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The Gazette of the Democratic Socialist Republic of Sri Lanka EXTRAORDINARY

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PART I : SECTION (I) — GENERAL

Government Notifications

L.D.-B. 6/2022

THE COMPANIES ACT, No. 07 OF 2007

REGULATIONS made by the Minister of Industries under Section 527 read with Section 477 of the Companies Act, No. 07 of 2007.

DR. RAMESH PATHIRANA,
Minister of Industries.

Colombo,
16th October, 2023.

Regulations

The Companies (Fees) Regulations, 2007 published in the *Gazette Extraordinary* No. 1493/20 of April 20, 2007 as amended from time to time and as last amended by regulations published in the *Gazette Extraordinary* No. 2303/07 of October 25, 2022 are hereby further amended by the repeal of the Schedule thereto and the substitution therefor of the following new Schedule:-



“SCHEDULE

No.	Details	Fee (Excluding Government Taxes)
1.	Approval of a Name of a Company	Rs. 2,300.00
2.	Incorporation of a Private Limited Company and Articles of Association with one Director and one Secretary.	Rs. 11,500.00
2.1	each additional Director	Rs. 2,300.00
2.2	each additional Secretary	Rs. 2,300.00
3.	Incorporation of a Public Limited Company and Articles of Association with two Directors and one Secretary.	Rs. 32,200.00
3.1	each additional Director	Rs. 2,300.00
3.2	each additional Secretary	Rs. 2,300.00
4.	Incorporation of an Unlimited Company and Articles of Association with one Director and one Secretary.	Rs. 25,000.00
4.1	each additional Director	Rs. 2,300.00
4.2	each additional Secretary	Rs. 2,300.00
5.	Incorporation of a Company Limited by Guarantee and Articles of Association with two Directors and one Secretary.	Rs. 45,000.00
5.1	each additional Director	Rs. 2,300.00
5.2	each additional Secretary	Rs. 2,300.00
6.	Registration of an Offshore Company	US \$ 550.00
7.	Renewal of registration of an Offshore Company for its continuation	US \$ 550.00
8.	Registration of amount to be credited to a bank to defray the expenses of an Offshore Company for the purpose of its office in Sri Lanka	US \$ 100,000.00
9.	Registration of a place of business in Sri Lanka by an Overseas Company	Rs. 70,000.00
10.	Registration of an Annual Return	Rs. 7,000.00
11.	Registration of a Form pursuant to Section 223(2) of the Companies Act, No. 7 of 2007	Rs. 2,300.00
11.1	each Director Appointment	Rs. 2,300.00
11.2	each Secretary Appointment	Rs. 2,300.00
12.	Registration of Mortgages, Charges and Debentures	Rs. 9,000.00
13.	Registration of any other document that is required to be registered under the Companies Act, No. 07 of 2007 other than the notices and reports required to be delivered to the Registrar General of Companies by a receiver or manager, an administrator or a liquidator	Rs. 2,300.00
14.	Inspection of a file kept by the Registrar General of Companies	Rs. 1,250.00
15.	Certification of any document or extract thereof filed with the Registrar General of Companies	Rs. 1,250.00
16.	Inspect the Register of Charges	Rs. 1,250.00
17.	Registration of Individuals as Auditors	Rs. 7,000.00

“SCHEDULE (Conted.)

No.	Details	Fee (Excluding Government Taxes)
18.	Registration of Partnership as Auditors	Rs. 17,250.00
19.	Renewal of registration of the Registered Individual Auditors	Rs. 4,600.00
20.	Renewal of registration of the registered individual professional business auditing institutions	Rs. 7,000.00
21.	Status report of a Company	Rs. 10,000.00 ”.

L.D.- B. 6/2022

THE COMPANIES ACT, No. 07 OF 2007

REGULATIONS made by the Minister of Industries under Section 527 of the Companies Act, No. 07 of 2007.

DR. RAMESH PATHIRANA,
Minister of Industries.

Colombo,
16th October, 2023.

Regulations

The Companies (Returns, Notices and Documents) Regulations 2007 published in the *Gazette Extraordinary* No. 1493/20 of April 20, 2007 as amended by regulations published in the *Gazette Extraordinary* No. 1566/32 of September 12, 2008 are hereby further amended as follows: -

- (1) by the repeal of FORM 1 and the substitution therefor, of the following: -

“FORM 1



Application for

REGISTRATION OF A COMPANY
Section 4(1) of Companies Act, No. 07 of 2007



Name of the Proposed Company	
Type of the Company	
Registered Address	(Physical Address in Sri Lanka - must not be a PO Box Address)

INITIAL DIRECTORS

1	Name	(Sri Lankan - as per NIC) (Non-Sri Lankan as per the Passport)	
	NIC No./Passport No. & Country of Issue	(Sri Lankan - NIC No.) (Non-Sri Lankan - Passport No. & Country of Issue)	
	Email Address		
	Residential Address		
	Mobile Number	(for SMS)	SIGNATURE
	Date of Appointment:	(Click here to enter a date.)	
	<input type="checkbox"/> ¹ I consent to be a Director of the above company.		
	<input type="checkbox"/> ¹ I certify that I am not disqualified from being appointed or holding office as a Director of a company.		

INITIAL SECRETARY / SECRETARIES

Name	(Individual - Name as per NIC) (Body Corporate - Name of the Body Corporate) (Firm - Name of the Firm)	
NIC No./Company No./ Reference No.		
Secretary Reg. Number		
Email Address		
Permanent Address		
Mobile Number	(for SMS)	
Date of Appointment:	(Click here to enter a date.)	
<input type="checkbox"/> ² I/We consent to be the Secretary/Secretaries of the above company.		SIGNATURE
<input type="checkbox"/> ² I/We certify that I/we have the qualifications to be appointed to hold the office of the Secretary of the above company under Section 222 of the Act and the regulations made thereunder.		

INITIAL SHAREHOLDERS

1	Name	(Sri Lankan - as per NIC) (Non-Sri Lankan as per the Passport)	
	NIC No./Passport No. & Country of Issue	(Sri Lankan - NIC No.) (Non-Sri Lankan - Passport No. & Country of Issue)	
	Number of Shares		
	Email Address		
	Residential Address		
	Mobile Number	(for SMS)	
	Date	(Click here to enter a date)	SIGNATURE
	<input type="checkbox"/> ³ I declare that to the best of my knowledge the name of the proposed company is not identical or similar to that of an existing company.		
	<input type="checkbox"/> The Articles of Association of the proposed company shall be as set out in the first schedule to the Act. The Articles of Association of the proposed company shall be as set out in the Annexure " A " signed by me.		

Total Number of Shares

Total Consideration

PRESENTED BY

Name	(Sri Lankans - as per NIC) (Non-Sri Lankans as per the Passport) (Body Corporate - Name of the Body Corporate) (Firm - Name of the Firm)	SIGNATURE
Designation	Director/Secretary/Shareholder/Director & Shareholder/Director & Secretary/Director, Secretary & Shareholder/Secretary & Shareholder	
Email Address		
Telephone No.		
Mobile Number		
Residential Address		
Date	(Click here to enter a date.)	

¹ Section 203 of the Companies Act No. 07 of 2007

² Section 221(2) of the Companies Act No. 07 of 2007

³ Section 4(1)(a) of the Companies Act No. 07 of 2007”.

(2) by the repeal of FORM 5 and the substitution therefor, of the following : -

“FORM 5



Application for

A Company Limited by Guarantee
Section 32 and 34 of the Companies Act No. 07 of 2007

Name of the Proposed Company	
Type of the Company	
Registered Address	<i>(Physical Address in Sri Lanka - must not be a PO Box Address)</i>

INITIAL DIRECTORS

1	Name	<i>(Sri Lankan - as per NIC) (Non-Sri Lankan as per the Passport)</i>	
	NIC No./Passport No. & Country of Issue	<i>(Sri Lankan – NIC No.) (Non-Sri Lankan – Passport No. & Country of Issue)</i>	
	Email Address		
	Residential Address		
	Mobile Number	(for SMS)	
	Date of Appointment:	(Click here to enter a date.)	
	<input type="checkbox"/> ¹ I consent to be a Director of the above company.		
	<input type="checkbox"/> ¹ I certify that I am not disqualified from being appointed or holding office as a Director of a company.		
			SIGNATURE

INITIAL MEMBERS

1	Name	(Sri Lankan - as per NIC) (Non-Sri Lankan as per the Passport)	SIGNATURE
	NIC No./Passport No. & Country of Issue	(Sri Lankan – NIC No.) (Non-Sri Lankan –Passport No. & Country of Issue)	
	Email Address		
	Residential Address		
	Mobile Number	(for SMS)	
	Date	(Click here to enter a date.)	
	<input type="checkbox"/> I certify that the Articles of Association of the proposed company is as set out in Annexure "A"		

INITIAL SECRETARY / SECRETARIES

Name	(Individual - Name as per NIC) (Body Corporate - Name of the Body Corporate) (Firm - Name of the Firm)	
NIC No./Company No./Reference No.		
Secretary Reg. Number		
Email Address		SIGNATURE
Permanent Address		
Mobile Number	(for SMS)	
Date of Appointment:	(Click here to enter a date.)	
<input type="checkbox"/> ² I/We consent to be the Secretary/Secretaries of the above company.		
<input type="checkbox"/> ² I/We certify that I/we have the qualifications to be appointed to hold the office of the Secretary of the above company in accordance with Section 222 of the Act and the Regulations made thereunder.		

PRESENTED BY

Name	<i>(Sri Lankans - as per NIC)</i> <i>(Non-Sri Lankans as per the Passport)</i> <i>(Body Corporate - Name of the Body Corporate)</i> <i>(Firm - Name of the Firm)</i>	SIGNATURE
Designation	<i>Director/Secretary/Member</i>	
Email Address		
Telephone No.		
Mobile Number		
Residential Address		
Date	(Click here to enter a date.)	

¹ Section 203 of the Companies Act No. 07 of 2007

² Section 221(2) of the Companies Act No. 07 of 2007”.

(3) by the repeal of FORM 20 thereof and the substitution therefor, of the following:-



“FORM 20



Notice of
Change of Director/Secretary and Particulars of Director/Secretary
Section 223(2) of the Companies Act No. 07 of 2007

Notice should be delivered to the Registrar General of Companies, within 20 working days of the change occurring

NUMBER OF THE
COMPANY

--	--	--

NAME OF THE COMPANY

--

INDICATE THE PURPOSE FOR WHICH THIS NOTICE IS GIVEN BY PLACING / IN THE APPROPRIATE BOX

[illegible]

THE PERSON CEASING TO HOLD OFFICE

Full name	Designation	Address	Date on which the official ceased to hold office	Reason
	Director/Secretary		(Click here to enter a date.)	

APPOINTMENT OF NEW DIRECTORS

1	Name	(Sri Lankan - as per NIC) (Non-Sri Lankan - as per the Passport)	SIGNATURE
	NIC No./Passport No. & Country of Issue	(Sri Lankan - NIC No.) (Non-Sri Lankan - Passport No. & Country of Issue)	
	Date of Appointment	(Click here to enter a date)	
	Email Address		
	Residential Address		
	Mobile Number	(for SMS)	
	<input type="checkbox"/> ¹ I consent to be a Director of the above company.		
	<input type="checkbox"/> ¹ I certify that I am not disqualified from being appointed or holding office as a Director of a company.		

APPOINTMENT OF A NEW SECRETARY

Name	(Individual - Name as per NIC) (Body Corporate - Name of the Body Corporate) (Firm - Name of the Firm)	SIGNATURE
NIC No./Company No./Reference No.		
Secretary Reg. Number		
Email Address		
Permanent Address		
Mobile Number	(for SMS)	
Date of Appointment:	(Click here to enter a date)	
<input type="checkbox"/> ² I consent to be the Secretary of the above company.		
<input type="checkbox"/> ² I certify that I have the qualifications to be appointed to hold the office of the Secretary of the above company under the Companies (Secretaries) Regulations, No. 1 of 2023 and in accordance with Section 222 of the Companies Act.		

CHANGE OF NAME / NIC / PASSPORT / ADDRESS / EMAIL / PASSPORT ISSUING COUNTRY OF DIRECTOR / SECRETARY

	Before the Change	Consequent to the Change	Effective Date
Name			
NIC			
Residential Address			
Email			

DETAILS OF THE EXISTING DIRECTORS AND SECRETARIES OF THE COMPANY SUBSEQUENT TO THE CHANGES

Name (as per NIC or Passport)	Designation	Residential Address
	Director/Secretary	
	Director/Secretary	

PRESENTED BY:

Name	(Sri Lankans - as per NIC)	
	(Non-Sri Lankans as per the Passport) (Body Corporate - Name of the Body Corporate) (Firm - Name of the Firm)	
Designation	Director/Secretary	
Email Address		
Telephone No.		
Mobile Number		
Residential Address		
Date	(Click here to enter a date.)	SIGNATURE

¹ Section 203 of the Companies Act No. 07 of 2007

² Section 221(2) of the Companies Act No. 07 of 2007”.

L.D.- B. 6/2022

THE COMPANIES ACT, No. 07 OF 2007

REGULATIONS made by the Minister of Industries under Section 527 read with Section 222 of the Companies Act, No. 07 of 2007.

DR. RAMESH PATHIRANA,
Minister of Industries.

Colombo,

16th October, 2023.

Regulations

The Companies (Secretaries) Regulations, No. 1 of 2023 published in the *Gazette* Extraordinary No. 2323/41 of March 17, 2023 are hereby amended as follows:-

- (1) by renumbering of regulation 6 thereof, as sub-regulation (1) thereof;
- (2) by the addition immediately after the renumbered sub-regulation (1) thereof, of the following sub-regulation which shall be numbered as sub-regulation (2) of that regulation: -

“(2) Every Certificate of Practice issued under sub-regulation (1) shall be made in the Form set out in the official website of the Department of the Registrar of Companies.”; and
- (3) by the insertion of sub-regulation (1A) immediately after sub-regulation (1) of regulation 9, of the following: -

“(1A) Every application for renewal of the Certificate of Practice – individual or Certificate of Practice – body corporate or firm under sub-regulation (1) shall be made in the Form set out in the official website of the Department of the Registrar of Companies.”.
- (4) in paragraph (a) of regulation 11 thereof, by the substitution for the words and figures “ in paragraph (d) of sub-regulation (1) of regulation 3; ” of the words and figures “ in paragraph (e) of sub-regulation (1) of regulation 3;”.

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