

FORM NO. 25A

Nominal Capital

State where registered

Registration No.

THE COMPANIES ACT, 1956

**Form of application to the Central Government for approval of appointment/
re-appointment and remuneration payable to managing/whole-time
director(s) 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

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
- (f) Whether the company is a 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)

<i>Sl. No.</i>	<i>Name</i>	<i>Designation</i>	<i>Nationality</i>	<i>Date of appointment</i>

(b) Managerial remuneration paid during the last three years to be stated separately for each director/managing director/whole-time director/manager :

<i>Year</i>	<i>Salary</i>	<i>Perquisi-tes</i>	<i>Commis-sion</i>	<i>Others (Specify)</i>	<i>Total</i>	<i>% of net profits</i>	<i>Nature of service of rendered</i>	<i>Whether approval of Govern-ment obt- ained (Yes/No)</i>	<i>If not reason therefor</i>

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 :

<i>Financial parameters</i>	<i>Year</i>

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*

(a) Details of shareholding as on _____

	<i>Equity shares (No.)</i>	<i>(1) as % age of total shares</i>
	<i>(1)</i>	<i>(2)</i>

(b) Total No. of shares

(c) Face value of the share Rs.

(d) Shares held by

(i) Central/State Governments

(ii) Public financial institution / banks

(iii) Foreign nationals

(iv) Non-resident Indians

(v) Directors/promoters, their relatives, friends and

associates

(vi) Indian public

(vii) Others (specify)

Total

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 be paid to the proposed F Managing director/ manager director/ Whole time director(s)

(c) Proposed remuneration

Salary	Perquisites	Commission	Others (specify)	Total	%age of net profits	Date from which approved by the board/ company

(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)

12. Whether the proposed appointee(s) suffers from any of the disqualifications mentioned in section 267 or 385
If yes, furnish details

Yes/No

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 :

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 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:

<i>Financial parameters</i>	<i>Year ending on</i>			
Turnover				
Net profit (as computed under section 198)				
Dividend paid				
Rate of dividend declared				
Effective capital (as defined in Schedule XIII)				

(b) Remuneration, if any, payable by the other company/firm :

<i>Organization</i>	<i>Designation</i>	<i>Duration</i>		<i>Salary</i>	<i>Perquisites</i>	<i>Commission</i>	<i>Total</i>
		<i>From</i>	<i>To</i>				

Whether rendering any professional services?

Yes/No

(c) Details of service rendered and remuneration;

(d) Justification for proposed appointment, when the appointee is already managing/whole-time director in another company or a managing partner of 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 therefore;

Yes/No

(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, 1974 ? 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 there from during last three years

19. The names of newspapers in which notices under section 640B have been published along with dates thereof (enclose paper cutting)

Name of the newspaper	Date of publication

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 admission

21.The following documents are enclosed :

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

(ii) Certified copies of the annual accounts together with directors and auditors' report for the latest five financial years;

(iii) Certified copies of the resolution of board/share holder(s) including resolution under section 316(2) where applicable;

(iv) Certified copy of Scheme approved by the BIFR/ financial institutions/bank, for the revival of the company, if any;

(v) Certified copies of newspaper clippings of notices published under section 640B, 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 proposes 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)

DECLARATION

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

Dated this day of 20

Signature

Designation

