on application and allotment and any sums received on shares forfeited.	Sh.
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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.	} Sh. on {	<i>Number</i>	<i>Class</i>
		.....	..... shares
		.....	..... 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.	} Sh. on {	.....	..... shares
		.....	..... shares
		.....	..... shares
		.....	..... shares

Total amount of calls unpaid. Sh.

Total amount of the sums (if any) paid by way of commission in respect of any debentures since the date of the last return. Sh.

Total amount of the sums (if any) paid by way of discount in respect of any debentures since the date of the last return. Sh.

Total number of shares of each class forfeited.	<i>Number</i>	<i>Class</i>
	.....	..... shares
	.....	..... shares
	.....	..... Shares

Total amount paid (if any) on shares forfeited. Sh.

Total amount of shares for which share warrants to bearer are outstanding. Sh.

Total amount of share warrants to bearer issued and surrendered respectively since the date of the last return

Issued:

Surrendered:

Number of shares comprised in each share warrant to bearer, specifying in the case of warrants of different kinds, particulars of each kind.

3. 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). KSh.

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 any 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, there 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, of every balance sheet laid before the company in general meeting during the period.

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

5. List of Past and Present Members

List of persons holding shares or stock in the company on the fourteenth day after the annual general meeting for 20___, and of persons who have held shares or stock therein at any time since the date of the last return, or in the case of the first return, of the incorporation of the company.

Folio in register ledger containing particulars	Names and Postal addresses	Number of shares held by existing members at date of return *=	Account of Shares		Remarks
			Particulars of shares transferred since the date of the last return, or, in the case of the first return, of the incorporation of the company, by (a) persons who are still members and (b) persons who have ceased to be members+		
			Number =	Date of registration of transfer	
			(a)	(b)	

* The aggregate number of shares held by each member must be stated, and the aggregates must be added up so as to agree with the number of shares in the Summary of Share Capital and Debentures to have been taken up.

= When the shares are of different classes these columns should be subdivided so that the number of each class held, or transferred, may be shown separately. Where any shares have been converted into stock the amount of stock held by each member must be shown.

+ The date of registration of each transfer should be given as well as the number of shares transferred on each date. The particulars should be placed opposite the name of the transferor and not opposite that of the transferee, but the name of the transferee may be inserted in the "Remarks" column immediately opposite the particulars of each transfer.

NOTES

1. If the return for either of the two immediately preceding years was given as at the date of that return the full particulars required as to past and present members and the shares and stock held and transferred by them, only such of the particulars need be given as relate to persons ceasing to be or becoming members since the date of the last return and to shares transferred since that date or to changes as compared with that date in the amount of stock held by a member.

2. If the names in the list are not arranged in alphabetical order, an index sufficient to enable the name of any person to be readily found must be annexed.

6. Particulars of Directors and Secretaries

Particulars of the persons who are directors of the company at the date of this return.

Name (in the case of an individual, present Christian name or names and surname. In the case of a corporation, the corporate	Any former Christian name or Names and surname	Nationality	Usual postal address (in case of a corporation, the registered or principal office)	Occupation and Particulars of all other directorships	Date of Birth

Particulars of the person who is secretary of the company at the date of this return.

Name (in the case of an individual, present Christian name or names and surname. In the case of a corporation, the corporate name	Any former Christian name or names and surname	Usual postal address (in the case of a corporation the registered or principal office)

Signed Director

Signed Secretary

For "Notes" please see overleaf.

NOTES

“Director” includes any person who occupies the position of a director by whatsoever name called and any person in accordance with whose directions 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 know by a title different from his surname, means title.

“Former Christian name” and “former surname” do not include –

- (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 know 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 bearing the name attained the age of eighteen years or has been changed or disused 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 know 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 or 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 body corporate incorporated in Kenya which is not a private company.

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