



Flash Report

15 January 2026

Issue 2-2026

Annual ROC and ROT reminders

Registrar of Companies (ROC)

Solvency Resolution

- An annual Solvency Resolution must be passed by the company's director(s) ***within 2 months after the end of each financial year***. For companies with 31 December balance dates, the Solvency Resolution must be passed by the last day of February of the following year. For 2025, this would be 28 February.
- Where the directors of a company have lodged an Annual Report or Proforma Financial Statements with the Registrar under Part 32 of the Companies Act 2015 within the last financial year, the above provision does not apply.
- Where a Solvency Resolution is not passed within 2 months after the end of each financial year then the company must notify the Registrar of that fact within 7 days after the end of the 2 month period after the financial year.
- In the event that the director(s) has passed a negative Solvency Resolution the company must notify the Registrar (in a prescribed form), within 7 days after the resolution was passed.

Lodgement of Annual Reports or Proforma Financial Statements

- Audited Financial Statements and a Directors' report must be prepared for each financial year by all:
 - Public Companies;
 - Large Private Companies; and
 - Managed Investment Schemes
- Proforma Financial Statements must be prepared for each financial year by:
 - all Medium Private Companies; and
 - Small Private Companies where controlled by a person resident outside of Fiji or by a corporation incorporated outside of Fiji for all or part of the year unless:
 - it is consolidated for that period in Financial Statements or Proforma Financial Statements for that year lodged with the Registrar

- A Company or Managed Investment Scheme that has to prepare an Annual Report or Proforma Financial Statements for a financial year under the Companies Act 2015 must lodge the Annual Report or Proforma Financial Statements with the Registrar **within 4 months after the end of the financial year**.
- Companies are required to write to the Registrar if they wish to seek extension of time for lodgement of Annual Reports or Proforma Financial Statements. The Registrar may extend the 4 months period by an additional 2 months if they are satisfied that there are reasonable grounds for granting the extension.
- Where a Small Private Company prepares Financial Statements and a Directors' Report or Proforma Financial Statements or where a Medium Private Company prepares Financial Statements and a Directors' Report in response to a Member(s) or Registrar's direction under section 389 of the Companies Act 2015, these are not required to be lodged with the Registrar, unless directed.
- The Registrar may make any Annual Report or Proforma Financial Statements lodged with the Registrar publicly available.

Financial statements (relating to Foreign Companies)

- Where a registered Foreign Company is required to prepare financial statements under the law of its place of incorporation or formation, the Foreign Company must at least **once in every calendar year and at intervals of not more than 15 months**, lodge a copy of those Financial Statements together with a statement in writing in the Prescribed Form, verifying that the copies are true copies of the documents so required.
- The Registrar may extend the period of lodgement of the Financial Statements.
- Irrespective of the requirements in the home country, the Company must prepare and lodge Financial Statements if required to do so by the Registrar, in the form and time required by the Registrar.

Annual prescribed registration fee

- The Companies Act 2015 provides that companies/businesses are required to pay an annual prescribed registration fee (APRF) **within 28 days after the anniversary** of the day on which it is registered. Penalties apply where the APRF is not paid within 28 days.
- The prescribed registration fee is based on the type and gross turnover of the company/business.
- The penalty is based on the type and gross turnover of the company/business and the time taken after the due date to settle the fee (refer late registration fee below).

Late lodgement fees/late registration fee

- Below are the late lodgement fees for the late lodgement of Financial Statements with the Registrar and the late registration fee for the late payment of the APRF. The late lodgement fee and late registration fee is separately payable, if applicable

Entity	within 1 month after due date	within 3 months after due date	within 6 months after due date	> 6 months after due date
Small Private Company	\$5	\$10	\$25	\$50
Foreign Company	\$100	\$200	\$500	\$1,000

Listed Company or managed investment scheme	\$100	\$200	\$500	\$1,000
Other company, scheme or person not listed above	\$50	\$100	\$250	\$500

Annual General Meeting (AGM)

- Companies must hold an AGM at least once in each calendar year and ***within 6 months after the end of its financial year.***
- Companies may apply to the Register to extend the period within which the Company is required to hold an AGM. The application must be made before the end of the period within which the Company is required to hold an AGM. Where the Registrar grants an extension, the Company must hold its AGM within the extended period.

Registrar of Titles (ROT)

Lodgement of Annual Return – Charitable Trusts

- Under the Charitable Trusts Act, every charitable trust is required to file an Annual Return at least once every calendar year. The return must include:
 - The names and addresses of all trustees, board members and office bearers; and
 - A copy of the audited annual accounts of the charitable trust.
- Failure to lodge the Annual Return may result in cancellation of the trust's incorporation by the Registrar, unless satisfactory reasons for non-lodgement are provided.
- The Registrar also has the power to publish and make publicly available information relating to a trust's non-compliance, including the names of trustees and board members, where a trust does not meet its annual filing obligations.

Contact your KPMG client service personnel or a member of our Business & Tax Advisory team for further information or assistance in respect of this.

Connect

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