
[To be published in the Gazette of India, Extraordinary, Part II,
Section 3, Sub-Section (i)]

Government of India

Ministry of Corporate Affairs

NOTIFICATION

New Delhi, 12th September, 2018

G.S.R. .—In exercise of the powers conferred by sub-sections (1) and (2) of section 469 of the Companies Act, 2013 (18 of 2013), the Central Government hereby makes the following rules further to amend the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, namely:—

1. (1) These rules may be called the Companies (Appointment and Remuneration of Managerial Personnel) Amendment Rules, 2018.

(2) They shall come into force on the date of their publication in the Official Gazette.

2. In the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014,

(i) in rule 6,

(a) for the heading 'application to the Central Government' the heading 'Parameters for consideration of remuneration' shall be substituted.

(b) the words 'Central Government' shall be omitted .

-
- (ii) in rule 7, sub-rule (2) shall be omitted
 - (iii) for form no.MR-2, the following form shall be substituted

Form No. MR-2

[Pursuant to section 196 and Schedule V of the Companies Act 2013 and Rule 7 of Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]



Form of application to the Central Government for approval of appointment of managing director or whole time director or manager

Form language English Hindi

Refer instruction kit for filing the form.

Pre-fill

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

(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

Calendar

(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

(b) Whether the application has been filed in time

Yes No

5. (1) Particulars of the proposed appointee or the person in whose respect the application is filed

Director Identification Number (DIN) or
Income tax permanent account number
(Income tax PAN)

Pre-fill

Name

Address

Father's name
Nationality
Date of birth Calendar (DD/MM/YYYY)
Place of birth

Educational, professional qualifications and brief profits of the appointee or the person in whose respect the Application is filed

Experience Years Months

(2) In case the proposed appointee is a foreign citizen, furnish the following details also-

- (i) ISO Country code
(ii) Country
(iii) Passport number
(iv) Validity of passport
(v) Occupation

6. (a) Whether

Appointment Reappointment

(b) Effective date of appointment or reappointment Calendar (DD/MM/YYYY)

(c) Designation offered

7. (a) Which of the clause(s) of Part I of Schedule V to the Companies Act, 2013 is or are not satisfied

(b) Section and the Act under which the appointee was convicted or detained

(c) Details of the offence committed due to which the proposed appointee is disqualified

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 Pre-fill
(b) If yes, furnish the details thereof

9. Justification of such appointment

10. Details of resolution passed for such appointment

(a) Date of passing Board resolution

Calendar

(DD/MM/YYYY)

(b) Date of Nomination Committee and Remuneration Committee's resolution

(c) Date of Members' Resolution

Attachments

- (1) Whether the applicant company is a public company or subsidiary of public company. if so details thereof
- (2) Certified copy of the resolution passed by the Board of Directors in favour of proposal;
- (3) Certified copy of resolution passed by the Nomination and Remuneration Committee along with its minutes. The composition (i.e. the name and designation of each member including Chairman) of the Nomination and Remuneration Committee (i.e. member including Chairman as an Executive or Non-Executive Director or Independent Non-Executive Director or Non-Independent Non-Executive Director of the Company);
- (4) Certified copy of the Shareholders' Resolution of the Company in favour of proposal along with notice and explanatory statement pursuant to Section 102 of the Companies Act, 2013;
- (5) Auditors Certificate pursuant to Section 164 (2) of the Companies Act, 2013;

-
- (6) A certificate from the Company Secretary of the Company / Company Secretary in whole time practice that the Nomination & Remuneration Committee has complied with the provisions of sub sections (1) (2) (3) and (4) of Section 178 of the Companies Act, 2013.
 - (7) A certificate from the Company Secretary of the Company / Company Secretary in whole time practice with regard to the compliance of section 196 of the Companies Act, 2013.
 - (8) A certificate from the Company Secretary of the Company / Company Secretary in whole time practice with regard to the compliance of section 203 (3) of the Companies Act, 2013;
 - (9) A certificate duly signed by the Company Secretary of the company that it has complied with all the regulations of SEBI (LODR) Regulation, 2015 entered with Stock Exchanges as per circular issued by SEBI for time to time (in case of listed company).
 - (10) Copy of each of the notices preferably paper cutting, published in the daily English Newspaper in English Language and daily Vernacular Language Newspaper in Principal Language of the district in which the Registered Office of the Company is situated in pursuance of Section 201 (2) of the Companies Act, 2013;
 - (11) Full and proper justification in favour of the proposal along with bio-data of the appointee;
 - (12) Copy of CG-1 Form along with challan, made for condonation of delay under Section 460 of the Act, if the application for appointment has not been made to the Central Government within 90 days of date of appointment;
 - (13) Certified copy of Passport and Employment Visa/OCI/PIO Card in respect of the appointee for the period of his tenure in India, if the appointee is a foreign national.
 - (14) Copies of educational or professional qualification certificate(s)
 - (15) Copy of the Central Government earlier approval or rejection letter(s) etc., if any, in respect of the preceding three years.
 - (16) Optional attachment, if any.

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 (to be given)

DSC box

(Drop down- values: Director, Manager, Company Secretary, CEO, CFO)

*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

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 records maintained by the Company 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.

***To be digitally signed by**

DSC box

- 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

Pre Scrutiny

Submit

For office use only:

E form Service request number (SRN) e Form filing date DD/MM/YYYY

Digital signature of the

Authorizing officer

This e-Form is hereby approved

This e-Form is hereby rejected

Date of signing (DD/MM/YYYY)"

[F. No. 1/5/2013 CL-V]


12/9/18
K.V.R. Murty, Jt. Secy.

Note: — The principal rules were published in the Gazette of India, Extraordinary, Part-II, Section 3, sub-section (i), *vide* number G.S.R. 249(E), dated the 31st March, 2014, subsequently amended *vide* notification number G.S.R.390(E) dated 09.06.2014 and lastly amended *vide* notification number G.S.R.646 (E) dated 30.06.2016.