

LEGAL NOTICE NO. 157

## REPUBLIC OF TRINIDAD AND TOBAGO

THE COMPANIES ACT, CHAP. 81:01

## REGULATIONS

MADE BY THE MINISTER UNDER SECTION 507 OF THE COMPANIES ACT,  
AND SUBJECT TO NEGATIVE RESOLUTION OF PARLIAMENT

## THE COMPANIES (AMENDMENT) REGULATIONS, 2019

1. These Regulations may be cited as the Companies (Amendment) Citation Regulations, 2019.

2. The Companies Regulations are amended in Schedule 1—

L.N. No. 69  
of 1997  
Schedule 1  
amended

(a) in Form 28 by—

(i) inserting after item 9 in the Form, the following new items:

“10. Particulars of share warrants or bearer share warrants surrendered to the company pursuant to section 33(7) or cancelled under section 33(10)—

Share Warrant/Bearer Share Warrant	Serial Number(s)	Date of Surrender	Date of Cancellation

11. Particulars of holders and beneficial owners of shares in the company as of the date of the Annual Return—

Names, Addresses and Occupation/Status of Holder(s) of Shares				Names, Addresses and Occupation of Beneficial Owner(s)				Class of shares and Number held at date of Return	
Given Name(s) & Surname/Company Name	Address/registered office	Occupation/status	Natality/Jurisdiction of incorporation/Formation	Given Name(s) & Surname	Address	Occupation	Natality	Class of shares	Number of shares held

”;

- (ii) delete the instructions and replace with the following:

**“THE COMPANIES ACT, CHAP. 81:01**

**ANNUAL RETURN OF A COMPANY FOR PROFIT  
INCORPORATED,  
CONTINUED OR AMALGAMATED UNDER THE ACT  
FORM 28  
INSTRUCTIONS**

*Format*

Documents required to be sent to the Registrar pursuant to the Act must conform to regulation 3 of the Regulations under the Act.

*Items 1, 2*

Set out the full legal name of the company, and except where a number has not been assigned, state the company number.

*Item 3*

State full address of registered office of company.

*Item 4*

State the anniversary of incorporation, continuance or amalgamation under the Act. Tick the appropriate box. N.B.-this Return is due “not later than the thirty days after each anniversary date of its continuance, incorporation or amalgamation” under the Act [section 194(1)].

In the case of a company being continued, state “Not Applicable” or “N/A” in Item 4(b)

*Item 5*

State class(es) of shares by distinctive name or other form of designation and total number of shares in each class.

*Item 6*

- (i) State same date as at Item 4 above.
- (ii) State full name of each shareholder, whether a natural person or a corporation.
- (iii) State address (if a natural person) or registered office (if a corporation).
- (iv) State occupation/calling (if a natural person) or status (i.e., “corporation”/ “limited” or “unlimited liability company”) (if a corporation).
- (v) State class of shares as per 5 above and number held by each existing shareholder at date of Return.
- (vi) State particulars of shares transferred since the date of the last return or since the date of incorporation, continuance or amalgamation of the company by persons who are still shareholders or who have ceased to be shareholders, as the case may be.

In either case, state the following:

- the number of shares transferred.
- the relevant class(es) of the shares transferred.
- the date of registration of each transfer of shares.
- Insert the name of the *transferee* (the person to whom the shares have been transferred) in the “Remarks” column immediately opposite the particulars of each transfer. N.B.-the particulars of transfer should be placed opposite the name of the *transferor* (the person who has transferred the shares) and not opposite that of the transferee.

*Item 8*

With respect to each director:

- (a) set out first given name, middle name and family name;
- (b) state full address; and
- (c) specify other occupation clearly. Where possible, specify area of speciality e.g., electrical engineer. In the case of an individual who has no business occupation, but who holds any other directorships, particulars of that other directorship or at least one of those other directorships should be stated. In the case of an individual who has no other business occupation or directorship of any kind, state “Not applicable” or “N/A”.

*Item 9*

- (a) In the case of an individual, set out first given name, middle name and family name; or
- (b) In the case of a firm or corporation, set out the registered name.
- (c) In the case of (a), state full address, in the case of (b), state principal place of business or registered office, as the case may be.
- (d) In the case of an individual, specify other business occupation clearly. Where possible, specify area of speciality e.g., electrical engineer. In the case of an individual who has no business occupation, but who holds any other secretary ship or secretary ships, particulars of that other secretary ship or at least one of those other secretary ships should be stated. In the case of an individual who has no other business occupation or secretary ship of any kind, state “Not applicable” or “N/A”.
- (e) in the case of a firm or corporation set out status e.g., “firm of accountants” or “company incorporated under the laws of Trinidad and Tobago” (or elsewhere).

*Item 10*

Set out information as specified (e.g. in the first column state the type of instrument i.e., whether a share warrant or bearer share warrant) if there are no serial numbers available, please indicate “Not applicable” or “N/A”.



*Item 11*

Please set out all details of beneficial ownership information (as indicated) as at the date of the Annual Return.

**NOTE:** The Companies Act, Chapter 81:01 (as amended by the Companies Amendment) Act requires the disclosure of beneficial ownership information, (and any changes) with penalties for non-compliance.

*Signature*

A director or authorised officer of the company shall sign a return. Completed documents, in duplicate, and the prescribed fees are to be filed at the office of the Registrar and one set of the duplicate originals would be returned to the company or its representative with the endorsement “Registered” and the date of registration.”.

(ii) renumber item 10 as item 12.

(b) by inserting after Form 35 the following new Forms:

**“FORM 36**

REPUBLIC OF TRINIDAD AND TOBAGO

THE COMPANIES ACT, CH. 81:01

(Section 33(4))

**RETURN OF SHARE WARRANTS AND BEARER SHARE  
WARRANTS**

**ISSUED BY A COMPANY**

(to be submitted by the company to the Registrar)

1. Name of Company: .....

2. Company No: .....

3. Registered Office of Company: .....

.....

3. Number of Share Warrant(s) and/or Bearer Share Warrant(s) issued by the Company, prior to 30<sup>th</sup> May 2019.

Type of Instrument	Number issued	Date issued
Share Warrants		
Bearer Share Warrants		

- 4.

Date	Name and Title	Signature

THE COMPANIES ACT, CH. 81:01  
RETURN OF SHARE WARRANTS AND BEARER SHARE  
WARRANTS ISSUED BY A COMPANY

FORM 36  
INSTRUCTIONS

*Format*

Documents required to be sent to the Registrar pursuant to the Act must conform to regulation 3 of the Regulations under the Act.

*Items 1, 2*

Set out the full legal name of the company, and the number of the Company as indicated in its Certificate of Incorporation, Continuance, Amendment or Amalgamation.

*Item 3*

State the full address of registered office of the company.

*Item 4*

State the number of share warrants and/or bearer share warrants issued by the company prior to 30<sup>th</sup> May 2019 and the date of issuance.

*Signature*

A director/the company secretary or authorised officer of the company shall sign a return.

Completed documents, in duplicate, and the prescribed fees are to be filed at the office of the Registrar and one set of the duplicate originals would be returned to the company or its representative with the endorsement "Registered" and the date of registration.

**FORM 37**

REPUBLIC OF TRINIDAD AND TOBAGO

**THE COMPANIES ACT, CH. 81:01***(Section 33(6))***NOTICE TO HOLDERS OF A SHARE WARRANT OR BEARER  
SHARE WARRANT ISSUED BY THE COMPANY***(NAME OF COMPANY)*

**TAKE NOTICE** that, by virtue of section 4 of the Companies (Amendment) Act No. 6 of 2019 no company, incorporated or continued under the Companies Act Ch. 81:01, may issue a share warrant or bearer share warrant. Section 33(7) of the Companies Act, Chapter 81:01 (as amended by the Companies (Amendment) Act No. 6 of 2019) (“the Act”), requires every holder of a share warrant or bearer share warrant issued by (state the company name), prior to 30<sup>th</sup> May 2019, to bring in the share warrant or bearer share warrant to the company for registration.

You are advised to bring in the share warrant or bearer share warrant issued by (state the company name) to *(state the address of the company)*, for registration, before the expiration of six months of receipt of this notice.

Section 33(9) of the Act provides that failure to bring in the share warrant or bearer share warrant to the company within six months of receipt of this notice, without reasonable cause, constitutes an offence for which the penalty on summary conviction is a fine of ten thousand dollars and imprisonment for three years and a further fine of three hundred dollars for every day in which the offence continues.

In this regard, it is in your interest to comply with the above-mentioned sections of the Act.

Dated this ..... day of .....

Signature .....

*(State designation of position  
in relation to the Company)*

**FORM 38**

REPUBLIC OF TRINIDAD AND TOBAGO

**THE COMPANIES ACT, CH. 81:01****NOTICE OF BEARER SHARES, BEARER SHARE CERTIFICATES,  
SHARE WARRANTS AND BEARER SHARE WARRANTS ISSUED  
BY AN EXTERNAL COMPANY IN TRINIDAD AND TOBAGO***(Section 333A(2))*

1. Name of External Company:.....
2. External Company No:.....
3. Jurisdiction in which incorporated:.....
4. Address of Principal Office in Trinidad and Tobago.....  
.....  
.....
5. Number of Bearer Share(s), Bearer Share Certificates, Share Warrant(s) and Bearer Share Warrant(s) issued by the External Company in Trinidad and Tobago prior to 30<sup>th</sup> May 2019:

Type of Instrument	Number Issued	Date of Issue
Bearer Shares		
Bearer Share Certificates		
Share Warrants		
Bearer Share Warrants		

6. Date	Name and Title	Signature



THE COMPANIES ACT, CH. 81:01  
NOTICE OF BEARER SHARES, BEARER SHARE CERTIFICATES,  
SHARE WARRANTS AND BEARER SHARE WARRANTS ISSUED BY  
AN EXTERNAL COMPANY  
IN TRINIDAD AND TOBAGO

FORM 38  
INSTRUCTIONS

*Format*

Documents required to be sent to the Registrar pursuant to the Act must conform to regulation 3 of the Regulations under the Act.

*Items 1, 2*

Set out the full legal name of the external company and the number of the external company as indicated in its Certificate of Registration.

*Item 3*

State the jurisdiction in which the external company was incorporated.

*Item 4*

State the full address of principal office in Trinidad and Tobago.

*Item 5*

State the number of bearer shares, bearer share certificates, share warrants and/or bearer share warrants issued by the company prior to 30<sup>th</sup> May 2019 and the date of issuance.

*Signature*

A director/the company secretary or authorised officer of the company shall sign a notice.

Completed documents, in duplicate, and the prescribed fees are to be filed at the office of the Registrar and one set of the duplicate originals would be returned to the company or its representative with the endorsement "Registered" and the date of registration.

**FORM 39**

REPUBLIC OF TRINIDAD AND TOBAGO

**THE COMPANIES ACT, CH. 81:01**

*(Section 333A(4))*

**NOTICE TO HOLDERS OF BEARER SHARES, BEARER SHARE  
CERTIFICATES, SHARE WARRANTS OR BEARER SHARE  
WARRANTS ISSUED BY AN EXTERNAL COMPANY  
IN TRINIDAD AND TOBAGO**

*(NAME OF EXTERNAL COMPANY)*

**TAKE NOTICE** that, by virtue of section 333A(1) of the Companies Act Ch. 81:01(as amended by the Companies (Amendment) Act No. 6 of 2019)

("Act") no external company may issue a bearer share, bearer share certificate, share warrant or bearer share warrant in Trinidad and Tobago whether or not it is permitted to do so in its country of origin.



Section 333A(5) of the Act requires every holder of a bearer share, bearer share certificate, share warrant or bearer share warrant issued by (state the name of the external company) in Trinidad and Tobago, prior to 30<sup>th</sup> May 2019, to bring in the bearer share, bearer share certificate, share warrant or bearer share warrant to the external company for registration.

You are advised to bring in the bearer share, bearer share certificate, share warrant or bearer share warrant issued by (state the name of the external company) to (state the address of the principal office in Trinidad and Tobago), for registration, before the expiration of six months of receipt of this notice.

Section 333A(7) of the Act provides that failure to bring in the bearer share, bearer share certificate, share warrant or bearer share warrant to the external company within six months of receipt of this notice, without reasonable cause, constitutes an offence for which the penalty on summary conviction is a fine of ten thousand dollars and imprisonment for three years and for every day in which the offence continues, a further fine of three hundred dollars.

In this regard, it is in your interest to comply with the above-mentioned sections of the Act.

Dated this ..... day of ..... 20.....

Signature .....  
(State designation of position  
in relation to the Company)

#### FORM 40

REPUBLIC OF TRINIDAD AND TOBAGO

#### THE COMPANIES ACT, CH. 81:01

[Section 337B(2)]

#### NOTICE TO SHAREHOLDERS OF THE COMPANY TO DECLARE NON-BENEFICIAL OWNERSHIP

(NAME OF COMPANY)

TO:

**TAKE NOTICE** that section 337C(1) of the Companies Act, Chapter 81:01, (as amended by the Companies (Amendment) Act No. 6 of 2019) ("the Act"), requires the person whose name is entered in the register of members of a company as the holder of shares in that company but who does not hold the

beneficial ownership and/or the controlling interest in such shares to submit a declaration to the company providing information or particulars of the ultimate natural person who holds the beneficial interest in the shares.

Section 337C(2) of the Act, also requires the natural person who ultimately holds the beneficial ownership and/or controlling interest in the shares to submit a declaration to the company, **within thirty days of the issue of this notice**, indicating the nature of the interest.

Section 337C(5) of the Act, provides that failure to submit a declaration, without reasonable cause, constitutes an offence for which the penalty on summary conviction is a fine of ten thousand dollars and imprisonment for three years and a further fine of three hundred dollars for every day in which the offence continues.

**You are advised that the obligation of holders and beneficial owners of shares to inform the company of any acquisition of, or changes to, beneficial ownership and/or controlling interest is an on-going one, which must be fulfilled within thirty days in either case, in accordance with sections 337(C) and 337(D) of the Act.**

In this regard, it is in the interest of both holders and beneficial owners of the shares in the company to liaise with each other to ensure full compliance with the above-mentioned sections of the Act.

Dated this ..... day of .....

Signature .....

*(State designation of position  
in relation to the Company)*

#### **FORM 41**

REPUBLIC OF TRINIDAD AND TOBAGO

#### **THE COMPANIES ACT, CH. 81:01**

*(Section 337C(1))*

#### **DECLARATION OF NON-BENEFICIAL OWNERSHIP**

(to be submitted to the company by a person entered in the register of members)

NAME OF COMPANY.....

COMPANY NO.....

PRESENTED BY.....

I, .....of  
(Name Block Letters)

.....  
(Address)

.....  
(Occupation and Nationality)

do solemnly and sincerely declare as follows:

1. I am a person whose name is entered in the register of members of (state the *name of the company*) as the holder of (state the *number and class(es) of share(s)*) in the company.
2. I became the holder of the said shares on the following date(s) and continue to be at the date of this declaration:

.....  
(Number and Class of Shares) (Date of Becoming a Member of the Company)

3. I do not hold the beneficial ownership and/or controlling interest in the said share(s).
4. The natural person(s) who ultimately holds the beneficial ownership and/or controlling interest in the said share(s) is(are):

.....  
(Given Name(s) & Surname) (Number and Class of Shares)

.....  
(Address) (Nationality) (Occupation)

5. The natural person(s) who ultimately holds the beneficial ownership and/or controlling interest in the said share(s):
  - (a) \*owns the shares directly;
  - (b) \*owns the shares indirectly; or
  - (c) \*exercises control of the shares through other means.  
(\*Delete if not applicable)
6. \*The natural person(s) who ultimately holds the beneficial ownership and/or controlling interest in the said share(s)-
  - (a) holds directly the beneficial ownership and/or controlling interest in the shares of the intermediate holding company, (state the *name of the company*), a (state the *status of the company*) \*incorporated/\*formed under the laws of (state the *country of \*incorporation/\*formation*), whose name is entered in the register of members as the holder of the said shares; or



(b) \*holds directly the beneficial ownership and/or controlling interest in the shares of *(state the name of the company)* a *(state the status of the company)* \*incorporated/\*formed under the laws of *(state the country of \*incorporation/\*formation)*, who is the intermediate holding company of *(state the name of the company)* a *(state the status of the company)* incorporated/formed under the laws of *(state the country of incorporation/formation)*, \*\*whose name is entered in the register of members as the holder of the said shares.

(c) \*exercises control through other means, namely:

.....  
 .....  
*(Explain Control through other means)*

(\*Delete if not applicable)

(\*\*Indicate any other intermediate holding companies in the chain of ownership)

AND I MAKE THIS SOLEMN DECLARATION conscientiously believing the same to be true and according to the provisions of the Statutory Declarations Act Chapter 7:04.

Sworn to at .....)

.....)

this ..... day of ....., 20.....)

Before me:

.....  
 Commissioner of Affidavits

#### NOTE:

- The form of declaration may be modified/adapted to circumstances in which the declarant/non-beneficial owner is a body corporate or in which there is more than one declarant/non-beneficial owner in respect of a particular share.
- Other relevant particulars may be included in the declaration.
- Status means “corporation”/ “limited” or “unlimited liability company”.
- The oath may be taken before any person duly authorized according to the laws of Trinidad and Tobago, e.g., Commissioner of Affidavits, Notary Public, etc.)
- The Companies Act, Chapter 81:01 (as amended by the Companies (Amendment) Act, 2019) requires the disclosure of beneficial ownership information, (and any changes) with penalties for non-compliance.

**FORM 42**

REPUBLIC OF TRINIDAD AND TOBAGO

**THE COMPANIES ACT, CH. 81:01***(Section 337C(2) and (3))***DECLARATION OF BENEFICIAL OWNERSHIP****(to be submitted to the company by a beneficial owner)**

NAME OF COMPANY .....  
 COMPANY NO.....  
 PRESENTED BY.....

I, .....  
*(Name in Block Letters)*  
 of .....  
*(Address)*

.....  
*(Occupation and Nationality)*  
 do solemnly and sincerely declare as follows:

1. I am a/the beneficial owner of *(state the number and class(es) of share(s))* in *(state the name of the company)*.
2. I became beneficial owner in respect of the share(s) on the following date(s) and continue to be the beneficial owner of the said share(s) at the date of this declaration.

.....  
*(Number and Class of Shares)*

.....  
*(Date of Acquiring Beneficial Interest)*

3. I \*own the shares \*directly/\*indirectly/\*exercise control of the shares through other means and the \*person/\*individual whose name is entered in the register of members of the company as the holder of the said share(s) is:

.....  
*(Given Name(s) & Surname/Corporate Name)*

.....  
*(Number and Class of Shares)*

.....  
*(Address/  
Registered Office)*

.....  
*(Occupation/Status/)*

.....  
*(Nationality/Jurisdiction  
of Incorporation/  
Formation )*

(\*Delete if not applicable)

4. I-

- (a) \* hold directly the beneficial ownership and/or controlling interest in the shares of the intermediate holding company, *(state the name of the company)*, a *(state the status of the company)* \*incorporated/\*formed under the laws of *(state the country of \*incorporation/\*formation)*, whose name is entered in the register of members as the holder of the said shares; or

- (b) \* hold directly the beneficial ownership and/or controlling interest in the shares of (state the name of the company) a (state the status of the company) \*incorporated/\*formed under the laws of (state the country of \*incorporation/\*formation), which is the intermediate holding company of (state the name of the company) a (state the status of the company) incorporated/formed under the laws of (state the country of incorporation/formation), \*\*whose name is entered in the register of members as the holder of the said shares.

(\*Delete if not applicable)

(\*\*Indicate any other intermediate holding companies in the chain of ownership)

- (c) \*exercise control of the shares through other means, namely:

.....  
(Explain Control through other means)

AND I MAKE THIS SOLEMN DECLARATION conscientiously believing the same to be true and by virtue of the Statutory Declarations Act, Chapter 7:04.

SWORN TO at .....)

.....)

.....)

this ..... day of ..... 20..... )

Before me:

.....  
Commissioner of Affidavits

#### NOTE:

- The form of declaration may be modified/adapted to circumstances in which the declarant/non-beneficial owner is a body corporate or in which there is more than one declarant/non-beneficial owner in respect of a particular share.
- Other relevant particulars may be included in the declaration.
- Status means “corporation”/”limited” or “unlimited liability company”.
- The oath may be taken before any person duly authorized according to the laws of Trinidad and Tobago, e.g., Commissioner of Affidavits, Notary Public, etc.)
- The Companies Act, Chapter 81:01 (as amended by the Companies (Amendment) Act, 2019) requires the disclosure of beneficial ownership information, (and any changes) with penalties for non-compliance.



**FORM 43**

REPUBLIC OF TRINIDAD AND TOBAGO

**THE COMPANIES ACT, CH. 81:01***(Section 337C(4))***DECLARATION BY SHAREHOLDER/FORMER SHAREHOLDER  
OF CHANGE IN BENEFICIAL INTEREST IN THE SHARES OF A  
COMPANY**

NAME OF COMPANY .....

COMPANY NO.....

PRESENTED BY .....

I, .....

*(Name in Block Letters)*

of .....

*(Address)**(Occupation and Nationality)*

do solemnly and sincerely declare as follows:

1. \*I am a person whose name is entered in the register of members of (state the name of the company) as the holder of (state the number and class(es) of share(s)) in the company. With effect from the (state the date) my name/address/occupation/nationality has been changed from (state the former particulars) to (state the new particulars).

2. \*I ceased to be the holder of a share(s) in (state the name of the company) on the following dates:

.....  
*(Number and Class of Shares) (Date of Ceasing to Be a Member of the Company)*

3. \*My name is no longer/still entered in the register of members of the company \*in respect of (state the number and class(es) of share(s)).

4. \*The natural person(s)/particulars of the natural person(s) who ultimately holds the beneficial ownership and/or controlling interest in the said share(s) has been changed to:

.....  
*(Given Name(s) & Surname)*

.....  
*(Number and Class of Shares)*

.....  
*(Address)*

.....  
*(Nationality)*

.....  
*(Occupation)*

5. \*The natural person(s) who ultimately holds the beneficial ownership and/or controlling interest in the said share(s) holds directly the beneficial ownership and/or controlling interest in the shares of the intermediate holding company, (state the name of the company) a (state the status of the company) \*incorporated/\*formed under the laws of (state the country of \*incorporation/\*formation),, whose name is entered in the register of members as the holder of the said shares.

6. \*The natural person(s) who ultimately holds the beneficial ownership and/or controlling interest in the said share(s) holds directly the beneficial ownership and/or controlling interest in the shares of *(state the name of the company)* a *(state the status of the company)* \*incorporated/\*formed under the laws of *(state the country of \*incorporation/\*formation)*, who is the intermediate holding company of *(state the name of the company)* a *(state the status of the company)* incorporated/formed under the laws of *(state the country of incorporation/formation)*, \*\*whose name is entered in the register of members as the holder of the said shares.
7. \*The natural person(s) who ultimately holds the beneficial ownership and/or controlling interest in the said share(s) exercises control of the shares through other means, namely:

.....  
*(Explain Control through other means)*

(\*Delete if not applicable)

(\*\*Indicate any other intermediate holding companies in the chain of ownership)

AND I MAKE THIS SOLEMN DECLARATION conscientiously believing the same to be true and by virtue of the Statutory Declarations Act, Chapter 7:04.

SWORN TO at ..... )

..... )

....., )

this ..... day of ....., 20..... )

Before me:

.....  
 Commissioner of Affidavits

**NOTE:**

- The form of declaration may be modified/adapted to circumstances in which the declarant/non-beneficial owner is a body corporate or in which there is more than one declarant/non-beneficial owner in respect of a particular share.
- Other relevant particulars may be included in the declaration.
- Status means “corporation”/ “limited” or “unlimited liability company”.
- The oath may be taken before any person duly authorized according to the laws of Trinidad and Tobago, e.g., Commissioner of Affidavits, Notary Public, etc.)
- The Companies Act, Chapter 81:01 (as amended by the Companies (Amendment) Act, 2019) requires the disclosure of beneficial ownership information, (and any changes) with penalties for non-compliance.

**FORM 44**

REPUBLIC OF TRINIDAD AND TOBAGO

**THE COMPANIES ACT, CH. 81:01***(Section 337C(4))***DECLARATION BY BENEFICIAL OWNER/FORMER  
BENEFICIAL OWNER OF CHANGE IN BENEFICIAL INTEREST  
IN THE SHARES OF A COMPANY**

NAME OF COMPANY .....

COMPANY NO.....

PRESENTED

BY.....

I,.....

*(Name in Block Letters)*

of .....

*(Address)*

.....

*(Occupation and Nationality)*

do solemnly and sincerely declare as follows:

1. \*I am a/the beneficial owner of *(state the number and class(es) of share(s))* in *(state the name of the company)*. With effect from the *(date)* my name/address/occupation/nationality has been changed from *(state the former particulars)* to *(state the new particulars)*;

2. \*I ceased to be beneficial owner of a share(s) in *(state the name of the company)* on the following dates and I no longer hold a beneficial ownership and/or controlling interest in the said share(s).

.....  
*(Number and Class of Shares)*                      *(Date of Ceasing to be Beneficial Owner)*

3. \*The person(s)/individual(s)/particulars of the person(s)/individual(s) whose name is entered in the register of members of the company as the holder of the said share(s) changed to:

.....  
*(Given Name(s) & Surname Corporate Name)*

.....  
*(Number and Class of Shares)*

.....  
*(Address/  
Registered Office)*

.....  
*(Occupation/Status/)*

.....  
*(Nationality/Jurisdiction  
of Incorporation/  
Formation )*



4. \*I no longer hold the beneficial ownership and/or controlling interest in the shares of the intermediate holding company, (state the name of the company) a (state the status of the company) \*incorporated/\*formed under the laws of (state the country of \*incorporation/\*formation), whose name is entered in the register of members as the holder of the said shares. The beneficial ownership and/or controlling interest in the shares of the intermediate holding company has been transferred to:

.....  
(Given Name(s) & Surname)

.....  
(Number and Class of Shares)

.....  
(Address)

.....  
(Occupation)

.....  
(Nationality)

5. \*I no longer hold the beneficial ownership and/or controlling interest in the shares of (state the name of the company) a (state the status of the company) \*incorporated/\*formed under the laws of (state the country of \*incorporation/\*formation), who is the intermediate holding company of (state the name of the company) a (state the status of the company) incorporated/formed under the laws of (state the country of incorporation/formation), \*\*whose name is entered in the register of members as the holder of the said shares. The beneficial ownership and/or controlling interest in the shares of the intermediate holding company has been transferred to:

.....  
(Number and Class of shares)

.....  
(Date of Transfer)

.....  
(Given Name(s) & Surname)

.....  
(Address)

.....  
(Nationality)

.....  
(Occupation)

(\*Delete if not applicable)

(\*\*Indicate any other intermediate holding companies in the chain of ownership)

AND I MAKE THIS SOLEMN DECLARATION conscientiously believing the same to be true and by virtue of the Statutory Declarations Act, Chapter 7:04.

SWORN TO at .....)

.....)

.....)

this ..... day of ....., 20.....)

Before me:

.....  
Commissioner of Affidavits

**NOTE:**

- The form of declaration may be modified/adapted to circumstances in which there is more than one declarant/beneficial owner in respect of a particular share.
- Other relevant particulars may be included in the declaration.
- Status means “corporation”/”limited” or “unlimited liability company”.
- The oath may be taken before any person duly authorized according to the laws of Trinidad and Tobago, e.g., Commissioner of Affidavits, Notary Public, etc.)
- The Companies Act, Chapter 81:01 (as amended by the Companies (Amendment) Act, 2019) requires the disclosure of beneficial ownership information, (and any changes) with penalties for non-compliance.

**FORM 45**

REPUBLIC OF TRINIDAD AND TOBAGO

**THE COMPANIES ACT, CH. 81:01**

*(Section 337C(6), 337L)*

**RETURN OF BENEFICIAL INTEREST  
IN THE SHARES OF A COMPANY**

1. Name of Company.....
2. Company No.....
3. Registered Office of Company.....
4. Declaration under section 337C received on the following date:
 

<input type="checkbox"/> Section 337C(1) .....	<input type="checkbox"/> Section 337C(2) .....
<input type="checkbox"/> Section 337C(3) .....	<input type="checkbox"/> Section 337C(4) .....

**5. PARTICULARS OF SHAREHOLDER(S) IN THE COMPANY WHO DOES NOT HOLD THE BENEFICIAL INTEREST IN THE SHARES HELD**

(a) Change of particulars of the existing shareholder(s) who does not hold the beneficial and/or controlling interest in the shares held:

Given Name(s) & Surname/Company Name or Particulars of Change of Name	Address/Registered Office and Date of Change	Occupation/Status and Date of Change	Nationality/Jurisdiction of Incorporation/Formation and Date of Change

(b) Change to the list of shareholders who does not hold the beneficial and/or controlling interest in the shares held:

Particulars of person(s) becoming a shareholder(s) who does not hold the beneficial and/or controlling interest in the shares held:			Particulars of person(s) ceasing to be a shareholder(s) who does not hold the beneficial and/or controlling interest in the shares held:					
Number and Class of shares	Given Name(s) & Surname/Company Name	Date of becoming shareholder(s)	Number and Class of shares	Given Name(s) & Surname/Company Name	Date of ceasing to be shareholder(s)	Address/Registered Office	Occupation Status	Nationality/Jurisdiction of Incorporation Formation

(c) List of shareholder(s) of the company who do not hold the beneficial and/or controlling interest in the shares held, as ascertained by the company as of this date:

Given Name(s) & Surname/Company Name	Number and Class of Shares	Address/Registered Office	Occupation/Status	Nationality/Jurisdiction of Incorporation/Formation	Given Name(s) & Surname of Beneficial Owner(s) of Share(s)



## 6. PARTICULARS OF BENEFICIAL OWNER(S)

(a) Change of particulars of beneficial owner(s) and/or person(s) holding controlling interest in a share(s) of the company:

Given Name(s) & Surname/Particulars of change of name	Address and date of Change	Occupation and date of Change	Nationality and Date of Change

(b) Change to the list of beneficial owner(s) and/or person(s) holding controlling interest in a share(s) of the company:

Particulars of person(s) acquiring beneficial ownership and/or controlling interest			Particulars of person(s) ceasing to be beneficial owner(s) and/or person(s) holding controlling interest					
Number and Class of shares	Given Name(s) & Surname	Date of becoming beneficial owner	Number and Class of shares	Given Name(s) & Surname	Date of ceasing to be beneficial owner	Address	Occupation	Nationality

(c) List of beneficial owners) and/or person holding controlling interest in a share(s) of the company, as ascertained by the company, as of this date:

Given Name(s) & Surname	Number and Class of Shares	Address	Nationality	Occupation	Given Name(s) & Surname (s)/ Corporate Name(s) of Shareholder(s) who does not hold the beneficial or controlling interest in the shares	Nature of Beneficial Interest

Given Name(s) & Surname	Number and Class of Shares	Address	Nationality	Occupation	Given Name(s) & Surname /Corporate Name(s) of The Shareholder	Nature of Beneficial Interest

7. Particulars of beneficial ownership and/or controlling interest in shares acquired through indirect ownership or control (describe the chain of ownership from the shareholder to the beneficial owner):

Shareholders of the First Intermediate Holding Company: (state the name of the company)

Given Name(s) & Surname/ Company Name	Number and Class of Shares	Address/Registered Office	Occupation/ Status	Nationality/Jurisdiction of Incorporation/Formation

Shareholders of the Second Intermediate Holding Company: (state the name of the company)

Given Name(s) & Surname/ Company Name	Number and Class of Shares	Address/Registered Office	Occupation/ Status	Nationality/Jurisdiction of Incorporation/Formation

Shareholders of the Third Intermediate Holding Company: (state the name of the company)

Given Name(s) & Surname/ Company Name	Number and Class of Shares	Address/Registered Office	Occupation/ Status	Nationality/Jurisdiction of Incorporation/Formation

Particulars of control exercised over the shares of the company through other means: .....

.....

.....

9. Date	Name and Title	Signature

THE COMPANIES ACT, CH. 81:01  
RETURN OF BENEFICIAL INTEREST  
IN THE SHARES OF A COMPANY

FORM 45

INSTRUCTIONS

*Format*

Documents required to be sent to the Registrar pursuant to the Act must conform to regulation 3 of the Regulations under the Act.

*Items 1, 2*

Set out the full legal name of the company and the number of the company as indicated in its Certificate of Incorporation.

*Item 3*

State the full address of registered office of the company.

*Item 4*

Indicate which section of the Act is applicable by ticking the appropriate box and state the date the declaration in question was received.

With respect to each person holding shares in the company, who does not hold the beneficial and/or controlling interest in the shares held, set out particulars as indicated below:

*Item 5a)*

- (a) i. In the case of a natural person state the first given name, middle name and family name of the person(s) who the change(s) applies to and set out the particulars of any change of name of the natural person including the new name, date of change and by virtue of what authority the change of name was effected;
- ii. In the case of a body corporate state the registered name of the body corporate(s) which the change(s) applies to and set out the particulars of any change of name of the body corporate including the new name and date of change;
- (b) The address needs to be stated only if there is a change in the location or address:
  - i. In the case of a natural person state the full street address including the building number and, if a multi-dwelling unit, unit number and the date on which the change became effective;
  - ii. In the case of a body corporate state the address of registered office and the date on which the change became effective;



- (c) The occupation/status needs to be stated only if there is a change:
  - i. In the case of a natural person specify the occupation clearly. Where possible, specify area of speciality, e.g. *electrical* engineer and the date on which the change became effective.
  - ii. In the case of a body corporate status means “corporation”/“limited” or “unlimited liability company” and state the date on which the change became effective; and
- (d) The nationality/jurisdiction of incorporation/formation needs to be stated only if there is a change:
  - i. In the case of a natural person state the nationality and the date on which the change became effective;
  - ii. In the case of a body corporate state the jurisdiction in which the body corporate was incorporated or formed and the date on which the change became effective.

*Item 5b)*

State the particulars of each person whose name was entered in the register of members of the company as the holder of shares but who does not hold the beneficial and/or controlling interest in the shares held or whose name was removed from the register of members since the date of the last return filed;

*Item 5c)*

State the particulars of each person whose name is entered in the register of members of the company as the holder of shares in the company but who does not hold the beneficial and/or controlling interest in the shares held, as at the date of this return, and the given name and surname of each beneficial owner of each share held.

With respect to each person who acquires a beneficial and/or controlling interest in a share or shares of the company, set out particulars as indicated below:

*Item 6a)*

- (a) State the first given name, middle name and family name of the beneficial owner(s) who the change(s) applies to and set out the particulars of any change of name including the new name, date of change and by virtue of what authority the change of name was effected;
- (b) The address needs to be stated only if there is a change in the location or address:

State the full street address including the building number and, if a multi-dwelling unit, unit number and the date on which the change became effective;
- (c) The occupation needs to be stated only if there is a change:

Specify the occupation clearly. Where possible, specify area of speciality, e.g. *electrical* engineer and the date on which the change became effective; and
- (d) The nationality needs to be stated only if there is a change:

State the nationality and the date on which the change became effective;

*Item 6b)*

State the particulars of each natural person who became a beneficial owner or holder of a controlling interest or who has ceased to be a beneficial owner or holder of a controlling interest since the date of the last return filed;

*Item 6c)*

State,

- i. in the case of the first return upon the commencement of the Companies (Amendment) Act, 2019, the particulars of each natural person who holds beneficial ownership and/or controlling interest in a share or shares the company, as at the date of the return; or
- ii. in the case of any subsequent return, the particulars of every person who holds a beneficial ownership and/or controlling interest in a share or shares of the company whose name is not entered in the register of members of the company as the holder of a share or shares as at the date of the return; and
- iii. the given name and surname or corporate name of each person entered in the register of members of the company as the holder of the share(s) and the nature of the beneficial interest held by the beneficial owner i.e., whether the beneficial owner owns the shares directly or indirectly or exercises control of the shares through other means.

*Item 7*

If control over the shares of the company is exercised through indirect ownership or control, state the name of each intermediate holding company and the particulars of the shareholders of each intermediate holding company in the chain of ownership between the company and the ultimate beneficial owner(s) of the company.

*Item 8*

If control over the shares of the company is exercised through other means set out a statement to this effect and explain the nature of control through other means.

*Signature*

A director/the company secretary or authorised officer of the company shall sign a return.

Completed documents, in duplicate, and the prescribed fees are to be filed at the office of the Registrar and one set of the duplicate originals would be returned to the company or its representative with the endorsement "Registered" and the date of registration.

**NOTE:** The Companies Act, Chapter 81:01 (as amended by the Companies (Amendment) Act, 2019) requires the disclosure of beneficial ownership information, (and any changes) with penalties for non-compliance.

**FORM 46**

**REPUBLIC OF TRINIDAD AND TOBAGO**  
**THE COMPANIES ACT, CH. 81:01**

[Section 337D(1),(2)]

**RETURN OF ISSUANCE OR TRANSFER OF SHARES**

1. Name of Company.....
2. Company No.....
3. Registered Office of Company.....
4. Particulars of Issuance of Shares by the Company:

Class & Number of Shares Issued	Amount of Share Capital	Given Name(s) and Surname(s)/ Corporate Name(s) of person(s) holding shares	Address/ Registered Office	Occupation/ Status	Nationality/ Jurisdiction of Incorporation /Formation	Date of Registration	Given Name(s) and Surname(s) address, occupation & nationality of ultimate beneficial owner(s) of shares issued

5. Particulars of Registration of Transfer of Shares by the Company:

Particulars of Shares transferred since the date of the last Return or (in the case of the first Return) of the incorporation of the Company, or of its continuance, by persons who-

are still Shareholders

have ceased to be Shareholders

Class of shares and Number at date of Return	Date of Registration of Transfer	Class of Shares and Number at date of Return	Date of Registration of Transfer	Given Name(s) & Surname(s)/ Corporate Name(s), of Transferor (s)	Given Name(s) & Surname(s)/ Corporate Name(s), of Transferee(s)	Given Name(s) and Surname(s), Address, Occupation and Nationality of ultimate beneficial owner(s) of shares

6. The person(s) holding shares in the company as of this date is(are):

Given Name(s) & Surname(s)/ Corporate Name(s)	Address/Registered Office	Occupation/ Status	Nationality/ Jurisdiction of Incorporation/ Formation	Number and Class of Shares

7. Date	Name and Title	Signature



THE COMPANIES ACT, CH. 81:01  
RETURN OF ISSUANCE OR TRANSFER OF SHARES  
**FORM 46**  
INSTRUCTIONS

*Format*

Documents required to be sent to the Registrar pursuant to the Act must conform to regulation 3 of the Regulations under the Act.

*Items 1, 2*

Set out the full legal name of the company and the number of the company as indicated in its Certificate of Incorporation.

*Item 3*

State full address of registered office of the company.

*Item 4*

- (a) State the relevant class(es) and number of share(s) issued;
- (b) State the consideration received for the share(s) issued;

With respect to each person holding a share(s) and each ultimate beneficial owner(s):

- (c)
  - i. In the case of a natural person state the first given name, middle name and family name;
  - ii. In the case of a body corporate state the registered name;
- (d)
  - i. In the case of a natural person state the full street address including the building number and, if a multi-dwelling unit, unit number;
  - ii. In the case of a body corporate state the address of registered office;
- (e)
  - i. In the case of a natural person specify the occupation clearly. Where possible, specify area of speciality, e.g. *electrical engineer*.
  - ii. In the case of a body corporate status means “corporation”/“limited” or “unlimited liability company”;
- (f)
  - i. In the case of a natural person state the nationality;
  - ii. In the case of a body corporate state the jurisdiction in which the body corporate was incorporated or formed;
- (g) State the date of entry, of the person holding the share(s), in the register of members.

*Item 5*

State the particulars of shares transferred since the date of the last return or since the date of incorporation, continuance or amalgamation of the company by persons who are still shareholders or who have ceased to be shareholders, as the case may be.

In either case state the following:

- (a) The date of registration of each transfer of shares;
- (b) The relevant class(es) of share(s) and number transferred;
- (c) The particulars of the transferor(s) in the case of a natural person or body corporate;
- (d) The particulars of the transferee(s) in the case of a natural person or body corporate;
- (e) The particulars of the ultimate beneficial owner of each share transferred.

*Item 6*

State the particulars of each person holding a share or shares in the company as at the date of the return.

*Signature*

A director/the company secretary or authorised officer of the company shall sign a return.

Completed documents, in duplicate, and the prescribed fees are to be filed at the office of the Registrar and one set of the duplicate originals would be returned to the company or its representative with the endorsement "Registered" and the date of registration.

**Note:** The Companies Act, Chapter 81:01 (as amended by the Companies (Amendment) Act, 2019) requires the disclosure of beneficial ownership information, (and any changes) with penalties for non-compliance."

Made by the Minister this 26th day of August, 2019.

F. AL-RAWI  
*Minister of Legal Affairs*