

FORM NO. MR-2

[Pursuant to section 196, 197, 200, 201(1),203(1) and Schedule V of the Companies Act 2013 & Rule 170 of the Companies Rules, 2014]



Form of application to the Central Government for approval of appointment or reappointment and remuneration or increase in remuneration or waiver for excess or over payment to managing director or whole time director or manager and commission or remuneration to directors

Form Language ☒ English ☐ Hindi

Refer instruction kit for filing of form

1.(a) * Corporate identification number (CIN) of the company

Pre-fill

(b) Global location number (GLN) of the company

2.(a) Name of the company

(b) Address of registered office of the company

(c) *email id of the company

3. * Date of incorporation

(DD/MM/YYYY)

4. (a) * This form is being filed for seeking Central Government's approval for

- ☐ Appointment or reappointment without complying with the Part I of Schedule V
- ☐ Payment of remuneration exceeding 11 percent of Net Profit
- ☐ Waiver of excess remuneration paid during a particular financial year
- ☐ Payment of remuneration exceeding the limits provided in Schedule V

8. (a) Whether the proposed appointee or the person in whose respect the application is filed suffers from any of the disqualification mentioned in section 164(2) of the Act.

☐ Yes ☐ No

(1) Financial parameters for the immediately preceding three financial years as per balance sheet and profit and loss account filed by the company

Pre-fill

(Amount in rupees)

Particulars	Date of balance sheet (DD/MM/YYYY) <input type="text"/>	Date of balance sheet (DD/MM/YYYY) <input type="text"/>	Date of balance sheet (DD/MM/YYYY) <input type="text"/>
Date of filing (DD/MM/YYYY)	<input type="text"/>	<input type="text"/>	<input type="text"/>
Paid up capital	<input type="text"/>	<input type="text"/>	<input type="text"/>
Reserves and surplus	<input type="text"/>	<input type="text"/>	<input type="text"/>
Profit and loss account (debit balance)	<input type="text"/>	<input type="text"/>	<input type="text"/>
Domestic turnover	<input type="text"/>	<input type="text"/>	<input type="text"/>
Export turnover	<input type="text"/>	<input type="text"/>	<input type="text"/>
Total income	<input type="text"/>	<input type="text"/>	<input type="text"/>
Managerial remuneration	<input type="text"/>	<input type="text"/>	<input type="text"/>
Total expenditure	<input type="text"/>	<input type="text"/>	<input type="text"/>
Net profit or net loss (before tax and appropriation)	<input type="text"/>	<input type="text"/>	<input type="text"/>
Income tax including deferred tax	<input type="text"/>	<input type="text"/>	<input type="text"/>
Dividend declared (including interim dividend)	<input type="text"/>	<input type="text"/>	<input type="text"/>

14. Details of resolution(s) passed:

- (a) Date of board resolution (DD/MM/YYYY)
- (b) Date of Nomination and Remuneration committee's resolution (DD/MM/YYYY)
- (c) Date of shareholders' resolution (DD/MM/YYYY)
- Type of resolution ☐ Ordinary ☐ Special

In case of special resolution, SRN of Form No. MGT.14

15. Whether the company has made any default in repayment of its debts (including public deposit) or debentures or interest payable thereon for a continuous period of thirty days as prescribed in Part II of Schedule V ☐ Yes ☐ No

Attachments

- Copy of the calculation sheet of effective capital as computed under Schedule V to the Companies Act, 2013 as per previous year's audited balance sheet;
- * Copy(s) of the resolution of Board of directors;
- Copy of the resolution of Nomination and Remuneration committee along with its composition and designation and certificate by the said committee to the effect that the remuneration is as per remuneration policy of the company;
- Copy of resolution of shareholder(s) along with notice and explanatory statement;
- * Certificate from the auditor or company secretary or company secretary in practice with regard to the compliance of section 196 of the Act;
- Certificate of no-default in repayment of debts (including public deposit or debentures or interest payable thereon) for a continuous period of thirty days in the preceding financial year before the date on appointment of such managerial person, from director or company secretary of the company
- No objection certificate from the financial institution(s) or bank(s) to whom the company has defaulted;

Attach

Attach

Attach

Attach

Attach

Attach

Attach

- | | |
|---|------------------------|
| 8. Copy of the order of BIFR or NCLT together with the copy of a scheme of revival or rehabilitation | Attach |
| 9. Copy of draft agreement between the company and the proposed appointee; | Attach |
| 10. * Newspaper clipping in which notices pursuant to section clause (b) of sub-section (2) of section 201 has been published | Attach |
| 11. Copy of employment visa/passport, in case the proposed appointee is a foreign citizen; | Attach |
| 12. Copies of educational or professional qualification certificate; | Attach |
| 13. Statement as per item (iv) of third proviso of section II of Part II of Schedule V to the Companies Act, 2013 | Attach |
| 14. Projections of the Turnover and net profits for next three years; | Attach |
| 15. Calculation of estimated profit under section 198 of the Act; | Attach |
| 16. Auditors Certificate pursuant to Section 164(2) of the Companies Act, 2013; | Attach |
| 17. An application under Section 460 of the Act for condonation of delay; | Attach |
| 18. *Full and proper justification in favour of the proposal along with bio-data of the appointee; | Attach |
| 19. Documentary proof regarding compliance of the provisions of Section 196 of the Companies Act, 2013 at the time of appointment/ re-appointment of the proposed appointee | Attach |
| 20. Certificate by the secretary of the company or CA/CS in whole time practice to be notified erstwhile | Attach |
| 21. Details, if applicant company is a subsidiary of listed company; | Attach |
| 22. Certificate from CA/CS in whole time practice along with calculation of excess remuneration paid to the appointee; | Attach |
| 23. Optional attachment, if any | Attach |

List of attachments

[Remove attachment](#)

Declaration

I am authorized by the Board of Directors of the Company vide resolution no *
dated * to sign this form and declare that all the requirements of Companies Act, 2013 and the rules made thereunder in respect of the subject matter of this form and matters incidental thereto have been complied with. I further declare that:

1. Whatever is stated in this form and in the attachments thereto is true, correct and complete and no information material to the subject matter of this form has been suppressed or concealed and is as per the original records maintained by the company.

2. All the required attachments have been completely and legibly attached to this form

To be digitally signed by

* Designation

* Director identification number of the director; or DIN

or PAN of the manager or CEO or CFO; or

Membership number of the Company Secretary

Certificate by practicing professional

I declare that I have been duly engaged for the purpose of certification of this form. It is hereby certified that I have gone through the provisions of the Companies Act, 2013 and rules thereunder for the subject matter of this form and matters incidental thereto and I have verified the above particulars (including attachment(s)) from the original/certified records maintained by the Company/applicant which is subject matter of this form and found them to be true, correct and complete and no information material to this form has been suppressed.

I further certify that:

- i. The said records have been properly prepared, signed by the required officers of the Company and maintained as per the relevant provisions of the Companies Act, 2013 and were found to be in order ;
- ii. All the required attachments have been completely and legibly attached to this form

* **To be digitally signed by**

☐ Chartered accountant (in whole-time practice) or

☐ Cost accountant (in whole-time practice) or

☐ Company secretary (in whole-time practice)

* Whether associate or fellow ☐ Associate ☐ Fellow

Membership number

Certificate of practice number

Note: Attention is also drawn to provisions of Section 448 and 449 which provide for punishment for false statement and punishment for false evidence respectively.

Modify

Check Form

Prescrutiny

Submit

For office use only:

eForm Service request number (SRN)

eForm filing date

(DD/MM/YYYY)

Digital signature of the authorising officer

This e-Form is hereby approved

This e-Form is hereby rejected

Confirm submission

Date of signing

(DD/MM/YYYY)