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A Complete Guide on Holding an AGM and its Time Extension in Singapore

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An Annual General Meeting or AGM is an integral part of any organization. As a part of the ongoing compliance regulatory obligations, it is mandatory for every company whether private limited or public listed company in Singapore to hold an AGM on a timely basis.

Annual General Meetings not only present the financial statements of the company before the shareholders but also give them an opportunity to ask questions to the management of the company. Moreover, it is an event where all crucial and important decisions related to the company are discussed and passed.

Since it is a mandatory statutory requirement that every company has to comply to, it is imperative that you understand the requirement in order to ensure that your company is able to meet the statutory deadlines on time. Moreover, defaulting on these requirements can have far-reaching consequences.

Therefore, in this article, we are going to highlight on the requirement of an AGM, when and how to hold it and the detailed procedure for applying for an extension of time to hold an AGM.

Holding of Annual General Meetings

The Companies Act governs all companies incorporated in Singapore. In accordance with Section 175, Section 197 and Section 201 of the Companies Act, it is mandatory for all the companies to hold an AGM. However, if a company is exempted from or dispensed with holding an AGM under section 175A of the Companies Act, it is not compulsory for it to hold an AGM.

Timeline for Holding of AGM

Companies with their financial year ending before 31 August 2018

If a company is a newly incorporated local company, then it must hold the first AGM within 18 months from the date of its incorporation under section 175 of the Companies Act. In addition, the company must hold the subsequent AGMs every year within 15 months of the previous AGM.

) **Provision of Section 201 of the Companies Act**

There are certain guidelines for private and public companies that they must follow after each financial year of the company ends.

- **Public Listed Company**

A public listed company must lay down its financial statements for the fiscal year within 4 months from the end of the financial year of the company.

- **Private Limited Company**

A private Limited company must lay down its financial statements for the fiscal year within 6 months from the end of the financial year of the company.

If any of the company fails to comply with the timeliness given under the respective sections, it will attract a huge penalty on the lodgement of the Annual Return. It is recommended for the companies to follow both the sections i.e. 175 and 201.

Companies with their financial year ending on or after 31 August 2018

) **Holding of AGM**

- o Companies with their financial year ending before 31 August 2018 are required to hold their first AGM within 18 months of their incorporation. The subsequent AGMs must be held every year at an interval of not more than 15 months. Such companies must also table their financial statements for the year with 4 months (listed companies) or 6 months (other companies) before the date of AGM.
- o Companies with their financial year ending on or after 31 August 2018 must hold its AGM within 4 months after financial year ending if it is a listed company. For any other company, the AGM must be held within 6 months after financial year ending.

) **Filing of Annual Returns**

- o Companies with their financial year ending before 31 August 2018 and that have a share capital with a branch registered outside Singapore must file annual returns within 60 days after AGM. However, other companies must file annual returns within 30 days after the AGM.
- o Companies with their financial year ending on or after 31 August 2018 and that have a share capital with a branch registered outside Singapore must file annual returns within 6 months after the financial year ending if they are listed and 8 months after the financial year ending if they are not listed. However, in the case of other companies, annual returns must be filed within 5 months after financial year ending, if it is a listed entity and 7 months after financial year ending if it is not a listed entity. Other companies can file annual returns only after an AGM is already held.

Exemption from Holding AGMs

Section 175A of the Companies Act provides an exemption to private companies from holding AGMs with financial year ending on or after 31 August 2018. The exemption is available if they successfully send their financial statements to the members within a period of 5 months after the financial year ending. However, they must safeguard the following points;

-) Any member who wants the AGM to be held and requests for it must notify the company to hold the AGM before 14 days from the last day of the 6th month after financial year ending.
-) If even a single member has notified for an AGM to be held, the directors must ensure that AGM is held within 6 months after financial year ending. However, the company has the option of seeking the approval of the Registrar for extension of time to hold an AGM.

- J If any member or auditor of the company has requested for an AGM to be held within 14 days after the financial statements are sent out, then the private companies must hold a general meeting to lay down its financial statements.

Private dormant companies who are not required to prepare financial statements may not hold AGM if they safeguard the above points.

Dispensation with holding of AGM (section 175A of the Companies Act)

If all the members of a private company pass a resolution to dispense (exempt) with the requirement of holding an AGM, then such company is not required to hold an AGM. Those matters that have been tabled at the AGM can be passed through written resolutions. The company may circulate these resolutions either by email or in the paper-form.

To dispense with the requirement of holding an AGM, the timelines for the companies are changed for consistency with the alignment of timelines for holding an Annual General Meeting and filing Annual Returns to the financial year ending.

J Financial year ending before 31 August 2018

- o Annual Return is due within 30 days after the date of sending of the financial statements or the date on which the written resolutions were passed, whichever is earlier.
- o An AGM can be requested by any member not later than 3 months from the year end.
- o If the resolution for the dispensation of holding an AGM cease to be in force, then an AGM must be held if at least 3 months of the year remain from the date such resolution cease to have its effect.

J Financial year ending on or after 31 August 2018

- o Annual Return is due within 7 months after financial year ending.
- o An AGM can be requested by any member not later than 14 days before the last day of the 6th month after financial year ending.
- o If the resolution for the dispensation of holding an AGM cease to be in force, then an AGM must be held if at least 3 months are remaining to the due date of the AGM

Extension of Time for Holding AGM

Sometimes it may so happen that the companies are not able to hold an AGM timely and need an extension of time. In such a scenario, they are required to make an application to the Accounting and Corporate Regulatory Authority (ACRA) seeking an extension of time before the expiry of the due date to hold the AGM. In most cases, ACRA does not grant an extension of more than 60 days. If the company's financial year is ending before 31 August 2018, the application for extension of time to hold an AGM shall also extend the time to file the annual return.

Extension of Time to Lay Financial Statements before the Company

If the company is unable to lay the financial statements in a timely manner, it can apply for an extension of time through application before the expiry of the due date to lay the financial statement. Since the filing of financial statement is very important, ACRA does not grant an extension of more than 60 days.

The processing time taken by ACRA for extension of time application for holding an AGM is up to 14 working days. Therefore, it is advisable for companies to submit and make payment for the EOT application online through Bizfile before 14 days from the date of expiry. Manual application or cheque payment is not acceptable by ACRA.

Who Can Apply for Extension of Time Application?

-) Company Officer (i.e. director or secretary of the company), or
-) Professional firm on behalf of the company

Procedure for Applying for the Extension of Time under Section 175

-) **Step 1**
Visit [Bizfile](#)
-) **Step 2**
Select "Local Company" under "File eServices"
-) **Step 3**
Select "Extension of Time for AGM/Annual Return", under "Annual Filing"
-) **Step 4**
In case of a private limited and public-unlisted company, provide the reason for application. In case of a public listed company, submit the supporting documents (if any) along with an attachment of the reasons for the application.
-) **Step 5**
Your application process will be successfully completed on making a payment of \$200 per section.

So, these were the statutory requirements in regard to holding an AGM, its timelines, process of applying for an extension, etc. However, one must also note that there are severe consequences in case of default.

Circumstances in Case of Default

If any company is found to be in persistent default, every officer of the company including its director and company secretary shall be liable to pay a fine of up to Singapore Dollar 5,000 along with a default penalty. ACRA may further take actions against the officers of the company. In fact, going by the

statistics, in the recent few years, ACRA has issued over 10,000 summonses annually to companies failing to meet the statutory requirements relating to holding an AGM and filing annual returns.

Knowing the seriousness of default and harsh consequences, it is important that companies have sufficient knowledge of the rules and regulations of the Companies Act. If you need help, you can get in touch with professional corporate services providers like IMC Group who would be able to advise you on how to go about the entire process.


At IMC Group, we help companies in complying with the requirements of holding Annual General Meeting in a timely manner. We also assist them in applying for an extension of time for holding the AGM, if the need be.

We hold expertise in Singapore's company laws and regulations. With our team of experts, we have helped thousands of companies in fulfilling their annual statutory requirements. You too can count on us.

We hope this article, helps you comply with all the mandatory regulations laid by the Companies Act.

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