

GARSDIE & CO LLP



Garside & Co

**GUIDANCE ON CA2006 AR01 THE FILING OF AN
ANNUAL RETURN FROM 1 OCTOBER 2009**

Company Number 0C314776 registered in England & Wales

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What is an Annual Return - AR01

An annual return is a snapshot of general information about a company's directors, secretary (where one has been appointed), registered office address, shareholders and share capital.

It is a snapshot of certain company information at the made-up date. It is a separate document from a company's annual accounts. An annual return must contain the following information:

- The name of the company;
- Its registered number;
- The date to which the annual return is made-up (the made-up date);
- The principal business activities of the company (see Principal Business Activities);
- The type of company it is, for example, private or public;
- The registered office address of the company;
- The address (single alternate inspection location - SAIL) where the company keeps certain company records, if not at the registered office, and those records held there;
- The details of the company secretary (corporate or individual), where applicable; and
- The details of all the company's directors (corporate or individual). If the company has share capital, the annual return must also contain:
 - A marker to indicate whether the company was a Traded company at any time during the return period;
 - A statement of capital; and
 - Details of the shareholders.

Which companies must send an annual return to Companies House?

Every company must deliver an annual return to Companies House at least once every 12 months. The company's director(s) and the secretary (where applicable), are responsible for ensuring that they deliver the annual return to Companies House within 28 days after the anniversary of incorporation of a company or of the anniversary of the made-up date of the last annual return.

If you do not deliver the company's annual return, the Registrar might assume that the company is no longer carrying on business or in operation and take steps to strike it from the register.

Remember: It is a criminal offence not to deliver the company's annual return within 28 days of the made-up date, for which Companies House may prosecute the company and its officers.

What is the made-up date?

This is the date at which all the information in an annual return must be correct. The made-up date is usually the anniversary of:

- The incorporation of the company; or
- The made-up date of the previous annual return registered at Companies House.

Completing the annual return Form AR01

Generally, the details on the annual return should confirm the company information already held on the Companies House public record at the made-up date. However the annual return must include details of any transfers of shares which have taken place during the year. You can also update your company's principal business activities.

To change any other information you must deliver the relevant document along with your annual return:

- Change of registered office address - AD01;
- Appointment of company director or secretary - AP01, AP02, AP03 or AP04;
- Change of details, for example, the address of a company director or secretary - CH01, CH02, CH03 or CH04
- Termination of appointment of a company director or secretary - TM01 or TM02;
- Notification or change of address where the company records are kept available for inspection - AD02;
- Notification of company records held at alternate address or their returning to the registered office address - AD03 or AD04;
- Allotment of new shares - SH01;

- Change to the company's total share capital.

Companies House will reject your annual return if it does not include the required information. However, where the information is completed but does not match our records, we may choose to accept the annual return but mark it as inconsistent with the public register.

What information does Companies House require about share capital?

Every company with a share capital must complete a statement of capital as part of the annual return. This includes:

- The total number of shares of the company;
- The aggregate nominal value of the shares;
- For each class of shares
 - (a) The voting rights attached to the shares;
 - (b) The total number of shares of that class; and
 - (c) The aggregate nominal value of shares of that class, and
 - (d) The amount paid up and the amount (if any) unpaid on each share (whether on account of the nominal value of the share or by way of premium).

If a company has converted shares into stock, it must give the corresponding information in relation to that stock, stating the amount of stock instead of the number and nominal value of the shares.

When should I list all the company shareholders?

A private company or a non-traded public company with share capital must provide a 'full list' of all shareholders on:

- Its first annual return following incorporation; and
- Every third annual return after it has provided a full list.

The intervening two annual returns need only report any changes to shareholder information that have taken place during that year - that is, shares transferred and details of people who have become or ceased to be shareholders.

What does a full list of shareholders for a private or non traded public company contain?

A 'full list' of shareholders for private and non-traded public companies must contain the following information about each shareholding:

- The name of the shareholder (or joint-shareholders) at the made-up date;
- The name of every shareholder (or joint-shareholders) who has ceased to be a shareholder since the made-up date of the previous annual return (or in the case of a first return, since the incorporation of the company);
- The number of shares of each class held by each shareholder of the company at the made-up date of the annual return; and
- The date of registration and the number of shares of each class transferred by each shareholder or past shareholder since the made-up date of the previous annual return (or in the case of a first return, since the incorporation of the company).

If you are a private or non-traded public company that submits a paper annual return you must only complete Schedule A of the annual return with your shareholder details. You must not give shareholder addresses or the form will be returned to you.

- Any joint shareholder details should be listed consecutively.
- You must always deliver both Schedules.

What does a list of shareholders for a traded public company contain?

A traded public company must only provide a list of all the shareholders (or joint-shareholders) who held at least 5% of the issued shares of any class during the period covered by the return.

The list must contain the following information about each of these shareholdings:

- The name and address of the shareholder (or joint-shareholders);
- The number of shares of each class held at the made-up date of the annual return;

- The date of registration and the number of shares of each class transferred by the shareholder during the period covered by the return; and
- The date of registration and the number of shares of each class transferred to the shareholder during the period covered by the return.

If you are a traded public company that submits a paper annual return please ensure that you complete only Schedule B of the annual return with your shareholder details but deliver both Schedules.

What if a public company has a class of shares that is traded on a regulated market and a class of shares that are not?

If any shares are traded on a regulated market during the period of the annual return then you must tick the `traded` box. On paper annual returns you must complete Schedule B for all share classes; whether or not that share class is traded.

What does a traded public company show for shareholders who hold less than 5%?

You must not give any details of shareholders that hold or continue to hold less than 5% of any issued share class at all times during the return period.

Are there other ways of providing shareholder details?

Companies that file paper annual returns may provide shareholder information on a CD-ROM if the list is 50 pages or more. Private companies and non-traded public companies with a large number of shareholders may find it more convenient to provide a full list of shareholders with each annual return but the list must not include the shareholders addresses.