

**THE COMPANIES WINDING-UP RULES**  
MADE BY VIRTUE OF THE PROVISIONS OF SECTION  
375 OF THE COMPANIES ACT 1968

**Rules**

1. Short title and commencement.
2. Alteration of Rules.
3. Proceeding in open court.
4. Motions.
5. Title of Proceedings.
6. Issue of Summons.
7. Orders.
8. File of proceedings in office of Registrar.
9. Office copies.
10. Inspection of file.
11. Use of file by Ministry of Trade and Official Receiver.
12. Service as in civil matter.
13. Validity of service.
14. Enforcement of Orders.
15. Form of petition.
16. Presentation of petition.
17. Service of petition.
18. Verification of petition.
19. Advertisement of petition.
20. Copies of petition to creditors and contributories.
21. Appointment of Provisional Liquidator.
22. Hearing to show compliance with rules.
23. Notice by persons who intend to appear.
24. List of names and addresses of persons who appear on the petition.
25. Affidavits opposition and reply.
26. Substitution of creditor or contributory for withdrawing petition.
27. Notice that winding-up has been pronounced to be given to Official Receiver.
28. Documents for drawing up order to be left with Registrar.
29. Contents of winding-up order.
30. Transmission and advertisement of winding-up order.
31. Where written notice necessary.
32. Transfer of actions.
33. Appointment of Special Manager.
34. Accounting by Special Manager.
35. Preparation of statement of affairs.
36. Extension of time for submitting statement of affairs.
37. Information subsequent to statement of affairs.
38. Default.
39. Expenses of statement of affairs.
40. Dispensing with statement of affairs.
41. Appointment of Liquidator on report of meetings of creditors and contributories.
42. Standing security.
43. Failure to give or keep up security.
44. Consideration of report.
45. Procedure consequent on order for public examination.
46. Application form for holding examination.
47. Appointment of time and place for public examination.

48. Notice of public examination to creditors and contributories.
49. Default in attending.
50. Notes of examination to be filed.
51. Applications by or against delinquent directors, officers and promoter.
52. Notice of application.
53. Hearing of application.
54. Use of depositions taken at public examinations.
55. Taking of evidence.
56. Committal of contumacious witness.
57. Depositions of private examinations.
58. Disclaimer.
59. Vesting of disclaimed property.
60. Report by Official Receiver or arrangement and compromises.
61. Collection and distribution of company's assets by Liquidator.
62. Power of Liquidator to require delivery of property.
63. Liquidator to settle list of contributories.
64. Appointment of time and place for settlement of list.
65. Settlement of list of contributories.
66. Notice of contributories.
67. Application to court to vary the list.
68. Variation of or addition to list of contributories.
69. Calls by Liquidator.
70. Application to the court for leave to make a call.
71. Document making the call.
72. Service of notice of a call.
73. Enforcement of call.
74. Proof of debt.
75. Mode of proof.
76. Verification of proof.
77. Contents of proof.
78. Statement of security.
79. Proof before whom sworn.
80. Costs of proof.
81. Discount.
82. Periodical payment.
83. Interest.
84. Proof for debt payable at a future time.
85. Where formal proof of debts not required.
86. Workmen's wages.
87. Production of bills of exchange and promissory notes.
88. Transmission of proofs to liquidator.
89. Notice to creditors to prove.
90. Examination of proof.
91. Appeal by creditor.
92. Expunging at instance of liquidator.
93. Expunging at instance of creditor.
94. Oaths.
95. Official Receiver's powers.
96. Filing proofs by Official Receiver.
97. Proofs to be filed.
98. Procedure where creditor appeals.
99. Time for dealing with proofs by Official Receiver.
100. Time for dealing with proofs of liquidator.
101. Costs of appeal from decisions as to proofs.

102. Dividends to creditors.
103. Return of capital to contributories.
104. First meeting of creditors and contributories.
105. Notice of first meeting to the Ministry.
106. Summoning of first meetings.
107. Form of notices of first meetings.
108. Notice of first meeting to officers of company.
109. Summary of statement of affairs.
110. Liquidator's meetings of creditors and contributories.
111. Application of rules as to meetings.
112. Summoning of meetings.
113. Evidence of dispatch of notice of meeting.
114. Place of meetings.
115. Costs of calling meetings.
116. Chairman of meeting.
117. Ordinary resolution of creditors and contributories.
118. Copy of resolution to be filed.
119. Non-reception of notice by a creditor.
120. Adjournments.
121. Quorum.
122. Creditors entitled to vote.
123. Cases in which creditors may not vote.
124. Votes of secured creditors.
125. Creditor required to give up security.
126. Admission and rejection of proofs for purpose of voting.
127. Statement of security.
128. Minutes of meetings.
129. Proxies.
130. Form of proxies.
131. Form of proxy to be sent with notices.
132. General proxies.
133. Special proxies.
134. Solicitation by liquidator to obtain proxies.
135. Proxies to Official Receiver or Liquidator.
136. Holder of proxy not to vote on matters in which he is financially interested.
137. Proxies.
138. Use of proxies by deputy.
139. Proxy of blind, etc. creditor to comply with CAP. 83.
140. Attendance at proceedings.
141. Attendance of liquidator's solicitor.
142. Remuneration of liquidator.
143. Limit of remuneration.
144. Dealings with assets.
145. Restriction on purchase of goods by liquidator.
146. Committee of Inspection not to make profit.
147. Costs of obtaining sanction of court.
148. Sanction of payments to Committee.
149. Discharge of costs before assets handed to liquidator.
150. Resignation of liquidator.
151. Office of liquidator vacated by insolvency.
152. Withdrawal from account.
153. Special bank account.
154. Keeping of Record Book.

155. Cash book.
156. Investment of assets in securities and realisation of securities.
157. Audit of cash book.
158. Ministry audit of liquidator's accounts.
159. Liquidator carrying on business.
160. Copy of accounts to be filed.
161. Summary of accounts.
162. Affidavit of no receipts or payments.
163. Proceedings on resignation and company of liquidator disposal of books.
164. Expenses of sales.
165. Form of Final Account.
166. Liquidator's charges.
167. Costs payable out of the assets.
168. Conclusion of winding-up.
169. Times for sending liquidator's statements and regulations applicable thereto.
170. Affidavit of no receipts or payments.
171. Payment of undistributed and unclaimed money in Companies Liquidation Account.
172. Liquidator to furnish information to the Ministry.
173. The Ministry may call for verified account.
174. Application to the court forenforcing an account and getting in money.
175. Application for payment out person entitled.
176. Application by liquidator for payment out.
177. Proceedings for release of liquidator Release of liquidator.
178. Disposal of books and papers.
179. Duty where no assets.
180. Accounting by Official Receiver.
181. Power of court to extend or abridge time.
182. Defects and irregularity not to invalid Defect of appointment.
183. Application of court's (Civil Procedure) Rules.
184. Interpretation.



## APPENDIX

## FORMS

<i>Form</i>	<i>Page</i>
1. Form of summons (General) .. .. .	B 387
2. Petition .. .. .	B 387
3. Petition by unpaid creditor on simple contract .. .. .	B 388
4. Petition by minority Shareholder .. .. .	B 388
5. Affidavit of service of petition on Members, Officers or Servants .. .. .	B 389
6. Affidavit of service of petition on Liquidator .. .. .	B 390
7. Affidavit verifying petition .. .. .	B 390
8. Affidavit verifying petition of a Limited Company .. .. .	B 390
9. Advertisement of petition .. .. .	B 391
10. Advertisement of petition by minority Shareholder .. .. .	B 391
11. Order appointing a Provisional Liquidator after presentation of petition and before order to wind-up .. .. .	B 392
12. Notice of intention to appear on petition .. .. .	B 393
13. List of parties attending the hearing of a petition .. .. .	B 393
14. Notification to Official Receiver of Winding-Up Order .. .. .	B 394
15. Notification to Official Receiver of order pronounced for appointment of Provisional Liquidator prior to Winding-Up Order being made .. .. .	B 394
16. Order for winding-up the Court .. .. .	B 395
17. Order for winding-up, subject to supervision .. .. .	B 395
18. Affidavit by Special Manager verifying account .. .. .	B 396
19. Statement of Affairs .. .. .	B 396
20. Report of result of meeting of creditors or contributories .. .. .	B 397
21. Order appointing Liquidator .. .. .	B 398
22. Advertisement of appointment of Liquidator .. .. .	B 398
23. Certificate that Liquidator or Special Manager has given security .. .. .	B 398
24. Order directing a public examination .. .. .	B 399
25. Notice to attend public examination .. .. .	B 400
26. Warrant against person who fails to attend examination .. .. .	B 400
27. Report to the Court where person examined refuses to answer to satisfaction of Registrar or Officer .. .. .	B 401
28. Disclaimer of lease .. .. .	B 402
29. Notice of disclaimer of lease .. .. .	B 402
30. Notice by Liquidator requiring payment of money or delivery of books, etc. to Liquidator .. .. .	B 403
31. Provisional list of contributories to be made out by Liquidator .. .. .	B 403
32. Notice to contributories of appointment to settle list of contributories .. .. .	B 404
33. Certificate of Liquidator of final settlement of the list of contributories .. .. .	B 405
34. Notice to contributory of final settlement of list of contributo- ries and that his name is included .. .. .	B 406
35. Order on application to vary list of contributories .. .. .	B 407
36. Notice to each member of committee of inspection for sanction to proposed call .. .. .	B 408

<i>Form</i>	<i>Page</i>
37. Advertisement of meeting of committee of Inspection to sanction proposed call .. .. .	B 409
38. Resolution of committee of inspection sanctioning call ..	B 409
39. Summons for leave to make a call .. .. .	B 410
40. Affidavit of Liquidator in support of proposal for call ..	B 411
41. Advertisement of application for leave to make a call ..	B 411
42. Order giving leave to make a call .. .. .	B 412
43. Document making a call .. .. .	B 412
44. Notice of call sanctioned by committee of inspection to be sent to contributory .. .. .	B 413
45. Notice to be served with the order sanctioning a call ..	B 413
46. Affidavit in support of application for order for payment of call ..	B 413
47. Order for payment of call due from a contributory ..	B 414
48. Proof of debt (General form) .. .. .	B 416
49. Proof of debt of workmen .. .. .	B 418
50. Notice of rejection of proof of debt .. .. .	B 419
51. List of proofs to be filed under Rule 96 .. .. .	B 419
52. Notice to creditors of intention to declare dividend ..	B 420
53. Notice to persons claiming to be creditors of intention to declare final dividend .. .. .	B 420
54. Notice of dividend .. .. .	B 420
55. Authority to Liquidator to pay dividends to another person ..	B 421
56. Notice of returns to contributories .. .. .	B 422
57. Notice to creditors of first meeting .. .. .	B 423
58. Notice to contributories of first meeting .. .. .	B 424
59. Notice to officers of company to attend first meeting of creditors or contributories .. .. .	B 424
60. Notice of meeting (General form) .. .. .	B 425
61. Authority to Deputy to act as Chairman of meeting and use proxies .. .. .	B 425
62. Memorandum of adjournment of meeting .. .. .	B 425
63. List of creditors (a) To be used at every meeting ..	B 426
64. General proxy .. .. .	B 426
65. Special proxy .. .. .	B 427
66. Application to Court to authorise a special bank account ..	B 428
67. Order of Court for special bank account .. .. .	B 428
68. Certificate and request by committee of inspection as to investment of funds .. .. .	B 428
69. Request by committee of inspection to Accountant-General of the Federation .. .. .	B 429
70. Certificate by committee of inspection as to audit of Liquidator's cash book .. .. .	B 429

<i>Form</i>	<i>Page</i>
71. Liquidator's trading account under section 230 .. ..	B 430
72. Liquidators statement of account (Members' or creditors' voluntary winding-up) .. .. .	B 431
73. Statement of receipts and payments and general directions as to statements .. .. .	B 434
74. Affidavit verifying statement of Liquidator's account under section 311 .. .. .	B 438
75. Liquidator's trading account under section 319 .. ..	B 439
76. List of dividends or composition .. .. .	B 440
77. List of amounts paid or payable to contributories .. ..	B 441
78. Affidavit verifying account of unclaimed and undistributed funds	B 442
79. Notice to creditors and contributories of intention to apply for release .. .. .	B 442
80. Statement to accompany notice of application for release ..	B 443
81. Winding up by the Court. Notice of appointment of Liquidator	B 445
82. Members' voluntary winding up. Declaration of solvency, embodying a statement of assets and liabilities .. ..	B 446
83. Form of statement of assets and liabilities .. .. .	B 447
84. Creditors' voluntary winding-up. Return of the final winding-up meetings of members and creditors .. .. .	B 447
85. Members' voluntary winding-up. Return of final winding-up meeting .. .. .	B 448

S.I. 45 of 1983

*Citation, application, etc.*

1. These rules may be cited as the Companies Winding-Up Rules, 1983 and shall come into effect on the 1st day of October, 1983.

Short title  
and  
Commence-  
ment.

2. The rules shall apply to the proceedings in every winding-up under the Act ; and the forms in the appendix, where applicable, shall be used, provided that the Chief Registrar of the Court may from time to time, alter any forms which relate to matters of an administrative and not of a judicial character, or substitute new forms in lieu thereof. Where the Chief Registrar alters any form, or substitutes any new form in lieu of a form prescribed by these Rules, such altered or substituted form shall be published in the *Gazette*.

Alteration  
of Rules.

3. All proceedings in respect of Winding-Up shall be heard in open Court unless the court otherwise orders.

Proceedings  
in open  
court.

4. Every application in court other than a petition shall be made by motion, notice of which shall be served on every person against whom an order is sought not less than five clear days before the day named in the notice for hearing the motion.

Motions.

5. Every proceeding shall be dated and shall, with any necessary addition, be instituted in the matter of the Company to which it relates and in the matter of the Companies Act, 1968 and otherwise as in Form I and shall bear a distinctive number assigned to the Suit in the Court's Registry.

Title of  
Proceedings.

Form I.

6. Every Summons in proceedings shall be prepared by the Applicant or his Solicitor and issued from the Court's Registry. A Summons, when sealed, shall be deemed to be issued. The person obtaining the Summons shall leave in the Court's Registry, a duplicate which shall be stamped with the appropriate stamp and filed.

Issue of  
Summons.

7. Every order whether made in court or in Chambers, shall be drawn up by the Registrar, unless in any proceedings, or classes of proceedings, the Judge who makes the order shall direct that no order need be drawn up. Where a directive is given that no order need be drawn up, the note or memorandum of the order, signed or initialled by the Judge, making the order, shall be sufficient evidence of the order having been made.

Orders.

File of  
Proceedings  
in office  
of Registrar.

8. All petitions, affidavits, summons, orders, proofs, notices, depositions and other proceedings in the Court shall be kept and remain of record in the office of the Registrar and, subject to the directions of the Court, shall be placed in one continuous file.

Office copies.

9. All office copies of petitions, affidavits, depositions, papers and writings, or any parts thereof, required by the Official Receiver or any Liquidator, contributory, creditor, Officer of a Company, or other person entitled thereto, shall be provided by the Registrar, and shall, except as to figures, be fairly written out at length, and be sealed and delivered out without any unnecessary delay.

Inspection  
of file.

10. Every person who has been a Director or Officer of Company which is being wound up, and every duly authorised officer of the Ministry, shall be entitled, free of charge, and every Contributory and every creditor whose claims or proof has been admitted, shall be entitled on payment of the prescribed fee, at all reasonable times during working hours, to inspect the file of proceedings and to take copies or extracts from any document therein or be furnished with such copies or extracts on payment of the prescribed fees.

Use of file  
by Ministry  
of Trade  
and official  
Receiver.

11. Where in the exercise of their functions under the Act or Rules, the Ministry or the Official Receiver requires to inspect or use the file of proceedings, the Registrar shall (unless the file is at the time required for use in Court) on request, transmit the file of proceedings to the Ministry or Official Receiver, as the case may be.

### *Service of Process and Enforcement of Orders*

Service as  
in Civil  
Matter.

12. Service of process in any winding-up matters shall be in accordance with the procedure laid down for the service of Civil processes in the Court under the Court's (Civil Procedure) Rules.

Validity of  
Service.

13. No service shall be deemed invalid by reason that the name, or any of the names other than the surname of the person to be served, has been omitted from the document containing the person's name, provided that the Court is satisfied that in other respects, the service of the document has been sufficient.



14. Every order of the Court in any winding-up matters made in the exercise of the powers conferred by the Act and Rules, may be enforced by the Court or by any other Court as if it were a judgment or order of the Court made in the exercise of its ordinary jurisdiction.

Enforcement  
of Orders.

### *Petition*

15. Every petition shall be in the Forms Nos. 2, 3 or 4 in the Appendix with such variations as circumstances may require.

Form of  
Petition.

16. A petition shall be presented at the Court's Registry and the Registrar, after consultation with the Chief Judge or any other Judge in charge, as the case may be, appoint the time and place at which the petition is to be heard. Notice of the time and place appointed for the hearing of the petition shall be written on the petition.

Presentation  
of Petition.

17. Every petition shall, unless presented by the Company, be served upon the Company at the registered office, if any, of the Company, and if there is no registered office there at the principal or last known principal place of business of the Company if any such can be found, by leaving a copy with any member, officer or servant of the Company there, or in case no such member, officer or servant can be found there, then by leaving a copy at such registered office or principal place of business, or by serving it on such member, officer or servant of the Company as the Court may direct; and where the Company is being wound up voluntarily, the petition shall also be served upon the Liquidator (if any), appointed for the purpose of winding-up the affairs of the Company.

Service of  
Petition.  
Forms 5  
and 6.

18. Every petition shall be verified by an affidavit referring thereto. Such affidavit shall be made by the Petitioner, or by one of the Petitioners, if more than one or, in case the petition is presented by a Corporation, by some director, Secretary, or other principal officer thereof, and shall be sworn after and filed within four days after the petition is presented, and such affidavit shall be sufficient *prima facie* evidence of the statements in the petition.

Verification  
of Petition.  
Forms 7  
and 8.

19. No petition shall be advertised until the Judge hearing the petition or a Judge before whom the petition is first mentioned in open Court orders. The order for advertisement of a petition shall be as follows :

Advertise-  
ment of  
Petition.  
Forms 9  
and 10.

(1) The petition shall be advertised fifteen clear days before the hearing.



(2) The petition shall be advertised once or as many times as the Court may direct, in the *Gazette* and in one national daily newspaper and one other newspaper circulating in the State where the registered office, or principal or last known principal place of business, as the case may be, of such company is or was situate, or in such other newspaper as shall be directed by the Court.

(3) The advertisement shall state the day on which the petition was presented, and the name and address of the petitioner, and of his solicitor, and shall contain a note at the foot thereof stating that any person who intends to appear at the hearing of the petition, either to oppose or support, must send notice of his intention to the petitioner, or to his solicitor, within the time and manner prescribed by the rule and any advertisement of a petition for the winding-up of a company by the court which does not contain such a note shall be deemed irregular.

A petition not advertised within the time prescribed or in the manner prescribed shall be struck out, unless for sufficient reason given, the Court otherwise orders.

Copies of  
Petition to  
Creditors  
and Contribu-  
tories.

20. After the advertisement of the petition but before the hearing date next to the date when the order for advertisement was given, every contributory, or in the case of a petition for the winding-up of a Company, every creditor of the Company shall be entitled to be furnished by the solicitor of the petitioner with a copy of the petition within two days after requiring same, on paying the prescribed fee for such copy.

### *Provisional Liquidator*

Appointment  
of Provisional  
Liquidator.  
Form 11.

21.—(1) After the advertisement of a petition for the winding-up of a Company by the Court, upon the application of a creditor, or of a Contributory, or of the Company, and upon proof by affidavit of sufficient ground for the appointment of a Provisional Liquidator, the Court, if it thinks fit and upon such terms as in the opinion of the Court shall be just and necessary, may make the appointment.

(2) The order appointing the Provisional Liquidator shall bear the number of the petition, and shall state the nature and a short description of the property of which the Provisional Liquidator has performed any other duty prescribed by these Rules the Provisional Liquidator shall pay the Official Receiver such sum, if any, as the Court directs.

*Hearing of Petition and Orders made thereon*

22. After the hearing at which the order to advertise the petition was given by the Court, the petitioner, or his solicitor shall, on the next adjourned date, satisfy the Court that the petition has been duly advertised, that the prescribed affidavit verifying the statements therein and the affidavit of service (if any), have been duly complied with by the petitioner. No order (other than the one already made in respect of advertising the petition) shall be made on the petition of any petitioner who has not, prior to the hearing of the petition, satisfied the court in manner required by this Rule.

Hearing to show compliance with rules.

23.—(1) Every person who intends to appear on the hearing of a petition shall give to the petitioner, notice of his intention in accordance with this rule.

Notice by persons who intend to appear.  
Form 12.

(2) The Notice shall contain the address of the person intending to appear, shall be signed by him (or by his solicitor) and shall otherwise be in Form No. 12 with such variations as circumstances may require.

(3) The Notice shall be served or sent by post to the petitioner or his solicitor, at the address stated in the advertisement of the petition.

(4) The Notice shall be served (or if sent by post shall be posted in such time as in ordinary course of post to reach the address) not later than five days before the hearing.

(5) A person who has failed to comply with this rule shall not, without the special leave of the Court, be allowed to appear in the hearing of the petition.

24. The petitioner, or his solicitor, shall prepare a list of the names and addresses of the persons who have given notice of their intention to appear on the hearing of the petition and of their respective solicitors; such list shall be in Form 13. On the day appointed for hearing the petition, a fair copy of the list (or if no notice of intention to appear has been given a statement in writing to that effect) shall be filed by the petitioner, or his solicitor in the Court's registry prior to the hearing of the petition.

List of names and addresses of Persons who appear on the Petition.  
Form 13.

25.—(1) Affidavit in opposition to a petition shall be filed within fifteen days of the date on which the petition was advertised, and notice of the filing of every affidavit in opposition to such a petition shall be given to the petitioner or his Solicitor on the day on which the affidavit is filed.

Affidavits opposition and reply.

(2) An Affidavit in reply to an affidavit filed in opposition to a petition shall be filed within five days of the date on which notice of such affidavit is received by the petitioner or his solicitor.

Substitution  
of Creditor  
or Contribu-  
tory for  
withdrawing  
petition.

26. When a petitioner for an order that a Company be wound up by the Court or subject to the supervision of the Court is not entitled to present a petition, or whether so entitled or not, where he

(1) fails to advertise his petition as ordered,

(2) consents to withdraw his petition or to allow it to be dismissed, or the hearing adjourned, or fails to appear in support of his petition when it is called on in Court on the day originally fixed for the hearing thereof, or on any day to which the hearing has been adjourned, or

(3) if appearing, does not apply for an order in terms of the prayer of his petition, the Court may, upon such terms as it may think just, substitute as petitioner any creditor or contributory who in the opinion of the Court, would have a right to present a petition, and who is desirous of prosecuting the petition.

### *Order to Wind-up a Company and Order under Section 201 of the Act*

Notice that  
winding-up  
has been  
pronounced  
to be given  
to Official  
Receiver.

27. When an order for the Winding-up of a Company, or for the appointment of a Provisional Liquidator prior to the making of an order of the winding-up of the Company has been made, the Registrar shall, on the same day or, at the latest not later than 5 days thereafter, send to the official Receiver, a notice informing him that the order has been pronounced.

Forms 14  
and 15.

The notice shall be in Forms 14 and 15 respectively, with such variations as circumstances may require.

Documents  
for drawing  
and up order  
to be left  
with Regis-  
trar.

28. It shall be the duty of the petitioner, or his solicitor, and of all other persons who have appeared on the hearing of the petition, at latest within two days of the day on which an order for the winding-up of a Company or an order under Section 201 of the Act is pronounced in Court to leave at the Registrar's Office, all the documents required for the purpose of enabling the Registrar to complete the order forthwith.

Contents of  
winding-up  
order.  
Form 16.

29. An order to wind-up a Company or for the appointment of a Provisional Liquidator, shall contain at the foot thereof, a notice stating that it will be the duty of such of the persons

who are liable to make out or concur in making out the Company's statement of affairs as the official Receiver may require, to attend on the official Receiver at such time and place as he may appoint and to give all information he may require.

30.—(1) When an order that a Company be wound up, or for the appointment of a Provisional Liquidator has been made :—

Transmission and advertisement of winding-up Order.  
Form 17.

(a) Three copies of the order sealed with the Seal of the Court, shall forthwith be sent by post or otherwise by the Registrar to the Official Receiver.

(b) The Official Receiver shall cause a sealed copy of the order to be served upon the Company by registered letter addressed to it at its registered office (if any) or if there is no registered office, at its principal or last known principal place of business or upon such other person or persons, or in such other manner as the Court may direct ; and if the order is that the Company be wound up by the Court, shall forward to the Registrar of Companies, the copy of the order which by Section 217 of the Act, is directed to be so forwarded by them or otherwise as may be prescribed.

(2) An order for the Winding-up of a Company subject to the supervision of the Court, shall before the expiration of 28 days from the date thereof, be advertised by the petitioner, once in the *Gazette*, and once in two National Daily Newspapers in which notice of petition was previously advertised and shall be served on such persons (if any) and in such manner as the Court shall direct.

(3) Where an order under Section 201 of the Act has been made, a sealed copy of the order shall, unless the Court otherwise orders, be served by the petitioner on the Company and on the Registrar of Companies in like manner as under paragraph (1) (b) of this Rule, the Official Receiver is required to serve a sealed copy of the order, and where such order involves a reduction of capital or the alternation of the memorandum of association, the service may be effected as the Court orders.

31. For the purposes of Section 304 of the Act, a notice that—

Where written notice necessary.

- (1) a winding-up petition has been presented, or
- (2) a winding-up order has been made, or
- (3) a provisional liquidator has appointed, or
- (4) a meeting has been called at which there is to be



proposed, a resolution for the voluntary winding-up of the Company, or

(5) a resolution has been passed for the winding-up of the Company,

shall be in writing and shall be addressed to the Sheriff, and may be served by being delivered by hand or by registered post.

Provided that where a winding-up petition is presented or winding-up order is made or a provisional liquidator is appointed in the Court other than in the Head Office of the Court, the filing of the petition or the making of the order or the appointment of a provisional liquidator shall, for the purposes of section 304 of the Act, be sufficient notice to the Registrar of the Court, that the petition has been presented or the order made or the provisional liquidator appointed, as the case may be.

### *Transfers of Action and Proceedings*

Transfer  
of actions.

32.—(1) Where an order has been made for the winding-up of a company, then if such order was made by the Court or if the proceedings have been transferred to the Court, the Judge shall, upon application of any party to the proceedings, have power, without further consent, to request the transfer to him of any action, cause or matter pending in any other Court brought or continued by or against the company, and any action or proceedings by a mortgagee or debenture holder of the company against the company, for the purpose of realising his security or by any other person for the purpose of enforcing a claim against the company's assets or property which is pending in the Court.

(2) The order of Request shall be served on the Registrar of the other Court in which the case to be transferred is pending. Where any action brought by or against a company against which a winding-up order has been made is transferred as stated in paragraph (1) of this Rule, the Judge to which the action has been transferred may hear, determine, and deal with any application, matter or proceeding which, if the action had not been transferred, would have been heard and determined in the other Court.

*Special Manager*

33.—(1) An application by the Official Receiver for the appointment of a Special Manager shall be supported by an affidavit and by a report of the Official Receiver and such report shall either recommend the amount of remuneration which, in the opinion of the Official Receiver, ought to be allowed to the Special Manager, or request the Court to fix one.

Appointment  
of Special  
Manager.

(2) The remuneration of the Special Manager shall be stated in the order appointing him, but the Court may, at any subsequent time, for good cause shown, make an order for payment to the Special Manager of further remuneration.

34. Every Special Manager shall account to the Official Receiver, and the Special Manager's accounts shall be verified by affidavit, and when approved by the Official Receiver, the total of the receipts and payments shall be added by the Official Receiver to his accounts.

Accounting  
by Special  
Manager.  
Form 18

*Statement of Affairs*

35.—(1) A person who, under Section 221 of the Act, has been required by the Official Receiver to submit and verify a Statement of Affairs of a Company, shall be furnished by the Official Receiver with such forms and instructions as the Official Receiver in his discretion shall consider necessary. The statement shall be made out in duplicate, one copy of which shall be verified by affidavit. The Official Receiver shall cause to be filed with the Registrar, the verified Statement of Affairs.

Preparation  
of Statement  
of Affairs.  
Form 19

(2) The Official Receiver may from time to time, hold personal interviews with any such person as is mentioned in paragraphs (a), (b), (c) or (d) of subsection 2 of section 221 of the Act for the purpose of investigating the Company's Affairs, and it shall be the duty of every such person to attend on the Official Receiver at such time and place as the Official Receiver may appoint and give the Official Receiver all information that he may require.

46. When any person requires any extension of time for submitting the statement of affairs, he shall apply to the Official Receiver who may, if he thinks fit, give a written certificate extending the time which certificate shall be filed with the proceedings and shall render an application to the Court unnecessary.

Extension  
of time for  
submitting  
Statement  
of Affairs.

37. After the statement of affairs of a Company has been submitted to the Official Receiver, it shall be the duty of each person who has made or concurred in making it, if and when

Information  
subsequent  
to Statement  
of Affairs.



required, to attend on the Official Receiver and answer all such questions as may be put to him and give all such further information as may be required of him by the Official Receiver in relation to the statement of affairs.

Default.

38. Any default in complying with the requirements of section 221 of the Act may be reported by the Official Receiver to the Court.

Expenses of  
Statement  
of Affairs.

39. A person who is required to make or concur in making any Statement of Affairs of a Company shall, before incurring any costs or expenses in and about the preparation and making of the Statement, apply to the Official Receiver for his sanction and submit a Statement of the estimated costs and expenses which it is intended to incur ; and, except by order of the Court, no person shall be allowed out of the assets of the Company any costs or expenses which have not before being incurred, been sanctioned by the Official Receiver.

Dispensing  
with State-  
ment of  
Affairs.

40.—(1) Any application to dispense with the requirements of section 221 of the Act shall be supported by a report of the Official Receiver showing the special circumstances which, in his opinion, render such a course desirable.

(2) When the Court has made an order dispensing with the requirements of the said Section, it may give such consequential directions as it may see fit and in particular it may give directions as to the sending of any notices which are by these rules required to be sent to any person mentioned in the statement of affairs.

### *Appointment of Liquidator in a Winding up by the Court*

Appointment  
of Liquidator  
on report  
of meetings  
of Creditors  
and Contribu-  
tories.

41.—(1) As, soon as possible after the first meetings of creditors and contributories have been held, the Official Receiver or the Chairman of the meeting, as the case may be, shall report the result of each meeting to the Court.

(2) Upon the result of the meetings of creditors and contributories being reported to the Court, if there is a difference between the determinations of the meetings of the creditors and contributories the Court shall, on the application of the Official Receiver, fix a time and place for considering the resolutions and determinations (if any) of the meetings, deciding differences and making such order as shall be necessary. In any other case, the Court may, upon the application of the Official Receiver, forthwith make any appointment necessary for giving effect to any such resolutions or determinations.

(3) When a time and place have been fixed for the consideration of the resolutions and determinations of the meetings, such time and place shall be advertised by the Official Receiver in such manner as the Court shall direct, but so that the first or only advertisement shall be published not less than seven days before the time so fixed.

(4) Upon the consideration of the resolutions and determinations of the meetings, the Court shall hear the Official Receiver and any creditor or contributory.

(5) If a Liquidator is appointed, a copy of the order appointing him shall be transmitted to the Registrar of Companies by the Official Receiver, and the Registrar of Companies shall, as soon as the Liquidator has given security, cause notice of the appointment to be gazetted. The expense of gazetting the notice of the appointment shall be paid by the Liquidator, but may be charged by him on the assets of the Company.

(6) Every appointment of a Liquidator or Committee of Inspection shall be advertised by the Liquidator in such manner as the Court directs immediately after the appointment has been made, and the Liquidator has given the required security.

(7) If a Liquidator in a winding-up by the Court shall die, or resign, or be removed another Liquidator may be appointed in his place in the same manner as in the case of a first appointment, and the Official Receiver shall, on the request of not less than one tenth in value of the creditors or contributories, summon meetings for the purpose of determining whether or not the vacancy shall be filled; but none of the provisions of this Rule shall apply where the Liquidator is released under Section 232 of the Act in which case the Official Receiver shall remain the Liquidator.

*Security by Liquidators or Special  
Manager in a winding-up by the Court*

42. In the case of a Special Manager or a Liquidator other than the Official Receiver, the following provision as to security shall have effect, namely:—

Standing  
Security.

(1) The security shall be given to such officers or persons and in such manner as the Court may direct in each case.

(2) The Court may, as it thinks fit, either increase or diminish the amount of the security which any person has given.

(3) A certificate shall be issued by the Registrar that a security has been given and a copy of such certificate shall be filed in the file of the case.

(4) The cost of furnishing the required security by a Liquidator or Special Manager, including any premium which he may pay to a bank shall be borne by him personally and shall not be charged against the assets of the Company as an expense incurred in the winding-up.

Failure to  
give or keep  
up Security.

43.—(1) If a Liquidator or Special Manager fails to give the required security within the time stated for that purpose in the order appointing him, or any extension thereof, the Official Receiver shall report such failure to the court who may thereupon rescind the order appointing the Liquidator or Special Manager.

(2) If a Liquidator or Special Manager fails to keep up his security, the Official Receiver shall report such failure to the Court, who may thereupon remove the Liquidator or Special Manager, and make such order as to costs as the Court shall think fit.

(3) Where an order is made under this rule rescinding an order for the appointment of or removing a Liquidator, the Court may direct that meetings shall be held for the purpose of determining whether an application shall be made to the Court for another Liquidator to be appointed, and thereupon the same meeting shall be summoned and the same proceedings may be taken as in the case of a first appointment of a Liquidator.

### *Public Examination*

Considera-  
tion of  
Report.

44. The consideration of a report made by the Official Receiver pursuant to subsection 2 of section 222 of the Act shall be before the Judge in Court or in Chambers, and the Official Receiver shall personally or by counsel, attend the consideration of the report and give the Court any further information or explanation with reference to the matters stated in the report which the Court may require.

Procedure  
consequent  
on order for  
public exa-  
mination.  
Form 24.

45. Where the Judge makes an order under section 251 of the Act directing any person or persons to attend for public examination :

(a) The examination shall be held before the Judge provided the Judge may direct that the whole or any part

of the examination of any such person or persons, be held and heard and determined before any of the persons mentioned in subsection (9) of the said section.

(b) The Judge may, if he thinks fit, either in the order for examination or by any subsequent order, give directions as to the special matters on which any such person is to be examined.

(c) Where on an examination held before one of the persons mentioned in subsection (9) of the said section, he is of the opinion that such examination is being unduly or unnecessarily protracted, or for any other sufficient cause, he may adjourn the examination of any person or any part of the examination, to be held before the Judge.

46. Upon an order directing a person to attend for public examination being made, the Official Receiver shall, unless the Judge shall otherwise direct, without further order, make an appointment for the public examination to be held.

Application  
Form for  
holding  
examination.

47. A day and place shall be appointed for holding the public examination and notice of the day and place so appointed shall be given by the Official Receiver to the person who is to be examined by sending such notice in a registered letter addressed to his usual or last known address.

Appointment  
of time and  
place for  
public  
examination.  
Form 25.

48.—(1) The Official Receiver shall give notice of the time and place appointed for holding a public examination to the creditors and contributories by advertisement in such newspaper as the Court may direct and in the Gazette.

Notice of  
publics  
examination  
to creditors  
and contri-  
butories.  
Form 82.

(2) Where an adjournment of the public examination has been directed, notice of the adjournment shall not, unless otherwise directed by the Court, be advertised in any Newspaper, but it shall be sufficient to publish in the Gazette, a notice of the time and place fixed for the adjourned examination.

49. If any person who has been directed by the Court to attend for public examination fails to attend at the time and place appointed for holding or proceeding with the same, and no good cause is shown by him for such failure, or if before the day appointed for the examination, the Official Receiver satisfied the Court that such person has absconded,

Default in  
attending.  
Form 24.



or that there is reason for believing that he is about to abscond with the view of avoiding examination, it shall be lawful for the Court, upon it being proved to the satisfaction of the Court, that notice of the order and of the time and place appointed for attendance at the public examination was duly served, without any further notice to issue a warrant for the arrest of the person required to attend, or to make such other order as the Court shall think just.

Notes of  
examination  
to be filed.

50. The notes of every public examination shall, after being signed as required by subsection (7) of section 251 of the Act, be filed in the Court to form part of the Court's record.

*Proceedings by or against Directors  
Promoters and Officers*

Application  
by or  
against  
delinquent  
directors  
officers and  
Promoters.

51.—(1) An application made to the Court under any of the following provisions of the Act:—

- (a) section 310
- (b) subsection (1) or (2) of Section 309
- (c) section 179
- (d) subsection (2) of Section 388

shall be made by a summons returnable in the first instance in Chambers. The summons shall state the nature of the declaration or order for which application is made, and the grounds of the application, and unless otherwise ordered, shall be served, in the manner in which an originating summons is required by the Rules of Court to be served on every person against whom an order is sought, not less than eight days before the day named in the summons for hearing the application. No affidavit or report shall be filed before the return of the summons.

(2) On the return of the summons, the Court may give such directions as it thinks fit as to whether points of claim and defence are to be delivered, as to the taking of evidence wholly or in part by affidavit or orally, as to the cross examination either before the Judge in the hearing in Court or in Chambers of any deponents to affidavits in support of or in opposition to the application, as to any report it may require the Official Receiver or Liquidator to make and generally as to the procedure on the summons and for the hearing thereof.

(3) Where any such order as is mentioned in paragraph 2 of this rule has directed that points of claim and defence shall be delivered then if subsequently to such order and before the summons has been set down for trial or adjourned for mention either party wishes to apply any further direction as to any interlocutory matter or thing he shall apply and shall give two clear days' notice in writing to the other party stating the grounds of the application before the application can be heard.

52. Where the application is made by motion, the Court may at any time before making an order, require the Official Receiver or Liquidator to furnish to the Court, a report with respect to any facts or matters which are in his opinion, relevant to the application and give any directions it may see fit with regard to any of the matters mentioned in paragraph (2) of the last preceding Rule. Notice of any such intended motion shall be served on every person against whom an order is sought, not less than eight days before the day named in the notice for hearing the motion. A copy of every report and affidavit intended to be used in support of the motion shall be served on every person to whom notice of motion is given not less than four days before the hearing of the motion.

Notice of  
Application.

53.—(1) Where any application under section 179 of the Act is made or heard after a public examination under section 251 of the Act which has been held before the Registrar or any of the persons mentioned in Subsection (9) of the said Section 251, then unless the Judge shall otherwise direct, such application shall be heard and determined by such Registrar or other person. The Judge shall personally hear all other applications under the said Section 179.

Hearing of  
Application.

(2) Where any order has been made under the said Section, any application for leave arising out of such order shall be made in the winding-up of the Company in relation to which such order was made and the dissolution of the Company or the stay of all proceedings in such winding-up shall not be a bar to such application or to the granting of leave.

54. Where in the course of the proceedings in a winding-up by the Court, an order has been made for the public examination of persons named in the order pursuant to Section 251 of the Act, then in any proceedings subsequently instituted under any of the provisions of the Act mentioned in paragraph (1) of rule 50, the verified notes of the examination of each person who was examined under the order shall, subject as

Use of  
depositions  
taken at  
Public  
examination.



hereinafter mentioned, and to any order or directions of the Court as to the manner and extent in and to which the notes shall be used, and subject to all just exceptions to the admissibility in evidence against any particular person or persons of any of the statements contained in the notes of the examinations, be admissible in evidence against any of the persons against whom the application is made who, under section 251 of the Act and the order for the public examination, was or had the opportunity of being present at the taking part in the examination.

Provided that before any such notes of a public examination shall be used on any such application, the person intending to use the same shall, not less than twenty-one days before the day appointed for hearing the application, give notice of such intention to each person against whom it is intended to use such notes, or any of them, specifying the notes or parts of the notes which it is intended to use against him, and furnish him with copies of such notes or parts of notes (except notes of the person's own depositions) and provided also that every person against whom the application is made shall be at liberty to cross-examine or re-examine (as the case may be), any person the notes of whose examination are read, in all respects as if such person had made an affidavit on the application.

### *Witnesses and Depositions*

Taking of  
evidence.

55.—(1) The Court may order the way and manner the evidence of any person to be examined under the Act and Rules before any person other than the Court, may be taken.

(2) Where any person other than official of the court is nominated to take notes of evidence as mentioned in paragraph (1) of this Rule, the Court shall decide the necessary fees to be paid to such person.

Committal  
of contuma-  
cious wit-  
ness.  
Form 27

56.—(1) if a person examined before any person other than a Judge refuses to answer to the satisfaction of the person examining him any question which he may allow to be put, the person examining shall report such refusal to the Judge, and upon such report being made, the person in default shall be in the same position, and be dealt with in the same manner as if he had made default in answering before the Judge.

(2) The report shall be in writing, but without affidavit and shall set forth the question put, and the answer (if any) given by the person examined.

(3) The person examining, before the conclusion of the examination at which the default in answering is made, name the time when and the place where the default will be reported to the Judge, and upon receiving the report, the Judge may take such action thereon as he shall think fit.

57.—(1) The Official Receiver may attend in person, or by an Assistant Official Receiver, or by counsel employed for the purpose, any examination of a witness under section 250 of the Act, on whosoever application the same has been ordered, and may take notes of the examination for his own use, and put such questions to the persons examined as the court may allow.

Depositions  
of private  
examinations.

(2) The notes of the depositions of a person examined under section 250 of the Act, or under any order of the Court before the Court, or before any person appointed to take such an examination (other than the notes of the depositions of a person examined at a public examination under section 251 of the Act) shall be forthwith filed in the Court Registry and be opened to the inspection of any creditor, contributory, or other person, except the Official Receiver or Liquidator, or any Provisional Liquidator other than the Official Receiver, while he is acting as Provisional Liquidator, unless and until the Court shall so direct, and the Court may from time to time, give such general or special directions as it shall think expedient as to the custody or inspection of such notes and the furnishing of copies of extracts therefrom.

### *Disclaimer*

58.—(1) Any application for leave to disclaim any part of the property of a Company pursuant to subsection (1) of section 302 of the Act shall be by ex parte summons. Such summons shall be supported by an affidavit showing who are the parties interested and what their interests are. On the hearing of the summons, the court shall give such directions as it sees fit and in particular directions as to the notices to be given to the parties interested or any of them and the Court may adjourn the application to enable any such party to attend.

Disclaimer.  
Forms 28  
and 29

(2) Where a Liquidator disclaims a leasehold interest, he shall forthwith file the disclaimer at the office of the Registrar. The disclaimer shall contain particulars of the interest disclaimed and a statement of the persons to whom notice of the disclaimer has been given. Until the disclaimer is filed by the Liquidator, the disclaimer shall be inoperative. A disclaimer

shall be in the Form No. 28 and a notice of disclaimer in the Form No. 29 in the appendix with such variations as circumstances may require.

(3) Where any person claims to be interested in any part of the property of a Company which the Liquidator wishes to disclaim, he shall at the request of the Liquidator, furnish a statement of the interest so claimed by him.

#### *Vesting of Disclaimed property*

Vesting of  
disclaimed  
property.  
Forms 28  
and 29

59.—(1) Any application under subsection 2 of section 302 of the Act for an order for the vesting of any disclaimed property in or the delivery of any such property to any person shall be supported by the affidavit filed on the application for leave to disclaim such property.

(2) Where such an application as aforesaid to disclaimed property of a leasehold nature and it appears that there is any mortgages by demise (including a chargee by way of legal mortgage), or underlessee of such property, the Court may direct that notice shall be given to such mortgagee or underlessee that, if he does not elect to accept and apply for such a vesting order as aforesaid upon the terms required by the above-mentioned subsection and imposed by the Court within a time to be fixed by the Court and stated in the notice, he will be excluded from all interest in and security upon the property, and the Court may adjourn the application for such notice to be given and for such mortgagee or underlessee to be added as a party to and served with the application and if he sees fit, to make such election and application as it mentioned in the notice. If at the expiration of the time so fixed by the Court such mortgagee or underlessee fails to make such election and application, the Court may make an order vesting the property in the applicant and excluding such mortgagee or underlessee from all interest in or security upon the property.

#### *Arrangement with Creditors and Contributories in a Winding-up by the Court*

Report by  
official  
Receiver or  
arrangement  
and com-  
promises.

60. In a winding up by the Court, if application is made to the court to sanction any compromise or arrangement, the court may, before giving its sanction thereto, hear a report by the Official Receiver as to the terms of the scheme, and as to the conduct of the directors and other officers of the Company, and as to any other matters which, in the opinion of the Official Receiver or the Ministry ought to be brought to the attention of the Court. The report shall not be placed upon the file, unless and until the Court shall direct it to be filed.

*Collection and Distribution of Assets in a  
Winding-up by the Court*

61. —(1) The duties imposed on the court by subsection (1) of section 240 of the Act in a winding-up by the court with regard to the collection of the assets of the Company and the application of the assets in discharge of the company's liabilities shall be discharged by the Liquidator as an officer of the court subject to the control of the court.

Collection and distribution of Company's assets by Liquidator.

(2) For the purpose of the discharge by the Liquidator of the duties imposed by subsection (1) of section 240 of the Act, and paragraph (1) of this Rule, the Liquidator in a winding-up by the court shall, for the purpose of acquiring or retaining possession of the property of the Company, be in the same position as if he were a receiver of the property appointed by the court, and the court may on his application, enforce such acquisition or retention accordingly.

62. The powers conferred on the court by section 241 of the Act shall be exercised by the Liquidator. Any contributory for the time being on the list of contributories trustee, receiver, banker or agent or officer of a Company which is being wound up under order of the court shall, on notice from the Liquidator and within such time as he shall by notice in writing require, pay, deliver, convey, surrender or transfer to or into the hands of the Liquidator any money, property, books or papers, which happened to be in his hands for the time being and which the Company is *prima facie* entitled.

Power of Liquidator to require delivery of property. Form 30.

*List of Contributories in  
a Winding-up the Court*

63. Unless the Court shall dispense with the settlement of a list of contributories, the Liquidator shall, with all convenient speed after his appointment, settle a list of contributories of the Company, and shall appoint a time and place for that purpose. The list of contributories shall contain a statement of the address of, and the number of shares or extent of interest to be attributed to each contributory, and the amount called up and the amount paid up in respect of such shares or interest and shall distinguish the several classes of contributories. As regards representative contributories, the Liquidator, so far as practicable, observe the requirements of subsection (2) of section 240 of the Act.

Liquidator to settle list of Contributories. Form 31.



Appointment  
of time and  
place for  
settlement  
of list.  
Form 32

64. The Liquidator shall give notice in writing of the time and place appointed for the settlement of the list of contributories to every person whom he proposes to include in the list, and shall state in the notice to each person in what character and for what number of shares or interest he proposes to include such person in the list and what amount has been called up and what amount paid up in respect of such shares or interest.

Settlement  
of list of  
contribu-  
tories.  
Forms 31  
and 33

65. On the day appointed for settlement of the list of contributories, the Liquidator shall hear any person who objects to being settled as a Contributory, and after such hearing, shall finally settle the list, which when so settled, shall be the list of contributories of the Company.

Notice of  
Contribu-  
tories  
Form 34

66. The Liquidator shall forthwith give notice to every person whom he has finally placed on the list of contributories stating in what character and for what number of shares or interest he has been placed on the list and what amount has been called up and what amount paid up in respect of such shares or interest and in the notice he shall inform such person that any application for the removal of his name from the list, or for a variation of the list, must be made to the court by summons within thirty days from the date of the service on the contributory or alleged contributory of Notice of the fact that his name is settled on the list of contributories.

Application  
to Court to  
vary the list.  
Form 35

67.—(1) Subject to the power of the Court to extend the time or to allow an application to be made notwithstanding the expiration of the time limited for that purpose, no application to the court by any person who objects to the list of contributories as finally settled by the Liquidator shall be entertained after the expiration of 21 days from the date of the service of such person of notice of the settlement of the list.

(2) The Official Receiver shall not in any case be personally liable to pay any costs of or in relation to an application to set aside or vary his act or decision settling the name of a person on the list of contributories of a Company.

Variation of  
or addition  
to list of  
contribu-  
tories.

68. The Liquidator may from time to time, vary or add to the list of contributories but any such variation or addition shall be made in the same manner in all respects as the settlement of the original list.

### Calls

69. The powers and duties of the court in relation to making calls upon contributories conferred by section 243 of the Act, shall and may be exercised, in a winding-up by the Court, by the Liquidator as an officer of the Court subject to the proviso to section 254 of the Act, and to the following regulations :—

Calls by  
Liquidator.

(1) Where the Liquidator desires to make any call on the contributories, or any of them for any purpose authorised by the Act, if there is a Committee of Inspection, he may summon a meeting of such Committee for the purpose of obtaining their sanction to the intended call.

(2) The notice of the meetings shall be sent to each member of the Committee of Inspection in sufficient time to reach him not less than fourteen days before the day appointed for holding the meeting and shall contain a statement of the proposed amount of the call, and the purpose of which it is intended. Notice of the intended call and the intended meeting of the Committee of Inspection shall also be advertised once at least in a National Newspaper, or, where the winding-up is not in the Head office of the Court, in a Newspaper circulating in the district of the Court in which the proceedings are pending. The advertisement shall state the time and place of the intended meeting of the Committee of Inspection, and that each contributory may either attend the said meeting and be heard, or make any communication in writing to the Liquidator or members of the Committee of Inspection to be laid before the meeting, in reference to the said intended call.

Form 36.

Form 37.

(3) At the meeting of the Committee of Inspection, any statements or representations made either to the meeting personally or addressed in writing to the Liquidator or members of the Committee by any contributory shall be considered before the intended call is sanctioned.

(4) The sanction of the Committee shall be given by resolution, which shall be passed by a majority of the members present.

(5) Where there is no Committee of Inspection, the Liquidator shall not make a call without obtaining the leave of the Court.

Form 38

70. In a winding-up by the Court, an application to the Court for leave to make any call on the contributories of a Company, or any of them, for any purpose authorised by the Acts, shall be made by summons stating the proposed amount of such call,

Application  
to the Court  
for leave to  
make a call.



Forms 39,  
40, 41 and 42

which summons shall be served seven clear days at the least before the day appointed for making the call on every contributory proposed to be included in such call ; or if the court so directs, notice of such intended call may be given by advertisement, without a separate notice to each contributory.

Documents  
making the  
call.

Form 43

Service of  
notice of a  
call.

Forms 38,  
42, 44, and  
45

71. When the Liquidator is authorised by resolution or order to make a call on the contributories, he shall file with the Registrar, a document making the call in the Form 53 in the Appendix with such variations as circumstances may require.

72. When a call has been made by the Liquidator in a winding-up by the court, a copy of the resolution of the Committee of Inspection or order of the Court (if any), as the case may be, shall forthwith, after the call has been made, be served upon each of the contributories included in such call, together with a notice from the Liquidator specifying the amount or balance due from such contributory in respect of such call, but such resolution or order need not be advertised unless for any special reason the Court so directs.

Enforcement  
of call and  
Forms 46.  
47

73. The payment of the amount due from each contributory on a call may be enforced by order of the Court, to be made in Chambers on summons by the Liquidator.

### Proofs

Proof of  
debt.

74. In a winding-up by the court, every creditor shall, subject as hereinafter provided, prove his debt, unless the Judge in any particular winding-up shall give directions that any creditor or class of creditors shall be admitted without proof.

Mode of  
proof.

75. A debt may be proved in any winding-up by delivering or sending through the post, an affidavit verifying the debt. In a winding-up by the Court, the affidavit shall be so sent to the Official Receiver or if a Liquidator has been appointed, to the Liquidator ; and in any other winding-up, the affidavit may be so sent to the Liquidator.

Verification  
of proof.

76. An affidavit proving a debt may be made by the creditor himself or by some person authorised by or on behalf of the creditor. If made by a person so authorised, it shall state his authority and means of knowledge.

Contents  
of proof.  
Form 48

77. An Affidavit proving a debt shall contain or refer to a statement of account showing the particulars of the debt, and shall specify the vouchers if any, by which the same can be substantiated. The Official Receiver or Liquidator to whom the proof is sent may at any time, call for the production of the vouchers.

78. An affidavit proving a debt shall state whether the creditor is or is not a secured creditor.

Statement  
of Security.

79. An affidavit proving a debt may in a winding-up by the Court, be sworn before any Commissioner of Oath.

Proof before  
whom  
sworn.

80. A creditor shall bear the cost of proving his debt unless the court otherwise orders.

Costs of  
proof.

81. A creditor proving his debt shall deduct therefrom—

Discount.

(a) any discount which he may have agreed to allow for paying in cash in excess of five *per centum* of the net amount of his claim ; and

(b) all trade discounts.

82. When any rent or other payment falls due at stated periods, and the order or resolution to wind-up is made at any time other than one of those periods, the persons entitled to the rent or payment may prove for a proportionate part thereof up to the date of the winding-up order or resolution as if the rent or payment grew due from day to day. Provided that where the Liquidator remains in occupation of premises demised to a Company which is being wound-up, nothing herein contained shall prejudice or affect the right of the landlord of such premises to claim payment by the Company, or the Liquidator, of rent during the period of the Company's or the Liquidator's occupation.

Periodical  
payment.

83. On any debt or sum certain, payable at a certain time or otherwise, whereon interest is not reserved or agreed for, and which is overdue at the date of the Commencement of the winding-up, the creditor may prove for interest at a rate not exceeding four *per centum* per annum to that date from the time when the debt or sum was payable, if the debt or sum is payable by virtue of a written instrument at a certain time, and if payable otherwise, then from the time when a demand in writing has been made, giving notice that interest will be claimed from the date of the demand until the time of payment.

Interest.

84. A creditor may prove for a debt not payable at the date of the winding-up order or resolution, as if it were payable presently, and may receive dividends equally with the other creditors, deducting debt only thereout, a rebate of interest at the rate of five *per centum* per annum computed from the declaration of a dividend to the time when the debt would have become payable according to the terms on which it was contracted.

Proof for  
debt pay-  
able at a  
future time.

Where formal proof of debt not required.

85. Unless the official Receiver or Liquidator shall in any special case otherwise direct formal proof of the debts mentioned in paragraph (e) of Subsection (1) of Section 297 of the Act shall not be required.

Work men's wages.  
Forms 49.

86. In any case in which it appears that there are numerous claims for wages or accrued holiday remuneration by workmen and others employed by the Company, it shall be sufficient if one proof for all such claims is made either by a foreman or by some other person on behalf of all such creditors. Such proof shall have annexed thereto as forming part thereof, a schedule setting forth the names of the workmen and others and the amounts severally due to them. Any proof made in compliance with this Rule shall have the same effect as if separate proofs have been made by each of the said workmen and others.

Production of bills of exchange and promissory notes.

87. Where a creditor seeks to prove in respect of a bill of exchange, promissory note, or other negotiable instrument or security on which the Company is liable, such bill of exchange, note, instrument, or security must, subject to any special order of the court made to the contrary, be produced to the official Receiver, Chairman of a meeting or Liquidator, as the case may be, and be marked by him before the proof can be admitted either for voting or for any purpose.

Transmission of proofs to Liquidator.

88. Where a Liquidator is appointed in a winding-up by the Court, all proofs of debts that have been received by the Official Receiver shall be handed over to the Liquidator, but the Official Receiver shall first make a list of such proofs, and take a receipt thereon from the Liquidator for such proofs.

#### *Admissions and Rejection of Proofs and preferential Claims and Appeal to Court*

Notice to Creditors to prove.

89.—(1) Subject to the provisions of the Act, and unless otherwise ordered by the Court, the Liquidator in any winding-up may from time to time, fix a certain day, which shall be not less than thirty days from the date of the notice, on or before which the creditors of the Company are to prove their debts or claims, and to establish any title they may have to priority under Section 297 of the Act, or to be excluded from the benefit of any distribution made before such debts are proved, or as the case may be from objecting to such distribution.

(2) The Liquidator shall give notice in writing of the day so fixed by advertisement in such Newspaper as he shall consider convenient, and in a winding-up by the court to every person mentioned in the statement of affairs as a creditor, who has not proved his debt, and to every person mentioned in the Statement of Affairs as a preferential creditor whose claim to be a preferential creditor has not been established and is not admitted, and in any other winding-up to the last known address or place of abode of each person who, to the knowledge of the Liquidator, claims to be a creditor or preferential creditor of the Company and whose claim has not been admitted.

(3) All the Rules hereinafter set out as to admission and rejection of proofs shall apply with the necessary variations to any such claim to priority as aforesaid.

90. The Liquidator shall examine every proof of debt lodged with him and the grounds of the debt, and in writing, admit or reject it, in whole or in part, or require further evidence in support of it. If he rejects a proof he shall state in writing, to the creditor the grounds of the rejection.

Examination  
of proof.  
Form 50.

91. If a creditor or contributory is dissatisfied with the decision of the Liquidator in respect of a proof, the Court may, on the application of the creditor or contributory, reverse or vary the decision, but subject to the power of the Court to extend the time, no application to reverse or vary the decision of the Liquidator in a winding-up by the court rejecting a proof sent to him by a creditor, or person claiming to be a creditor, shall be entertained, unless notice of the application is given before the expiration of thirty days from the date of the service of the notice of rejection.

Appeal by  
Creditor

92. If the Liquidator thinks that a proof has been improperly admitted, the Court may, on the application of the Liquidator, after notice to the creditor who made the proof, expunge the proof or reduce its amount.

Expunging at  
instance of  
Creditor

93. The Court may also expunge or vary a proof upon the application of a creditor or contributory if the liquidator declines to interfere in the matter.

Expunging  
at instance  
of creditor

94. For the purpose of any of his duties in relation to proofs, the Liquidator, in a winding-up by the Court, may cause oaths to be administered by and affidavits taken before a Commissioner for Oaths.

Oaths.



Official  
Receiver's  
powers.

95. In a winding-up by the Court, the Official Receiver, before the appointment of a Liquidator, shall have all the powers of a Liquidator with respect to the examination, admission, rejection of proofs, and any act or decision of his in relation thereto shall be subject to the like appeal.

Filing  
proofs by  
Official  
Receiver.

96. In a winding-up by the Court, the Official Receiver, where no other Liquidator is appointed, shall, before payment of a dividend, file all proofs tendered in the winding-up, with a list thereof, distinguishing in such list the proofs which were wholly or partly admitted, and the proofs which were wholly or partly rejected.

Proofs to be  
filed Form  
51.

97. Every Liquidator in winding-up by the Court other than the Official Receiver shall on the first day of every month, file with the Registrar, a certified list of all proofs, if any, received by him during the month next preceeding, distinguishing in such lists the proofs admitted, those rejected, and such as stand over for further consideration; and, in the case of proofs admitted or rejected, he shall cause the proofs to be filed with the Registrar.

Procedure  
where  
Creditor  
appeals.

98. The Liquidator in a winding-up by the Court, including the Official Receiver when he is Liquidator, shall within five days after receiving notice from a creditor of his intention to appeal against a decision rejecting a proof, file such proof with the Registrar with a memorandum thereon of his disallowance thereof.

Time for  
dealing with  
proofs by  
Official  
Receiver.

99. Subject to the power of the Court to extend the time in a winding-up by the Court, the Official Receiver as Liquidator, not later than twenty-one days from the latest date specified in the notice of his intention to declare a dividend as the time within which such proofs must be lodged, shall in writing either admit or reject wholly, or in part, every proof lodged with him, or require further evidence in support of it.

Time for  
dealing with  
proofs by  
Liquidator.

100. Subject to the power of the Court to extend the time the Liquidator in a winding-up by the Court, other than the Official Receiver, within thirty-five days after receiving a proof, which has not previously been dealt with shall in writing either admit or reject it wholly or in part or require further evidence in support of it: Provided that where the Liquidator has given notice of his intention to declare a dividend, he shall, within twenty-one days after the date mentioned in the notice as the latest date up to which proofs must be lodged, examine, and in writing admit or reject or

require further evidence in support of, every proof which has not been already dealt with, and shall give notice of his decision, rejecting a proof wholly or in part, to the creditors affected thereby. Where a creditor's proof has been admitted, the notice of dividend shall be a sufficient notification of the admission.

101. The Official Receiver shall in no case, be personally liable for costs in relation to an appeal from his decision rejecting any proof wholly or in part.

Costs of  
Appeal from  
decisions as  
to proofs.

*Dividends in a Winding-Up  
by the Court*

102.—(1) Not more than two months before declaring a dividend, the Liquidator in a winding-up by the Court, shall give notice of his intention to do so to the Ministry of Trade in order that the same may be gazetted, and shall at the same time, give notice to such of the creditors mentioned in the statement of affairs as have not proved their debts. Such notice shall specify the latest date up to which proofs must be lodged, which shall not be less than twenty-one days from the date of such notice.

Dividends  
to Creditors  
Forms 52  
and 53.

(2) Where any creditor, after the date mentioned in the notice of intention to declare a dividend as the latest date up to which proofs may be lodged, appeals against the decision of the Liquidator rejecting a proof, notice of appeal shall, subject to the power of the Court to extend the time in special cases, be given within fifteen days from the date of the notice of the decision against which the appeal is made, and the Liquidator may in such case make provision for the dividend upon such proof, and the probable cost of such appeal in the event of the proof being admitted. Where no notice of appeal has been given within the time specified in this Rule, the Liquidator shall exclude all proofs which have been rejected from participation in the dividend.

(3) Immediately after the expiration of the time fixed by this Rule for appealing against the decision of the Liquidator, he shall proceed to declare a dividend, and shall give notice to the Ministry (in order that the same may be gazetted), and shall also send a notice of dividend to each creditor whose proof has been admitted.

Form 54.

(4) If it becomes necessary, in the opinion of the Liquidator and the Committee of Inspection to postpone the declaration of the dividend beyond the limit of two months, the Liquidator shall give a fresh notice of his intention to declare a dividend

to the Ministry in order that the same may be gazetted : but it shall not be necessary for the Liquidator to give a fresh notice to such of the creditors mentioned in the Statement of Affairs as have not proved their debts. In all other respects, the same procedure shall follow the fresh notice as would have followed the original notice.

(5) Upon the declaration of a dividend, the Liquidator shall forthwith transmit to the Ministry, a list of the proofs with the registrar under Rule 96. In every winding-up by the Court, the Liquidator shall, if so, required by the ministry, transmit to the ministry, office copies of all list of proof filed by him up to the date of the declaration of the dividend.

(6) Dividends may, at the request and risk of the person to whom they are paid, be transmitted to him by post.

(7) If a person to whom dividends are payable desires that they shall be paid to some other person, he may lodge with the Liquidator, a document in the Form 55 in the Appendix which shall be a sufficient authority for payment of the dividend to the person therein named.

Form 55.

Return of  
capital to  
contribu-  
tories.  
Form 56.  
First meeting.

103. Every order by which the Liquidator in a winding-up by the Court is authorised to make a return to contributories of the Company shall, unless the Court shall otherwise direct, contain or have appended thereto, a schedule or list (which the Liquidator shall prepare) setting out in a tabular form, the full names and addresses of the persons to whom the return is to be paid, and the amount of money payable to each person, and particulars of the transfers of shares (if any) which have been made or the variations in the list of contributories which have arisen since the date of the settlement of the list of contributories and such other information as may be requisite to enable the return to be made. The Schedule or list shall be in the Form 56 in the Appendix with such variation as circumstances shall require, and the Liquidator shall send a notice of return to each contributory.

### *General Meeting of Creditors and Contributories in relation to a Winding-up by the Court*

First meet-  
ing of  
creditors  
and contri-  
butories.

104. Unless the Court otherwise directs, the meeting of creditors and contributories under section 226 of the Act (hereinafter referred to as the first meetings of creditors and contributories) shall be held within one month or if a Special

Manager has been appointed, then within six weeks after the date of the winding-up order. The dates of such meetings shall be fixed and they shall be summoned by the Official Receiver.

105. The Official Receiver shall forthwith give notice of the dates fixed by him for the first meetings of creditors and contributories to the Ministry, who shall gazette the same.

Notice of first meeting to the Ministry.

106. The first meetings of creditors and contributories shall be summoned as hereinafter provided.

Summoning of first meetings.

107. The notice of the first meetings of creditors and contributories may be in Forms 57 and 58 in the Appendix, and the notices to creditors shall state a time within which the creditors must lodge their proofs in order to entitle them to vote at the first meeting.

Form of notices of first meetings. Forms 57 and 58.

108. The Official Receiver shall also give to each of the officers of the Company who, in his opinion, ought to attend the first meetings of creditors and contributories, fifteen days' notice of the time and place appointed for each meeting. The notice may either be delivered personally or sent by prepaid post letter, as may be convenient. It shall be the duty of every officer who receives notice of such meeting to attend if so required by the Official Receiver, and if such officer fails to attend, the Official Receiver shall report such failure to the Court.

Notice of first meeting to officers of Company. Form 59.

109.—(1) The Official Receiver shall also, as soon as practicable, send to each creditor mentioned in the Company's Statement of Affairs, and to each person appearing from the Company's books or otherwise to be a contributory of the Company a summary of the Company's Statement of Affairs, including the causes of its failure, and any observations thereon which the Official Receiver may think fit to make. The proceedings at a meeting shall not be invalidated by reason of any summary or notice required by these rules not having been sent or received before the meeting.

Summary of Statement of Affairs.

(2) Where prior to the winding-up order, the Company has commenced to be wound-up voluntarily, the Official Receiver may, if in his absolute discretion he sees fit to do send to the persons aforesaid or any of them, an account of such voluntary winding-up, showing how such winding-up has been conducted and how the property of the Company



has been disposed of and any observations which the Official Receiver may think fit to make on such account or on the voluntary winding-up.

*General meetings of Creditors and  
Contributories in relation to Winding-up by the  
Court and of Creditors in relation to a Creditor's Voluntary  
Winding-up*

Liquidator's  
meetings of  
Creditors  
and Contribu-  
tories.

110.—(1) In addition to the first meetings of creditors and contributories and in addition also to meetings of creditors and contributories directed to be held by the Court under Section 321 of the Act (hereinafter referred to as Court meetings of creditors and contributories), the Liquidator in any winding-up by the Court may himself from time to time, subject to the Provisions of the Act and the control of the Court summon, hold, and conduct meetings of the creditors or contributories (hereinafter referred to as Liquidator's meeting of creditors and contributories), for the purpose of ascertaining their wishes in all matters relating to the winding-up.

(2) In any creditors' voluntary winding-up, the Liquidator may himself from time to time summon, hold and conduct meetings of creditors for the purpose of ascertaining their wishes in all matters relating to the winding-up (such meetings and all meetings of creditors which a Liquidator or a Company is by the Act required to convene in or immediately before such a voluntary winding-up and all meetings convened by a creditor in a Voluntary winding-up under these Rules, are hereinafter called voluntary liquidation meetings).

Application  
of rules as  
to meetings.

111. Except where and in so far as the nature of the subject matter or context may otherwise require, the Rules as to meetings hereinafter set out shall apply to first meetings, court meetings, Liquidator's meetings of creditors and contributories, and voluntary liquidation meetings, but so nevertheless that the said Rules shall take effect as to first meetings subject and without prejudice to any express provisions of the Act and as to court meetings, subject and without prejudice to any express directions of the Court.

Summoning  
of meetings.  
[Form 60]

112.—(1) The Official Receiver or Liquidator shall summon all meetings of creditors and contributories by giving not less than fifteen days notice of the time and place thereof in the Gazette and in a local paper; and shall not, less than fifteen days before the day appointed for the meeting, send by post to every person appearing the Company's books to

be a creditor of the Company notice of the meeting of creditors, and to every person appearing by the Company's books or otherwise to be a contributory of the Company notice of the meeting of contributories.

(2) The notice to each creditor shall be sent to the address given in his proof or if he has not proved to the address given in the statement of affairs of the Company, if any, or to such other address as may be known to the person summoning the meeting. The notice to each contributory shall be sent to the address mentioned in the Company's books as the address of such contributory, or to such other address as may be known to the person summoning the meeting.

(3) In the case of meetings under Section 266 of the Act, the continuing Liquidator or if there is no continuing Liquidator, any contributory may summon the meeting.

(4) This Rule shall not apply to meetings under Section 273 or Section 280 of the Act.

113. A certificate by the Official Receiver or other officer of the court, or by the clerk of any such person, or an affidavit by the Liquidator, or creditor, or his solicitor or the clerk of either of such persons, or as the case may be, by some officer of the Company or its solicitor or the clerk of such Company or solicitor, that the notice of any meeting has been duly posted shall be sufficient evidence of such notice having been duly sent to person to whom the same was addressed.

Evidence of  
dispatch of  
notice of  
meeting.

114. Every meeting shall be held at such place as is in the opinion of the person convening the same most convenient for the majority of the creditors or contributories or both. Different times or places or both may, if thought expedient, be named for the meetings of creditors and for the meetings of contributories.

Place of  
meetings.

115.—(1) The costs of summoning a meeting of creditors or contributories at the instance of any person other than the Official Receiver or Liquidator, shall be paid by the person at whose instance it is summoned, who shall before the meeting is summoned, deposit with the Official Receiver or Liquidator as the case may be such sum as may be required by the Official Receiver or Liquidator as security for the payment of such costs.

Costs of  
calling  
meetings.

(2) The costs of summoning a meeting under paragraph (1) above, including all disbursements for printing, stationery, postage and the hire of room, shall be calculated in accordance with paragraph (3) hereof and shall be repaid out of the assets of the Company if the court shall by order or if the creditors or contributories (as the case may be) shall by resolution, so direct.

(3) Where the number of creditors or contributories to whom notice is required to be sent does not exceed 20, the costs shall be ₦50.00, and for every additional of 10 such creditors or contributories or part thereof, there shall be added ₦20.00.

Chairman  
of meeting.  
Form 61.

116. Where a meeting is summoned by the Official Receiver or the Liquidator, he or someone nominated by him shall be chairman of the meeting. At every other meeting of creditors or contributories, the Chairman shall be such person as the meeting by resolution shall appoint. This Rule shall not apply to meetings under Section 273 of the Act.

Ordinary  
resolution  
of  
Creditors  
and  
Contribu-  
tories.

117. At a meeting of creditors, a resolution shall be deemed to be passed when a majority in number and value of the creditors present personally or by proxy and voting on the resolution have voted in favour of the resolution, and at a meeting of the contributories a resolution shall be deemed to be passed when a majority in number and value of the contributories present personally or by proxy, and voting on the resolution, have voted in favour of the resolution, the value of the contributories being determined according to the number of votes conferred on each contributory by the regulations of the Company.

Copy of  
resolution to  
be filed.

118. The Official Receiver or as the case may be, the Liquidator, shall file with the Registrar, a copy certified by him of every resolution of a meeting of creditors or contributories in a winding-up by the Court.

Non-  
reception  
of notice  
by a  
Creditor.

119. Where a meeting of creditors or contributories is summoned by notice, the proceeding and resolutions at the meeting shall, unless the court otherwise orders, be valid notwithstanding that some creditors or contributories may not have received the notice sent to them.

Adjourn-  
ments.  
Form 62

120. The Chairman may, with the consent of those present at the meeting, adjourn it from time to time and from place to place, but the adjourned meeting shall be held at the same place as the original meeting unless in the resolution for adjournment another place is specified or unless the court otherwise orders.

121.—(1) A meeting may not act for any purpose except the election of a Chairman, the proving of debts and the adjournment of the meeting unless there are present or represented thereat in the case of a creditor's meeting at least three creditors entitled to vote or in the case of a meeting of contributories at least three contributories or all the creditors entitled to vote or all the contributories if the number of creditors entitled to vote or the number of contributories as the case may be shall not exceed three.

Quorum.

(2) If within half an hour from the time appointed for the meeting, a quorum of creditors or contributories, as the case may be, is not present or represented, the meeting shall be adjourned to the same day in the following week at the same time and place or to such other day or time or place as the Chairman may appoint, but so that the day appointed shall be not less than fifteen nor more than thirty days from the day from which the meeting was adjourned.

122. In the case of a first meeting of creditors or of an adjournment thereof, a person shall not be entitled to vote as a creditor unless he has duly lodged with the Official Receiver, not later than the time mentioned for that purpose in the notice convening the meeting, or adjourned meeting, a proof of the debt which he claims to be due to him from the Company. In the case of a Court meeting or Liquidator's meeting of creditors, a person shall not be entitled to vote as creditor unless he has lodged with the Official Receiver or Liquidator, a proof of the debt which he claims to be due to him from the Company and such proof has been admitted wholly or in part before the date on which the meeting is held: Provided that this and the next four following rules shall not apply to a Court meeting of creditors held prior to the first meeting of creditors.

Creditors  
entitled  
to vote.

This Rule shall not apply to any creditors or class of creditors who, by virtue of the Rules or any directions given thereunder, are not required to prove their debts or to any voluntary liquidation meeting.

123. A creditor shall not vote in respect of any unliquidated or contingent debt or any debt the value of which is not ascertained, nor shall a creditor vote in respect of any debt on or secured by a current bill of exchange or promissory note held by him unless he is willing to treat the liability to him thereon of every person who is liable thereon antecedently to the Company, and against whom a Receiving Order in Bankruptcy has to estimate the value thereof, and for the purposes of voting, but not for the purposes of dividend, to deduct it from his proof.

Cases in  
which  
Creditors  
may not  
vote.



Votes of  
Secured  
Creditors.

124. For the purpose of voting, a secured creditor shall, unless he surrenders his security, state in his proof or in a voluntary liquidation in such a statement as is hereinafter mentioned, the particulars of his security, the date when it was given, and the value at which he assesses it, and shall be entitled to vote only in respect of the balance (if any) due to him after deducting the value of his security. If he votes in respect of his whole debt, he shall be deemed to have surrendered his security, unless the Court on application, is satisfied that the omission to value the security has arisen from inadvertence.

Creditor  
required to  
give up  
Security.

125. The Official Receiver or Liquidator may, within thirty days after a proof or in a voluntary Liquidation a statement estimating the value of a security as aforesaid, has been used in voting at a meeting, require the creditor to give up the security for the benefit of the creditors generally on payment of the value so estimated with an addition thereto of twenty per cent : Provided that where a creditor has valued his security he may at any time before being required to give it up, correct the valuation by a new proof and deduct the new value from his debt, but in that case the said addition of twenty per cent shall not be made if the security is required to be given up.

Admission  
and rejection  
of proofs  
for purpose  
of voting.

126. The Chairman shall have power to admit or reject a proof for the purpose of voting, but his decision shall be subject to appeal to the Court. If he is in doubt whether a proof shall be admitted or rejected, he shall mark it as objected to and allow the creditor to vote subject to the vote being declared invalid in the event of the objection being sustained.

Statement  
of Security.

127. For the purpose of voting at a voluntary liquidation meeting, a secured creditor shall, unless he surrenders his security, lodge with the Liquidator or, where there is no Liquidator, at the Registered Office of the Company, before the meeting, a statement giving the particulars of his security, the date when it was given and the value at which he assesses it.

Minutes of  
meetings.

128.—(1) The Chairman shall cause minutes of the proceedings at the meeting to be drawn up and fairly entered in a book kept for that purpose and the minutes shall be signed by him or by the Chairman of the next ensuing meeting.

Form 63.

(2) A list of creditors and contributories present at every meeting shall be made and kept as in Form 63 in the Appendix.

*Proxies in Relation to a Winding-up by the Court  
and to meetings of Creditors in a Creditor's  
Voluntary Winding-up*

129. A creditor or a contributory may vote either in person or by proxy where a person is authorised in manner provided by Section 132 of the Act to represent a Corporation at any meeting of creditors or contributories such person shall produce to the Official Receiver or Liquidator or other, the Chairman of the meeting a copy of the resolution so authorising him. Such copy must either be under the seal of the corporation or must be certified to be a true copy by the secretary or a director of the Corporation. The succeeding Rules as to proxies shall not (unless otherwise directed by the court), apply to a court meeting of creditors or contributories prior to the first meeting.

Proxies.

130. Every instrument of proxy shall be in accordance with the appropriate form in the Appendix.

Form of  
Proxies  
Forms 64 &  
65.

131. General and special forms of proxy shall be sent to the creditors and contributories with the notice summoning the meeting, and neither the name nor description of the Official Receiver or Liquidator or any other person shall be printed or inserted in the body of any instrument of proxy before it is so sent.

Form of  
Proxy to be  
sent with  
notices.

132. A creditor or a contributory may give a general proxy to any person.

General  
proxies.

133. A creditor or a contributory may give a special proxy to any person to vote at any specified meeting or adjournment thereof :—

Special  
Proxies.

(a) for or against the appointment or continuance in office of any specified person as Liquidator or Member of the Committee of Inspection, and

(b) on all questions relating to any matter other than those above referred to and arising at the meeting or an adjournment thereof.

134. Where it appears to the satisfaction of the court that any solicitation has been used by or on behalf of a Liquidator in obtaining proxies or in procuring his appointment as Liquidator except by the direction of a meeting of creditors or contributories, the Court, if it thinks fit, may order that no remuneration be allowed to the person by whom or on whose behalf the solicitation was exercised notwithstanding any resolution of the Committee of Inspection or of the creditors or contributories to the contrary.

Solicitation  
by Liquidator to obtain  
proxies.

Proxies to  
Official  
Receiver  
or Liquidator.

Holder of  
proxy not  
to vote on  
matters in  
which he is  
financially  
interested.

Proxies,  
Forms 64 &  
65.

Use of  
proxies by  
deputy.

Proxy of  
blind,  
etc. Creditor  
to comply  
with CAP.83.

135. A creditor or a contributory in a winding up by the court may appoint the Official Receiver or Liquidator and in a voluntary winding-up the Liquidator or if there is no Liquidator, the Chairman of a meeting to act as his general or special proxy.

136. No person acting either under a general or a special proxy shall vote in favour of any resolution which would directly or indirectly place himself, his partner or employer in a position to receive any remuneration out of the estate of the Company otherwise than as creditor rateably with other creditors of the Company : Provided that where any person holds special proxies to vote for an application to the Court in favour of the appointment of himself as Liquidator, he may use the said proxies and vote accordingly.

137.—(1) A proxy intended to be used at the first meeting of creditors or contributories, or an adjournment thereof, shall be lodged with the Official Receiver not later than the time mentioned for that purpose in the notice convening the meeting or the adjourned meeting, which time shall be not earlier than twelve o'clock at noon of the day but one before, nor later than twelve o'clock at noon of the day before the day appointed for such meeting, unless the Court otherwise directs.

(2) In every other case, a proxy shall be lodged with the Official Receiver or Liquidator in a winding-up by the Court, with the Company at its Registered office for a meeting under section 273 of the Act, and with the Liquidator or if there is no Liquidator, with the person named in the notice convening the meeting, to receive the same in a voluntary winding-up not later than three o'clock in the afternoon of the day before the meeting or adjourned meeting at which it is to be used.

(3) No person shall be appointed a general or special proxy who is a minor.

138. Where an Official Receiver who holds any proxies cannot attend the meeting for which they are given he may, in writing, depute some person under his official control to use the proxies on his behalf and in such manner as he may direct.

139. The proxy of a creditor blind or incapable of writing, may be accepted if such creditor has attached his signature or mark thereto in the presence of a witness and the witness shall comply with the provisions of the Illiterates Protection Act (CAP. 83) of the Laws of the Federation of Nigeria and Lagos 1958.

*Attendance and Appearance of Parties*

140.—(1) Every person for the time being on the list of contributories of the Company, and every person whose proof has been admitted, shall be at liberty, at his own expense, to attend proceedings, and shall be entitled, upon payment of the costs occasioned thereby, to have notice of all such proceeding as he shall, by written request, desire to have of. If the court shall have the opinion that the attendance of any such person upon any proceedings has occasioned any additional costs which ought not to be borne by the funds of the Company, it may direct such costs, or a gross sum in lieu thereof, to be paid by such person who shall not be entitled to attend any further proceedings until he has paid the same.

Attendance  
to Proceed  
ings.

(2) The court may, from time to time, appoint any one or more of the creditors or contributories to represent before the court, at the expense of the Company, all or any class of the creditors or contributories, upon any question or in relation to any proceedings before the court, and may remove the person so appointed. If more than one person is appointed under this Rule to represent one class, the persons appointed shall employ the same Solicitor to represent them.

(3) No creditor or contributory shall be entitled to attend any proceedings in Chambers unless and until he has entered in a book, to be kept by the Registrar for that purpose, his name and address, and the name and address of his solicitor (if any) and upon any change of his address, or of his solicitor, his new address, and the name and address of his new solicitor.

141. Where the attendance of the Liquidator's Solicitor is required on any proceeding in court or Chambers, the Liquidator need not attend in person, except in cases where his presence is necessary in addition to that of his solicitor, or the court directs him to attend.

*Liquidator and Committee of Inspection*

142.—(1) The remuneration of a Liquidator, unless the court shall otherwise order, shall be fixed by the Committee of Inspection, (or the creditors, as the case may be) and shall be in the nature of a commission or percentage of which one part shall be payable on the amount realised, after deducting the sums (if any) paid to secured creditors (other than debenture holders) out of the proceeds of their securities and the other part on the amount distributed in dividend.

Remunera-  
tion of  
Liquidator.



(2) If the Ministry are of opinion that the remuneration of a Liquidator as fixed by the Committee of Inspection or the creditors as the case may be is unnecessarily large, the Ministry may apply to the court, and thereupon the court shall fix the amount of the remuneration of the Liquidator.

(3) This Rule shall only apply to a Liquidator appointed in a winding-up by the Court.

Limit of remuneration.

143. Except as provided by the Act or the Rules, a Liquidator shall not, under any circumstances whatever, make any arrangement for, or accept from any solicitor, auctioneer, any other person connected with the Company of which he is Liquidator, or who is employed in or in connection with the winding-up of the Company, any gift, remuneration, or pecuniary or other consideration of benefit whatever beyond the remuneration to which under the Act and the Rules, he is entitled as Liquidator, nor shall he make any arrangement for giving up, or give up any part of such remuneration to such Solicitor, auctioneer or other person.

Dealings with assets.

144. Neither the Liquidator, nor any member of the Committee of Inspection of a Company shall, while acting as Liquidator or member of such committee, except by leave of Court, either directly or indirectly, by himself or any employer, partner, clerk, agent or servant, become purchaser of any part of the Company's assets. Any such purchase made contrary to the provisions of this Rule may be set aside by the court on the application of the Ministry in a winding-up by the court or of any creditor or contributory in any winding-up, and the court may make such order as to costs as the court shall think fit.

Restriction on purchase of goods by Liquidator.

145. Where the Liquidator carries on the business of the Company, he shall not, without the express sanction of the court, purchase goods for the carrying on of such business from any person whose connection with him is of such a nature as would result in his obtaining any portion of the profit (if any) arising out of the transaction.

Committee of Inspection not to make profit.

146. No member of a Committee of Inspection shall, except under and with the sanction of the Court, directly or indirectly, by himself, or any employer, partner, clerk, agent, or servant, be entitled to derive any profit from any transaction arising out of the winding-up or to receive, out of the assets, any payment for services rendered by him in connection with the administration of the assets, or for any goods supplied by him to the Liquidator for or on account of the Company. In a winding-up by the Court, if it appears to the Ministry or in a voluntary

winding-up, if it appears to the Committee of Inspection or to any meeting of creditors of contributories that any profit or payment has been made contrary to the provisions of this Rule, they may disallow such payment or recover such profit, as the case may be, on the audit of the Liquidator's accounts or otherwise.

147. In any case in which the sanction of the Court is obtained under the two last preceding Rules, the cost of obtaining such sanction shall be borne by the person in whose interest such sanction is obtained, and shall not be payable out of the Company's assets.

costs of  
obtaining  
sanction  
of court.

148. Where the sanction of the Court to a payment to a member of a Committee of Inspection for services rendered by him in connection with the administration of the Company's assets is obtained, the order of the court shall specify the nature of the services, and such sanction shall only be given where the service performed is of a special nature. Except by the express sanction of the Court, no remuneration shall, under any circumstances, be paid to a member of a Committee for services rendered by him in the discharge of the duties attaching to his office as a member of such committee.

sanction of  
payments  
to Commi-  
tee.

149.—(1) When a Liquidator appointed by the Court has notified his appointment to the Registrar of Companies and has given security to the Court, the Official Receiver shall forthwith put the Liquidator into possession of all property of the Company of which the Official Receiver may have custody : Provided that such Liquidator, before the assets are handed over to him by the Official Receiver, shall have discharged any balance due to the Official Receiver on account of fees, costs, and charges properly incurred by him, and on account of any advances properly made by him in respect of the Company, together with interest on such advances at the rate of ten per centum per annum, and the Liquidator shall pay all fees, costs, and charges of the Official Receiver which may not have been discharged by the Liquidator before being put into possession of the property of the Company, whether incurred before or after he has been put into such possession.

Discharge  
of costs  
before  
assets  
handed to  
Liquidator.

(2) The Official Receiver shall be deemed to have a lien upon the Company's assets until such balance shall have been paid and other liabilities shall have been discharged.

(3) It shall be the duty of the Official Receiver, if so requested by the Liquidator, to communicate to the Liquidator, all such information respecting the estate and affairs of the Company as may be necessary or conducive to the due discharge of the duties of the Liquidator.

(4) This and the next following Rule shall only apply in winding-up by the Court.

Resignation  
of Liquidator.

150. A Liquidator who desires to resign his office shall summon separate meetings of the creditors and contributories of the Company to decide whether or not the resignation shall be accepted. If the creditors and contributories by ordinary resolution, both agree to accept the resignation of the Liquidator, he shall file with the Registrar, a memorandum of his resignation and shall send notice thereof to the Official Receiver and the resignation shall thereupon take effect. In any other case, the Liquidator shall report to the Court, the result of the meetings and shall send a report to the Official Receiver and thereupon the Court may, upon the application of the Liquidator or the Official Receiver, determine whether or not the resignation of the Liquidator shall be accepted, and may give such directions and make such orders as in the opinion of the Court shall be necessary.

Office of  
Liquidator  
vacated by  
insolvency.

151. If a Receiver Order in Bankruptcy is made against a Liquidator, he shall thereby vacate his office, and for the purpose of the application of the Act and Rules, shall be deemed to have been removed.

#### *Payments to and Withdrawals from Account*

Withdrawal  
from Account.

152. All payments out of the Companies Liquidation Account shall be made in such manners as the Ministry from time to time directs.

Special Bank  
Account  
Forms 66  
and 67.

153.—(1) Where the Liquidator in a winding-up by the Court is authorised to have a special bank account, he shall forthwith pay all moneys received by him into that account to the credit of the Liquidator of the Company. All payments out shall be made by cheque payable to order, and every cheque shall have marked or written on the face of it, the name of the Company and shall be signed by the Liquidator, and shall be countersigned by at least one member of the Committee of Inspection, and by such other person, if any, as the Committee of Inspection may appoint.

(2) Where application is made to the court to authorise the Liquidator in a winding-up by the Court to make his payments into and out of a special bank account, the court may grant such authorisation for such time and on such terms as it may think fit, and may at any time order the account to be closed if it is of the opinion that the account is no longer required for the purpose mentioned in the application.

### Books

154. In a winding-up by the Court, the Official Receiver, until a Liquidator is appointed by the Court, and thereafter the Liquidator shall keep a book to be called the "Record Book" in which he shall record all minutes, all proceedings had and resolutions passed at any meeting of creditors or contributories, or of the Committee of Inspection, and all such matters as may be necessary to give a correct view of his administration of the Company's affairs; but he shall not be bound to insert in the "Record Book" any document of a confidential nature (such as the opinion of counsel on any matter affecting the interest of the creditors or contributories), nor need he exhibit such document to any person other than a member of the Committee of Inspection, the Official Receiver, or the Ministry.

Keeping of  
Record  
Book

155. (1) In a winding-up by the Court, the Official Receiver, until a Liquidator is appointed by the Court, and thereafter, the Liquidator shall keep a book to be called the "Cash Book" (which shall be in such form as the Ministry may from time to time direct) in which he shall (subject to the provisions of the Rules as to trading accounts), enter from day to day the receipts and payment made by him.

Cash Book

(2) In a winding-up by the court, a Liquidator other than the Official Receiver shall submit the Record and Cash Books together with any other requisite books and vouchers, to the Committee of Inspection (if any) when required, and not less than once every three months.

(3) In a creditors' Voluntary winding-up the Liquidator shall keep such books as the Committee of Inspection or if there is no such Committee as the creditors direct and all books kept by the Liquidator shall be submitted to the Committee of Inspection or if there is no such Committee, to the creditors with any other books, documents, papers and accounts in his possession relating to his office as Liquidator or to the Company as and when the Committee of Inspection or if there is no such Committee the creditors direct.



*Investment of Funds*

Investment  
of assets in  
securities  
and realisation  
of securities.

Form 68  
and 69.

156.—(1) Where in a winding-up by the Court or in a creditors Voluntary winding-up, the Committee of Inspection are of the opinion that any part of the cash balance standing to the credit of the account of the Company should be invested, they shall sign a certificate and request, and the Liquidator shall transmit such certificate and request to the Registrar of Companies.

(2) Where the Committee of Inspection in any such winding-up are of the opinion that it is advisable to sell any of the securities in which the moneys of the Company's assets are invested, they shall sign a certificate and request to that effect, and the Liquidator shall transmit such certificate and request to the Registrar of Companies.

(3) Where there is no Committee of Inspection in any such winding-up as is mentioned in paragraphs (1) and (2) of this Rule and in every members' voluntary winding-up whether under the supervision of the court or not, if a case has in the opinion of the Liquidator, arisen under Section 331 of the Act for an investment of funds of the Company or a sale of securities in which the Company's funds have been invested, the Liquidator shall sign and transmit to the Registrar of Companies, a certificate of the facts on which his opinion is founded, and a request to the Registrar so that the Accountant-General can make the investment or sale mentioned in the certificate and the Accountant-General may thereupon if they think fit, invest or sell the whole or any part of the said funds and securities, as provided in the said section, and the said certificate and request shall be a sufficient authority to the Accountant-General for the said investment or sale.

*Accounts and Audit in a Winding-up  
by the court*

Audit of  
Cash Book

Form 70.

Ministry  
audit of  
Liquidator's  
accounts.

157. The Committee of Inspection shall not less than once every three months, audit the Liquidator's Cash Book and certify therein under their hands, the day on which the said book was audited.

158.—(1) The Liquidator shall, at the expiration of six months from the date of the winding-up order, and at the expiration of every succeeding six months thereafter until his release, transmit to the Registrar of Companies, a copy of the Cash Book for such period in duplicate, together with the necessary vouchers and copies of the certificates of audit by the Committee of Inspection. He shall also forward with the

accounts, a summary of the Company's statement of affairs showing thereon the amounts realised, and explaining the cause of the non-realisation of such assets as may be unrealised. The Liquidator shall also at the end of every six months, forward to the Registrar of Companies, with his Accounts, a report upon the position of the Liquidation of the Company in such form as the Registrar of Companies may direct.

(2) When the assets of the Company have been fully realised and distributed, the Liquidator shall forthwith send in his accounts to the Registrar of Companies although the six months may not have expired.

(3) The accounts sent in by the Liquidator shall be verified by him by affidavit and be in Form 71 in the Appendix.

159.—(1) Where the Liquidator carries on the business of the Company, he shall keep a distinct account of the trading and shall incorporate in the Cash Book, the total weekly amounts of the receipts and payments on such Trading account.

Liquidator  
carrying on  
business

Form 71.

(2) The trading account shall from time to time, and not less than once in every month, be verified by affidavit, and the Liquidator shall thereupon submit such account to the Committee of Inspection (if any) or such member thereof as may be appointed by the Committee for that purpose who shall examine and certify the same.

160. When the Liquidator's accounts have been audited, the Registrar of Companies shall certify that fact upon the account, and thereupon the duplicate copy, bearing a like certificate, shall be filed with him, and that copy together with a copy of the said account delivered to the court for filing in accordance with Section 230 of the Act, shall be open to the inspection of any person on payment of the same fee as is payable with respect to the inspection of the file of proceedings under Rule 10.

Copy of  
accounts  
to be filed

161.—(1) The Liquidator shall prepare a summary of such accounts and shall, subject to any dispensation granted by the Minister under Subsection (5) of section 230 of the Act, send a printed copy of that summary by post to every creditor and contributory.

Summary of  
accounts

(2) The cost of printing and posting such copy shall be a charge upon the assets of the Company.

**Affidavit of  
no receipts  
or payments.**

162. When a Liquidator has not since the date of his appointment or since the last audit of his accounts, as the case may be, received or paid any sum of money on account of the assets of the Company, he shall, at the time when he is required to transmit his accounts to the Registrar of Companies, forward to the Registrar of Companies, an affidavit of no receipts or payments.

**Proceedings  
on resigna-  
tion and  
Company of  
Liquidator.**

163.—(1) Upon a Liquidator resigning or being released or removed from his office, he shall deliver over to the Official Receiver or, as the case may be, to the new Liquidator, all books kept by him, and all other books, documents, papers and accounts in his possession relating to the office of Liquidator. The release of a Liquidator shall not take effect unless and until he has delivered over to the Official Receiver or, as the case may be, to the new Liquidator, all the books, documents, papers and accounts which he is by the Rule, required to deliver on his release.

**Disposal of  
books.**

(2) The Court may, at any time during the progress of the Liquidation, on the application of the Liquidator or the Official Receiver, direct that such of the books, papers and documents of the Company or of the Liquidator as are no longer required for the purpose of the Liquidation may be sold, destroyed or otherwise disposed of.

**Expenses of  
sales**

164. Where property forming part of a Company's assets is sold by the Liquidator through an auctioneer or other agent, the gross proceeds of the sale shall be paid over by such auctioneer or agent, and the charges and expenses connected with the sale shall afterwards be paid to such auctioneer or agent. Every Liquidator by whom such auctioneer or agent is employed shall, unless the Court otherwise orders, be accountable for the proceeds of every such sale.

### *Final Account in Voluntary Winding-Up*

**Form of  
Final  
Account  
Form 72**

165. The account required by sections 270 and 280 of the Act to be made up by the Liquidator as soon as the affairs of the Company are fully wound up shall be in Form No. 72 in the Appendix.

*Costs and Expenses Payable out  
of the Assets of the Company*

Liquida-  
tor's  
Charges.

166.—(1) Where a Liquidator or Special Manager in a winding-up by the Court receives remuneration for his services as such, no payment shall be allowed on his accounts in respect of the performance by any other person of the ordinary duties which are required by Statute or Rules to be performed by himself.

(2) Where a Liquidator is a Solicitor, he may contract that the remuneration for his services as Liquidator shall include all professional Services.

Costs pay-  
able out of  
the assets.

167.—(1) The assets of a Company in a Winding-up by the Court remaining after payment of the fees and expenses properly incurred in preserving, realising or getting in the assets, including where the Company has previously to be wound up voluntarily such remuneration, costs and expenses, as the Court may allow to a Liquidator appointed in such voluntary winding-up shall, subject to any order of the court, be liable to the following payments, which shall be in the following order of priority, namely :—

1. The costs of the petition, including the costs of any person appearing on the petition whose costs are allowed by the court,

2. The remuneration of the Special Manager (if any).

3. The costs and expenses of any person who makes or concurs in making, the Company's Statement of Affairs.

4. The charges of any shorthand writer appointed to take an examination : Provided that where the shorthand writer is appointed at the instance of the Official Receiver, the cost of the shorthand notes shall be deemed to be an expense incurred by the Official Receiver in getting in and realising the assets of the Company.

5. The necessary disbursements of any Liquidator appointed in the winding-up by the court, other than property incurred in preserving, realising or getting in the assets heretofore provided for.

6. The costs of any person's property employed by any such Liquidator.



7. The remuneration of any such Liquidator.

8. The Actual out-of-pocket expenses necessarily incurred by the Committee of Inspection, subject to the approval of the Ministry.

(2) No payments in respect of bills or charges of Solicitors, Managers, accountants, auctioneers, brokers or other persons, other than payments for costs and expenses incurred and sanctioned under Rule 39 and payments of bills which have been allowed, shall be allowed out of the assets of the Company without proof that the same have been considered and allowed by the Registrar. The Official Receiver when acting as Liquidator, may pay and allow the costs and charges of any person employed by him where such costs and charges are within the scale usually allowed by the court.

(3) Nothing contained in this Rule Shall apply to or affect costs which, in the course of legal proceedings by or against a Company which is being wound up by the Court, are ordered by the Court in which such proceedings are pending or a judge thereof to be paid by the Company or the Liquidator, or the rights of the person to whom such costs are payable.

*Statements by Liquidator to  
the Registrar of Companies*

Conclusion of  
winding-up

168. The winding-up of a Company shall, for the purposes of section 319 of the Act, be deemed to be concluded :—

(a) in the case of a Company wound-up by order of the Court ; at the date on which the order dissolving the Company has been reported by the Liquidator to the Registrar of Companies, or at the date of the order of the Attorney-General of the Federation releasing the Liquidator pursuant to Section 232 of the Act ;

(b) in the case of a Company wound-up voluntarily, or under the supervision of the court, at the date of the dissolution of the Company, unless at such date any funds or assets of the Company remain unclaimed or undistributed in the hands or under the control of the Liquidator, or any person who has acted as Liquidator, in which case the winding-up shall not be deemed to be concluded until such funds or assets have either been distributed or paid into the Companies Liquidation Account kept with the Accountant-General of the Federation.

169. In a voluntary winding-up or a winding-up under the supervision of the Court, the statements with respect to the proceedings in and position of the liquidation of a Company the winding-up of which is not concluded within a year after its commencement shall be sent to the Registrar of Companies twice in every year as follows :—

*Times for sending Liquidator's statements and regulations applicable thereto.*

(1) The first statement, commencing at the date when a Liquidator was first appointed and brought down to the end of twelfth month from the commencement of the winding-up, shall be sent within 30 days from the expiration of such twelve months, or within such extended period as the Ministry may sanction, and the subsequent statements shall be sent at intervals of half a year, each statement being brought down to the end of the half year for which it is sent. In cases in which the assets of the Company have been fully realised and distributed before the expiration of a half-yearly interval, a final statement shall be sent forthwith.

(2) Subject to the next succeeding Rule, Form No. 73 and where applicable Forms 75, 76 and 77 with such variations as circumstances may require, shall be used, and the directions specified in the Form be observed in reference to every statement.

*Use of Forms 73, 75, 76 and 77.*

(3) Every statement shall be sent in duplicate, and shall be verified by an affidavit in the Form No. 74 with such variations as circumstances may require.

*Form 74.*

170. Where, in a voluntary winding-up or a winding-up under the supervision of the Court, a Liquidator has not during any period for which a statement has to be sent, received or paid any money on account of the Company, he shall, at the period when he is required to transmit his statement, send to the Registrar of Companies, the prescribed statement in the Form No. 73 in duplicate, containing the particulars therein required with respect to the proceedings in and position of the liquidation, and with such statement shall also send an affidavit of no receipts or payments in the Form No. 74.

*Affidavit of no receipts or payments.*

*Form 73.*

*Form 74.*

*Unclaimed Funds and Undistributed Assets  
in the Hands of A Liquidator*

171.—(1) All money in the hands or under the control of Liquidator of a Company representing unclaimed dividends, which for six months from the date when the dividend became payable have remained in the hands or under the control of the Liquidator shall forthwith on the expiration of the six months, be paid into the Companies Liquidation Account.

*Payment of undistributed and unclaimed money into Companies Liquidation Account.*

(2) In a voluntary winding-up or a winding-up under the supervision of the Court, all other money in the hands or under the control of a Liquidator of a Company, representing unclaimed or undistributed assets or held by the Company in trust which, under subsection 4 of section 319 of the Act, the Liquidator is to pay into the Companies Liquidation Account, shall be ascertained as on the date to which the statement of receipts and payments sent in to the Registrar of Companies is brought down, and the amount to be paid to the Companies Liquidation Account shall be the minimum balance of such money which the Liquidator has had in his hands or under his control during the six months immediately preceding the date to which the statement is brought down, less such part (if any) thereof as the Ministry may authorise him to retain for immediate purposes of liquidation. Such amount shall be paid into Companies Liquidation Account within twenty-eight days from the date to which the statement of account is brought down.

(3) Notwithstanding anything in this rule, any moneys in the hands of the Liquidator at the date of the dissolution of the company representing unclaimed or undistributed assets or dividends or held by the company in trust in respect of dividends or other sums due to any person as a member of the company shall forthwith be paid by him into the Companies Liquidation Account.

(4) A Liquidator whose duty it is to pay into the Companies Liquidation Account kept by the Accountant-General of the Federation money representing unclaimed or undistributed assets of the Company or held by the Company in trust in respect of dividends or other sums due to any person as a member of the Company, shall apply in such manner as the Ministry shall direct to the Ministry for paying-in order, which paying-in order shall be an authority to the Accountant-General of the Federation to receive the payment.

(5) In a voluntary winding-up or a winding-up under the supervision of the court, money invested or deposited at interest by a Liquidator shall be deemed to be money under his control, and when such money from part of the minimum balance payable into the Companies Liquidation Account pursuant to paragraph (2) of this Rule, the Liquidator shall realise the investment or withdraw the deposit, and shall pay the proceeds into the Companies Liquidation Account : Provided that where the money is invested in Government Securities, such securities may, with the permission of the

Ministry, be transferred to the control of the Ministry instead of being forthwith realised and the proceeds thereof paid into the Companies Liquidation Account. If and when the money represented by the securities is required wholly or in part for the purposes of the Liquidation the Ministry may realise the securities wholly or in part and pay the proceeds of realisation into the Companies Liquidation Account and deal with the same in the same way as other monies paid into the said Account may be dealt with.

172. In a voluntary winding-up or a winding-up under supervision of the Court, whether the Liquidation has been concluded or not, shall furnish to the Ministry, particulars of any money in his hands or under his control representing unclaimed or undistributed assets of the Company or held by the Company in trust in respect of dividends or other sums due to any person as a member of the Company, and such other particulars as the Ministry may require for the purpose of ascertaining or getting in any money payable into the Companies Liquidation Account with the Accountant-General of the Federation. The Ministry may require such particulars to be verified by affidavit as in Form 78.

Liquidator to furnish information to the Ministry

Form 78

173.—(1) In voluntary winding-up or a winding-up under the supervision of the Court, the Ministry may at any time, order any such person as is mentioned in the preceding Rule to submit to them an account verified by affidavit of the sums received and paid by him as Liquidator of the Company and may direct and enforce an audit of the account.

The Ministry may call for verified account.

(2) For the purposes of Subsection 4 of Section 319 of the Act, and the Rules, the Court may, if it thinks fit, make any appropriate order with respect to the discovery and realisation of the property of a debtor.

Forms 72, 73-76.

174. An application to the Ministry for the purpose of ascertaining and getting in money payable to the Accountant-General of the Federation pursuant to Subsection 4 of Section 319 of the Act shall be made by motion, and when the winding-up is by or under the supervision of the Court or in a voluntary winding-up, shall be made to and dealt with by the Judge in court.

Application to the court for enforcing an account and getting in money.

175. An application by a person claiming to be entitled to any money paid to Accountant-General of the Federation in pursuance of Subsection 4 of Section 319 of the Act, shall be made in such form and manner as the Ministry may from time to time direct, and shall, unless the Ministry otherwise directs,

Application for payment out person entitled.



(2) In a voluntary winding-up or a winding-up under the supervision of the Court, all other money in the hands or under the control of a Liquidator of a Company, representing unclaimed or undistributed assets or held by the Company in trust which, under subsection 4 of section 319 of the Act, the Liquidator is to pay into the Companies Liquidation Account, shall be ascertained as on the date to which the statement of receipts and payments sent in to the Registrar of Companies is brought down, and the amount to be paid to the Companies Liquidation Account shall be the minimum balance of such money which the Liquidator has had in his hands or under his control during the six months immediately preceding the date to which the statement is brought down, less such part (if any) thereof as the Ministry may authorise him to retain for immediate purposes of liquidation. Such amount shall be paid into Companies Liquidation Account within twenty-eight days from the date to which the statement of account is brought down.

(3) Notwithstanding anything in this rule, any moneys in the hands of the Liquidator at the date of the dissolution of the company representing unclaimed or undistributed assets or dividends or held by the company in trust in respect of dividends or other sums due to any person as a member of the company shall forthwith be paid by him into the Companies Liquidation Account.

(4) A Liquidator whose duty it is to pay into the Companies Liquidation Account kept by the Accountant-General of the Federation money representing unclaimed or undistributed assets of the Company or held by the Company in trust in respect of dividends or other sums due to any person as a member of the Company, shall apply in such manner as the Ministry shall direct to the Ministry for paying-in order, which paying-in order shall be an authority to the Accountant-General of the Federation to receive the payment.

(5) In a voluntary winding-up or a winding-up under the supervision of the court, money invested or deposited at interest by a Liquidator shall be deemed to be money under his control, and when such money from part of the minimum balance payable into the Companies Liquidation Account pursuant to paragraph (2) of this Rule, the Liquidator shall realise the investment or withdraw the deposit, and shall pay the proceeds into the Companies Liquidation Account : Provided that where the money is invested in Government Securities, such securities may, with the permission of the

Ministry, be transferred to the control of the Ministry instead of being forthwith realised and the proceeds thereof paid into the Companies Liquidation Account. If and when the money represented by the securities is required wholly or in part for the purposes of the Liquidation the Ministry may realise the securities wholly or in part and pay the proceeds of realisation into the Companies Liquidation Account and deal with the same in the same way as other monies paid into the said Account may be dealt with.

172. In a voluntary winding-up or a winding-up under supervision of the Court, whether the Liquidation has been concluded or not, shall furnish to the Ministry, particulars of any money in his hands or under his control representing unclaimed or undistributed assets of the Company or held by the Company in trust in respect of dividends or other sums due to any person as a member of the Company, and such other particulars as the Ministry may require for the purpose of ascertaining or getting in any money payable into the Companies Liquidation Account with the Accountant-General of the Federation. The Ministry may require such particulars to be verified by affidavit as in Form 78.

Liquidator to furnish information to the Ministry

Form 78

173.—(1) In voluntary winding-up or a winding-up under the supervision of the Court, the Ministry may at any time, order any such person as is mentioned in the preceding Rule to submit to them an account verified by affidavit of the sums received and paid by him as Liquidator of the Company and may direct and enforce an audit of the account.

The Ministry may call for verified account.

(2) For the purposes of Subsection 4 of Section 319 of the Act, and the Rules, the Court may, if it thinks fit, make any appropriate order with respect to the discovery and realisation of the property of a debtor.

Forms 72, 73-76.

174. An application to the Ministry for the purpose of ascertaining and getting in money payable to the Accountant-General of the Federation pursuant to Subsection 4 of Section 319 of the Act shall be made by motion, and when the winding-up is by or under the supervision of the Court or in a voluntary winding-up, shall be made to and dealt with by the Judge in court.

Application to the court for enforcing an account and getting in money.

175. An application by a person claiming to be entitled to any money paid to Accountant-General of the Federation in pursuance of Subsection 4 of Section 319 of the Act, shall be made in such form and manner as the Ministry may from time to time direct, and shall, unless the Ministry otherwise directs,

Application for payment out person entitled.

be accompanied by the Certificate of the Liquidator that the person claiming is entitled and such further evidence as Ministry may direct.

Application  
by Liquidator  
for payment out.

176. A Liquidator who requires to make payments out of money paid to the Accountant-General of the Federation in pursuance to Subsection 4 of Section 319 of the Act either by way of distribution or in respect of the cost and expenses of the proceedings, shall apply in such form and manner as the Ministry may direct, and the Ministry may thereupon either make an order for payment to the Liquidator by the sum required by him for the purposes aforesaid, or may direct cheques to be issued to the Liquidator for transmission to the persons to whom the payments are to be made.

#### *Release of Liquidator in a Winding-up by the Court*

Proceedings  
for release  
of Liquidator  
Forms 79  
and 80.

177.—(1) A Liquidator in a winding-up by the Court before making application to the Registrar for his release, shall give notice of his intention so to do, to all the creditors who have proved their debts, and to all the contributories and shall send, with the notice, a summary of all receipts and payments in the winding-up.

Release of  
Liquidator.

(2) When the Registrar having complied with the provisions of section 232 of the Act, granted to a Liquidator his release, a notice of the order granting the release shall be gazetted. The Liquidator shall pay for the expenses of such gazetting and he may charge such expenses against the Company's assets.

Disposal of  
books and  
papers.

178.—(1) The Attorney-General of the Federation may order that the books and papers of a Company which has been wound up shall not be destroyed for such period (not exceeding five years from the dissolution of the Company) as he thinks proper, notwithstanding any resolution of creditors of contributories to the contrary.

(2) Any creditor or contributory may apply to the court with regard to the destruction of such books and papers.

#### *Official Receiver*

Duty where  
no assets.

179. Where a Company against which a winding-up order has been made, has no available assets, the official Receiver shall not be required to incur any expense in relation to the winding-up without order of the court.

180.—(1) Where a Liquidator is appointed by the Court a winding-up by the Court, the Official Receiver shall account to the Liquidator.

Accounting  
by official  
Receiver

(2) If the Liquidator is dissatisfied with the account, he may apply to the Court to order the Official Receiver to give a better and further particulars of the issue in disagreement.

(3) The provision of these Rules as to Liquidators and their accounts shall not apply to the Official Receiver when he is a liquidator, but he shall account in such manner as the Court may direct.

181. The Court may, in any case in which it shall see fit, extend or abridge the time appointed by the Rules or fixed by any order of the Court for doing any act or taking any proceeding.

Power of  
court to  
extend or  
abridge time

182.—(1) No proceedings under the Act or the Rules shall be invalidated by any formal defect or by any irregularity, unless the Court before which an objection is made to the proceeding, is of the opinion that injustice has been caused by the defect or irregularity and that the injustice cannot be remedied by any order of that Court.

Defects and  
irregularity  
not to invalid

(2) No defect or irregularity in the appointment or election of an Official Receiver, Liquidator or member of a Committee of Inspection shall vitiate any act done by him in good faith.

Defect of  
appointment

183. In all proceedings in or before the Court where no provision is made by the Rules, the Court's (Civil Procedure) Rules shall apply.

Application  
of Court's  
(Civil Procedure)  
Rules  
Interpretation

184.—(1) Unless the context otherwise requires words and expressions contained in these Rules shall bear the same meaning as in the Act or any statutory modification thereof.

(2) In these Rules, unless the context or subject-matter otherwise requires :—

“Act” means the Companies Act, 1968.

“Company” means a Company which is being wound-up or against which proceedings to have it wound-up or proceedings under Section 201 of the Act have been commenced.

“Court” means the Federal High Court established by Section 228 of the Constitution of the Federal Republic of Nigeria, 1979.

“(Civil Procedure) Rules” means the Federal High Court (Civil Procedure) Rules, 1976, as amended or replaced from time to time.



**"Gazette"** means Federal Republic of Nigeria Official Gazette.

**"Head Office of the Court"** means where the Chief Judge and the Chief Registrar are stationed.

**"Ministry"** means the Federal Ministry charged with responsibility for Trade.

**"Registrar"** includes the Chief Registrar and all other registrars of the court and any subordinate officer acting under the registrar's instructions.

**"Sealed"** means sealed with the Seal of the Court.

## FORMS

## No. 1 (RULE 5)

## FORM OF SUMMONS (GENERAL)

IN THE FEDERAL HIGH COURT

.....DIVISION

No. .... of 19 .....

In the matter of (a) ....., Limited and In the matter of (a) Insert full Name of Company.  
the Companies Act 1968

Let (b) ..... (b) Name of Respondent.  
attend at .....  
on ..... the ..... day of .....  
19 ..... at ..... O'Clock in the ..... noon on the hearing  
of an application of (c) ..... (c) Name and description of applicant.

for an order that (d) ..... (d) State object of application.  
Dated the ..... day of ..... 19 .....

This summons was taken  
out by of  
Solicitors for

To

Note :—If you do not attend, either in person or by your Solicitor, at the time and place above mentioned, such order will be made, and proceedings taken, as the Judge (or Registrar) may think just and expedient.

## No. 2 RULE 15

## PETITION

IN THE FEDERAL HIGH COURT

.....DIVISION

The humble petition of (a) ..... showeth as follows :

1. The ..... Limited (hereinafter called the Company), was in the month of ..... incorporated under the Companies Act.

(a) Insert full name, title and Company of Petitioner.

(b) State the full address of the registered office so as to show sufficiently, the district in which it is situate.

2. The registered office of the Company is at (b)

3. The nominal capital of the Company is N..... divided into..... shares of N..... each. The amount of the Capital paid up or credited as paid up is N.....

4. The objects for which the Company was established are as follows :—

To.....  
and other objects set forth in the memorandum of association thereof.

(Here set out in paragraphs, the facts on which the petitioner relies, and conclude as follows) :—

Your petitioner therefore humbly prays as follows :

(1) That the..... Limited may be wound up by the Court under the provisions of the Companies Act, 1968.

(c) (That the voluntary winding up of the..... Limited may be continued but subject to the supervision of the Court.)

(2) Or that such other order may be made in the premises as shall be just.

(c) As words in brackets  
( ) if supervision order it asked for.

(d) This note will be unnecessary if the Company is Petitioner.

Note :—(d) It is intended to serve this petition on.....

### No. 3 (RULE 15)

#### PETITION BY UNPAID CREDITOR ON SIMPLE CONTRACT (Title)

Paragraphs 1, 2, 3, and 4 as in No. 2.

5. The company is indebted to your petitioner in the sum of N.....  
..... for (a)

6. Your petitioner has made application to the company for payment of his debt, but the company has failed and neglected to pay the same or any part thereof.

7. The company is (insolvent and) unable to pay its debts.

8. In the circumstances it is just and equitable that the company should be wound up.

Your petitioner, therefore, &c. (as in No. 2)

### No. 4 (RULE 15)

#### PETITION BY MINORITY SHAREHOLDER

(Title)

Paragraphs 1, 2, 3, and 4 as in No. 2.

(Then set out in paragraphs the facts on which the petitioner relies and continue as follows :—)

(a) State consideration for the debt, with particulars so as to establish that the debt claimed is due.

In these circumstances your petitioner submits that the affairs of the company are being conducted in a manner oppressive to a part of the members of the company (including your petitioner) and that while it would be just and equitable that the company should be wound up to do so would unfairly prejudice your petitioner and that part of the members;

(1) (Here set out remedy sought and conclude).

(2) Or that such other order may be made in the premises as shall be just.

*Note.*—It is intended to serve this petition on.....

No. 5 (RULE 17)  
**AFFIDAVIT OF SERVICE OF PETITION ON  
MEMBER, OFFICERS OR SERVANTS**

(Title)

In the matter of a petition dated

I, \_\_\_\_\_, of \_\_\_\_\_, make oath and say:—

1. (In the case of service of petition on a company by leaving it with a member, officer or servant at the registered office, or if no registered office at the principal or last known principal place of business of the company).

That I did on \_\_\_\_\_ day, the \_\_\_\_\_ day of \_\_\_\_\_ 19\_\_\_\_; serve the above-named company with the above-mentioned petition by delivering to and leaving with (name and description) a member (or officer) (or servant) of the said company a copy of the above-mentioned petition, duly sealed with the seal of the Court, at (office or place of business as aforesaid), before the hour of \_\_\_\_\_ in the \_\_\_\_\_ noon.

2. (In the case of no member, officer or servant of the company being found at the registered office or place of business.)

That I did on \_\_\_\_\_ day, the \_\_\_\_\_ day of \_\_\_\_\_ 19\_\_\_\_; having failed to find any member, officer or servant of the above-named company at (here state registered office or place of business), leave there a copy of the above-mentioned petition, duly sealed with the seal of the Court, before the hour of the \_\_\_\_\_ in the \_\_\_\_\_ noon (add where such sealed copy was left, e.g. affixed to door of offices, or placed in letter box, or otherwise.)

3. (In the case of directions by the Court as to the member, officer or servant of the company to be served).

That I did on \_\_\_\_\_ day, the \_\_\_\_\_ day of \_\_\_\_\_ 19\_\_\_\_, serve (name or names and description (with a copy of the above-mentioned petition, duly sealed with the seal of the Court, by delivering the same together with a true copy of the order for substituted service dated \_\_\_\_\_ 19\_\_\_\_, personal to the said \_\_\_\_\_, at (place) before the hour of \_\_\_\_\_ in the \_\_\_\_\_ noon.

4. The said petition is now produced and shown to me, marked A. sworn at, &c.



## No. 6 (RULE 17)

AFFIDAVIT OF SERVICE OF PETITION  
ON LIQUIDATOR

(Title)

In the matter of a petition, dated....., for winding up the above company (by) or (under the supervision the Court (as the case may be.).....

I,....., of....., make oath and say :—

That I did, on.....day, the.....day of 19....., serve (name and description) the liquidator of the above-named company, with a copy of the above-mention petition, duly sealed with the seal of the Court, by delivering the same personally to the said at (place) before the hour of..... in the .....noon.

The said petition is now produced and shown to me, marked A.  
Sworn at, &c.,

## No. 7 (RULE 30)

## AFFIDAVIT VERIFYING PETITION

(Title)

I, A.B., of....., make oath and say that such of the statements in the petition now produced and shown to me, and marked with the letter A, as relate to (a) my own Acts and deeds are true, and such of the said statements as relate to the acts and deeds of any other person or persons I believe to be true.

Sworn, & c.

## "No. 8 (RULE 30)

AFFIDAVIT VERIFYING PETITION OF A  
LIMITED COMPANY

(Title)

I, A.B., of....., make oath and say as follows :—

1. I am ..... (state capacity) of..... Limited, the petitioner in the above matter.

2. I have been concerned in this matter in such capacity and am duly authorised by the said petitioner to make this affidavit on its behalf.

3. Such of the statements in the petition now produced and shown to me marked with the letter A as relate to the acts and deeds of the said petitioner

are true, and such of the statements as relate to the acts and deeds of any other person or persons I believe to be true.  
Sworn, & c.

..... (capacity : e.g.  
director, secretary, manager, solicitor.)"

## No. 9 (RULE 19)

## ADVERTISEMENT OF PETITION

(Title)

Notice is hereby given that a petition for the winding up of the above named Company by (a) the Court holden at ....., was, on the ..... day of ....., 19.....; presented to the said Court by (b) .....

And that the said petition is directed to be advertised and sat down for mention before the Court sitting at ..... on the .....

day of ....., 19.....; and any creditor or contributory of the said Company desirous to support or oppose the making of an order on the said petition may appear at the time of hearing in person or by his counsel for that purpose; and a copy of the petition will be furnished by the undersigned to any creditor or contributory of the said Company requiring such copy on payment of the regulated charge for the same.

Signed (c) (Name) .....

(Address) .....

**Note** :—Any person who intends to appear on the hearing of the said petition must serve on or send by post to the above-named, notice in writing of his intention so to do. The notice must state the name and address of the person or, if a firm, the name and address of the firm, and must be signed by the person or firm, or his or their solicitor (if any), and must be served, or if posted, must be sent by post in sufficient time to reach the above-named not later than 48 working hours before the date the Petition is for mention in Court.

(a) If the winding-up is to be subject to supervision, insert instead of "by", the words "subject to the supervision of".

(b) Insert name and address of petitioner.

(c) To be signed by the solicitor to the petitioner or by the petitioner if he has no Solicitor.

## No. 10 (RULE 19)

ADVERTISEMENT OF PETITION  
BY MINORITY SHAREHOLDER

(Title)

Notice is hereby given that petition for an order that (a) or for such other Order as shall be just was presented to the Court holden at ..... on the ..... day of ....., 19.....; by (b) And

that the said petition is directed to be advertised and sat down for mention before the Court sitting at ..... on the .....

day of ....., 19.....; and any creditor or

(a) Insert remedy sought in prayer of petitioner.

(b) Insert  
name and  
address of  
Petitioner.

contributory of the said Company desirous to support or oppose the making of an order on the said petition may appear at the time of hearing in person or by his counsel for that purpose; and a copy of the petition will be furnished by the undersigned to any creditor or contributory of the said Company requiring such copy on payment of the regulated charge for the same.

Signed (c) (Name).....  
(Address).....

(c) To be  
signed by  
the solicitor  
to the peti-  
tioner or by  
the petition-  
er if he has  
no solicitor.

*Note* :—Any person who intends to appear on the hearing of the said petition must serve on or send by post to the above-named, notice in writing of his intention so to do. The notice must state the name and address of the person or, if a firm, the name and address of the firm, and must be signed by the person or firm, or his or their solicitor (if any), and must be served, or if posted, must be sent by post in sufficient time to reach the above-named not later than 48 working hours before the date the petitions is for mention in Court.

### No. 11 (RULES 21 AND 29)

#### ORDER APPOINTING A PROVISIONAL LIQUIDATOR AFTER PRESENTATION OF PETITION AND BEFORE ORDER TO WIND UP

..... the ..... Day of ....., 19.....

(Title)

Upon the application, &c., and upon reading, &c. the Court doth hereby appoint (one of) the Official Receiver (s) attached to the Court (or as may be) to be provisional Liquidator of the above-named Company. And the Court doth hereby limit and restrict the powers of the said Provisional Liquidator to the following acts, that is to say (describe the acts which the provisional Liquidator is to be authorised to do and the property of which he is to take possession.)

*Note*.—It will be the duty of such of the persons as are liable to make out or to concur in making out a statement of affairs as the Official Receiver may require to attend on the Official Receiver at such time and place as he may appoint and to give him all information he may require.

## No. 12 (RULE 23)

## NOTICE OF INTENTION TO APPEAR ON PETITION

(Title)

Take notice that A.B., of (a) a creditor for £ of (or contributory holding (b) shares in) the above company intends to appear on the hearing of the petition advertised to be heard on the day of , 19 , and to support (or oppose) such petition.

To

(Signed) (c)  
(Address.)

(a) State full name and address, or if a firm, the name of the firm and address.

(b) State Number and class of shares held.

(c) To be signed by the person or his solicitor or Agent.

## No. 13. (RULE 24)

LIST OF PARTIES ATTENDING THE HEARING OF  
A PETITION

(Title)

The following are the names of those who have given notice of their intention to attend the hearing of the petition herein, on the day of , 19 ,

Name	Address	Name and Address of Solicitor of party who has given notice	Creditors Amount of debt	Contributories Number of shares	Opposing	Supporting



## No. 14 (RULE 27)

**NOTIFICATION TO OFFICIAL RECEIVER OF  
WINDING-UP ORDER**

(Title)

To the Official Receiver of the Court

(Address)

Order pronounced this day by the Honourable Mr Justice .....  
for winding up the under-mentioned company under the Companies Act,  
1968.

<i>Name of Company</i>	<i>Registered Office of Company</i>	<i>Petitioner's Solicitor</i>	<i>Date of Presentation of Petition</i>
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## No. 15 (RULE 27)

**NOTIFICATION TO OFFICIAL RECEIVER OF ORDER  
PRONOUNCED FOR APPOINTMENT OF  
PROVISIONAL LIQUIDATOR PRIOR TO  
WINDING UP ORDER BEING MADE**

(Title)

Order pronounced this day by the Honourable Mr Justice.....

.....for the appointment of  
(a).....as provisional Liquidator of the  
undermentioned company prior to any winding up order being made.

<i>Name of Company</i>	<i>Registered Office of Company</i>	<i>Petitioner's Solicitor</i>	<i>Date of Presentation of Petition</i>

## No. 16 (RULE 29)

## ORDER FOR WINDING-UP THE COURT

.....day of....., 19....

(Title)

Upon the petition of the above-named Company (or A.B., of & C., a creditor (or contributory) of the above-named Company), on the..... day of....., 19...., preferred unto the Court, and upon hearing..... for the petitioner, and ..... for....., and upon reading the said petition, an affidavit of (the said petition), L.M., filed and Company verifying the said..... day of....., 19...., the Gazette of the..... day of....., 19...., the New papers of the..... day of....., 19...., (enter any other papers), Each containing an advertisement of the said petition (enter any other evidence), this Court doth order that the said Company be wound up by this Court under the provisions of the Companies Act, 1968, and that (one of) the Official Receiver(s) attached to this Court be constituted Provisional Liquidator of the affairs of the Company.

And it is ordered that the cost of the said petition be paid out of the assets of the said Company.

*Notes.*—It will be the duty of such of the persons as are liable to make out or to concur in making out a statement of affairs as the Official Receiver may require to attend on the Official Receiver at such time and place as he may appoint and to give him all information he may require.

## No. 17 (RULE 30 (2))

ORDER FOR WINDING-UP, SUBJECT TO  
SUPERVISION

day, the ..... day of ..... , 19....

(Title)

Upon the petition, &c., this Court doth order that the voluntary winding-up of the said..... Limited, be continued, but subject to the supervision of this Court; and any of the proceedings under the said voluntary winding-up may be adopted as the Court shall think fit; and it is ordered that the liquidator appointed in the voluntary winding-up of the said Company, or other the liquidator for the time being, do on the..... day of....., 19...., next, and thenceforth every three months file with the Registrar a report in writing as to the position of, and the progress made with, the winding-up of the said Company, and with the realization of the assets thereof and as to any other matters connected with the winding-up as the Court may from time to time direct. And it is ordered that no bills of costs, charges or expenses,

or special remuneration of any solicitor, employed by the liquidator of the said Company, or any remuneration, charges or expenses of such liquidator, or of any manager, accountant, auctioneer, broker or other person, be paid out of the assets of the said Company, unless such costs, charges, expenses or remuneration, shall have been allowed by the Registrar. And it is ordered that all such costs, charges, expenses and remuneration, be ascertained accordingly. And it is ordered that the costs of the petitioner and of (have insert any directions as to allowance of costs of the petitioner and of person appearing), And the creditors, contributories and liquidator of the said Company, and all other persons interested, are to be at liberty to apply generally as there may be occasion.

## No. 18 (RULE 34).

## AFFIDAVIT BY SPECIAL MANAGER VERIFYING ACCOUNT

(Title)

I, ..... of ..... make oath and say as follows :—

1. The account hereunto annexed, marked with the letter-A, produced and shown to me at the time of swearing this my affidavit, and purporting to be my account as special manager of the estate or business of the abovenamed company, contains a true account of all and every sums and sum of money received by me or by any other person or persons by my order or to my knowledge or belief for my use on account or in respect of the said estate or business.

2. The several sums of money mentioned in the said account hereby verified to have been paid or allowed have actually and truly so paid and allowed for the several purposes in the said account mentioned.

3. The said account is just and true in all and every the items and particulars therein contained, according to the best of my knowledge and belief.  
Sworn &c.

## No. 19 (RULE 35)

## STATEMENT OF AFFAIRS

(Title)

Statement of affairs on the ..... day of ..... 19.....  
the date of the winding-up order,  
directed by the Official Receiver.\*

I/We ..... of .....  
make oath and say that the statement made overleaf and the several lists hereunto annexed marked ..... are to the best of my/our knowledge and belief a full, true and complete statement as to the affairs of the above named company, on the ..... day of ..... 19.....  
the date of the winding-up order, directed by the Official Receiver\*.

and that the said company carries on the following business :—†

Sworn at ..... ) this ..... day of

.....19..... ) Signature(s).....

Before me.....)

A Commissioner of Oaths.

The Commissioner is particularly requested, before swearing the affidavit to ascertain that the full name, address and description of the Deponent are stated, and to initial any crossings-out or other alterations in the printed form. A deficiency in the Affidavit in any of the above respects will entail its refusal by the Court, and will necessitate it being re-sworn.

*Note.*—The several lists annexed are not exhibits to the Affidavit.

**No. 20 (RULE 41)**

**REPORT OF RESULT OF MEETING OF  
CREDITORS OR CONTRIBUTORIES**

In the matter, &c.

I, A.B., the Official Receiver of the Court (or as the case may be) Chairman of a meeting of the Creditors (or Contributories) of the above-named Company, summoned by advertisement in the.....newspaper of the .....19....., and in the Gazette of the .....19....., and by notice dated .....19....., and held on the

.....day of.....19....., at .....do hereby report to the Court the result of such meeting as follows :—

The said meeting was attended, either personally or by proxy, by.....Creditors whose proofs of debt against the said Company were admitted for voting purposes, amounting in the whole to the value of ₹ (or by.....Contributories, holding in the whole.....shares in the said Company, and entitled respectively by the regulations of the Company to .....votes).

The question submitted to the said meeting was, whether the Creditors (or Contributories) of the said Company wished that an application should be made to the Court for appointing (1) a Liquidator in the place of the Official Receiver and (2) a Committee of Inspection (or other the proposal submitted to the meeting).

The said meeting was unanimously of opinion that the said proposal should (or should not) be adopted ; (or the result of the voting upon such question was as follows) : (a)

Dated this .....day of .....19.....

(Signed) *Chairman.*

(a) Here set out the total number and value of the Creditors or the total number and voting power of the Contributories voting for and against each resolution.



No. 21 (RULE 41(5))  
ORDER APPOINTING LIQUIDATOR  
(Title)

the.....day of.....19.....

Upon the application of the Official Receiver and Provisional Liquidator of the above-named Company, by summons dated.....and upon hearing the applicant in person and upon reading the order of wind up the said Company dated.....19....., and the reports of the Official Receiver of the results of the meetings of Creditors and Contributories made to the Court and respectively dated the.....and the affidavit of.....as to the fitness of the Liquidator hereinafter named filed on the.....day of.....19.....

It is ordered that.....of.....be appointed Liquidator of the above-named Company.

(a) To be struck out if no Committee of Inspection appointed.

(a) And it is ordered that the following persons be appointed a Committee of Inspection to act with the said Liquidator, namely :—

And it is ordered that the said Liquidator do herein 7 days from the date of this order give security to the satisfaction of the Registrar as provided by the Companies (Winding-up) Rules 1983.

And notice of this order is to be gazetted and advertised in the.....

No. 22 (RULE 41 (6)).  
ADVERTISEMENT OF APPOINTMENT OF LIQUIDATOR

In the matter....., Limited,

By order of the....., dated the.....day of.....19.....

Mr.....of.....has been appointed Liquidator of the above-named company with (or without) a Committee of Inspection.

DATED this.....day of....., 19.....

No. 23 (RULE 42)  
CERTIFICATE THAT LIQUIDATOR OR  
SPECIAL MANAGER HAS GIVEN SECURITY  
(Title)

This is to certify that A.B., of.....

.....who was on the.....day of.....19....., appointed Liquidator (or Special Manager) of the above-named Company, has duly given security to the satisfaction of the Registrar.

DATED this.....day of....., 19.....

*Registrar*

No. 24 (RULE 44)  
ORDER DIRECTING A PUBLIC EXAMINATION  
(Title)

Upon reading the reports of the Official Receiver in the above matter,  
dated respectively the ..... day of ..... 19.....  
the ..... day of .....

It is ordered that the several persons whose names and addresses are set forth in the schedule hereto do attend before the Court on a day and at a place to be named for the purpose, and be publicly examined as to the promotion or formation of the company, as to the conduct of the business of the company and as to their conduct and dealings as directors or officers of the company.

**THE SCHEDULE REFERRED TO**

<i>Name</i>	<i>Address</i>	<i>Connection with the Company</i>

## No. 25 (RULE 46)

## NOTICE TO ATTEND PUBLIC EXAMINATION

(Title)

(a) Insert director or officer (or as the case may be).

Whereas by an order of this Court, made on the.....day of....., 19....., it was ordered that you, the undermentioned should attend before the.....Court on a day and at a place to be named for the purpose, and be publicly examined as to the promotion or formation of the company, and as to the conduct of the business of the company, and as to your conduct and dealings as (a).....

And whereas the.....day of....., 19....., at.....o'clock, in the.....noon before the sitting at.....has been appointed as the time and place for holding the said examination.

Notice is hereby given that you are required to attend at the said time and place, and at any adjournments of the examination which may be ordered, and to bring with you and produce all books papers, and writings and other documents in your custody or power in any way relating to the above-named company.

And take notice that if you fail, without reasonable excuse, to attend at such time and place, and at the adjournments of the said public examination which may be ordered, you will be liable to be committed to prison without further notice.

Dated the.....day of....., 19.....  
To.....Official Receiver.

## No. 26 (RULE 48)

WARRANT AGAINST PERSON WHO FAILS  
TO ATTEND EXAMINATION

(Title)

To Commissioner of Police of this State and all police officers within the jurisdiction of the Court, and to the governor or keeper of the .....(here insert the prison.)

(a) Name of person required to attend.

Whereas by Order of the Court dated....., 19....., (a) was ordered to attend before the Court on a day and at a place to be named for the purpose of being publicly examined.

(b) Name or title of officer before whom examination is directed to be held.

And whereas by evidence taken upon oath, it hath been made to appear to the satisfaction of the Court that the.....day of....., 19....., at.....O'Clock in the.....noon before (b).....sitting at (c).....was appointed as the time and place for holding the said examination, and that notice of the said order and of the said time and place so appointed was duly served upon the said (a).

(And whereas the said (a) ..... did without good cause fail to attend on the said ..... day of ....., 19....., for the purpose of being examined, according to the requirements of the said, order of this Court made on the ..... day of ....., 19....., directing him so to attend.) (or, and that the said (a) has absconded (or, and that there is reason to believe that the said (a) is about to abscond) with a view to avoiding examination under the Companies Act, 1968).

(c) Place of examination.

These are therefore to require you the said Commissioner of Police and any of your officers authorised by you, to take the said (a) ..... and to deliver him to the governor or keeper of the above-named prison, and you the said governor or keeper to receive the said (a) ..... and him safely to keep in the said prison until such time as this Court may order.

Dated this ..... day of ....., 19.....

### No. 27 (RULE 55)

#### REPORT TO THE COURT WHERE PERSON EXAMINED REFUSES TO ANSWER TO SATISFACTION OF REGISTRAR OR OFFICER

(Title)

At the (public) examination of (a) ..... held before me this ..... day of ....., 19....., the following question was allowed by me to be put to the said ..... (hereinafter called "the Witness") .....

(a) e.g., A. B., a person ordered to attend for examination.

Q. (b)

The Witness refused to answer the said question (or) The Witness answered the said questions as follows :—

(b) Here State question.

A. (c)

I thereupon named the ..... day of ....., 19....., at ..... as the time and place for such (refusal to) answer to be reported to the Hon. Mr Justice .....

(c) Here insert answers (if any).

Dated this ..... day of ....., 19.....

Registrar  
(or as the case may be)



FORM No. 28 (RULE 57)

## DISCLAIMER OF LEASE

(Title)

Pursuant to an Order of the Court dated the .....  
 ..... day of ....., 19.....

I, ....., the Liquidator of the above-named  
 company, hereby disclaim all interest in the lease dated the .....  
 day of ....., 19....., whereby the  
 premises (a) were demised to ..... at a rent of  
 ..... per annum for a term of  
 .....

(a) Insert  
 description  
 of the  
 property  
 disclaimed.

Notice of this disclaimer has been given to .....

Dated this ..... day of ....., 19.....

Liquidator

FORM No. 29 (RULE 57.)

## NOTICE OF DISCLAIMER OF LEASE

(Title)

Take Notice that, pursuant to an Order of the Court, dated the .....  
 day of ....., 19....., I, ....., the Liquidator of the above-named company, by writing under my hand  
 bearing date the ..... day of ....., 19.....  
 disclaimed all in interests in the lease dated the ..... day of .....  
 19....., whereby the premises (a) ..... were demised to  
 ..... at a rent of £ .....  
 per annum for a term of .....

(a) Insert  
 description  
 of the  
 property  
 disclaimed.

The above-mentioned disclaimer has been filed at the office of the Registrar  
 at (b) .....

(b) State  
 address.

Dated this ..... day of ....., 19.....

To

(address)

Liquidator

## No. 30 (RULE 61)

NOTICE BY LIQUIDATOR REQUIRING PAYMENT OF MONEY  
OR DELIVERY OF BOOKS, &C., TO LIQUIDATOR  
(Title)

Take notice that I, the undersigned (a)....., have been appointed liquidator of the above-named company, and that you, the under-mentioned (b)....., are required within..... days after service hereof, to pay to me (or deliver, convey, surrender, or transfer to or into my hands)..... as liquidator of the said company at my office, situate at (c)..... &C., the sum of £....., being the amount of debt appearing to be due from you on your account with the said company (or any money, property, books or papers), (or specifically describe the property) now being in your hands, and to which the said company is entitled (or otherwise as the case may be).

(a) Name of liquidator

(b) Name of person to whom notice is addressed.

(c) Address of liquidator's office.

Dated this..... day of..... 19.....

(Signed).....  
LiquidatorTo (b)  
(Address)

## No. 31 (RULE 62)

PROVISIONAL LIST OF CONTRIBUTORIES TO  
BE MADE OUT BY LIQUIDATOR  
(Title)

The following is a list of members of the company liable to be placed on the list of contributories of the said company, made out by me from the books and papers of the said company, together with their respective addresses and the number of shares (or extent of interest) to be attributed to each and the amount called up and the amount paid up in respect of such shares (or interest) so far as I have been able to make out or ascertain the same.

In the first part of the list, the persons who are contributories in their own right are distinguished.

In the second part of the said list, the persons who are contributories as being representatives of or being liable for the debts of others, are distinguished

## FIRST PART.—CONTRIBUTORIES IN THEIR OWN RIGHT

	2.	3.	4.	5.	6.
Serial No.	Name and Description	Address	Number of shares (or extent of Interest)	Amount called up at date of commence- ment of winding-up	Amount paid up at date of commen- cement of winding-up

Supplemental list can be made, when new Contributors are ascertained after the first list.

## No. 32 (RULE 63.)

NOTICE TO CONTRIBUTORS OF APPOINTMENT TO SETTLE  
LIST OF CONTRIBUTORS  
(Title)

Take notice that I, ....., the liquidator  
of the above-named company, have appointed the .....  
day of ..... 19....., at ..... of the clock  
in the ..... noon, at (a) .....,  
in the county of ..... to settle the list  
of the contributors of the above-named company, made out by me, pursuant  
to the Companies Act ; 1968, and the rules thereunder, and that you are  
included in such list. The character and the number of shares (or extent of  
interest) in and for which you are included and the amount called up and

the amount paid up in respect of such shares (or interest) is stated below ; if no sufficient cause is shown by you to the contrary at the time and place aforesaid, the list will be settled, including you therein.

Dated this.....day of.....19.....,

To Mr A. B. (or to Mr C. D.,  
his solicitor).

*Liquidator.*

1. No. on List	2. Name and Description	3. Address	4. In what character included	5. Number of Shares (or extent of In- terest)	6. Amount called up at date of com- mence- ment of winding up	7. Amount paid up at date of com- mence- ment of winding up

*Note.*—Contributories are under no obligation to attend the appointment referred to in the above. Notice if they are satisfied that the particulars contained in the notice are correct.

A shareholder's name cannot be omitted from the List of Contributories on account of his inability to pay calls ; this question will be dealt with when application is made for payment of the calls.

A change of address may be notified by giving notice by post BEFORE the date fixed for the appointment.

### No. 33 (RULE 64)

## CERTIFICATE OF LIQUIDATOR OF FINAL SETTLEMENT OF THE LIST OF CONTRIBUTORIES

(Title)

Pursuant to the Companies Act, 1968, and to the rules made thereunder, I, the undersigned, being the liquidator of the above-named company, hereby



certify that the result of the settlement of the list of contributories of the above-named company so far as the said list has been settled, up to the date of this certificate, is as follows :—

1. The several persons whose names are set forth in the second column of the First Schedule hereto have been included in the said list of contributories as contributories of the said company in respect of the (a)..... set opposite the names of such contributories respectively in the said schedule.

I have, in the first part of the said schedule, distinguished such of the said several persons included in the said list as are contributories in their own right.

I have, in the second part of the said schedule, distinguished such of the said several persons included in the said list as are contributories as being representatives of or being liable for the debts of others.

2. The several persons, whose names are set forth in the second column of the Second Schedule hereto, were included in the provisional list of contributories, and have been excluded from the said list of contributories.

3. I have, in the fifth column of the first Schedule and in the sixth column of the second part of the First Schedule and in the same column of the Second Schedule, set forth opposite the name of each of the several persons respectively the date when such person was included in or excluded from the said list of contributories.

4. I have, in the sixth and seventh columns of the first part of the First Schedule hereto and in the seventh and eighth columns of the second part of the said Schedule, set forth opposite the names of each of the said persons respectively the amount called up at the date of the commencement of the winding up and the amount paid up at such date in respect of their shares (or interest).

5. Before settling the said list, I was satisfied by the affidavit of ..... clerk to ..... duly filed with the proceedings herein, that notice was duly sent by post to each of the persons mentioned in the said list, informing him that he was included in such list in the character and for the (a)..... stated therein, and of the amount called up and the amount paid up in respect of such shares (or interest) and of the day appointed for finally settling the said list.

Dated this..... day of..... 19.....

No. 34 (RULE 65)

# NOTICE TO CONTRIBUTORY OF FINAL SETTLEMENT OF LIST OF CONTRIBUTORIES AND THAT HIS NAME IS INCLUDED

(Title)

Take notice that I, ....., the liquidator of the above-named company, have, by certificate dated the..... day of ..... 19....., under my hand, finally settled

the list of contributories of the said company, and that you are included in such list. The character and the number of shares (or extent of interest) in and for which you are included and the amount called up and the amount paid up in respect of such shares (or interest) is stated below.

Any application by you to vary the said list of contributories, or that your name may be excluded therefrom, must be made by you to the Court within 21 days from the service on you of this notice, or the same will not be entertained.

The said list may be inspected by you at the office of the Registrar at (a) ..... on any day between the hours of ..... and .....

DATED ..... day of ..... 19.....

(Signed)

Liquidator

To  
(or to  
his solicitor)

1. No. in List	2. Name and Description	3. Address	4. In what character included	5. Number of Shares (or extent of Interest	6. Amount called up at date of commence- ment of winding up	7. Amount paid up at date of com- mence- ment of winding up

No. 35 (RULE 66)

### ORDER ON APPLICATION TO VARY LIST OF CONTRIBUTORIES (Title)

Upon the application of W.N., by summons dated the ..... day of ..... 19....., for an order that the list of contributories of the company and the liquidator's certificate finally settling the same be varied by excluding the name of the applicant therefrom (or, as the case may be), and upon hearing, &C., and upon reading &C. .... It is ordered, that the list of contributories of the company and the liquidators' certificate finally settling the same be varied excluding the name of the said W.N. from the said list of contributories or by including the name of the said W.N. as a contributory in the said list for ..... shares, (or as the case may be) or the Court

does not think fit to make any order on the said application, except that the said W.N. do pay to liquidator of the said company, his costs of this application.

### No. 36 (RULE 68 (2))

#### NOTICE TO EACH MEMBER OF COMMITTEE OF INSPECTION FOR SANCTION TO PROPOSED CALL

(Title)

Take notice that a meeting of the committee of inspection of the above company will be held at ..... on the (a) ..... day of ..... 19....., at ..... o'clock in the ..... noon, for the purpose of considering and obtaining the sanction of the committee to a call of N..... per share proposed to be made by the liquidator on the contributories.

Annexed hereto is a statement showing the necessity for the proposed call and the amount required.

Dated this ..... day of ..... 19.....

(Signed)

Liquidator

#### STATEMENT

1. The amount due in respect of proofs admitted against the company, and the estimated amount of the costs, charges and expenses of the winding up, form in the aggregate the sum of N..... or thereabouts.
2. The assets of the company are estimated to realise the sum of N..... There are no other assets, except the amounts due from certain of the contributories to the company, and in my opinion it will not be possible to realise in respect of the said amount more than N.....
3. The list of contributories has been duly settled, and ..... persons have been settled on the list in respect of the total number of ..... shares.
4. For the purpose of satisfying the several debts and liabilities of the company, and of paying the costs, charges and expenses of the winding up, I estimate that a sum of N..... will be required in addition to the amount of the company's assets herein-before mentioned.
5. In order to provide the said sum of N..... it is necessary to make a call on the contributories, and having regard to the probability that some of them will partly or wholly fail to pay the amount of the call, I estimate that for the purpose of realising the amount required it is necessary that a call of N..... per share should be made.

(Annex tabular statement showing amounts of debts, costs, & C., and of assets).

No. 37 (RULE 68 (2))

**ADVERTISEMENT OF MEETING OF COMMITTEE  
OF INSPECTION TO SANCTION PROPOSED CALL**

(Title)

Notice is hereby given that the undersigned liquidator of the above-named company proposes that a call should be made on all the contributories of the said company, or, as the case may be,..... of

₹..... per share, and that he has summoned a meeting of the committee of inspection of the company, to be held at ..... on the ..... day of ..... 19....., at ..... o'clock in the ..... noon, to obtain their sanction to the proposed call.

Each contributory may attend the meeting and be heard or make any communication in writing to the liquidator or the members of the committee of inspection with reference to the intended call.

A statement showing the necessity of the proposed call and the purpose for which it is intended may be obtained on application to the liquidator at his office at (a).....

Dated this..... day of....., 19.....

*Liquidator*

No. 38 (RULE 68 (4) AND 71)

**RESOLUTION OF COMMITTEE OF INSPECTION  
SANCTIONING CALL**

Resolved, that a call of ₹..... per share be made by the liquidator on all the contributories of the company (or, as the case may be).

(Signed)

*Members of the Committee  
of Inspection*

Dated this..... day of....., 19.....



**No. 39 (RULE 69)**

## SUMMONS FOR LEAVE TO MAKE A CALL

**(Title)**

Let the several persons whose names and addresses are set forth in the second column of the schedule hereto, being contributories of the above-named company, as shown in the third column of the said schedule, attend at \_\_\_\_\_ on \_\_\_\_\_ the \_\_\_\_\_ day of \_\_\_\_\_ 19\_\_\_\_\_, at \_\_\_\_\_ o'clock in the \_\_\_\_\_ noon, on the hearing of an application on the part of the (Official Receiver and) liquidator of the company for an order that he may be at liberty to make a call to the amount of \_\_\_\_\_ per share on all the contributories (or, as the case may be) of the said company.

DATED this \_\_\_\_\_ day of \_\_\_\_\_ 19\_\_\_\_

This summons was taken out by \_\_\_\_\_ of \_\_\_\_\_  
Solicitors for the (Official Receiver and)  
liquidator \_\_\_\_\_

To

**Note :—**If you do not attend either in person or by your Solicitor at the time and place above-mentioned, such order will be made and proceedings taken as the Court may think just and expedient.

## SCHEDULE

<i>Number on List</i>	<i>Name and Address</i>	<i>In what character included</i>

## No. 40 (RULE 69)

AFFIDAVIT OF LIQUIDATOR IN SUPPORT  
OF PROPOSAL FOR CALL

(Title)

I, \_\_\_\_\_ of \_\_\_\_\_ the liquidator  
of the above-named company, make oath and say as follows :—

1. I have in the schedule now produced and shown to me, and marked with the letter A, set forth a statement showing the amount due in respect of the debts proved and admitted against the said company, and the estimated amount of the costs, charges and expenses of and incidental to the winding up the affairs thereof, which several amounts form in the aggregate the sum of ₹ \_\_\_\_\_ or thereabouts.

2. I have also in the said schedule set forth a statement of the assets in hand belonging to the said company, amounting to the sum of ₹ \_\_\_\_\_ and no more. There are no other assets belonging to the said company, except the amounts due from certain of the contributories of the said company, and, to the best of my information and belief, it will be impossible to realise in respect of the said amounts more than the sum of ₹ \_\_\_\_\_ or thereabouts.

3. \_\_\_\_\_ persons have been settled by me on the list of contributories of the said company in respect of the total number of \_\_\_\_\_ shares.

4. For the purpose of satisfying the several debts and liabilities of the said company and of paying the costs, charges and expenses of and incidental to the winding up the affairs thereof, I believe the sum of ₹ \_\_\_\_\_ will be required in addition to the amount of the assets of the said company mentioned in the said Schedule A, and the said sum of ₹ \_\_\_\_\_.

5. In order to provide the said sum of ₹ \_\_\_\_\_, it is necessary to make a call upon the several persons who have been settled on the list of contributories as before mentioned, and, having regard to the probability that some of such contributories will partly or wholly fail to pay the amount of such call, I believe that, for the purpose of realising the amount required as before mentioned, it is necessary that a call of ₹ \_\_\_\_\_ per share should be made.

Sworn, &amp; c.

## No. 41 (RULE 69)

ADVERTISEMENT OF APPLICATION FOR LEAVE  
TO MAKE A CALL

In the matter of \_\_\_\_\_

Notice is hereby given that the (a) \_\_\_\_\_

(a) Name of  
Court.

\_\_\_\_\_ Court has appointed \_\_\_\_\_

the \_\_\_\_\_ day of \_\_\_\_\_ 19\_\_\_\_,

at \_\_\_\_\_ o'clock in the \_\_\_\_\_ noon, at

(b) State  
place of  
appointment.

(b) \_\_\_\_\_, to hear an application for leave to make a call on  
all the contributories of the said company (or as the case may be) and that the

## Companies Winding Up Rules

liquidator of the said company proposes that such call shall be for ₹ per share. All persons interested are entitled to attend at such day, hour and place, to offer objections to such call.

DATED this \_\_\_\_\_ day of \_\_\_\_\_, 19\_\_\_\_

Liquidator

## No. 42 (RULES 69 AND 71)

(Title)

## ORDER GIVING LEAVE TO MAKE A CALL

The \_\_\_\_\_ day of \_\_\_\_\_, 19\_\_\_\_

Upon the application by summons dated \_\_\_\_\_, of the (Official Receiver and) Liquidator of the above-named company, and upon reading the order to wind up the above-named Company, the list of contributories of the said company and the Liquidator's certificate of the final settlement of the same filed \_\_\_\_\_, 19\_\_\_\_ the affidavit of the said (Official Receiver and) liquidator, filed the \_\_\_\_\_ day of \_\_\_\_\_, 19\_\_\_\_, and the exhibit marked "A" therein referred to, and an affidavit of \_\_\_\_\_

filed the \_\_\_\_\_ day of \_\_\_\_\_, 19\_\_\_\_

It is ordered that leave be given to the (Official Receiver and) liquidator to make a call of ₹ per share on all the contributories of the said Company (a).

(a) Or as the case may be.

And it is ordered that each such contributory do on or before the \_\_\_\_\_ day of \_\_\_\_\_, 19\_\_\_\_, pay to the (Official Receiver and) liquidator of the said Company, the amount which will be due from him or her in respect of such call.

## No. 43 (RULE 70)

## DOCUMENT MAKING A CALL

(Title)

I, \_\_\_\_\_ the (Official Receiver and) Liquidator of the above-named Company, in pursuance of (a) \_\_\_\_\_ made (or passed) this \_\_\_\_\_ day of \_\_\_\_\_, 19\_\_\_\_, hereby make a call of \_\_\_\_\_ per share on all the contributories of the Company, which sum is to be paid at my office (b) \_\_\_\_\_ on the \_\_\_\_\_ day of \_\_\_\_\_, 19\_\_\_\_.

DATED this \_\_\_\_\_ day of \_\_\_\_\_, 19\_\_\_\_

(a) An order of Court, resolution of the committee of Inspection.

(b) Insert address.

## No. 44 (RULE 71)

**NOTICE OF CALL SANCTIONED BY COMMITTEE OF  
INSPECTION TO BE SENT TO CONTRIBUTORY**  
(Title)

Take notice that the committee of inspection in the winding up of this company have sanctioned a call of \_\_\_\_\_ per share on all the contributories of the company.

The amount due from you in respect of the call is the sum of  $\pounds$  \_\_\_\_\_  
This sum should be paid by you direct to me at my office (a) on or before  
the \_\_\_\_\_ day of \_\_\_\_\_ 19\_\_\_\_

(a) State  
address.

Dated this \_\_\_\_\_ day of \_\_\_\_\_ 19\_\_\_\_  
To \_\_\_\_\_ Liquidator.

*Note.*—If you do not pay the sum due from you by the date mentioned interest will be claimed on such at the rate of 4 per cent. per annum from the said date until payment.

## No. 45 (RULE 71)

**NOTICE TO BE SERVED WITH THE ORDER SANCTIONING  
A CALL**  
(Title)

The amount due from you, A.B., in respect of the call made pursuant to leave given by the above (or within) order is the sum of  $\pounds$  \_\_\_\_\_, which sum is to be paid by you to me as the liquidator of the said company at my office (a) \_\_\_\_\_

(a) State  
address.

In default of payment interest at the rate of 4 per cent. per annum will be charged upon the amount unpaid from the \_\_\_\_\_  
day of \_\_\_\_\_ 19\_\_\_\_, until payment.

DATED this \_\_\_\_\_ day of \_\_\_\_\_  
19\_\_\_\_

To \_\_\_\_\_ Liquidator.

## No. 46 (RULE 72)

**AFFIDAVIT IN SUPPORT OF APPLICATION FOR  
ORDER FOR PAYMENT OF CALL**  
(Title)

I, \_\_\_\_\_ of \_\_\_\_\_  
the liquidator of the above-named company, make oath and say as follows :—

1. The contributories of the said company, whose names are set forth in the schedule hereto annexed, marked A, have not paid or caused to be paid the sums set opposite their respective names in the said schedule, which sums are the amounts now due from them respectively under the call of \_\_\_\_\_ per share, duly made under the Companies Act, 1968, dated the \_\_\_\_\_ day of \_\_\_\_\_ 19\_\_\_\_

2. The respective amounts or sums set opposite the names of such contributories respectively in such schedule are the true amounts due and owing by such contributories respectively in respect of the said call.



## Companies Winding Up Rules

## THE SCHEDULE ABOVE REFERRED TO

No. on List	Name and Description	Address	In what character included	Amount due
				N k

Sworn, &amp;c.

*Note.*—In addition to the above affidavit, an affidavit of the service of the application for the call will be required in cases in which the Committee of Inspection or the Court has authorised a call to be made.

No. 47 (RULE 72)

ORDER FOR PAYMENT OF CALL DUE  
FROM A CONTRIBUTORY

The.....day of.....19\_\_\_\_  
(Title)

Upon the application of the Liquidator of the above-named company and upon reading an affidavit of.....filed the.....day of....., 19\_\_\_\_, and an affidavit of Liquidator, filed the.....day of....., 19\_\_\_\_, it is ordered, that C.D., of, &c. (or E.F., of, &c., the legal personal representative of L.M., late of, &c., deceased), one of the contributories of the said company (or, if against several contributories, the several persons named in the second column of the schedule to this order, being respectively contributories of the said company), do, on or before the.....day of....., 19\_\_\_\_, or subsequently within four days after service of this order, pay to A.B., the Liquidator of the said company at his office, (a).....the sum of N....., (if against a legal personal representative all, out of the assets of the said L.M., deceased, in his hands as such legal personal representative as aforesaid, to be administered in due course of administration, if the said E.F., has in his hands so much to be administered) (or, if against several contributories, the several sums of money set opposite to the respective names in the sixth column of the said schedule hereto),

"If you, the undermentioned A.B., neglect to obey this order by the time mentioned therein you will be liable to process of execution, for the purpose of compelling you to obey the same.

No. 46 (Rule 76)

## PROOF OF DEBT. GENERAL FORM

(Title)

(a) Fill in full name, address, and occupation of deponent. If proof made by creditor, strike out clauses (b) and (c). If made by Clerk or agent of the company, strike out (b).

(d) Insert "me and to C.D. and E.F., my co-partners in trade (if any)," or, if by clerk or agent insert name, address, and description of principal.

I (a) ..... of .....

make oath and say : .....

(b) That I am in the employ of the under mentioned creditor, and that I am duly authorised by ..... to make this affidavit, and that it is within my own knowledge that the debt herein-after deposed to was incurred and for the consideration stated, and that such debt, to the best of my knowledge and belief, still remains unpaid and unsatisfied.

(c) That I am duly authorised, under the seal of the company herein-after named, to make the proof of debt on its behalf.

1. That the above-named company was, at the date of the (\*) order for winding-up the same, viz., the ..... day of ....., 19....., and still is justly and truly indebted to (d) ..... in the sum of ..... Naira ..... kobo.....

..... for (e) ..... as shown by the account endorsed hereon, or by the following account, viz :— .....

..... for which sum or any part thereof I say that I have not nor hath (f) .....

or any person by (f) ..... order to my knowledge or belief or (g) ..... use had or received any manner of satisfaction or security whatsoever, save and except the following (h) :—

*N B. you should attend carefully to these directions.*

	Date	Draw- er	Accep- tor	Amount	Due date
Admitted to vote for N k the _____ day of _____ 19____				N k	
Official Receiver or Liquidator.					
Admitted to rank for dividend for _____ N _____ k _____ this _____ day of _____ 19____					
Official Receiver or Liquidator.					
Sworn at _____ this _____ day of _____ 19____ Before me					

Note This  
(e) State con-  
sideration  
(as goods  
sold and  
delivered by  
me (and my  
said partner)  
to the com-  
pany between  
the  
dates of (or  
moneys ad-  
vanced by  
me in res-  
pect of the  
underment-  
ioned bill of  
exchange) or,  
as the case  
may be).

(f) "My said  
partners or  
any "of  
them" or "the  
"above-nam-  
ed "creditor"  
(as the case  
may be).

(g) "My" or  
"our", or  
"their", or  
"his" (as the  
case may be).

(h) Here  
state the  
particulars  
of all securi-  
ties are on  
the property  
of the com-  
pany, assess  
the value of  
the same,  
and if any  
bills or other  
negotiable  
securities be  
held specify  
them in the  
schedule.  
N.B.—Bills of  
Exchange or  
other nego-  
tiable securi-  
ties must be  
produced  
before the  
proof can be  
admitted.

Deponent's  
Signature.

Note.—The proof cannot be admitted for voting at the first meeting unless it is properly completed and lodged with the Official Receiver before the time named in the notice convening the meeting.

(\*) Where before the presentation of the winding up of a company by the Court a resolution has been passed by the company for voluntary winding up, the date of the commencement of the winding up must be substituted for the date of the winding up order (see section 229 of the Companies Act, 1948).



## No. 46 (Rule 76)

## PROOF OF DEBT. GENERAL FORM

(Title)

(a) Fill in full name, address, and occupation of deponent. If proof made by creditor, strike out clauses (b) and (c). If made by Clerk or agent of the company, strike out (b).

(d) Insert "me and to C.D. and E.F., my co-partners in trade (if any)," or, if by clerk or agent insert name, address, and description of principal.

I (a).....of.....,

make oath and say :.....

(b) That I am in the employ of the under mentioned creditor, and that I am duly authorised by.....to make this affidavit, and that it is within my own knowledge that the debt herein-after deposed to was incurred and for the consideration stated, and that such debt, to the best of my knowledge and belief, still remains unpaid and unsatisfied.

(c) That I am duly authorised, under the seal of the company herein-after named, to make the proof of debt on its behalf.

1. That the above-named company was, at the date of the (\*) order for winding-up the same, viz., the.....day of....., 19....., and still is justly and truly indebted to (d) .....in the sum of.....Naira.....kobo.....

.....for (e).....as shown by the account endorsed hereon, or by the following account, viz :—.....

.....for which

sum or any part thereof I say that I have not nor hath (f) .....

or any person by (f).....order to my

knowledge or belief or (g).....use had or received any manner of satisfaction or security whatsoever, save and except the following (h) :—

*N B. you should attend carefully to these directions.*

Date	Draw- er	Accep- tor	Amount	Due date
Admitted to vote for N k the day of 19			N k	
Official Receiver or Liquidator.				
Admitted to rank for dividend for N k this day of 19				
Official Receiver or Liquidator.				

*Note This*  
(e) State con-  
sideration  
(as goods  
sold and  
delivered by  
me (and my  
said partner)  
to the com-  
pany between  
the  
dates of (or  
moneys ad-  
vanced by  
me in re-  
spect of the  
undermen-  
tioned bill of  
exchange) or,  
as the case  
may be).

(f) "My said  
"partners or  
any "of  
them" or" the  
"above-nam-  
ed "creditor"  
(as the case  
may be).

(g) "My" or  
"our", or  
their", or  
"his" (as the  
case may be).

(h) Here  
state the  
particulars  
of all securi-  
ties are on  
the property  
of the com-  
pany, assess  
the value of  
the same,  
and if any  
bills or other  
negotiable  
securities be  
held specify  
them in the  
schedule.

N.B.—Bills of  
Exchange or  
other nego-  
tiable securi-  
ties must be  
produced  
before the  
proof can be  
admitted.

Sworn at .....  
this ..... day of ..... 19.....  
Before me

} Deponent's  
Signature.

*Note.*—The proof cannot be admitted for voting at the first meeting unless it is properly completed and lodged with the Official Receiver before the time named in the notice convening the meeting.

(\*) Where before the presentation of the winding up of a company by the Court a resolution has been passed by the company for voluntary winding up, the date of the commencement of the winding up must be substituted for the date of the winding up order (see section 229 of the Companies Act, 1948).

No. 49 (RULE 85)  
**PROOF OF DEBT OF WORKMEN**

(a) Fill in full name, address, and occupation of deponent.

(b) On behalf of the workmen and others employed by the above-named company.

I (a) ..... of .....

(b) make oath and say :

1. That the above-named company was on the ..... day of ....., 19....., and still is justly and truly indebted to the several persons whose names, addresses and descriptions appear in the schedule endorsed hereon in the sums severally set against their names in the seventh column of such schedule for wages due to them respectively as workmen or others in the employ of the company in respect of services rendered by them respectively to the company during such periods as are set out against their respective names in the fifth column of such schedule and for accrued holiday remuneration so due to them in respect of such periods as are so set out in the sixth column of such schedule, for which said sums, or any part thereof, I say that they have not, nor hath any of them had or received any manner of satisfaction or security whatsoever.

Sworn at \_\_\_\_\_

**Deponent's  
Signature**

**this** \_\_\_\_\_ **day of** \_\_\_\_\_,

19.....

Before me

**SCHEDULE REFERRED TO ON THE OTHER SIDE**

No.	Full Name of Work-man	Address	Description	Period over which wages due	Period over which accrued holiday remuneration due	Amount due
						N k

**Deponent's  
Signature**

**(Title)**

**Address** .....

To \_\_\_\_\_ (Official Receiver and)  
Liquidator

**(Title)**

## Liquidator

Name of Creditor	Proofs Tendered		Whether admitted, rejected or standing over for further consideration	If admitted Amount	
	Amount of Proof			N	k



## No. 52 (RULE 101 (1) )

NOTICE TO CREDITORS OF INTENTION TO  
DECLARE DIVIDEND

(Title)

(a) Insert  
here "first"  
or "second"  
or "final"  
or as the  
case may be.

A (a) dividend is intended to be declared in the above matter. You are mentioned as a creditor in the statement of affairs, but you have not yet proved your debt.

If you do not prove your debt by the \_\_\_\_\_ day of \_\_\_\_\_, 19\_\_\_\_, you will be excluded from this dividend.

DATED this \_\_\_\_\_ day of \_\_\_\_\_, 19\_\_\_\_,

To X.Y.

Liquidator,  
(Address)

## No. 53 (RULE 101 (1) . )

NOTICE TO PERSONS CLAIMING TO BE  
CREDITORS OF INTENTION TO DECLARE  
FINAL DIVIDEND

(Title)

Take notice that a final dividend is intended to be declared in the above matter, and that if you do not establish your claim to the satisfaction of the court on or before the \_\_\_\_\_ day of \_\_\_\_\_, 19\_\_\_\_ or such later day as the Court may fix, your claim will be expunged, and I shall proceed to make a final dividend without regard to such claim.

DATED this \_\_\_\_\_ day of \_\_\_\_\_, 19\_\_\_\_,

To X.Y.

Liquidator,  
(Address)

## No. 54 (RULE 101 (3) )

## NOTICE OF DIVIDEND

(Title)

Address \_\_\_\_\_

Date \_\_\_\_\_, 19\_\_\_\_

NOTICE IS HEREBY GIVEN that a dividend of \_\_\_\_\_ in the £ has been declared in this matter, and that the same may be received at my office, as above, on \_\_\_\_\_ the \_\_\_\_\_ day of \_\_\_\_\_, 19\_\_\_\_ or any subsequent weekday, except \_\_\_\_\_, between the hours of \_\_\_\_\_ and \_\_\_\_\_.

## Note

(i) This form must be presented, or returned, to the Liquidator when application for payment is made. Any bills of exchange, promissory notes or other negotiable instruments held by you must be produced.

(ii) If you desire the dividend to be paid to some other person you should sign and lodge with the Liquidator an authority in the prescribed form No. 54.

(iii) If you do not desire to attend personally you must fill up, sign and return the form of authority below, when a dividend payable order will be delivered in accordance with the authority.

(iv) Dividend payable orders lapse if not presented for payment within 3 months of the last day of the month of issue but will be re-issued after that period on application to the Department of Trade and Industry. The fee payable on re-issue of a payable order is 30k where the order is for ₦10 or less, and 50k where the order exceeds ₦10.

(Signed).....

Liquidator

To.....

Authority

Sir,

*\*me(us) by post,*

please deliver to the Bearer Mr— at my (our) risk the Dividend payable Order for ₦..... being the amount payable to *\*me* in respect

of the dividend of..... in the ₦ on <sup>us</sup>  
\*my claim in this matter.

our

₦.....

Creditor's Signature.....

To the Liquidator

Date..... 19.....

Note.—The authority should be signed by—

- (a) the creditor personally, or
- (b) in the case of a firm, by one of the partners, or
- (c) in the case of a limited company, by an officer of the Company, so described, or
- (d) in the case of a holder of a general proxy authorised to receive the dividend, by the holder.

(For use when payable order handed to creditor or representative) Received Payable Order for ₦..... Signed.....

Date....., 19.....

No. 55 (RULE 101 (7))

### AUTHORITY TO LIQUIDATOR TO PAY DIVIDENDS TO ANOTHER PERSON

(Title)

To the (Official Receiver) Liquidator.

Sir,

I hereby authorise and request you to pay to.....  
we..... of.....

(a specimen of whose signature is given below), all dividends as they are declared in the above-named matter, and which may become due and payable to me/us in respect of the proof of debt for the sum of ₦.....

against the above-named company, made (by Mr. ....  
on my/our behalf.

And I further request that the cheque or cheques drawn in respect of such  
we  
dividends may be made payable to the order of the said .....  
whose receipt shall be sufficient authority to you for the issue of such cheque  
or cheques in his name.

It is understood that this authority is to remain in force until revoked by  
me in writing.

us

*Signatures*

*Witness to the Signature*

of .....

*Witness to the Signature*

of .....

*Date* .....

Specimen of Signature of person appointed as above.

*Witness to the Signature*

of .....

(*Witness to the specimen Signature of person appointed as above*).

No. 56 (RULE 102)

### NOTICE OF RETURN TO CONTRIBUTORIES (Title)

*Address* .....

*Date* ..... 19 .....

NOTICE IS HEREBY GIVEN that a .....  
return of .....k per share has been authorised by the Court in this matter,  
and that the same may be received at my office, as above, on .....  
the ..... day of ....., 19 ..... or any sub-  
sequent weekday, except ....., between the hours of  
..... and .....

*Note :*

- (i) This form together with the share certificate must be presented, or returned, to the Liquidator when application for payment is made.
- (ii) If you do not desire to attend personally you must fill up, sign and return the form of authority below, when a payable order will be delivered in accordance with the authority.
- (iii) Payable orders lapse if not presented for payment within 3 months of the last day of the month of issue but will be re-issued after that period on application to the Department of Trade and Industry.

The fee payable on re-issue of a payable order is 30k where the order is for ₦10.00 or less, and 50k where the order exceeds ₦10.

(Signed)

Liquidator

\*Strike out words in-applicable.

To.....

### AUTHORITY

Sir,

Please deliver to \*me (us) by post, the Bearer, Mr at my (our risk the Payable Order

for ₦..... being the amount payable to \*me us in respect of the return of..... per share held by \*me us in this company.

₦.....

Contributory's signature

To the Liquidator

Date....., 19.....

Note.—The authority should be signed by—

- (a) the contributory personally, or
- (b) in the case of joint contributories, by each, or
- (c) in the case of a firm, by one of the partners, or
- (d) in the case of a limited company, by an officer of the company, so described, or
- (e) in the case of a holder of a general proxy authorised to receive the dividend, by the holder.

No. 57 (RULE 106)

### NOTICE TO CREDITORS OF FIRST MEETING

(Title)

(Under the order for winding up the above-named Company dated..... the..... day of....., 19.....)

Notice is hereby given that the first meeting of creditors in the above matter will be held at..... on the..... day of....., 19.....

To entitle you to vote thereat your proof must be lodged with me not later than..... o'clock on the..... day of....., 19.....

Forms of proof and of general and special proxies are enclosed herewith. Proxies to be used at the meeting must be lodged with me at..... of..... not later than..... o'clock on the..... day of....., 19.....

Official Receiver.

Address.

(The statement of the Company's affairs (a)

Note :

At the first meetings of the creditors and contributories they may amongst other things :—

1. By resolution determine whether or not an application is to be made to the Court to appoint a Liquidator in place of the Official Receiver.

2. By resolution determine whether or not an application shall be made to the court for the appointment of a committee of inspection to act with the Liquidator, and who are to be the members of the committee if appointed.

Note.—If a Liquidator is not appointed by the Court the Official Receiver will be the Liquidator.

(a) Here insert "has not been lodged" or "has been lodged, and summary is enclosed."



## No. 58 (RULE 106)

NOTICE TO CONTRIBUTORIES OF FIRST MEETING  
(Title)

Notice is hereby given that the first meeting of the contributories in the above matter will be held at \_\_\_\_\_ on the \_\_\_\_\_ day of \_\_\_\_\_, 19\_\_\_\_\_, at \_\_\_\_\_ o'clock in the \_\_\_\_\_ noon.

Forms of general and special proxies are enclosed herewith. Proxies to be used at the meeting must be lodged with me at \_\_\_\_\_ not later than \_\_\_\_\_ o'clock on the \_\_\_\_\_ day of \_\_\_\_\_, 19\_\_\_\_\_.

Dated this \_\_\_\_\_ day of \_\_\_\_\_, 19\_\_\_\_\_

Official Receiver.

(The Company's statement affairs (a))

(a) Here insert "has not been lodged" or "has been lodged, and summary is enclosed."

## NOTE

At the first meetings of creditors and contributories they may amongst other things :—

1. By resolution determine whether or not an application shall be made to the Court to appoint a liquidator in place of the Official Receiver
2. By resolution determine whether or not an application shall be made to the Court for the appointment of a committee of inspection to act with the Liquidator, and who are to be the members of the Committee if appointed.

*Note.*—If a Liquidator is not appointed by the Court the Official Receiver will be the Liquidator.

## No. 59 (RULE 107)

NOTICE TO OFFICERS OF COMPANY TO ATTEND  
FIRST MEETING OF CREDITORS OR CONTRIBUTORIES  
(Title)

Take notice that the first meeting of creditors (or contributories) will be held on the \_\_\_\_\_ day of \_\_\_\_\_, 19\_\_\_\_\_, at \_\_\_\_\_ o'clock in the \_\_\_\_\_ noon at (a) and that you are required to attend thereat, and give such information as the meeting may require.

DATED this \_\_\_\_\_ day of \_\_\_\_\_, 19\_\_\_\_\_

Official Receiver

Rule 125.—The Official Receiver shall also give to each of the Officers of the Company, who in his opinion ought to attend the first meetings of creditors and contributories, seven days' notice of the time and place appointed for each meeting. The notice may either be delivered personally or sent by letter, as may be convenient. It shall be the duty of every Officer who receives notice of such meeting to attend if so required by the Official Receiver, and if any such Officer fails to attend the Official Receiver shall report such failure to the Court.

## No. 60 (RULE 111)

## NOTICE OF MEETING (GENERAL FORM)

(Title)

Take notice that a meeting of creditors (or contributories) in the above matter will be held at \_\_\_\_\_ on the \_\_\_\_\_ day of \_\_\_\_\_, 19\_\_\_\_ at \_\_\_\_\_ o'clock in the \_\_\_\_\_ noon

## Agenda

(a)

DATED this \_\_\_\_\_ day of \_\_\_\_\_, 19\_\_\_\_

(Signed) (b)

Forms of general and special proxies are enclosed herewith. Proxies to be used at the meeting must be lodged with \_\_\_\_\_

at \_\_\_\_\_ not later than \_\_\_\_\_ o'clock on the \_\_\_\_\_ day of \_\_\_\_\_, 19\_\_\_\_

## No. 61 (RULES 115)

AUTHORITY TO DEPUTY TO ACT AS CHAIRMAN  
OF MEETING AND USE PROXIES

(Title)

I, \_\_\_\_\_ the Official Receiver of \_\_\_\_\_ do hereby nominate \_\_\_\_\_ of \_\_\_\_\_ to be Chairman of the meeting of creditors (or contributories) in the above matter appointed to be held at \_\_\_\_\_ on the \_\_\_\_\_ day of \_\_\_\_\_, 19\_\_\_\_, and I depute him (a) to attend such meeting and use, on my behalf, any proxy or proxies held by me in this matter.

Dated this \_\_\_\_\_ day of \_\_\_\_\_, 19\_\_\_\_

Official Receiver

## No. 62 (RULE 119)

## MEMORANDUM OF ADJOURNMENT OF MEETING

(Title)

Before \_\_\_\_\_ at \_\_\_\_\_ on the \_\_\_\_\_ day of \_\_\_\_\_, 19\_\_\_\_, at \_\_\_\_\_ o'clock

Memorandum.—The (a) \_\_\_\_\_ Meeting of (b) \_\_\_\_\_ in the above matter was held at the time and place above mentioned; but it appearing that (c) \_\_\_\_\_ the meeting was adjourned until the \_\_\_\_\_ day of \_\_\_\_\_, 19\_\_\_\_, at \_\_\_\_\_ o'clock in the \_\_\_\_\_ no, then to be held at the same place.

Chairman

(a) Here insert "Being a person in my employment or under my official control" or "being an officer of the Board of Trade."

(a) "First," or as the case may be.

(b) Insert "creditors" or "contributories" as the case may be.

(c) Here state reason for adjournment.

**No. 63 (RULE 127 (2))**  
**LIST OF CREDITORS (a) TO BE USED**  
**AT EVERY MEETING**  
**(Title)**

Meeting held at ..... this ..... day of ....., 19.....

Consecutive Number	Names of creditors (a) present or represented	Amount of Proof (b)			
		In person		Proxies	
1		₹	k	₹	k
2					
3					
4					
5					
6					
7					
7	Total number of creditors (a) present or represented.				

**No. 64 (RULE 129)**  
**GENERAL PROXY**  
**(Title)**

I/We, ..... of ....., a creditor  
 (or contributory), hereby appoint (1)..... to be my/our  
 general proxy to vote at the Meeting of Creditors (or Contributories) to be  
 held in the above matter on the ..... day of .....,  
 19....., or at any adjournment thereof.

DATED this ..... day of ....., 19.....

(Signed) (2)

**Notes**

(1) The person appointed general proxy may in a winding-up by the Court be the Official Receiver, the Liquidator, or such other person as the creditor (or contributory) may approve, and in a voluntary winding-up the Liquidator or if there is no Liquidator the chairman of a meeting but not the Official Receiver. The proxy form should be altered accordingly.

(2) If a firm, sign the firm's trading title, and add "by A.B., a partner in the said firm." If the appointor is a corporation, then the Form of proxy must be under its Common Seal or under the hand of some officer duly authorised in that behalf, and the fact that the officer is so authorised must be so stated.

(3) The proxy form when signed must be lodged by the time and at the address named for that purpose in the notice convening the meeting at which it is to be used.

No. 65 (RULE 129)

### SPECIAL PROXY

(Title)

I/We, \_\_\_\_\_ of \_\_\_\_\_, a creditor (or contributory), hereby appoint (1) \_\_\_\_\_ as my/our proxy at the meeting of creditors (or contributories) to be held on the \_\_\_\_\_ day of \_\_\_\_\_ 19\_\_\_\_\_, or at any adjournment thereof, to vote (a) \_\_\_\_\_ the resolution Nod. \_\_\_\_\_ in the notice convening.

(a) Here insert the word "for" or the word "against" as the case may require, and specify the particular resolution.

DATED this \_\_\_\_\_ day of \_\_\_\_\_, 19\_\_\_\_\_

(Signed) (2)

### Notes

(1) The person appointed proxy may in a winding-up by the Court be the Official Receiver, the Liquidator, or such other person as the creditor (or contributory) may approve, and in a voluntary winding-up the Liquidator or if there is no Liquidator the Chairman of a meeting but not the Official Receiver. The proxy form should be altered accordingly. A creditor (or contributory) may give a special proxy to any person to vote at any specified meeting or adjournment thereof on all or any of the following matters :—

(a) For or against the appointment or continuance in office of any specified person as Liquidator or as member of the committee of inspection ;

(b) On all questions relating to any matter, other than those above referred to, arising at a specified meeting or adjournment thereof.

(2) If a firm, sign the firm's trading title, and add "by A.B., partner in the said firm." If the appointor is a corporation, then the form of proxy must be under its common seal or under the hand of some officer duly authorised in that behalf and the fact that he is so authorised must be so stated.

(3) The proxy form when signed must be lodged by the time and at the address named for that purpose in the notice convening the meeting at which it is to be used.



## No. 66 (RULE 152)

APPLICATION TO COURT TO AUTHORISE A  
SPECIAL BANK ACCOUNT

(Title)

We, the Committee of Inspection, being of opinion that Mr. \_\_\_\_\_  
of \_\_\_\_\_  
the liquidator in the above matter, should have a special bank account for the  
purpose of (a) \_\_\_\_\_ hereby apply to the Court \_\_\_\_\_  
to authorise him to make his payments into and out of the \_\_\_\_\_  
bank:

(a) Here  
insert  
grounds  
of application

All cheques should be countersigned by \_\_\_\_\_ a  
member of the Committee of Inspection, and by \_\_\_\_\_

DATED this \_\_\_\_\_ day of \_\_\_\_\_, 19\_\_\_\_

\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_ } Committee of Inspection

## No. 67 (RULE 152)

## ORDER OF COURT FOR SPECIAL BANK ACCOUNT

(Title)

You are hereby authorised to make your payments in the above matter  
into, and out of, the \_\_\_\_\_ bank.

(Here insert any special terms.)

All cheques must be countersigned by \_\_\_\_\_, a member  
of the Committee of Inspection, and by \_\_\_\_\_

DATED this \_\_\_\_\_ day of \_\_\_\_\_, 19\_\_\_\_

By Order of the Court.

To

Liquidator.

## No. 68 (RULE 155)

CERTIFICATE AND REQUEST BY COMMITTEE OF  
INSPECTION AS TO INVESTMENT OF FUNDS

(Title)

We, the Committee of Inspection in the above matter, hereby certify that  
in our opinion the cash balance standing to the credit of the above-named  
company is in excess of the amount which is required for the time being to  
answer demands in respect of such company's estate, and request that the  
Accountant-General of the Federation will invest the sum of ₹ \_\_\_\_\_ in

Government securities, to be placed to the credit of the said account for the benefit of the said company.

DATED this \_\_\_\_\_ day of \_\_\_\_\_, 19\_\_\_\_

\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_ } *Committee of Inspection.*

No. 69 (RULE 155)

REQUEST BY COMMITTEE OF INSPECTION TO  
ACCOUNTANT-GENERAL OF THE FEDERATION  
(Title)

We, the Committee of Inspection in the above matter, hereby certify that a sum of ₹\_\_\_\_\_, forming part of the assets of the above-named company, has been invested in Government Securities, and that the sum of ₹\_\_\_\_\_ is now required to answer demands in respect of the said company. And we request that so much of the said securities as may be necessary for the purpose of answering such demands may be realised by the Accountant-General of the Federation and that the amount realised may be placed to the credit of the said company.

DATED this \_\_\_\_\_ day of \_\_\_\_\_, 19\_\_\_\_

\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_ } *Committee of Inspection*

No. 70 (RULE 156)

CERTIFICATE BY COMMITTEE OF INSPECTION AS TO  
AUDIT OF LIQUIDATOR'S CASH BOOK

(Title)

We, the undersigned, members of the Committee of Inspection in the winding-up of the above-named Company, hereby certify that we have examined the foregoing cash book with the vouchers, and that to the best of our knowledge and belief the said cash book contains a full, true, and complete account of the Liquidator's receipts and payments.

DATED this \_\_\_\_\_ day of \_\_\_\_\_, 19\_\_\_\_

\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_ } *Committee of Inspection*

**No. 71 (RULE 158)**

**LIQUIDATOR'S TRADING ACCOUNT UNDER SECTION 230**

**(Title)**

**G.H. the Liquidator of the above-named  
Company in account with the Estate**

[illegible]

**Liquidator.**

(Date)

We have examined this Account with the Vouchers and find the same correct, and we are of opinion the expenditure has been proper.

DATED this \_\_\_\_\_ day of \_\_\_\_\_, 19\_\_\_\_\_

**Committee of Inspection**  
(or member of the Committee of Inspection)

No. of Company .....

No. 72 (RULE 164)

**LIQUIDATOR'S STATEMENT OF ACCOUNT (MEMBERS' OR CREDITORS'  
VOLUNTARY WINDING-UP)**

*(Pursuant to Sections 270 and 280)*

Statement showing how the Winding-up has been conducted and the Property of the Company has been disposed of.

Name of Company..... (in liquidation)

Presented by.....

\*Delete as  
necessary.

**LIQUIDATOR'S STATEMENT OF ACCOUNT (MEMBERS) \*(CREDITORS) VOLUNTARY WINDING-UP)**

Statement showing how the Winding-up has been conducted and the Property of the Company has been disposed of.

From..... 19..... (Commencement of Winding-up) to..... 19..... (Close of Winding-up)

	Statement of Assets and Li- abilities	Receipts						Payments	
		₹	k					₹	k
Receipts—				Costs of Solicitor to Liquidator	..	..	..		
Cash at Bank .. .. .				Other Law costs .. .. .	..	..	..		
Cash in hand .. .. .				Liquidator's remuneration :—				₹	k
Marketable Securities .. .. .				% on ₹ realised .. .. .	..	..	..		
Sundry Debtors .. .. .									
Stock in Trade .. .. .				Where applicable					
Work in Progress .. .. .				% on ₹ distributed .. .. .	..	..	..		
Freehold property .. .. .				By whom fixed .. .. .	..	..	..		
Leasehold Property .. .. .				Auctioneer's and valuer's charges .. .. .	..	..	..		
Plant and Machinery .. .. .				Costs of possession and maintenance of estate .. .. .	..	..	..		
Furniture, fittings, utensils, etc .. .. .				Costs of notice in Gazette and local papers .. .. .	..	..	..		
Patents, trade marks, etc. .. .. .				Incidental Outlay .. .. .	..	..	..		
Investments other than marketable securities .. .. .				Total costs and charges .. .. .	..	..	..		
Surplus from securities .. .. .				(i) Debenture holders :—	..	..	..		
Unpaid calls at commencement .. .. .									





(1) Assets, including \_\_\_\_\_ shown in the statement of assets and liabilities and estimated to be of the value of ₹ \_\_\_\_\_ have proved to be unrealisable.

(2) State amount paid into the Companies Liquidation Account in respect of :

(a) unclaimed dividends payable to creditors in the winding-up .. .. . ₹

(b) other unclaimed distributions in the winding-up .. .. .

(c) moneys held by the company in trust in respect of dividends or other sums due before the commencement of the winding-up to any person as a member of the company .. .. . ₹

(3) Add here any special remarks the Liquidator thinks desirable :—

DATED this ..... day of ....., 19....

(Signature of Liquidator(s) .....

(Address) .....

\*State number. Preferential creditors need not be separately shown if all creditors have been paid in full.  
State nominal value and class of share.

**No. 73 (RULE) (168, 169 & 172)**

(Re This is the Exhibit  
marked B referred to  
in the affidavit of  
..... ; sworn before  
me this ..... day of ,  
..... 19 .....

No. of)  
Company )

*A Commissioner for Oaths.)*

**STATEMENT OF RECEIPTS AND PAYMENTS  
AND GENERAL DIRECTIONS AS TO STATEMENTS  
(Name of Company.)**

### Form and contents of Statement.

(1) Every statement must contain a detailed account of all the Liquidators' realizations and disbursements in respect of the company. The statement of realizations should contain a record of all receipts derived from assets existing at the date of the winding-up resolution and subsequently realized, including balance in bank, book debts and calls collected, property sold, ac., and the account of disbursements should contain all payments for costs and charges, or to creditors or contributories. Where property has been realized, the gross proceeds of sale must be entered under realizations, and the necessary payments incidental to sales must be entered as disbursements. These accounts should not contain payments into the Companies Liquidation Account (except unclaimed dividends—see paragraph 5) or payments into or out of bank, or temporary investments by the liquidator, or the proceeds of such investments when realized, which should be shown separately :—

(a) by means of the bank pass book ;

(b) by a separate detailed statement of moneys invested by the Liquidator, and investments realized.

Interest allowed or charged by the bank, bank commission, &c., and profit or loss upon the realization of temporary investments, should, however, be inserted in the accounts of realizations or disbursements, as the case may be. Each receipt and payment must be entered in the account in such a manner as sufficiently to explain its nature. The receipts and payments must severally be added up at the foot of each sheet, and the totals carried forward from one account to another without any intermediate balance, so that the gross totals shall represent the total amounts received and paid by the Liquidator respectively.

### Trading Account

(2) When the liquidator carries on a business, a trading account must be forwarded as a distinct account, and the totals of receipts and payments on the trading account must alone be set out in the statement.

(3) When dividends or instalments of compositions are paid to creditor or a return of surplus assets is made to contributories, the total amount of each dividend, or instalment of composition, or return to contributories, actually paid, must be entered in the statement of disbursements as one sum ; and the liquidator must forward separate accounts showing in lists the amount of the claim of each creditor, and the amount of dividend or composition payable to each creditor, and of surplus assets payable to each contributory, distinguishing in each list the dividends or instalments of composition and shares of surplus assets actually paid and those remaining unclaimed.

Dividends  
, &c.

(4) When unclaimed dividends, instalments of composition or return of surplus assets are paid into the Companies Liquidation Account, the total amount so paid in should be entered in the statement of disbursements as one sum,

(5) Credit should not be taken in the statement of disbursements for any amount in respect of Liquidator's remuneration unless it has been duly allowed by resolution of the Committee of Inspection or of the creditors or of the company in general meeting, or by order of court as the case may require.

#### **LIQUIDATOR'S STATEMENT OF ACCOUNT**

*Pursuant to Section 319 of the Companies Act, 1968.*

**Name of Company**

**Nature of proceedings (whether a members' or creditors' voluntary winding-up or a winding-up under the supervision of the Court).**

**Date of commencement of winding-up**

**Date to which statement is brought down**

**Name and address of liquidator**

**This statement is required in duplicate.**

**LIQUIDATOR'S STATEMENT OF ACCOUNT PURSUANT TO S. 319 OF THE COMPANIES  
ACT, 1968**

Realizations				Disbursements					
Date	Of whom received	Nature of Assets Realized	Amount		Date	To whom paid	Nature of Disbursements	Amount	
			₹	k				₹	k
		Brought forward					Brought forward		
		Carried forward					Carried forward		

*Note.*—No balance should be shown on this Account, but only the total Realizations and Disbursements, which should be carried forward to the Account.



Total Realizations .. .. .	N k,
Total Disbursements .. .. .	
Balance .. .. .	

The Balance is made up as follows :—

1. Cash in hands of Liquidator .. .. .

2. Total payments in to Bank, including balance at date of commencement of winding-up as per bank Book, ..

Total withdrawals from Bank .. .. .

Balance at Bank .. .. .

3. Amount in companies Liquidation Account ..

\*4. Amounts invested by Liquidator .. .. .

Less Amounts realised from same .. .. .

Balance .. .. .

Total Balance as shown above .. .. .

(Note.—FULL details of Stocks purchased for investment and realization thereof should be given in a separate statement.)

\*The investment or deposit of money by the Liquidator does not withdraw it from the operation of Section 343 of the Companies Act, 1948, and any such investments representing money held for six months or upwards must be realized and paid into the Companies Liquidation Account, except in the case of investments in Government securities, the transfer of which to the control of the Board of Trade will be accepted as a sufficient Compliance with the terms of the section.

Note.—The Liquidator should also state :—

- (1) The amount of the estimated (Assets after deducting amounts assets and liabilities at the date to secured creditors and debenture holders) of the commencement of the winding-up. .. ..

Liabilities { Secured Creditors  
Debenture Holders  
Unsecured Creditors

- (2) The total amount of the capital paid up at the date of the Commencement of the winding-up
- |   |   |
|---|---|
| Paid up in cash .. .. .                           | N |
| Issued as paid up otherwise than for cash .. .. . | N |

(3) The general description and  
estimated value of outstanding  
assets (if any).

(4) The causes which delay the ter-  
mination of the winding-up.

(5) The period within which the  
winding-up may probably be  
completed

No. 74 (RULES 172, 169 AND 172)

No. of Company

**AFFIDAVIT VERIFYING STATEMENT OF**

**LIQUIDATOR'S ACCOUNT UNDER SECTION 311**

(No registration fee charged).

(Name of Company)

I, .....

of .....  
the liquidator of the above-named Company, make oath and say :— That

\*the account hereunto annexed marked B, contains a full and true  
account of my receipts and payments in the winding-up of the above-  
named Company, from the ..... day of .....,

19....., to the ..... day of ....., 19.....,  
inclusive, and that I have not, nor has any other person by my order or for  
my use during such period, received or paid any moneys on account of the  
said Company, \*other than and except the items mentioned and specified  
in the said account.

I further say that the particulars given in the annexed Form 75, marked B,  
with respect to the proceedings in and position of the Liquidation, are true  
to the best of my knowledge and belief.

Sworn at

\*Note.—If no receipts or payments, strike out the words in italics.

The affidavit is not required in Duplicate, but it must in every case be  
accompanied by a statement on Form 75 in duplicate.









## No. 78 (RULE 171)

AFFIDAVIT VERIFYING ACCOUNTS OF  
UNCLAIMED AND UNDISTRIBUTED FUNDS

(Title)

I, ..... of .....  
 ....., make oath and say that the particulars entered  
 in the statement hereunto annexed, marked A, are correct, and truly set forth  
 all money in my hands or under my control, representing unclaimed or  
 undistributed assets of the above company, or held by the Company in trust  
 in respect of dividends or other sums due to any person as a member of the  
 Company, and that the amount due by me to the Companies Liquidation  
 Account in respect of unclaimed dividends and undistributed funds is  
 N.....

Signed.

Sworn, E-C.

## No. 79 (RULE 176)

NOTICE TO CREDITORS AND CONTRIBUTORIES  
OF INTENTION TO APPLY FOR RELEASE

(Title)

Take notice that I, the undersigned liquidator of the above-named Com-  
 pany, intend to apply to the Board of Trade for my release, and further take  
 notice that any objection you may have to the granting of my release must be  
 notified to the Board of Trade within twenty-one days of the date hereof.

A summary of all receipts and payments in the winding-up is hereto  
 annexed.

DATED this..... day of ....., 19.....,

Liquidator.

To

*Note.*—Section 232 (3) of the Companies Act, 1968, enacts that "A order  
 of the Registrar by direction of the Attorney-General of the Federation,  
 releasing the liquidator shall discharge him from all liability in respect of  
 any act done or default made by him in the administration of the affairs  
 of the Company, or otherwise in motion to his conduct as Liquidator ; by  
 any such order may be revoked on proof that it was obtained by fraud or  
 by suppression or concealment of any material fact."

**(Title)**

**Dr**

**Gr.**

		Receipts		Payments	
Estimated to produce as per company's statement of affairs		N	k	N	k
To total receipts from date of winding-up order, viz :— (State particulars under the headings specified in the Statement of Affairs.)				By Ministry and Court Fees (including Stationery, Printing, and Postages in respect of Contributories, Creditors, and Debtors, and fee for audit) .. .. .	
Receipts per trading account .. .. .					
Other receipts .. .. .					
TOTAL .. .. .					
Less :—					
Payments to redeem securities					
Costs of execution payments per trading account .. .. .					
Net realizations .. .. .					
Amounts received from calls on contributories made in the winding-up .. .. .				Liquidator's remuneration, viz :— per cent on N .. .. . assets realised per cent on N .. .. . assets distributed in dividend .. .. .	
				Special manager's charges .. .. . Person appointed to assist in preparation of Statement of Affairs .. .. . Auctioneer's charges .. .. . Other costs .. .. . Costs of notices in Gazette and news-papers incidental outlay .. .. . Total costs and charges .. .. .	
				Creditors, viz :— (a) Preferential .. .. . (a) Unsecured dividend of .. .. .	
				(a) State number of creditor	

in the ££ on ££  
 The estimate of amount  
 expected to rank for dividend was ££  
 Amount returned to contributories .. .. .  
 Balance .. .. .

---

Assets not yet realized, including calls, estimated to produce ££ (Add here any special remarks the Liquidator thinks desirable.)  
 Creditors can obtain any further information by inquiry at the office of the liquidator.

DATED this..... day of..... 19.....,

(Signature of Liquidator)

(Address)

No. 81

No. of Company .....

## THE COMPANIES ACT, 1968

Stamp duty  
must be  
paidWINDING-UP BY THE COURT  
NOTICE OF APPOINTMENT OF LIQUIDATOR*Pursuant to Section 223*

Name of Company ..... Limited

Presented by

.....  
.....  
.....*Winding up by the Court**To the Registrar of Companies.*

I, (or We) ..... of  
hereby give you notice that, by an order of the .....  
Court dated the ..... day of .....  
19 ....., I (or we) have been appointed Liquidator(s) of .....  
Limited.

(Signature) .....

(a) .....

DATED the ..... day of ....., 19 .....

(a) To be signed by each Liquidator if more than one.

No. of Company .....

No. 82

## THE COMPANIES ACT, 1968

Stamp duty  
must be  
paidMEMBERS VOLUNTARY WINDING-UP  
DECLARATION OF SOLVENCY, EMBODYING A  
STATEMENT OF ASSETS AND LIABILITIES

(Pursuant to Section 263)

Name of Company ..... Limited

Presented by .....

## DECLARATION OF SOLVENCY

We ..... of ..... and .....  
of ..... being all the directors  
the majority of the

of ..... do solemnly and sincerely declare  
that we have made a full enquiry into the affairs of this company, and, that  
having so done, we have formed the opinion that this company will be able  
to pay its debt in full within a period of, .....  
\*months, from the commencement of the winding-up, and we append a  
statement of the company's assets and Liabilities as at, .....  
19 ..... being the latest practicable date before the making of this  
declaration. And we make this solemn declaration, conscientiously believing  
the same to be true, and by virtue of the provisions of the Oath Act 1963.

Declared at ..... the ..... day  
of ..... one thousand nine hundred and

before me.

A Commissioner for Oaths or Notary Public.



No. 83

## THE COMPANIES ACT, 1968

## FORM OF STATEMENT OF ASSETS AND LIABILITIES

To be submitted to a Meeting of Creditors pursuant to Section 268 of the Companies Act, 1968, by the Liquidator in a Members' Voluntary Winding-up if he is of the opinion that the Company is unable to pay its debts in full within the period stated in the Declaration of Solvency viz. \_\_\_\_\_

\_\_\_\_\_ months from the commencement of the Winding-up.

\_\_\_\_\_ Limited (in Liquidation)

Statement as at \_\_\_\_\_, 19\_\_\_\_ showing Assets at estimated realisable values and Liabilities expected to rank.

(Date of Commencement of

Winding-up \_\_\_\_\_, 19\_\_\_\_.)

*Liquidator's Remarks*

In particular the Liquidator should draw attention to any item where after taking his receipts and payments into account there is a substantial difference between his estimate and the directors' estimate in the statement annexed to the Declaration of Solvency.

\* Insert period shown in the Declaration of Solvency.

No. 84

No. of Company \_\_\_\_\_

THE COMPANIES ACT, 1968  
CREDITORS' VOLUNTARY WINDING-UP

RETURN OF THE FINAL WINDING-UP MEETINGS  
OF MEMBERS AND CREDITORS

(Pursuant to Section 280)

Name of Company \_\_\_\_\_ Limited  
Presented by \_\_\_\_\_

## Creditors' Voluntary Winding-up

To the Registrar of Companies.

I (or We) ..... of .....  
 being the Liquidator(s) of ..... Limited have to inform  
 you

(a) held on  
 (1) that a general meeting of this company was duly .....  
 summoned for  
 the ..... day of ..... 19 .....  
 pursuant to Section 280 of the Companies Act, 1968, for the purpose of  
 having an Account (of which a copy is attached hereto) (b) laid before it  
 showing how the winding-up of the company has been conducted and the  
 property of the company has been disposed of, and that the same was done  
 accordingly. (a)

no quorum was present at the Meeting.

(2) that a meeting of the creditors of this company was duly (a) held on  
 summoned for  
 the ..... day of ..... 19 .....  
 pursuant to Section 280 of the Companies Act, 1968, for the purpose of  
 having the said account laid before it showing how the winding-up of the  
 company has been conducted and the property of the company  
 the same was done accordingly. (a)

has been disposed of, and that

no quorum was present at the meeting.

(Signature) (c) .....

DATED the ..... day of ..... 19 .....

(a) Strike out that which does not apply.

(b) The copy account accompanying this return must be authenticated  
 by the written signature(s) of the Liquidator(s).

(c) To be signed by each Liquidator if more than one.

No. 85

No. of Company .....

THE COMPANIES ACT, 1968

Stamp duty  
must be paid.

MEMBERS' VOLUNTARY WINDING-UP

RETURN OF FINAL WINDING-UP MEETING

(Pursuant to Section 270)

Name of Company ..... Limited.

Presented by .....

*Members' Voluntary Winding-up*

To the Registrar of Companies.

I (or We) ..... of .....  
being the Liquidator(s) of .....

..... Limited,  
have to inform you that a general meeting of the Company was duly (a)  
held on/summoned for the ..... day of .....  
19 ..... pursuant to Section 270 of the Companies Act, 1968, for the  
purpose of having an Account (of which a copy is attached hereto) (b) laid  
before it showing how the winding-up of the company has been conducted,  
and the property of the Company has been disposed of, and that—the same  
was done accordingly/(a) no quorum was present at the meeting

(Signature) (c) .....

DATED the ..... day of ....., 19 .....

- (a) Strike out that which does not apply.
- (b) The copy account accompanying this return must be authenticated by the written signature(s) of the Liquidator(s).
- (c) To be signed by each Liquidator if more than one.

Made by me on the 30th day of June, 1983.

A. FATAYI-WILLIAMS,  
Chief Justice of Nigeria