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The Gazette of the Democratic Socialist Republic of Sri Lanka EXTRAORDINARY

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No. 1566/32 - FRIDAY, SEPTEMBER 12, 2008

(Published by Authority)

PART I : SECTION (I) — GENERAL

Government Notifications

COMPANIES ACT, No. 7 OF 2007

REGULATIONS made by the Minister of Trade, Marketing Development Co-operatives and Consumer Services, under Section 477 read with Section 527 of the Companies Act, No. 7 of 2007.

SUMITHRA ARACHCHIGE DON BANDULA CHANDRASIRI GUNAWARDENA,
Minister of Trade, Marketing Development, Co-operatives and Consumer Services.

Colombo,
09th September, 2008.

Companies (Prescribed Returns, notices and Documents) Regulations —

The Companies (Returns, Notices and Documents) Regulations 2007 published in the *Gazette Extraordinary* No. 1493/20 Dated 20th April, 2007 are hereby amended as follows :-

1. The Form No. 15 earlier prescribed is hereby deleted and a new Form No. 15 given in the First Schedule hereto is prescribed and substituted therefore for companies other than companies limited by guarantee.
2. The new Forms No. 10A, 12A and 15A set out in the First Schedule hereto shall be used for the purposes of the Act and the particulars contained therein are hereby prescribed as the particulars required for the purposes of this Act.
3. Every Company shall file with the Registrar General of Companies—
 - (a) proof of giving public notice of incorporation under Section 9(1) within the Sixty (60) working days of the incorporation ; and
 - (b) proof of giving public notice of change of name under Section 9(2) within the Sixty (60) working days of the change of name.
4. The return containing the prescribed particulars of alteration on Form No. 35 in respect of an Overseas Company shall be delivered to the Registrar General of Companies under Section 491 within one month from the date of respective alteration. Provided however the Registrar General of Companies may upon sufficient cause being shown extend the said period of one month.

5. I do hereby in consultation with the Institute of Chartered Accountants of Sri Lanka prescribe that the Financial Statements to be sent to every shareholder in the summarized form as provided in the proviso to Section 167(1) of the Companies Act shall include the matters set out in the Second Schedule hereto.

FIRST SCHEDULE

FORM 10A

(Section 102(7))

PARTICULARS OF AN ISSUE OF DEBENTURES IN A SERIES BY A COMPANY REGISTERED IN SRI LANKA
Section 102(7) of the Companies Act, No. 7 of 2007

No. of Company

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Name of Company

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Particulars relating to the Issue of Debentures of a Series						
Total amount secured by the whole series of Debentures	Date and amount of each issue of the series		Dates of the Resolutions authorizing the Issue of the series	Date of the Covering Deed if any	General description of the Property Charged	Names of the Trustees if any for the Debenture Holders
	Date	Amount				

A true copy of the deed /one of the debentures certified by a Director/Secretary of the Company/an Attorney-at-Law is annexed.

Signature of Director/Secretary **

--

Full Name of Director/Secretary **

--

Date

--	--

--	--

--	--

Day Month Year

Presented by

--

E-mail (Optional)
Telephone :
Facimile:

Note:

- (1) This Form should be filled within Fifteen working days from the date of execution of the deed containing the charge or if there is no such deed, from the date of execution of any debentures of the series.
- (2) Where more than one issue is made of debentures in the series the particulars in this Form should be sent to the Registrar General of Companies in terms of the proviso to sec. 102(7).

** Delete what is not applicable.

FORM 12A

(Section 107)

DECLARATION VERIFYING MEMORANDUM OF SATISFACTION OF CHARGE TO ENABLE THE REGISTRAR GENERAL
OF COMPANIES TO ACT, UNDER SECTION 107 OF THE COMPANIES ACT, No. 7 OF 2007

No. of Company

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Name of Company

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We, (note¹) of, and of Directors
of Limited, and of the Secretary
thereof do hereby make oath and say solemnly sincerely and truly affirm that the particulars (note^{1a}) and state
..... contained in
the Memorandum of Satisfaction annexed hereto and dated the day of 20..... is true to
the best of our knowledge, information and belief, and we make this solemn Declaration, conscientiously believing the same
to be true.

We further agree and undertake to furnish documentary evidence to prove the aforesaid satisfaction if called upon by the
Registrar General of Companies.

Declared at the day of Two Thousand before me.

.....
A Justice of the Peace or
Commissioner for Oaths.

Seal

MEMORANDUM OF SATISFACTION OF CHARGE

..... hereby give notice that the registered charge being (Note²) of which particulars were
registered with the Registrar General of Companies on the day of 20..... was satisfied on the day
of 20....., to the full extent of and/or that (Note³) has been released from the charge
or has ceased to form part of a company's property or undertaking.

.....
.....
or
.....
.....
.....

Directors

Director
and
Secretary

Presented by

--

E-mail (Optional)

Telephone :

Facsimile:

- (1) This declaration and Memorandum should be executed by two Directors or a Director and the Secretary of the Company and (1)a Delete what is not applicable the declaration should be sworn or affirmed to before a Justice of the Peace or Commissioner of Oaths.
- (2) A description of the Instruments creating or evidencing the charge, with the date thereof should be given. If the registered charge as a "Series of Debentures" the words "authorised by Resolution", together with the date of the resolution should be added.
- (3) To give brief details of property, vide Sec. 107 (b).

FORM 15

[Section 131(1)]

ANNUAL RETURN OF A COMPANY
(OTHER THAN A COMPANY LIMITED BY GUARANTEE)
(Pursuant to Section 131 (1) - Companies Act, No. 7 of 2007)

(Please note that the information on this form must be either typewritten or printed, It must not be handwritten. If there is insufficient space on the form to supply the information required, attach a separate sheet containing the information set out in the prescribed format).

1. NUMBER OF COMPANY

No. of Company

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2. NAME OF COMPANY

Date of Incorporation

Name of Company

Day Month Year

Former Name of
Company (If any)

3. REGISTERED ADDRESS

Date of Annual Return

Registered
Office Address

Day Month Year

4.SHARE REGISTER

To be completed if the share register is divided into 2 or more registers kept at different places

Description of part Registers	Address of place where kept

5. RECORDS

To be completed (if any of the records described in Section 116(1) of the Companies Act, No. 7 of 2007 are not kept at the company's registered office).

Description of part Records	Address of place where kept

6. SHARES

<i>Class of Shares</i>	<i>Number of shares issued in each class</i>	<i>Value/consideration for shares issued</i>	<i>Number of shares issued for cash</i>	<i>Number of shares issued other than for cash</i>	<i>See note (i) *</i>	<i>Amount called on shares</i>
Total shares issued		<i>Note: * (i) Complete this column where the full consideration is not payable or required to be provided in respect of the issue of the share. Give the value of that part of the consideration paid or provided in respect of the issue of the share.</i>				

Total amount of calls received **

Total amount of calls unpaid **

Total number of shares forfeited **

Total number of shares purchased or otherwise acquired **

Total number of shares redeemed **

7. DIRECTORS

<i>Full Name ***</i>	<i>NIC No. or passport No. (Specify Country)</i>	<i>Residential Address</i>

8. SECRETARY/SECRETARIES **

<i>Full Name ***</i>	<i>Residential/Registered /Principal Office Address **</i>	<i>Nationality</i>	<i>Registration No.</i>

9. AUDITORS

<i>Full Name ***</i>	<i>Address</i>

10. LAST ANNUAL RETURN

(a) The date of the last annual return under the Companies Act, No. 17 of 1982 or the Companies Act, No. 7 of 2007

<input type="text"/>	<input type="text"/>	<input type="text"/>
Day	Month	Year

(b) In the case of the first annual return, please give the date of incorporation

<input type="text"/>	<input type="text"/>	<input type="text"/>
Day	Month	Year

11. EXISTING SHARE HOLDERS

(List of persons who on the fourteenth day from the date of the first or only General meeting in the year are share holders of the company).

<i>Full Name ***</i>	<i>Residential Address</i>	<i>No. of shares</i>

12. PERSONS WHO HAVE CEASED TO HOLD SHARES SINCE THE LAST RETURN OR IN THE CASE OF THE FIRST RETURN,
SINCE THE DATE OF INCORPORATION.

If the names are not arranged in alphabetical order the return shall have annexed to it an index sufficient to enable the name of any person in such list to be readily found

<i>Full Name ***</i>	<i>Residential Address</i>	<i>No. of shares held</i>	<i>Date of Registration of Transfer</i>

Please ANNEX a list of shareholders in compliance with the requirements setout in the item (b) of the Fifth schedule to the Act.

13. CHARGES

INDEBTEDNESS (all charges required to be registered under Section 102)

<i>Date and Description of instrument creating charges</i>	<i>Amount</i>	<i>Name, Address of persons entitled to the charges</i>

14. ANNUAL GENERAL MEETING/RESOLUTION IN LIEU THEREOF

give below the date of the last annual meeting of the Company held under the Companies Act, 2007 or, if the company has done everything required to be done at that meeting by passing a resolution under Section 144(3) of the Act, in lieu of holding the Annual General Meeting the date on which the resolution was passed.

Date of meeting /Resolution

--	--

Day

--	--

Month

--	--

Year

Signature of a Director and the Secretary

<i>Full Name ***</i>	<i>Position</i>	<i>Signature</i>
	Director	
	Secretary/ Secretaries	

15. DECLARATION UNDER SECTION 132(a) OF THE COMPANIES ACT, No. 7 OF 2007 BY THE DIRECTORS OF A PRIVATE COMPANY **

I/we declare that to the best of my/our knowledge and belief I/we have done all things required to be done by me/us under the Companies Act, No. 7 of 2007.

SIGNATURE OF DIRECTORS

<i>Full Name ***</i>	<i>Signature</i>

16. CERTIFICATE UNDER SECTION 132(b) OF THE COMPANIES ACT, NO. 7 OF 2007 BY A DIRECTOR AND THE SECRETARY/SECRETARIES OF A PRIVATE COMPANY **

We do hereby certify—

<p>that the company has not since the date of Incorporation of the Company issued any invitation to the public to subscribe to any shares or debentures of the company.</p> <p>.....</p> <p>that the company has not since the date of the last return, issued any invitation to the public to subscribe for any shares or debentures of the company ;</p>
<p>that the number of shareholders of the company does not exceed fifty.</p> <p>.....</p> <p>that the number of the shareholders of the company exceed fifty but the excess consists wholly of persons who under section 27 are not be taken into account in relation to that limit.</p>

<i>Full Name***</i>	<i>Position</i>	<i>Signature</i>
	Director	
	Secretary/ Secretaries	

Presented by

E-mail (Optional)

Telephone :

Facsimile:

Note: (1) This Form should be filed with the Registrar General of Companies, within 30 working days from the date of Annual General Meeting/Resolution.

(2) Requirements in items (h), (i) and (j) of the Fifth Schedule to the Act need not be complied with

* Delete what is not applicable

** Columns 15 and 16 to be completed only in the case of a Private Company.

*** In the case of a natural person, please give surname in BLOCK letters followed by first name(s).

FORM 15A

Section 131(1) and Section 35(1)

ANNUAL RETURN OF A COMPANY

(LIMITED BY GUARANTEE)

(Pursuant to Section 131 (1) read with Section 35 (1) - Companies Act, No. 7 of 2007)

(Please note that the information on this form must be either typewritten or printed, It must not be handwritten. If there is insufficient space on the form to supply the information required, attach a separate sheet containing the information set out in the prescribed format).

1. NUMBER OF COMPANY

No. of Company

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2. NAME OF COMPANY

Date of Incorporation

Name of Company

Day Month Year

Former Name of
Company (If any)

3. REGISTERED ADDRESS

Registered
Office Address

Date of Annual Return

Day Month Year

4. MEMBERS REGISTER

To be completed if the members register is divided into 2 or more registered kept at different places

Description of part Registers	Address of place where kept

5. RECORDS

To be completed (if any of the records described in Section 116(1) of the Companies Act, No. 7 of 2007 are not kept at the company's registered office).

Description of part Records	Address of place where kept

6. DIRECTORS

<i>Full Name **</i>	<i>NIC No. passport No. (Specify Country)</i>	<i>Residential Address</i>

7. SECRETARY/SECRETARIES *

<i>Full Name **</i>	<i>Residential/Registered /Principal Office Address *</i>	<i>Nationality</i>	<i>Registration No.</i>

8. AUDITORS

<i>Full Name **</i>	<i>Address</i>

9. LAST ANNUAL RETURN

(a) The date of the last annual return under the Companies Act ,No. 17 of 1982 or the Companies Act, No. 7 of 2007

<input type="text"/>	<input type="text"/>	<input type="text"/>
(Day)	(Month)	(Year)

(b) In the case of the first annual return, please give the date of incorporation

<input type="text"/>	<input type="text"/>	<input type="text"/>
(Day)	(Month)	(Year)

10. EXISTING MEMBERS

(List of persons who on the fourteenth day from the date of the first or only General meeting in the year are members of the company).

<i>Full Name **</i>	<i>Residential Address</i>

11. PERSONS WHO HAVE CEASED TO BE MEMBERS SINCE THE LAST RETURN OR IN THE CASE OF THE FIRST RETURN,
SINCE THE DATE OF INCORPORATION.

If the names are not arranged in alphabetical order the return shall have annexed to it an index sufficient to enable the name of any person in such list to be readily found

<i>Full Name **</i>	<i>Residential Address</i>	<i>Date of Cessation</i>

Please ANNEX a list of members in compliance with the requirements setout in the item (b) of the Fifth schedule to the Act.

12. CHARGES

INDEBTEDNESS (all charges required to be registered under Section 102)

<i>Date and Description of instrument creating charges</i>	<i>Amount</i>	<i>Name, Address of persons entitled to the charges</i>

13. ANNUAL GENERAL MEETING/RESOLUTION IN LIEU THEREOF

Give below the date of the last annual meeting of the Company held under the Companies Act, 2007 or, if the company has done everything required to be done at that meeting by passing a resolution under Section 144(3) of the Act, in lieu of holding the Annual General Meeting the date on which the resolution was passed.

Date of meeting /Resolution

--	--

(Day)

--	--

(Month)

--	--

(Year)

SIGNATURE OF A DIRECTOR AND THE SECRETARY

<i>Full Name **</i>	<i>Position</i>	<i>Signature</i>
	Director	
	Secretary/ Secretaries *	

Presented by

--

e-mail (Optional)

Telephone :

Facsimile:

Note: (1) This Form should be filed with the Registrar General of Companies, within 30 working days from the date of Annual General Meeting/Resolution.

(2) Requirements in items (b), (e) to (j) of the Fifth Schedule to the Act need not be complied with

* Delete what is not applicable

** In the case of a natural person, please give surname in BLOCK letters followed by first name(s).

SECOND SCHEDULE

Financial Statements in the Summarized Form As per Section 167(1) of the Companies Act, No. 7 of 2007

(1) Financial statements in the summarized form (herein referred to as “Summearized Financial Statements”) as required by Section 167 (1) of the Companies Act shall include :—

- (a) a balance sheet as at the end of the reporting period ;
- (b) an income statement for the reporting period ;
- (c) a statement of changes in equity for the reporting period showing either —
 - (i) all changes in equity ; or
 - (ii) changes in equity other than those arising from transactions with equity holders acting in their capacity as equity holders ;
- (d) cash flow statement for the reporting period ; and
- (e) notes comprising a summary of changes in accounting policies and other explanatory material as specified hereunder.

These shall be derived from the Audited Financial Statements of the entity. Further, any other information disclosed in the Financial Statements in summarized form shall also be derived from the Audited Financial Statements of the Company.

(2) The balance sheet, income statement, statement of changes in equity and cash flow statement referred to in (1) above, shall be those components included in the audited financial statements of the Company, prepared and presented in accordance with the same form and contents as required in Sri Lanka Accounting Standards (SLAS). However, it does not require disclosure of the cross referencing to notes.

(3) If a company provides parent entity's financial statements (separate financial statements) in addition to consolidated financial statements, such separate financial statments are also subject to the requirements of the aforementioned sections.

(4) The nature and estimated magnitude of particular items shall be disclosed if it is likely that the summarized financial statements would be misleading without such disclosure.

(5) Specific disclosures : *

- (a) When an entity has prepared its financial statements on the basis that it is not a going concern, or when the going concern basis has become inappropriate after the reporting date, this fact shall be disclosed ;
- (b) A company shall disclose for each primary segment identified in the financial statements of the entity :
 - (i) Segment revenue, distinguishing between revenue from sales to external customers, and revenue from transactions with other segments ;
 - (ii) Segment results ;
 - (iii) Segments assets ; and
 - (iv) Segment liabilities.

- (c) A statement, of events that arose after the balance sheet date, that requires disclosure as per SLAS 12 - Events after the Balance Sheet Date (Revised 2005) or amendments thereafter.
- (d) The Company shall disclose changes in accounting policies or estimates from those used in the preceding reporting period, or a correction of a prior period error, which has a material effect in a subsequent reporting period. All disclosures required in SLAS 10 - Accounting Policies, Changes in Accounting Estimates and Errors (Revised 2005) or amendments thereafter shall be disclosed in the Summarized Financial Statements.
- (e) An entity shall also disclose its capital commitments and contingent liabilities.
- (f) They shall disclose other specific disclosures required by (a) any regulations made under the Companies Act, No. 7 of 2007, which specifies the form and content of financial statements ; and (b) any requirements which apply to the financial statements under any other law.
- (g) The first page of the Financial Statement in summarised form shall prominently disclose that It is extracted from the audited financial statements prepared as per Sri Lanka Accounting Standards and are not expected to provide a full understanding of the results and state of affairs of the Company of Group. It shall also state that a shareholder can obtain further financial information from the Audited Financial statements of the Company.
- (h) Summarized Financial Statements shall include corresponding information for the preceding reporting period.

09-1090/1

REGULATIONS made by the Minister of Trade, Marketing Development Co-operatives and Consumer Services, under Section 477 read with Section 527 of the Companies Act, No. 7 of 2007.

SUMITHRA ARACHCHIGE DON BANDULA CHANDRASIRI GUNAWARDENA,
Minister of Trade, Marketing Development, Co-operatives and Consumer Services.

Colombo,
09th September, 2008.

COMPANIES (FEES) REGULATIONS

The Companies (Fees) Regulations 2007 published in the *Gazette Extraordinary*, No. 1493/20 dated 20th April, 2007 are hereby amended as follows:—

1. Item 15 thereof is deleted and the following be substituted :-

	<i>Rs. cts.</i>
15.1 For re-registration of a company which was formed as a People's Company under the Companies Act, No. 17 of 1982 under Gamidiriya Company Scheme	1,000.00
15.2 For re-registrattion of any other existing Company (other than an Overseas Company)	5,000.00
15.3 Renewal of registration of an off-shore Company for its Continuation	50,000.00

2. Item 16 thereof is deleted.

09-1090/2