

A BRIEFING FOR ACCOUNTANTS

Late annual returns and struck-off companies

Section 343 applications and company restorations, and what to do first when a client rings.

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THE STARTING POINT

Two calls every practice takes sooner or later

1 **The return that will not be ready in time**

The accounts are not finished, a director is ill, records have gone missing or the client simply arrived late. The filing deadline is days away or has already passed.

2 **The company that is no longer on the register**

Returns went unfiled, the Registrar struck the company off and nobody noticed until the bank, a purchaser or Revenue raised it.

> Each has a remedy. In both, the outcome depends on taking the steps in the right order.

WHY IT MATTERS

What a late annual return costs the client

56 days
from the annual return date to deliver the return to the CRO

€100
late filing fee from the first day, then €3 for every day after that

€1,200
the maximum late fee on each return, on top of the filing fee

Audit
exemption is lost where a company files late more than once in five years

Persistent default also exposes the company and its officers to prosecution and puts the company on the path to involuntary strike off.

SECTION 343, COMPANIES ACT 2014

The court can extend the time for filing

Where it is just to do so, the District Court for the district of the registered office, or the High Court, may extend the time for delivering an annual return.

If the order is lodged with the CRO and the return is filed within the extended time, the return is treated as delivered on time. The late fees do not arise and the filing does not count as a late return.

One order only may be made for each filing year. Returns that fell due before 1 June 2015 must go to the High Court.

THE POINT MOST OFTEN MISSED

Do not file the late return first

An extension can only be given for a return that has not yet been delivered. Once the return is filed late, this route is closed.

1 The notice of application and a sworn affidavit are served on the Registrar at least 21 days before the hearing.

2 The Registrar issues a letter of acknowledgement or objection, which goes before the court.

3 The papers are lodged with the court office at least four days before the hearing and a solicitor appears for the company.

4 The order is delivered to the CRO within the time it states, usually 28 days, and the return is then filed by the extended date.

SECTION 343 CHECKLIST

What we ask the accountant for

- [ ] The annual return date, the financial year end and the returns affected
- [ ] Confirmation that the return has not been filed and that no earlier order was made for that year
- [ ] The reason for the delay, with dates, in enough detail for a director or the secretary to swear to it
- [ ] A realistic date by which the financial statements will be ready to file
- [ ] The registered office address, which decides the court district

The extended date has to allow for the hearing and the lodging of the order, so an honest estimate at the outset saves a second problem later.

STRIKE OFF

What dissolution means in practice

1 **The assets pass to the State**
Property, cash at bank and debts owed to the company vest in the Minister for Public Expenditure on dissolution.

2 **The company cannot act**
It cannot trade, sell property, sue or complete a transaction, and banks generally restrict the account once they learn of the strike off.

3 **Liability continues**
The liability of every director, officer and member continues and may be enforced as if the company had not been dissolved.

4 **Trading on carries personal risk**
Those who carry on the business may do so without the protection of limited liability.

RESTORATION

Two routes back to the register

WITHIN 12 MONTHS

Administrative

Application to the Registrar on Form H1 by an officer or member

Available where the Registrar struck the company off

Every outstanding return filed, each with its own financial statements

Written confirmation from Revenue that its requirements are met

All requirements completed within 15 months of dissolution

UP TO 20 YEARS

By court order

Application to the High Court under section 738

A creditor may also apply and may use the Circuit Court

On notice to the Registrar, the Minister and Revenue, through the Chief State Solicitor

Letters of no objection obtained before the hearing

Order lodged with the CRO within 28 days of being perfected

RESTORATION CHECKLIST

What moves a restoration along

- [ ] Financial statements for every missing year, prepared separately and ready to file
- [ ] Tax returns brought up to date so that Revenue can confirm it has no objection
- [ ] A note of what the company owned at dissolution, including property and bank balances
- [ ] Any changes of directors, secretary or registered office since the last return
- [ ] The reason the restoration is needed and any deadline driving it, such as a sale or a refinancing

A restoration order has no effect unless the outstanding returns are delivered within the time the order allows. In practice the accounts set the timetable.



WORKING WITH ACCOUNTANTS

A call before filing is usually the most useful one

Our office works with many accountancy firms on section 343 applications and company restorations. We are glad to talk a file through before any step is taken.

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Robert Emmet Bourke & Co. Solicitors. This briefing is general information as at November 2026 and is not legal advice. Each matter turns on its own facts.