

No. Of Company .....

**GOVERNMENT OF UGANDA**

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

**Third Schedule**

**Part II**

*(section 132)*

Annual return of ..... Limited,  
made up to the ..... day of ..... 20 ..... being  
the fourteenth day after the date of the annual general meeting for the year 20.....).

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**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 Uganda other than the registered office of the company at which is kept any register of holders of debentures of the company or any duplicate of that register or part of the register which is kept outside Uganda).*

*Delivered for filing by .....*

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**Note:** All parts of the form must be properly completed; if not applicable using the words “not applicable”, “nil”, “none”, etc

Name & address of the Auditor.....

3. Summary of share Capital and Debentures

a) *Nominal Share Capital*

**Nominal Share Capital Shs.....divided into:  
(Insert number and class)**

..... Share of .....each  
 ..... Share of .....each  
 ..... Share of .....each

**b) Issued Share Capital and Debentures**

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

Number of shares of each class issued subject to Payment wholly in cash	.....	.....Shares
	.....	.....Shares
	.....	.....Shares
	.....	.....Shares
	.....	.....Shares
	.....	.....Shares
	.....	.....Shares
	.....	.....Shares

Number of shares of each class issued as fully paid up for a consideration other than cash.	Shares issued as paid up to the extent of shs.....per share
	Shares issued as paid up to the extent of shs.....per share
	Shares issued as paid up to the extent of shs.....per share
	Shares issued as paid up to the extent of shs.....per share

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

Amount of discount on the issue of shares, which has not been written off at the date of this return	Shs .....
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Amount called up on number of shares of each class	Shs.....per share on	.....	.....Shares
	Shs.....per share on	.....	.....Shares
	Shs.....per share on	.....	.....Shares
	Shs.....per share on	.....	.....Shares

Total amount of calls received, including payments on application and allotment and any sums received on shares forfeited

Shs.....

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

Shs.....on } ..... shares  
 ..... 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.

Shs.....on } ..... shares  
 ..... shares  
 ..... shares  
 ..... shares

Total amount of calls unpaid

Shs.....

Total amount of the sums (if any) allowed by way of commission in respect of any shares of debentures.

Shs.....

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

Shs.....

Total number of each shares of each class forfeited

Number	Class
.....	.....shares
.....	.....shares
.....	.....shares
.....	.....shares

Total amount paid (if any) on shares forfeited

Shs.....

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

Shs.....

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

Issued: Shs.....

Surrendered: Shs.....

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

Shs.....

**4. Particulars of Indebtedness**

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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. 2012

Shs.....

### 5. List of Past and Present Members

List of persons holding shares or stock in the company on the fourteenth day after the annual meeting for 20.....and of persons who 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	Name and Postal addresses	Number of shares held by existing members at date of return +*	ACCOUNTS OF SHARES			Remarks
			Particulars of shares transferred since the dare of the last return, or in 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 +	Dates 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 stated in summary of shares Capital and Debentures to have taken up.

✦ When shares are of different classes these columns should be sib-divided 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 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 transferrer 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 two immediately proceeding years has 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 given as relate to persons ceasing to be or becoming members since the date of the last return to shares transferred since the date or to changes as compared with that date in the amount of stock held by member.
2. If the names in the list are not arranged in alphabetic 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. (See footnote on page 6)**

<b>Name</b> (In case of an individual, present first name or names and surname. In the case of a corporation, the corporation name)	Any former first name or names and surname	Nationality	Usual Postal and Residential address, (in the case of a corporation, the registered or principal office)	Business occupation and particulars of other directorships	Date of Birth

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

<p align="center"><b>Name</b>  <b>(In the case of an individual, present first name or names and surname. In the case of a corporation the Corporate name)</b></p>	<p align="center"><b>Any former first name or names and surname</b></p>	<p align="center"><b>Usual postal address. (In the case of corporation the registered office)</b></p>

Signed.....Director

Signed.....Secretary

**NOTES:**

1. **“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.
2. **“First name”** includes a forename, and **“surname”**, in the case of peer ot person usually known by title different from his surname, means that title.
3. **“Former First name”** and **“former surname”**, do not include:-
  - a) in the case of any person, a former first name or surname was changed or disused before the person 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
  - b) 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 Uganda 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 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. It the space provided in the form is insufficient particulars of other directorships should listed on a separate statement attached to this return.

Dates of birth need only to be given in the case of a company which is not private company or which, being a private company, is the subsidiary of a body corporate incorporated in Uganda which is not a private company.

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

**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 \*(incorporation of the company/the last annual return) issued any invitation to the public to subscribe for any share or debentures of the company.

**Signed.....Director**

**Signed.....Secretary**

***Further Certification to be Given if the Number of Members of the Company Exceeds One hundred.***

We certify that the excess of the number of members of the company over One hundred consists wholly of persons who, under paragraph (b) of sub-section (1) of section 5 of the Companies Act, 2012, are not to be included in reckoning the number of fifty

**Signed.....Director**

**Signed.....Secretary**

**Certified Copies of Accounts**

In the case of any company to which section 135 of the Act applies, there shall 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 to which this return relates including every document required by law to be annexed to the balance sheet and a copy so certified of the report of the auditors on, and of the report of the directors accompanying, each such balance sheet.

If the balance sheet or document required by law to be annexed to it did not comply with the requirements of the law to be annexed to it is a foreign language there must also be annexed to that balance sheet a translation in English of a balance sheet or document certified in the prescribed manner to be a correct translation.

If the balance sheet or document required by law to be annexed to it did not comply with the requirements of the law as in force at the date of the audit with respect to the form of balance sheet or documents as the case may be, there must be made such additions to and the corrections in the copy as would have been required to be made in the balance sheet or document in order to make it comply with those requirements, and the fact that the copy has been amended must be stated on it.

**Signed.....Director**

**Signed.....Secretary**

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