

MINISTRY OF CORPORATE AFFAIRS

NOTIFICATION

New Delhi, the 19th January, 2023

G.S.R. 41(E).— In exercise of the powers conferred under sub-section (4) of section 196, sub-section (5) of section 197, sub-section (12) of section 197, section 200, sub-section (1) of section 198, sub-section (1) of section 203, sub-section (1) of section 204 and sub-section (1) of section 205 read with 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. Short title and commencement.- (1) These rules may be called the Companies (Appointment and Remuneration of Managerial Personnel) Amendment Rules, 2023.

(2) They shall come into force with effect from 23rd January, 2023.

2. In the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, in the Annexure, for Form No. MR.1 and Form No. MR.2, the following Forms shall be substituted, namely.-

Form No. MR-1

Form language

Return of appointment of managerial personnel

[Pursuant to Section 196 read with Section 197 and Schedule V of the Companies Act, 2013 and pursuant to Rule 3 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]


 English

 Hindi

Refer instruction kit for filing the form

*All fields marked in * are mandatory*

Entity details

1 *Corporate Identity Number (CIN)

2 (a) *Name of the company

(b) *Address of the registered office of the company

(c) *Whether the company is a public company or subsidiary of a public company

(Yes/ No)

KMP Details**3 Particulars of the proposed appointee or the person in whose respect the application is filed**

(a) *Name

(b) *Director Identification number (DIN) or income-tax permanent account number (PAN) or membership number

(c) *Designation

4 *Date of the resolution by the board of directors (DD/MM/YYYY)

5 *Effective date of appointment (DD/MM/YYYY)

6 Terms and conditions including remuneration

(a) Remuneration

Per month

Per annum

Particulars	
(v) Salary (in Rs.)	
(vi) Perquisites (in Rs.)	
(vii) Others (in Rs.)	
(viii) Total of (i) to (iii) (in Rs.)	

(b) Tenure of appointment	*From (DD/MM/YYYY)	<input type="text"/>
	*To (DD/MM/YYYY)	<input type="text"/>
7 (a) *Whether the age of the appointee is more than 70 years (Yes/No)		<input type="text"/> ▼
(b) *Whether the appointee had been convicted or detained under any of the Acts mentioned in Part I of Schedule V years (Yes/No)		<input type="text"/> ▼
(c)* Whether the appointee is a Non-Resident in Part I of Schedule V (Yes/No)		<input type="text"/> ▼
8 (a) Whether the approval for such appointment has been obtained from the members in general meeting (Yes/No)		<input type="text"/> ▼
(a) (i) If yes, date of passing the resolution (DD/MM/YYYY)		<input type="text"/>
(b) SRN of related Form No. MGT-14 (for filing of Special Resolution)		<input type="text"/>
(c) SRN of MR-2 for obtaining Central Government's approval (as applicable)		<input type="text"/>
9 (a) Whether the appointee has been disqualified for appointment of director under section 164 of the Act (Yes/No)		<input type="text"/> ▼
(b) If yes, give details		<input type="text"/>

Attachments

(a)* Copy of Board resolution

Max 2 MB

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(b) Copy of certificate by the Nomination and Remuneration Committee of the company, if any, to the effect that the remuneration is as per remuneration policy of the company

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(c) Optional attachment(s), if any

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Declaration

I am authorised by the Board of Directors of the Company vide resolution no*
 Dated* ..(DD/MM/YYYY) to sign this is 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 also declare that all the information given herein above is true, correct and complete including the attachments to
 this form and nothing material has been suppressed.

***To be digitally signed by**

DSC BOX

*Designation

(Director/Manager/Company Secretary/CFO/CEO)

*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:

- 1) 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;
- 2) All the required attachments have been completely and legibly attached to this form

To be digitally signed by

DSC BOX

- Chartered accountant (in whole time practice)
 Company secretary (in whole-time practice)
 Cost accountant (in whole time practice)

Whether associate or fellow:

- Associate Fellow

Membership number

Certificate of Practice number

Save

Submit

**Note: Attention is drawn to provisions of Section 448 and 449 of the Companies Act, 2013 which provide for
 punishment for false statement / certificate and punishment for false evidence respectively.**

For office use only:

eForm Service request number (SRN)

eForm filing date (DD/MM/YYYY)

This eForm has been taken on file maintained by the Registrar of Companies through electronic mode and on the basis of statement of correctness given by the company.

Form No. MR-2

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

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



Form language

English Hindi

Refer instruction kit for filing the form

*All fields marked in * are mandatory*

Entity details

1 *Corporate Identity Number (CIN)	<input type="text"/>
2 (a) *Name of the company	<input type="text"/>
(b) *Whether company is a public company or subsidiary of company (Yes/No)	<input type="text"/> ▼
(c) *Whether company is a listed company (Yes/No)	<input type="text"/> ▼
(d) Number of stock exchange(s) on which it is listed	<input type="text"/>
(e) Name of the stock exchange	<input type="text"/>
(f) *Address of the registered office of the company	<input type="text"/>
(g) *Email ID of the company	<input type="text"/>

3 *This form is being filed for seeking Central Government's approval for:

- Appointment without complying with the Part I of Schedule V
- Age is more than 70 years and no Special Resolution is passed
- Person is Non-Resident

KMP Details

4 Particulars of the proposed appointee or the person in whose respect the application is filed

(a) *Name	<input type="text"/> ▼
(b) *Director Identification Number (DIN) or Income tax permanent account number (Income tax PAN)	<input type="text"/>

(c) *Designation	<input type="text"/>
(d) *Father's Name	<input type="text"/>
(e) *Nationality	<input type="text"/>
(f) *Educational, professional qualifications and brief profile of the appointee or the person in whose respect the Application is filed	<input type="text"/>
(g) *Experience (Years) (0 to 99)	<input type="text"/> ▼
(h) *Experience (Months) (0 to 11)	<input type="text"/> ▼

Foreign Citizen Details

5 In case the proposed appointee is a foreign citizen, furnish the following details:

(a) Country	<input type="text"/> ▼
(b) Passport number	<input type="text"/>
(c) Validity of passport	<input type="text"/>
(d) Occupation	<input type="text"/>

Other Details

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

- The Indian Stamp Act, 1899 (2 of 1899)*
- The Central Excise Act, 1944 (1 of 1944)*
- The Industries (Development and Regulation) Act, 1951 (65 of 1951);*
- The Prevention of Food Adulteration Act, 1954 (37 of 1954);*
- The Essential Commodities Act, 1955 (10 of 1955);*
- The Companies Act, 2013 (18 of 2013) or any previous company law*
- The Securities Contracts (Regulation) Act, 1956 (42 of 1956);*
- The Wealth-tax Act, 1957 (27 of 1957);*
- The Income-tax Act, 1961 (43 of 1961);*
- The Indian Stamp Act, 1899 (2 of 1899)*

- The Customs Act, 1962 (52 of 1962);*
- The Competition Act, 2002 (12 of 2003);*
- The Foreign Exchange Management Act, 1999 (42 of 1999);*
- The Essential Commodities Act, 1955 (10 of 1955);*
- The Sick Industrial Companies (Special Provisions) Act, 1985 (1 of 1986);*
- The Securities Contracts (Regulation) Act, 1956 (42 of 1956);*
- The Foreign Trade (Development and Regulation) Act, 1922 (22 of 1922);*
- The Prevention of Money-Laundering Act, 2002 (15 of 2003)*
- The Insolvency and Bankruptcy Code, 2016 (31 of 2016)*
- The Goods and Services Tax Act, 2017 (12 of 2017)*
- The Fugitive Economic Offenders Act, 2018 (17 of 2018)]*
- The Conservation of Foreign Exchange and Prevention of Smuggling Activities Act, 1974 (52 of 1974)*

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

7 Whether the proposed appointee or the person in whose respect the application is filed suffers from any of the disqualification mentioned in section 164 of the Act

(Yes/No)

8 (a) Details of the offence committed due to which the proposed appointee is disqualified (pertaining to data field 6(a) and 7)

(b) Justification of such appointment

9 Details of resolution passed for such appointment

(a) *Date of the resolution by the board of directors (DD/MM/YYYY)

(b) *SRN of MGT-14 filed

10 Date of Remuneration and Nomination Committee's resolution (as applicable) (DD/MM/YYYY)

11 Details of application pending before NCLT/NCLAT

*Whether any application is pending before the Hon'ble National Company Law Tribunal/National Company Law Appellate Tribunal under Insolvency and Bankruptcy Code, 2016

(Yes/No)

Details of such application

Attachment

(a) 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) - as applicable

Max 2 MB

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(b) *Certified copy of the resolution passed by the Board of Directors in favor of proposal

Max 2 MB

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(c) *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

Max 2 MB

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(d) *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

Max 2 MB

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(e) Copy of the Central Government earlier approval or rejection letter(s) etc., if any, in respect of the preceding three years

Max 2 MB

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(f) *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 Act

Max 2 MB

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(g) Certified copy of the Scrutinizers Report on the Postal Ballot (including e-voting) results under Section 108 of the Companies Act, 2013 read with Rule 20(4) of the Companies (Management Administration) Rules, 2014 (In case, the members' resolution passed through electronic mode)

Max 2 MB

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(h) *Certified copy of the consent for holding general meeting on shorter notice under Section 101 read with Section 136 of the Companies Act, 2013 along with list of shareholders' of the Company (In case, the general meeting of the company was not held within clear twenty one day's notice either in writing or through electronic mode in such manner as may be prescribed)

Max 2 MB

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(i) * Auditors Certificate pursuant to Section 164 (2) of the Companies Act, 2013

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(j) Optional attachment(s), if any

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Declaration by Company Secretary of the Company / Company Secretary in whole time practice

1 Nomination & Remuneration Committee has complied with the provisions of sub sections (1) (2) (3) and (4) of Section 178 of the Companies Act, 2013

2 Compliance with section 196 of the Companies Act, 2013

3 Compliance with section 203 (3) of the Companies Act, 2013

4 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).

*** To be digitally signed by**

DSC BOX

* Membership Number

Declaration

I am authorised by the Board of Directors of the Company vide resolution no* dated* (DD/MM/YYYY) 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**

DSC BOX

*Designation

(Director/Manager/Company secretary/CFO/CEO)

*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 matter 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:

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;

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

To be digitally signed by

DSC BOX

Certified By

- Chartered accountant (in whole time practice)
- Company secretary (in whole-time practice)

Cost accountant (in whole time practice)

Membership Type

Associate Fellow

Membership number

Certificate of Practice number

Save

Submit

Note: Attention is drawn to provisions of section 448 and 449 of the Companies Act, 2013 which provide for punishment for false statement / certificate and punishment for false evidence respectively.

For office use only:

eForm Service request number (SRN)

eForm filing date (DD/MM/YYYY)

Digital signature of the authorising officer

This eForm is hereby approved

DSC BOX

This eForm is hereby rejected

DSC BOX

Date of signing (DD/MM/YYYY)

[F. No. 1/05/2013-CL-V]

MANOJ PANDEY, Jt. Secy.

Note : 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 and last amended vide number G.S.R. 875 (E) dated 12.9.2018