**FORM OF APPLICATION TO THE CENTRAL GOVERNMENT FOR OBTAINING APPROVAL OF APPOINTMENT/REAPPOINTMENT AND REMUNERATION PAYABLE TO MANAGING/WHOLE -TIME DIRECTOR**

FORM No. 25A

 The Companies Act, 1956

 Nominal Capital

 Registration No State where registered …………...

Form of application to the Central Government for approval of appointment/ reappointment and remuneration payable to Managing/Whole-time Directors) or Manager

[Pursuant to sections 269, 198(4), 309(3), 311, 387 and 388]

Details of application fee paid:

(a) Payment is made by (i) treasury challan, (ii) demand draft.

(b) Treasury challan No./demand draft No. and date.

(c) Name of bank/treasury

(d) Fee paid Rs.

 PART A

1 . Particulars of company (in block letters)

(a) Name of the Company

(b) Address of the registered office

(c) Date of registration under the Companies

Act, 1956

(d) Date of issue of certificate of commencement of business

(e) Nature of business

 Whether the company is and deemed public

 limited company under section 43A Yes/No

If yes, date from which it became deemed public limited company.

2. (a) Management structure (list of Directors/Managing Directors/Whole-time Directors/Manager (in capital letters).

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SI. No. Name Designation Nationality Date of appointment

(b) Managerial remuneration paid during the last three years to be stated separate for each Director/Managing Director/Whole-time Director/Manager:

Year Salary Perqui- Commi- Others Total %of net Nature Whether If No,

 sites ssion profits of approval reason service of there­

rende- Govern- for ment

obtained

 (Yes/No)

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3. Effective capital on date as per latest audited balance sheet (as defined in Schedule XIII)

(Rs. in thousands)

Effective capital as on

(i) Paid-up share capital …………...…………...

Share premium account …………...…………...

Reserves and surplus …………...…………...

Long-term loans which are repayable after one year …………...…………...

Deposits …………...…………...

Total …………...…………...

(ii) Investments …………...…………...

Accumulated losses …………...…………...

Preliminary expenses not written off …………...…………...

 Total

 (i)-(ii)

4. Working results of the Company during last five years:

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Financial parameters Year

Turnover

Net profit (as computed under section 198)

Net profit as per profit and loss account

Amount of dividend paid

Rate of dividend declared

5. In the case of new companies, where the commercial production has not yet commenced, please furnish estimated project cost, the sources of finance and the projections of turnover, net profits (as computed under section 198) for the next three years.

6. Reasons for loss/inadequacy of profit, if any.

7. Steps taken to improve the performance of the Company, whether BIFR/financial institution/bank has approved any scheme for the revival of the Company, if so, furnish details thereof and copy of the scheme.

8. Name and address of the present auditors of the Company.

9. Shareholding pattern of the Company

1. (a)    Details of shareholding as on

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Equity Shares (1) as %age of

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 (1) (2)

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(b) Total No. of shares

(c) Face value of the share Rs.

(d) Shares held by

1. (i)                  Central/State Governments
2. (ii)                Public financial institutions/banks
3. (iii)               Foreign nationals
4. (iv)              Non-resident Indians
5. (v)                Directors/promoters, their relatives, friends and associates
6. (vi)              Indian public

(vii) Others (specify)

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Total

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PART B

10. Proposal for which Central Government's approval is sought and justification thereof.

 (a) Proposal for Appointment(s)/Reappointment(s)

 (b) For remuneration proposed to Managing Director/Whole-time Director(s)

 be paid to the proposed

 (c) Proposed remuneration

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Salary Perqui- Commi- Others Total %age of net Date from

sites ssion (Specify) profits which appro­

 ved by the

 Board/Company

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(d) Which clause(s) of Schedule XIII is/are not

satisfied due to which the present application is being made?

Give full particulars

(e)If the present proposal is for reappointment,

was the earlier appointment made in accordance with the

provisions of Schedule XIII or with the approval of the Central

Government Yes/No

11. Nature of services to be rendered by the

proposed appointee(s) Yes/No

 12. Whether the proposed appointee(s) suffers

from any of the disqualifications mentioned in section

267 or 385 Yes/No

If yes, furnish details

13. Particulars of proposed appointee

 (i) Name

 (ii) Designation

 (iii) Father's name

 (iv) Nationality

 (v) Date of birth

 (vi) Qualifications

 (vii) Experience

 (viii) Income details during the last three years:

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Organisation Designation Duration Salary Perquisites Commission Total

 \_\_\_\_\_\_\_\_

 from to

 \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_

 (ix) In case the proposed appointee is a

foreigner, also furnish the following:

 (a) Country of origin

 (b) Passport No.

 (c) Date of issue

 (d) Period of validity From……………..To ……………..

 (e) Purpose of visit

14.Whether the proposal for which

Government's approval has been sought:

 (a) is covered by the articles of association of

 the Company? Yes/No

 If so, reference be made to the relevant

 article(s) ..................................

 (b) has been approved by the Board of

 Directors of the Company? Yes/No

 (c) has been approved by the Company in

 general meeting? Yes/No

 (d) date of resolution of the Board and/or

 shareholders

15. Is the appointee working in any other

Company as Manager or Managing/Whole-time

Director or as a managing partner of any firm or is in

 whole-time employment anywhere else? Yes/No

 If yes, please furnish the following:

 (a) (i) Name of the Company/firm

 (ii) Address

(iii) Whether registered Company/firm Company Firm

(iv) Nature of business

(v) Working results for the last four years

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Financial parameters Year ending on

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Turnover

Net profit

(as computed under section 198)

Dividend paid

Rate of dividend declared

Effective capital

(as defined in Schedule XIII)

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(b) remuneration, if any, payable by the other Company/Firm:

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Organisation Designation Duration Salary Perquisites Commission Total

 \_\_\_\_\_\_\_\_\_

 From To

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whether rendering any professional services?

 (c) Details of services rendered and

 remuneration

 (d) Justification for proposed appointment, when

 the appointee is already managing/whole­

 time Director in another Company or a firm

 or whole-time employee elsewhere:

 (e) Whether provisions of section 316(2) have

 been complied with, if so, please furnish

 copy of resolution. If not, indicate the

 reasons therefor Yes/No

1. (f)                 Whether he is engaged in any profession, if so

details thereof

16. State whether the proposed appointee was sentenced to

imprisonment for any period or to a fine exceeding Rs.

1,000 on conviction for any offence under any of the 13

Acts mentioned in clause 1 (a) of Part I of Schedule XIII.

If so, please furnish full details

17. State whether the proposed appointee was detained for any

period under the Conservation of Foreign Exchange and

Prevention of Smuggling Activities Act, 1947? If so, details thereof

18. (a) State the nature and extent of direct or indirect

interest of Director/Manager in selling/buying agencies, distribution,

if any

(b) Financial benefits derived therefrom during the last three years

19. The names of newspapers in which notices under section 640B

have been published along with date thereof (enclose paper cutting).

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Name of the newspaper Date of publication

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20. Whether a copy of the application together

with the enclosures has been sent to the Registrar of

Companies pursuant to rule 20A(i) of the Companies

(Central Government's) General Rules and Forms,

1956? Yes/No

If yes, date of submission.

21. The following documents are enclosed:

(i) Certified copy of the memorandum and articles of association

1. (ii)                Certified copies of the annual accounts together with

director's and auditors report for the latest five financial years.

1. (iii)               Certified copies of the resolution of board/shareholder(s)

including resolution under section 316(2) where applicable

1. (iv)              Certified copy of Scheme approved by the BIFR/financial

institution/bank, for the revival of the company, if any

1. (v)                Certified copies of newspaper clippings of notices published

under section 64013, in original

 **PART C**

Application to the Central Government for approval to the payment of minimum remuneration or of remuneration in excess of the limits prescribed under section 198(1)/309(3)

[Pursuant to section 198(4)/309(3)/387]

 22. Whether the company proposed to pay

minimum remuneration in the absence or inadequacy

of profits or remuneration in excess of the limits

prescribed under section 198(1)/309(3)? Yes/No

If, so, please furnish details of the proposal

(enclose copies of the relevant resolution)

Note: Separate application fees to be paid in respect of the application under Part C. Please enclose original copy of treasury challan/demand draft in favour of Pay and Accounts Officer, Department of Company Affairs, New Delhi.

**Declaration**

To the best of my/our knowledge and belief, the information given in this application and its Annexures is correct and complete.

Signature ...................................

Designation ................................

Dated this……………..day of……………..20……..