

Key requirements on filing company annual returns in Kenya..

Section 125 of the Companies Act stipulates that every company having a share capital shall, once at least in every year, make a return, and the said return shall be in the form and shall be made up to the date of the fourteenth day after the date of the annual general meeting.

When are you required to file the Company Annual Returns in Kenya ?

The annual returns should be made at least once every calendar year.

The annual return is to be completed within forty-two (42) days after the annual general meeting for the year of the annual return, and the company must within such period deliver to the registrar a copy of the annual return, signed both by a director and by the secretary of the company. If a company fails to comply with this requirement, the company and every officer of the company who is in default shall be liable to a default fine as may be deemed fit by the registrar. It should be noted that the term “officer” as used here includes any person in accordance with whose directions or instructions the directors of the company are accustomed to act.

In filing the Annual Return, the completed form is submitted at the Companies Registry with the requisite fees before accepted for filing. Late filing of annual returns attracts a penalty for every year defaulted.

What is the information relating to annual return in Kenya?

The content of an Annual Return of a company having share capital include as follows:

1. The situation of the registered office of the company and the company’s registered postal address;
2. If the register of members is, under the provisions of the Companies Act, kept elsewhere than at the registered office of the company, the address of the place where it is kept;
3. If any register of holders of debentures of the company or part of any such register is, under the provisions of the Companies Act, kept elsewhere than at the registered office of the company, the address of the place where it is kept;
4. A summary, distinguishing between shares issued for cash and shares issued as fully or partly paid up otherwise than in cash, specifying the following particulars—
5. the amount of the share capital of the company and the number of shares into which it is divided;

6. the number of shares taken from the commencement of the company up to the date of the return;
7. the amount called up on each share;
8. the total amount of calls received;
9. the total amount of calls unpaid;
10. the total amount of the sums (if any) paid by way of commission in respect of any shares or debentures;
11. the discount allowed on the issue of any shares issued at a discount or so much of that discount as has not been written off at the date on which the return is made;
12. the total amount of the sums (if any) allowed by way of discount in respect of any debentures since the date of the last return;
13. the total number of shares forfeited;
14. the total amount of shares for which share warrants are outstanding at the date of the return and of share warrants issued and surrendered respectively since the date of the last return, and the number of shares comprised in each warrant.
15. Particulars of the total amount of the indebtedness of the company as at the date of this return in respect of all mortgages and charges which are required to be registered with the registrar under the Companies Act.
16. A list:
 17. containing the names and postal addresses of all persons who, on the fourteenth day after the company's annual general meeting for the year, are members of the company, and of persons who have ceased to be members since the date of the last return or, in the case of the first return, since the incorporation of the company;
 18. stating the number of shares held by each of the existing members at the date of the return, specifying shares transferred since the date of the last return (or, in the case of the first return, since the incorporation of the company) by persons who are still members and have ceased to be members respectively and the dates of registration of the transfers; and
 19. if the names aforesaid are not arranged in alphabetical order, having annexed thereto an index sufficient to enable the name of any person therein to be easily found.
7. All such particulars with respect to the persons who at the date of the return are the directors of the company and any person who at that date is the secretary of the company as are by this Act required to be contained with respect to directors and the secretary respectively in the register of the directors and secretaries of a company.

Fundamentally, however, a company need not make a return in the year of its incorporation.

What are the necessary documents to support annual return filling in Kenya?

These documents will be needed to support your annual returns:

1. a 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 to which the return relates (including every document required by law to be annexed to the balance sheet);

2. a copy, certified as aforesaid, of the report of the auditors on, and of the report of the directors accompanying, each such balance sheet; and
3. a certificate signed both by a director and by the secretary of the company that the company has not, since the date of the incorporation of the company, issued any invitation to the public to subscribe for any shares or debentures of the company.

It is important to note that requirements (a) and (b) above only apply to public companies. However, private companies would also be similarly bound if at least one shareholder is a public company. Requirement (c) applies to both private and public companies.

[Company secretary firm](#) can assist you throughout this process .

If you are looking to form a company please feel free to contact;

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