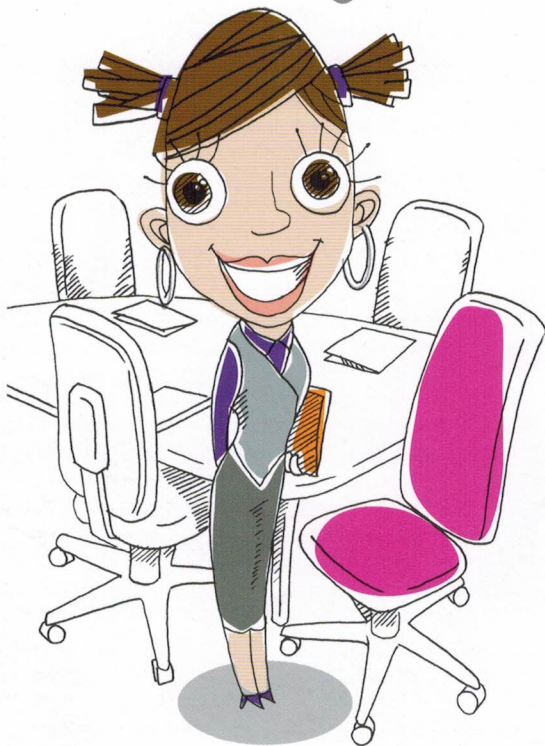


APPLICATION FOR FILING ANNUAL RETURNS *without Annual General Meeting and/or with one director's signature*



There may be situations where a company, with more than one director, is unable to obtain two directors' signatures to file its Annual Returns (AR) or unable to achieve a quorum of shareholders for its AGM. This brochure provides a guide to making an application for filing a company's AR without AGM and/or with one director's signature.

Do note that the company is still required to proceed to file the AR once the application is approved.

The following contents serve as a guide only and should be read with the relevant legislation. Always seek legal advice if you are unsure of any matter.

In accordance with the Companies Act, a company must file its Annual Returns (AR) and hold its Annual General Meeting (AGM) every calendar year.

ACRA recognises that there may be situations where a company, with more than one director, is unable to obtain two directors' signatures to file the AR, or where it is unable to achieve a quorum of shareholders to hold the AGM if the director(s) and/or shareholder(s):

- cannot be contacted;
- is/are bankrupt; or
- has/have recently passed away.

ACRA is prepared to withhold prosecution against a private limited company and its officers by allowing the AR to be filed with only one director's signature without the AGM being held or after the AGM has been held. This is a one-time application.

Directors must ensure that subsequent AGMs are properly held, unless all shareholders pass a resolution to dispense with the holding of AGMs. However, a shareholder may at any time require an AGM to be held even though a resolution to dispense with the holding of the AGMs has been passed. After filing the AR, the company must appoint another director (if necessary) so that the company is able to obtain two directors' signatures to file the AR.

The company is required to proceed to file the AR once the application is approved. In the event that the AR is overdue, the company will be informed of any penalty payable at the point of filing the AR.

Which application is appropriate for my company?

1. Application for filing Annual Returns without AGM

A private limited company with two or more shareholders may consider filing this application if it is:

- *Unable* to hold the AGM due to a lack of quorum of shareholders (even though the company has complied with the procedures for the lack of quorum in its Articles of Association); and
- *Able* to obtain two directors' signatures to file the AR.

2. Application for filing Annual Returns with One Director's Signature with AGM

A private limited company with two or more shareholders may consider filing this application if it is:

- *Able* to hold the AGM; and
- *Unable* to obtain two directors' signatures to file the AR.

3. Application for filing Annual Returns with One Director's Signature without AGM

A private limited company with two or more shareholders may consider filing this application if it is:

- *Unable* to hold the AGM due to a lack of quorum of shareholders (even though the company has complied with the procedures for the lack of quorum in its Articles of Association); and
- *Unable* to obtain two directors' signatures to file the AR

Who can file the application?

A company director or secretary, a professional firm or a service bureau can file the application, using up to three sets of accounts in one application.

How do I file my application?

Follow the steps below to file your application:

- Log in to www.bizfile.gov.sg with your SingPass ID or professional number and password.
- Select "e-Services".
- Select "Local Company".
- Select "Annual Filing".
- Select one of the following:
 - "Application for filing Annual Returns without AGM";
 - "Application for filing Annual Returns with One Director's Signature with AGM"; or
 - "Application for filing Annual Returns with One Director's Signature without AGM".

How long does it take to process the application?

How much are the fees?

Application	Fee Payable	Processing Time
Application for filing Annual Returns without AGM		
Application for filing Annual Returns with One Director's Signature with AGM	\$30	14 days – 1 month
Application for filing Annual Returns with One Director's Signature without AGM		

How do I pay for the transaction?

Please follow these steps:

- Click "Payment".
- Click "Others" and "Submit".
- Click on the logo of your selected payment mode.
- Proceed with payment.
- Upon successful payment, a payment acknowledgement and receipt will appear. Please print for your reference.

You can make payment by the following modes:

- Credit card (VISA/MasterCard/American Express)
- eNETS Debit*
- CashCard – if you have a Personal Computer Smart Card (PCSC) reader
- Deposit Service Account – for professional firms that lodge transactions on behalf of their clients

*eNETS Debit is an Internet direct debit payment service for participating banks, namely Citibank, DBS and UOB. You need Internet access and a personal Internet banking account with the participating banks to use the eNETS Debit service. This does not apply to corporate bank account users.

How do I check the status of my application?

After successful payment, you can check the application status via:

- **Email**
An email update will be sent if an email address was provided during the filing of the application.
- **BizFile**
Log on to www.bizfile.gov.sg and check under "Transaction Status Enquiry" and "Enquiry on Application for One Director's Signature Application With/Without AGM".