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THE COMPANIES ACT,
(CAP. 212)

REGULATIONS

(Made under section 483 (2))

THE COMPANIES (BENEFICIAL OWNERSHIP) REGULATIONS,
2023

ARRANGEMENT OF REGULATIONS

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(CAP. 212)

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THE COMPANIES (BENEFICIAL OWNERSHIP) REGULATIONS,
2023

PART I
PRELIMINARY PROVISIONS

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| Citation | 1. These Regulations may be cited as the Companies (Beneficial Ownership) Regulations, 2023. |
| Interpretation | 2. In these Regulations, unless the context otherwise requires- |
| Cap. 212 | “Act” means the Companies Act;
“beneficial interest” means substantial economic interest or benefit or substantial or significant control in a company;
“beneficial owner” has the meaning ascribed to it under the Act;
“direct beneficial owner” means a natural person who holds or acquires a beneficial interest in the company and registered in his name;
“indirect beneficial owner” means a natural person who holds or acquires a beneficial interest in the company not registered in his name;
“direct ownership” means direct beneficial ownership;
“registered owner” means any person whose names appearing the register of members;
“Registrar” means the Registrar of companies appointed under section 450 of the Act. |

PART II
INFORMATION OF BENEFICIAL OWNERS

Particulars of
beneficial owner

3.-(1) A company incorporated under the Act shall submit to the Registrar particulars of its beneficial owners.

(2) A company shall take reasonable steps to identify its beneficial owners and shall enter in its register of members and beneficial owners the particulars as prescribed under section 14 (2) (b) of the Act.

(3) A company with direct beneficial owner shall notify the Registrar in the manner specified in the beneficial ownership portal within a period of thirty days from the date on which his name is entered in the register of members and beneficial owners.

GN. No.41 of
2005

(4) A company with indirect beneficial owner shall submit to the Registrar particulars of its beneficial owner by filling in Form No.14b prescribed in the Companies (Forms) Rules within a period of thirty days from the date on which his name is entered in the register of members and beneficial owners.

GN. No. 126 of
2014

(5) Where an indirect beneficial owner ceases to be a beneficial owner, a company shall, upon payment of fee prescribed in the Companies (Fees Payable to the Registrar) Regulations, file a notice to that effect to the Registrar by filling in Form No. 14c prescribed in the Companies (Forms) Rules within thirty days from the date of cessation.

(6) A company that fails to submit forms within the prescribed time shall be liable to a late filing fee as prescribed in the Companies (Fees Payable to the Registrar) Regulations.

Declaration of
beneficial
interest

4.-(1) A person whose name is entered in the register of members and beneficial owners of a company as the registered owner in that company but who does not hold the beneficial interest shall file with the company a declaration to that effect by filling in Form

GN. No.41 of
2005

No. 14d prescribed in the Companies (Forms) Rules within a period of thirty days from the date on which his name is entered in the register of members and beneficial owners:

Provided that, where any change occurs in the beneficial interest, the registered owner who is not the direct beneficial owner shall, within a period of thirty days from the date of the change, make a declaration of such change to the company by filling in Form No.14d prescribed in the Companies (Forms) Rules.

(2) An indirect beneficial owner shall file with the company a declaration disclosing the interest by filling in Form No. 14e prescribed in the Companies (Forms) Rules within thirty days after acquiring such beneficial interest in the company:

Provided that, where any change occurs in the beneficial interest, the beneficial owner shall, within a period of thirty days from the date of the change, make a declaration of such change to the company by filling in Form No.14e prescribed in the Companies (Forms) Rules.

(3) Where any declaration under this regulation is received by the company, the company shall make a note of the declaration in the register of members and beneficial owners and shall, upon payment of fee prescribed under the Companies (Fees Payable to the Registrar) Regulations, and within a period of thirty days from the date of receipt of declaration file with the Registrar particulars in respect of such declaration by filling in Form No.14b.

5.-(1) A company shall, upon payment of fees set out in the Companies (Fees Payable to the Registrar) Regulations, lodge with the Registrar the particulars of change of its indirect beneficial owner in Form No.14f prescribed in the Companies (Forms) Rules within thirty days from the date of change.

(2) Where there is a transfer or transmission of shares or an increase or reduction of share capital or a restructuring of a company's share capital or changes in

GN. No.
126 of 2014

Change in
beneficial
owners
GN. No
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the voting rights leading to any change in beneficial interest, the company shall, together with the applicable procedures prescribed in the Act, deliver to the Registrar a notice in Form No. 14f prescribed in the Companies (Forms) Rules indicating the change in the beneficial ownership of the company.

(3) The Registrar may not register a notice of acquisition of shares or any other document relating to changes in issued share capital or voting rights unless the requirements of subregulation (2) are complied with.

(4) The notices of changes in beneficial ownership referred to in this regulation shall be signed by at least one director of the company or the company secretary and a certified true copy of the official identification document for every beneficial owner shall be submitted to the Registrar

Non-disclosure
of beneficial
owner's
information

6. A company shall not use or disclose any information about its beneficial owner except-

- (a) for communicating with the beneficial owner concerned;
- (b) in order to comply with any requirement of the Act;
- (c) in compliance with a court order;
- (d) in compliance with instructions from the respective beneficial owner; or
- (e) in compliance with the requirements of any other written law.

PART III REGISTER OF BENEFICIAL OWNERS

Register of
beneficial
owners

7.-(1) Subject to section 451A of the Act, the information of beneficial owners of every company provided to the Registrar in accordance with these Regulations shall be entered and held by the Registrar in a register of beneficial owners.

(2) The information on the beneficial owners of a company held by the Registrar in the register of beneficial owners shall be made available to competent

authorities prescribed under section 451B of the Act upon written request to the Registrar.

Refusal of
registration

8.-(1) The Registrar may refuse to register any document of a company which is required to be registered under the Act where-

- (a) the beneficial ownership information was not submitted; or
- (b) he is not satisfied that the company has provided accurate and up to date information on the beneficial owners of the company.

(2) Where the Registrar refuses to register a document under this regulation, he shall communicate his decision accordingly.

Submission of
documents

9. Any document which is required to be submitted to the Registrar under these Regulations may be submitted in such format and by such means including in electronic form and by electronic communication as the Registrar may deem appropriate.

PART IV GENERAL PROVISIONS

Offences and
penalties

10. A person who-

- (a) fails to keep record of beneficial owners;
- (b) fails to provide information to the Registrar about change in beneficial ownership of a company;
- (c) fails to provide the Registrar with a declaration containing information on the beneficial owners of the company; or
- (d) contravenes any provision of these Regulations,

commits an offence and on conviction shall be liable to a fine of not less than five million shillings but not exceeding ten millions shillings.

Non-disclosure
of confidential
information

11. The Registrar, authorised officer, authorities or units prescribed under section 451B of the Act shall

not, even after cessation of their employment, disclose or communicate to any unauthorised person confidential information obtained under these Regulations.

Extension of
time

12.-(1) Where the time for filing information is provided for under these Regulations, and where the company fails to file the information within the time prescribed, the company may apply to the Registrar for extension of time in order to file the said information.

(2) The Registrar may, if he is satisfied with the reasons provided for extension, extend the time for filing information for a period not exceeding thirty days.

Revocation
GN. No.
319 of 2021

13. The Companies (Beneficial Ownership) Regulations, 2021 are hereby revoked.

Dodoma,
23rd June, 2023

ASHATU K. KIJAJI,
*Minister for Investment, Industry and
Trade*