

**FORM 19A  
INSTRUCTIONS ON REVERSE**



**JAMAICA  
THE COMPANIES ACT  
ANNUAL RETURN**  
COMPANY HAVING A SHARE CAPITAL  
(Pursuant to sections 121, 122 & 124)

1. NAME OF COMPANY

1A. COMPANY NUMBER

1B. COMPANY TAXPAYER REGISTRATION NUMBER

1C. COMPANY FAX NUMBER

1D. TYPE OF COMPANY:

PRIVATE

PUBLIC

2. LOCATION OF REGISTERED OFFICE

STREET	
TOWN	
POST OFFICE	
PARISH	

3. MAILING ADDRESS

STREET	
TOWN	
POST OFFICE	
PARISH	

3A. LOCATION OF REGISTER OF MEMBERS IF NOT KEPT AT THE REGISTERED OFFICE

STREET	
TOWN	
POST OFFICE	
PARISH	

**3B. LOCATION OF REGISTER OF DEBENTURE HOLDERS IF NOT KEPT AT REGISTERED OFFICE**

<b>STREET</b>	
<b>TOWN</b>	
<b>POST OFFICE</b>	
<b>PARISH</b>	

**3C. LOCATION OF REGISTER OF DIRECTOR SHAREHOLDINGS IF NOT KEPT AT THE REGISTERED OFFICE**

<b>STREET</b>	
<b>TOWN</b>	
<b>POST OFFICE</b>	
<b>PARISH</b>	

**3D. LOCATION OF THE DIRECTOR'S SERVICE CONTRACTS IF NOT KEPT AT REGISTERED OFFICE**

<b>STREET</b>	
<b>TOWN</b>	
<b>POST OFFICE</b>	
<b>PARISH</b>	

<p>4. HAS THERE BEEN A CHANGE OF REGISTERED OFFICE? YES <input type="checkbox"/></p> <p style="padding-left: 100px;">NO <input type="checkbox"/></p>		<p>4A. IF YES, HAS FORM 17 BEEN FILED <input type="checkbox"/></p> <p style="padding-left: 100px;">ATTACHED <input type="checkbox"/></p>
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<p>5. HAS THERE BEEN A CHANGE OF DIRECTOR (S) ? YES <input type="checkbox"/></p> <p style="padding-left: 100px;">NO <input type="checkbox"/></p>		<p>5A. IF YES, HAS FORM 23 BEEN FILED <input type="checkbox"/></p> <p style="padding-left: 100px;">ATTACHED <input type="checkbox"/></p>
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<p>6. DATE OF LAST ANNUAL RETURN</p> <table style="width: 100%; border-collapse: collapse;"> <tr> <td style="width: 33%; text-align: center;">YEAR</td> <td style="width: 33%; text-align: center;">MONTH</td> <td style="width: 33%; text-align: center;">DAY</td> </tr> <tr> <td style="border: 1px solid black; height: 20px;"></td> <td style="border: 1px solid black; height: 20px;"></td> <td style="border: 1px solid black; height: 20px;"></td> </tr> </table>	YEAR	MONTH	DAY				<p>6A DATE UP TO WHICH PRESENT ANNUAL RETURN IS MADE</p> <table style="width: 100%; border-collapse: collapse;"> <tr> <td style="width: 33%; text-align: center;">YEAR</td> <td style="width: 33%; text-align: center;">MONTH</td> <td style="width: 33%; text-align: center;">DAY</td> </tr> <tr> <td style="border: 1px solid black; height: 20px;"></td> <td style="border: 1px solid black; height: 20px;"></td> <td style="border: 1px solid black; height: 20px;"></td> </tr> </table>	YEAR	MONTH	DAY			
YEAR	MONTH	DAY											
YEAR	MONTH	DAY											

<p>7. HAS THERE BEEN A CHANGE IN STATED CAPITAL? YES <input type="checkbox"/></p> <p style="padding-left: 100px;">NO <input type="checkbox"/></p>		<p>INCREASE <input type="checkbox"/></p> <p>REDUCTION <input type="checkbox"/></p>
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7A. THE COMPANY HAS RECEIVED THE FOLLOWING SHARES AS A GIFT FROM SHAREHOLDERS PURSUANT TO SECTION 59 (6) OF THE COMPANIES ACT

NAME OF SHAREHOLDER	AMOUNT / SERIES OF SHARES SURRENDERED	VALUE OF SHARES (\$)

7B. PARTICULARS OF SHARE CAPITAL

CLASS OF SHARES	STATED CAPITAL AS OF		SHARES ISSUED DURING THE PERIOD STARTING		SHARES PURCHASED /REDEEMED DURING THE PERIOD STARTING			STATED CAPITAL AS OF	
	i) _____ DATE	_____	ii) _____ DATE	_____	iii) _____ DATE	_____	_____	iv) _____ DATE	_____
	\$ _____ (AMOUNT)		_____		_____			\$ _____ (AMOUNT)	
	NUMBER OF SHARES NOT FULLY PAID UP	VALUE OF ISSUED SHARES \$	NUMBER OF SHARES	VALUE OF ISSUED SHARES \$	NUMBER OF SHARES	VALUE OF ISSUED SHARES		NUMBER OF SHARES NOT FULLY PAID UP	VALUE OF ISSUED SHARES \$
						PURCHASED	REDEEMED		
<b>A</b>									
<b>B</b>									
<b>C</b>									
<b>D</b>									
<b>E</b>									

7C.

i)

THE AMOUNT OF SHARE CAPITAL

ii)

CLASS OF SHARES	NUMBER OF SHARES TAKEN UP FROM INCORPORATION TO  DATE	NUMBER OF SHARES FULLY OR PARTLY PAID UP IN CASH	AMOUNT CALLED UPON EACH SHARE	TOTAL AMOUNT OF CALLS RECEIVED	TOTAL AMOUNT OF CALLS UNPAID	TOTAL AMOUNT OF SHARES FOR WHICH SHARE WARRANTS ARE OUTSTANDING	TOTAL AMOUNT OF SHARE WARRANTS ISSUED AND SURRENDERED SINCE THE LAST RETURN		NUMBER OF SHARES COMPRISED IN EACH SHARE WARRANT
							ISSUED	SURRENDERED	

iii)

	CLASS OF SHARES	NUMBER OF SHARES TAKEN UP FROM INCORPORATION TO	NUMBER OF SHARES FULLY OR PARTLY PAID UP OTHERWISE THAN IN CASH	AMOUNT CALLED UPON EACH SHARE	TOTAL AMOUNT OF CALLS RECEIVED	TOTAL AMOUNT OF CALLS UNPAID	TOTAL AMOUNT OF SHARES FOR WHICH SHARE WARRANTS ARE OUTSTANDING	TOTAL AMOUNT OF SHARE WARRANTS ISSUED AND SURRENDERED SINCE THE LAST RETURN		NUMBER OF SHARES COMPRISED IN EACH SHARE WARRANT
		DATE						ISSUED	SURRENDERED	
<b>A</b>										
<b>B</b>										
<b>C</b>										
<b>D</b>										
<b>E</b>										

8. CLASSES AND MAXIMUM NUMBER OF SHARES THAT THE COMPANY IS AUTHORIZED TO ISSUE:

CLASS OF SHARES	NUMBER OF SHARES IN EACH CLASS

9. LIST OF PERSON HOLDING SHARES IN THE COMPANY ON THE \_\_\_\_\_ DAY OF \_\_\_\_\_, \_\_\_\_\_ AND OF PERSON WHO HAVE HELD SHARES 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, SHOWING THEIR NAMES AND ADDRESSES AND AN ACCOUNT OF THE SHARES HELD.

NAME	ADDRESS	NATIONALITY	CLASS OF SHARES	SHARES HELD AT A) _____	SHARES ACQUIRED SINCE (B) _____	SHARES DISPOSED SINCE (C) _____	DATE OF TRANSFER/ FORFEITURE	BALANCE AT ( D) _____

10. TOTAL AMOUNT OF INDEBTEDNESS OF THE COMPANY IN RESPECT OF ALL MORTGAGES AND CHARGES OF THE KIND WHICH ARE REQUIRED TO BE REGISTERED WITH THE REGISTRAR UNDER SECTION 93 OF THE COMPANIES ACT:

\$

11. THE DIRECTORS AND SHADOW DIRECTORS OF THE COMPANY AS OF THE DATE OF THE ANNUAL RETURN WERE:

NAME	ADDRESS	OCCUPATION	NATIONALITY	DATE OF APPOINTMENT

(SHADOW DIRECTORS SHOULD BE IDENTIFIED WITH AN (\*) BESIDE THEIR NAMES)

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12. THE SECRETARY OF THE COMPANY AS OF THE DATE OF THE ANNUAL RETURN WAS:

NAME	ADDRESS	OCCUPATION	NATIONALITY	DATE OF APPOINTMENT

13.

Certificates

A. "We certify that the Company has not since the date of the last Annual Return issued any invitation to the Public to subscribe for any shares or debentures of the Company or to deposit money for fixed period or payable on call whether bearing or not bearing interest and we also certify that to the best of our knowledge and belief since the above-mentioned date no person other than the holder has except in cases provided for in the Fourteenth Schedule, had any interest in any of the Company's shares".

Signed..... Director

Signed..... Secretary

B. Should the number of the members exceed twenty the following certificates are also required:-

"We certify that the excess of the members of the Company above twenty consists wholly of persons who are in the employment of the company, and/or of persons who, having formerly in the employment of the company, were while in such employment and have continued after the determination of such employment to be, members of the Company".

Signed.....Director

Signed..... Secretary

C. Should the Company be a private company not obliged to file accounts the following certificate is also required:-

"We certify that to the best of our knowledge and belief, subject to the exceptions provided for in the Fifteenth Schedule, no body corporate holds any shares in the Company, and that this has been the positions all times since the date of the last Annual Return."\*

Signed..... Director

Signed.....Secretary

\*In the case of the first Annual Return strike out the words "last Annual Return" and substitute therefor the words "Incorporation of the Company" or, in the case of an existing company which became a private company, the date on which it became a private company.

D. "We certify that there is annexed hereto 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 true copy of the report of the Auditors on and of the report of the Directors accompanying each Balance Sheet.

Signed..... Director

Signed.....Secretary

E. Any company which falls within the exceptions outlined in section 159 (1) and the criteria outlined in the 7<sup>th</sup> Schedule Part I Paragraph 7of the Companies Act 2004 must also complete the following certificate:

"We certify that the company is neither a public company, a private company whose articles provide otherwise, a bank licensed under the Banking Act, an insurance company registered under the Insurance Act, a company licensed under the Securities Act, a company licensed under the Financial Institutions Act, a society registered under the Building Societies Act, a society registered under the Cooperative Societies Act or a subsidiary of a company falling within any of the categories outlined in section 159 (1) of the Companies Act 2004 and that the company has passed the requisite unanimous resolution for the period to which this return relates to exempt the company from producing audited reports for the period to which this return relates and that the company has:

- A.  a turnover of less than \$40 million;
- a balance sheet total of less than \$30 million; and
- the total number of employees is less than 25.

OR

- B.  a group turnover of less than \$30 million;  
the group's balance sheet total is less than \$60 million; and  
the total number of employees is less than 50.

Signed..... Director

Signed.....Secretary

NOTE:- Banking Companies must add a list of all their places of business.

14.

<b>I HEREBY CERTIFY THAT THE CONTENTS OF THIS RETURN ARE CORRECT</b>			
<b>DATE</b>	<b>PRINTED NAME</b>	<b>SIGNATURE</b>	<b>CONTACT #</b>
<b>CAPACITY:</b>			
	<input type="checkbox"/>	<b>DIRECTOR</b>	
	<input type="checkbox"/>	<b>SECRETARY</b>	
	<input type="checkbox"/>	<b>AUTHORIZED OFFICIAL</b>	

15. FILED BY

<b>NAME:</b>			
<b>ADDRESS:</b>	<b>STREET</b>		
	<b>TOWN</b>		
	<b>POST OFFICE</b>		
	<b>PARISH</b>		
<b>E-MAIL ADDRESS:</b>			
<b>CONTACT NUMBER:</b>			
<b>FAX NUMBER:</b>			

16. PARTICULARS OF DIRECTORS

NAME OF DIRECTOR	EMAIL ADDRESS	TAX REGISTRATION NUMBER

17. PARTICULARS OF SECRETARY

NAME OF SECRETARY	EMAIL ADDRESS	TAX REGISTRATION NUMBER

<b>“FOR OFFICIAL USE ONLY”</b>		
<b>COMPANY NUMBER:</b> _____		
<b>FILED:</b> _____	/	/
<b>DAY</b>	<b>MONTH</b>	<b>YEAR</b>

JAMAICA  
THE COMPANIES ACT  
ANNUAL RETURNS  
COMPANY HAVING A SHARE CAPITAL

**FORM 19A**

**INSTRUCTIONS**

**GENERAL**

This document should indicate in its title its specific purpose and is required to be filed with the Office of the Registrar of Companies and must conform to the requirement under the Act. Where any provision required to be set out is too long for the space provided in the form, the form may incorporate the provisions by annexing a schedule in such manner as may be prescribed under the Act.

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**ITEMS 1, 1A, 1B, 1C & 1D**

- Set out the full legal name of the company.
- Set out Company number assigned by the Registrar of Companies.
- Set out Company Taxpayer Registration Number. (The Company Taxpayer Registration Number will be photocopied by the Registrar of Companies and returned. Individuals may, instead of bringing the Taxpayer Registration Card into the Offices of the Registrar of Companies, provide a certified copy of the same). An Attorney –at – Law, a Justice of the Peace, or a Notary Public may certify the copy of the Taxpayer Registration Number. Where the copy is certified by a Justice of the Peace or a Notary Public they must affix the relevant seal of their office.
- Set out, where applicable the company fax number.
- Indicate whether the company is a private or a public company.

**NOTE:** Once certified copies of the Taxpayer Registration Number have been supplied to the Registrar of Companies or the Registrar of Companies has seen the original Taxpayer Registration Card and made a copy of the same the company need only affix the number to any documents being subsequently filed.

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**ITEM 2**

Set out in full the location at which the registered office is situated, including the street, and if located in a multi- office building, the relevant room number. The registered office must be an actual physical location and might include the relevant district and parish. However it cannot be a post office box.

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**ITEMS 3, 3A 3B, 3C & 3D**

- Set out the mailing address of the company. The mailing address may include a post office box number, if the mailing address is same as the registered office, state ‘SAME AS ABOVE AT ITEM 2’
- Set out, where applicable, the location of the register of members if this register is not kept at the registered office.
- Set out, where applicable, the location of the register of debenture holders if this register is not kept at the registered office.
- Set out, where applicable, the location of the register of director shareholdings if this register is not kept at the registered office.
- Set out, where applicable, the location of the director’s service contracts if they are not kept at the registered office.

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**ITEMS 4 & 4A**

Indicate whether the registered office has changed since the last annual return. If there has been a change indicate whether **Form 17** has been filed or will it be submitted along with the present form. If **Form 17** will be submitted along with the present form put a tick in the box marked attached.

**NOTE:** A **Form 17** must be filed within 7 days of any change in the situation of registered office. (Section 106 (2))

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**ITEMS 5 & 5A**

Indicate whether there has been a change of directors since the last annual return. If there has been a change indicate whether **Form 23** has been filed or will it be submitted along with the present form. If **Form 23** will be submitted along with the present form put a tick in the box marked attached.

**NOTE:** A **Form 23** must be filed where there has been a change of directors. (Section 183 (3))

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**ITEMS 6 & 6A**

Indicate the date of the last return filed on behalf of the company and also the date up to, which the present annual return relates.

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**ITEMS 7 & 7A**

Indicate whether there has been a reduction or an increase in the stated capital of the company during the period to which the annual return relates. Also indicate, where applicable, the particulars of any shares received from a shareholder as a gift pursuant to section 59 (6) of the Companies Act.

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### ITEM 7B

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Section (i) relates to the beginning of the period to which the return relates. [According to section 121 (1) of the Companies Act annual returns should be made up to a date not later than the anniversary of the company's incorporation or the date of the last return.] Section (ii) and (iii) relate to the entire period. While section (iv) relates to the end of the period.

**For Example:** If the date of incorporation is Dec. 31, 2003 Section (i) would be January 1, 2004, sections (ii) and (iii) would be January 1, 2004 to December 31, 2004. While section (iv) would be December 31, 2004.

Set out in relation to all classes of shares, the number of shares not fully paid up at the beginning of the period to which the return relates, the value of all shares issued by the company as at the beginning of the period, the number and value of shares issued, purchased or redeemed during the period to which the return relates, the number of any shares not fully paid up at the end of the period and the value of all shares issued by the company, as at the end of the period to which the return relates.

In the first column "Class of Shares", the following key should be used:

Ordinary Shares	<b>O</b>	Ordinary A Shares	<b>OA</b>	Ordinary B Shares	<b>OB</b>
Cumulative Shares	<b>C</b>	Preference Shares	<b>P</b>	Redeemable Shares	<b>(R)</b>

**For Example:** If ordinary shares are redeemable, this will be indicated by **O (R)**

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### ITEM 7C (i), (ii) and (iii)

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State the amount of share capital of the company.

State in respect of each class of shares issued as fully or partly paid up for cash or for consideration other than cash the following:

- a) the number of shares taken from the commencement of the company up to the date of this annual return.
- b) the amount called upon each share.
- c) The total amount of calls received.
- d) The total amount of calls unpaid.
- e) The total amount of shares for which share warrants are outstanding at the date of this annual return.
- f) The total amount of share warrants issued and surrendered respectively since the date of the last annual return.
- g) The number of shares comprised in each share warrant.

In the first column the "Class of Shares", the following key should be used:

Ordinary Shares	<b>O</b>	Ordinary A Shares	<b>OA</b>	Ordinary B Shares	<b>OB</b>
Cumulative Shares	<b>C</b>	Preference Shares	<b>P</b>	Redeemable Shares	<b>(R)</b>

**For Example:** If ordinary shares are redeemable, this will be indicated by **O (R)**

The date that should be inserted in the second column is the date of the present annual return.

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### ITEM 8

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Set out in full the classes and maximum number of shares that the company is authorized to issue.

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### ITEM 9

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Set out in relation to every shareholder having shares at the end of the period to which the annual return relates the following:

- Name
- Residential Address
- Nationality
- Class of shares held
- Amount of shares held at the beginning of the period to which the return relates
- Amount of shares acquired since the beginning of the period to which the return relates
- Amount of shares disposed of since the beginning of the period to which the return relates
- Date of any transfer or forfeiture of shares
- Amount of shares held at the end of the period to which the return relates.

Shareholders holding a particular class of shares should be grouped together in alphabetical order.

**NOTE:** The date to be inserted in the caption is the last day of the period for which the return is being made.

- (A) is the date of the beginning of the period for which the return is being made.
- (B) is the date of the beginning of the period for which the return is being made.
- (C) is the date of the beginning of the period for which the return is being made.
- (D) is the date at the end of the period for which the return is being made.

**For Example:** If the date of incorporation is Dec. 31, 2003. (A), (B) and (C) would be 1/1/04 While (D) would be 31/12/04.

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**ITEM 10**

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Set out the total amount of indebtedness of the company.

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**ITEM 11**

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Set out the names, residential addresses, occupation, nationality and date of appointment of all directors. Also set out the names, residential addresses, occupation and nationality of all shadow directors. (Shadow directors must be identified by an asterisk (\*) after their names).

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**ITEM 12**

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Set out the name, residential address, occupation, nationality and date of appointment of the company secretary.

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**ITEM 13**

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**Certificate A** should be completed by private companies which have not since the date of the last annual return offered any of its shares to the public.

**Certificate B** should be completed by private companies who have over 20 members, but this number consists of persons who are in the employment of the company.

**Certificate C** should be completed by private companies which do not have any body corporate as shareholders.

**Certificate D** should be completed if the form will be accompanied by a true copy of every Balance Sheet laid before the Company in general meeting during the period to which this Annual Return relates (including every document required by Law to be annexed to the Balance Sheet) and a true copy of the report of the Auditors on and of the report of the Directors accompanying each Balance Sheet.

**Certificate E** should be completed by any company which does not fall within the categories listed in section 159 (1) of the Companies Act 2004 but falls within the criteria outlined in 7<sup>th</sup> Schedule Part I Paragraph 7 of the Companies Act 2004.

- These categories are namely that the company is neither a public company, a private company whose articles provide otherwise, a bank licensed under the Banking Act, an insurance company registered under the Insurance Act, a company licensed under the Securities Act, a company licensed under the Financial Institutions Act, a society registered under the Building Societies Act, a society registered under the Cooperative Societies Act or a subsidiary of a company falling within any of these categories.
- The company must also have
  - A. a turnover of less than \$40 million, its balance sheet total is less than \$30 million and the number of employees is less than 25 and that the company have passed the requisite unanimous resolution for the period to which this return relates to exempt the company from producing audited reports for the period to which this return relates. OR
  - B. a group turnover of less than \$80 million, its balance sheet total is less than \$60 million and the number of employees is less than 50 and that the company have passed the requisite unanimous resolution for the period to which this return relates to exempt the company from producing audited reports for the period to which this return relates.

A director and the secretary of the company must sign these certificates.

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**ITEM 14**

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A director, secretary or an authorized officer of the company must certify the accuracy of the contents of the form.

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**ITEM 15**

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Set out the name, residential address, telephone number, fax number and email address of the person filing the form with the Registrar of Companies.

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**ITEM 16**

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Set out in relation to each director their name, email address and Taxpayer Registration Number. (See instructions at Item 1 above in relation to Taxpayer Registration cards)

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**ITEM 17**

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Set out in relation to the secretary his/ her/ its name, email address and Taxpayer Registration Number. (See instructions at Item 1 above in relation to Taxpayer Registration cards)

**NOTE:**

Where the company making the return is not a private company, or is a private company which is obliged to file accounts this form must be accompanied by a written copy, certified by a director, manager or secretary of the company to be a true copy, of the last balance sheet and profit and loss account laid before the company in a general meeting including every document required by law to be annexed.

**THIS FORM AND THE PRESCRIBED FEE AT THE DATE OF FILING SHOULD BE DEPOSITED WITH THE REGISTRAR OF COMPANIES.**

**\*\* ANY PERSON WHO WILFULLY MAKES A FALSE STATEMENT KNOWING IT TO BE FALSE IS LIABLE ON CONVICTION TO IMPRISONMENT FOR UP TO TWO YEARS AND/OR A FINE NOT EXCEEDING \$50,000 PURSUANT TO THE PROVISIONS OF SECTION 382 AND THE 9<sup>TH</sup> SCHEDULE OF THE COMPANIES ACT 2004.**

**\*\*\* EVERY OFFICER OF THE COMPANY IN DEFAULT OF THE PROVISIONS OF THE COMPANIES ACT IS LIABLE TO THE PRESCRIBED PENALTY AND WHERE NO PENALTY IS PRESCRIBED BY THE RELEVANT SECTION IN THE ACT TO A FINE NOT EXCEEDING \$50,000. (SECTION 384 COMPANIES ACT)**