



SURUHANJAYA SYARIKAT MALAYSIA
COMPANIES COMMISSION OF MALAYSIA

COMPANIES ACT 1965: SSM'S PRACTICE NOTE NO 10/2011

**RE: LODGEMENT OF ANNUAL RETURN WHERE ANNUAL
GENERAL MEETING CANNOT BE CONVENED**

1. This Practice Note serves to inform the requirements for the lodgement of annual return where Annual General Meeting (AGM) cannot be convened due to lack of quorum.

**THE HOLDING OF AGM AND LODGEMENT OF ANNUAL
RETURN**

2. Pursuant to section 143 of the Companies Act 1965 (CA 1965), companies are required to strictly observe the requirements relating to the holding of AGM as follows:

- (i) A company is required to hold an AGM in every calendar year end; and
- (ii) The AGM must be held not more than fifteen (15) months after the holding of the last preceding AGM.

3. Section 165 of the CA 1965 requires all companies to lodge annual return within one (1) month after an AGM. The annual return of a company shall be in accordance with the Eighth Schedule of CA 1965 and be accompanied by such copies of

7. As a result of any of the above, the company is unable to increase its membership immediately or to meet the quorum requirement to enable a valid AGM to be convened even though the company has complied with the procedures for lack of quorum in its Articles of Association.

8. SSM is prepared to accept the lodgement of an annual return without the AGM being held under the circumstances highlighted in paragraph 6 above **AND** where the company is only aware of such impending lack of quorum after the notice of the AGM has been issued.

9. Where the company is aware or has prior notice that there will be a lack of quorum as a result of circumstances highlighted in paragraph 6 prior to the issuance of the notice of the AGM, the company must apply for an extension of time under section 143(2) of CA 1965 to rectify the matter.

LODGEMENT OF ANNUAL RETURN WHERE NO AGM IS CONVENED

10. In order to lodge an annual return where an AGM could not be convened due to a lack of quorum, a company shall make prior application to the Registrar within 1 month after the date of the purported AGM. The application as per **Appendix 1** shall be accompanied with a fee of RM120 and must be substantiated with the following documents (whichever is applicable):

**REGISTRAR OF COMPANIES
COMPANIES COMMISSION OF MALAYSIA
7 OCTOBER 2011**

- others (please specify and where necessary substantiated with proof attached) _____

Dated this day of 20...

.....

Director/Secretary¥

* Tick whichever is applicable

¥ Delete whichever is not applicable



SURUHANJAYA SYARIKAT MALAYSIA
(COMPANIES COMMISSION OF MALAYSIA)
MENARA SSM@SENTRAL
NO. 7, JALAN STESEN SENTRAL S,
KUALA LUMPUR SENTRAL,
50470 KUALA LUMPUR

Telefon : 03-2299 4400
Faks : 03-2299 4411
Emel : enquiry@ssm.com.my

Ruj. Tuan : SSM/SPA/ / /

Ruj. Kame : 7 Oktober 2011

Enkh

Kepada Presiden/ Setiausaha

Badan Profesional / Persatuan Setiausaha / Dewan Perniagaan

Y. Bhg. Tan Sri/ Dato'/ Datin/ Tuan/ Puan

**PENGUMUMAN BERHUBUNG PENERBITAN NOTA AMALAN
SURUHANJAYA SYARIKAT MALAYSIA:**

- **PRACTICE NOTE NO. 10/2011: LODGEMENT OF ANNUAL RETURN WHERE ANNUAL GENERAL MEETING CANNOT BE CONVENED**
- **PRACTICE NOTE NO. 11/2011: CLARIFICATION ON WHETHER A SOCIETY CAN BE A MEMBER OF A COMPANY**

Dengan hormatnya saya merujuk kepada perkara di atas.

2. Untuk makluman pihak Y. Bhg. Tan Sri/ Dato'/ Datin/ Tuan/ Puan, bersama-sama ini dilampirkan pengumuman Nota Amalan 10/2011 dan Nota Amalan 11/2011 yang dikeluarkan oleh Suruhanjaya Syarikat Malaysia (SSM) berkaitan dengan perkara yang disebut di atas.

3. Untuk makluman Y. Bhg. Tan Sri/ Dato'/ Datin/ Tuan/ Puan seterusnya, ringkasan kandungan Nota-Nota Amalan tersebut adalah seperti berikut:

- (a) **PRACTICE NOTE NO. 10/2011: LODGEMENT OF ANNUAL RETURN WHERE ANNUAL GENERAL MEETING CANNOT BE CONVENED**

Nota Amalan ini dikeluarkan dengan tujuan memberi makluman dan prosedur yang perlu dipatuhi berhubung penyerahsmpaan Penyata Tahunan oleh syarikat di mana Mesyuarat Agung Tahunan tidak dapat diadakan disebabkan kekurangan kuorum di dalam keadaan-keadaan tertentu.