



HOW TO MAKE CHANGES IN THE COMPANY

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An applicant must have authority over a company to do post-incorporation changes. The applicant acquires authority automatically when he/she lodges an incorporation/new company. Other than that, he/she must require authority over that company to make any post-incorporation changes.

Director of a company who has authority can grant authority to another director or an agent. Alternatively, directors of a company must make a resolution terminating the current authority of a director. The resolution must be submitted to Companies Office. Upon revocation of authority, an agent must request authority by attaching a power of attorney.

1) Maintain authority over a company

Go to www.companies.org.ls

- Click "*log on*" (if you already have username and password), or click "*register new user*" (to create username and password);
- Click "*online services*";
- Click "*company search*", type the company name and click on it;
- Click on "*if you want to maintain this company request authority*" and fill in all required fields;
- Submit your application.

2) Form 5: amendment of activities

- Log on;

- Search and click on the company that you want to maintain;
- On general details tab, scroll down to activities;
- Place cursor on existing activities;
- Type in all new activities;
- Upload **form 5 and 21**;
- Submit your application.

NB: Activities have classification codes. If an applicant does not know the codes, it is prudent to type in key words; e.g. construction has different codes. In this case, an applicant must type in the word '*construction*' and all forms/types of constructions will pop-up with their codes. An applicant then clicks on the relevant code.

3) Form 7: return of issue of shares

- Log on;
- Search and click on the company you want to maintain;
- Click on "*shares and shareholders*";
- Click "*maintain shareholders*";
- Click "*return of issue of shares*";
- Capture in all shareholders;
- Go on to the next step and indicate share allocation (each shareholder must have own share allocation. For existing shareholders, edit the share bundle and type in the new share allocation);
- Upload **form 7 and form 21**;
- Submit your application.

4) Form 9: appointment and termination of directors

- Log on;
- Search and click on the company that makes changes;
- Click on "*officers*";
- Click on "*maintain officer*";
- For new appointment of directors, click on "*add new director*";
- Fill in details of the new director and save,

N/B: Click on "*Add new director*" for more than one appointment;

- For termination, scroll down to officer to be terminated and click on "*terminate*";
- Add date of termination and save;
- Attach **form 8 (consent form for new director(s)) form 21 and form 9**;
- Submit your application.

NB: Dates of appointment and termination for a single application for all directors must be the same. Where dates differ, a separate application for each director/s will have to be lodged.

5) Form 10 & 11: change of registered office/service address

- Log on;
- Search and click on the company which intends to change address;
- Click on “*addresses*”;
- Type in new address on the slot indicated and type start date;
- Upload **form 10/11 and form 21**;
- Upload radio and newspaper clippings;
- Submit your application.

NB: notice from the radio must be from a radio station with national coverage for 3 consecutive days and newspaper notice in 3 consecutive editions of a newspaper widely circulating in Lesotho.

6) Form 14: appointment of a liquidator

- Log on;
- Search and click on the company which makes changes;
- Click on “*maintain company*”;
- Click on “*appointment of a liquidator*”;
- Fill in all required fields;
- Attach **form 14, form 21 and letter of appointment of liquidator from Master of High Court**;
- Submit your application.

7) Form 15: cessation of business by an external company

- Log on;
- Search and click on the company that makes changes;
- Click on “*maintain company*”;
- Click on “*de-register company*”;
- Enter in date of de-registration;
- Attach **form 15, form 21**, radio and newspaper clippings, latest financial statements and letter from Lesotho Revenue Authority showing that the company does not have tax liabilities;
- Submit your application.

8) Form 16: voluntary dissolution

- Log on;
- Search and click on the company that makes changes;
- Click on “*maintain company*”;
- Click on “*voluntary dissolution*”;
- Indicate date of dissolution;
- Attach **form 16 and form 21** and radio and newspaper clippings;
- Submit your application.

9) Form 17: revocation of dissolution

- Log on;
- Search and click on the company that makes changes;
- Click on “*maintain company*”;
- Click on “*revocation of dissolution*”;
- Attach **form 17 and form 21**;
- Submit your application.

10) Form 19: transfer of shares

- Log on;
- Search company and click on “*shares and share allocations*”;
- Click on “*maintain shares*”;
- Click on “*transfer of shares*”;
- Click on “*cease share*” and enter date / add new shareholder and save;
- Click on “*add another shareholder*” (if more than 1 shareholder) and save;
- Go to next step and click on “*share allocations*”;
- Enter new share allocation;
- If there is more than 1 share transfer, click on “*enter new share allocation*” for each shareholder;
- Upload **form 21, form 19** and certified identification documents of all transferors and transferees. If either transferor or transferee is a company or any other entity, attach its establishing/registration documents, a resolution appointing representative to sign for and act of its behalf and certified identification document of the representative;
- Submit your application.

11) Form 20: change of company name

- Log on;
- Search and click on company which intends to change name;

- On the general details tab, click on “*change company name*”;
- Enter new company name and effective date;
- Enter cessation date of the old company name;
- Upload **form 21 and form 20** and newspaper and radio adverts of change of company name;
- Submit your application.

12) Form 22: increase of share capital

- Log on;
- Search and click on company which intends to increase share capital;
- On general details tab, click on “*increase share capital*”;
- Click on “*delete the current share capital*” and type in the new share capital;
- Upload **form 21 and form 22**;
- Submit your application.

13) Form 23-conversion of company model

- Log on;
- Search and click on the company that makes changes;
- Click on “*maintain company*”;
- Click on “*lodge conversion document*”;
- Upload **form 21 and form 23**;
- Submit your application.

NB: a company may convert its model from private company to public or non-profit making or vice versa. In this case the company must make 3 consecutive radio announcements and 3 consecutive newspaper publications showing its intention to change its model.

Also, a company can change its model from private multiple-shareholding to single-shareholding model. On this conversion, form 19 will have to be attached as well.

14) Form 24: change of financial year end

- Log on;
- Search and click on the company that makes changes;
- Click on “*maintain company*”;
- Click on “*change of financial year*”;
- Upload **form 24 and form 21**;
- Submit your application.

NB: a company may change its financial year only when it has submitted its financial statements and annual report (form 12) for that year.

15) Form 27: transfer of members contribution of a non-profit making company (NPC)

- Log on;
- Search and click on the company that makes changes;
- Click on "*maintain company*";
- Click on "*transfer members contribution*";
- Fill in all required fields and attach **form 27 and 21**;
- Submit your application.

NB1: a non-profit making company cannot have a single shareholder. It must have at least 2 shareholders.

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