

(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)

Table of Contents

About this Document	2
Part I – Law(s) Governing the eForm.....	2
Section and Rule Number(s).....	2
Purpose of the eForm.....	7
eForm Number as per Companies Act, 1956.....	7
Part II – Instructions to fill the eForm	7
Specific Instructions to fill the eForm MR-2 at Field Level.....	7
Common Instructions to fill eForm.....	14
Part III - Important Points for Successful Submission	16
Fee Rules.....	16
Processing Type.....	16
The eForm will be processed by the office of Headquarters (Non STP).	16
SRN Generation.....	16
Challan Generation	17
Email.....	17
Annexure A.....	18
Annexure B.....	22

(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)

About this Document

The Instruction Kit has been prepared to help you file eForms with ease. This document provides references to law(s) governing the eForms, instructions to fill the eForm at field level and common instructions to fill all eForms. The document also includes important points to be noted for successful submission.

User is advised to refer instruction kit specifically prepared for each eForm.

This document is divided into following sections:

[Part I – Laws Governing the eForm](#)

[Part II – Instructions to fill the eForm](#)

[Part III – Important Points for Successful Submission](#)

Click on any section link to refer to the section.

Part I – Law(s) Governing the eForm

Section and Rule Number(s)

EForm MR-2 is required to be filed pursuant to Section **196, 197, 200, 201(1) and 203(1)** of the Companies Act, 2013 and rule **7** of Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 which are reproduced for your reference.

Section 196:

- (1) No company shall appoint or employ at the same time a managing director and a manager.
- (2) No company shall appoint or re-appoint any person as its managing director, whole-time director or manager for a term exceeding five years at a time:
Provided that no re-appointment shall be made earlier than one year before the expiry of his term.
- (3) No company shall appoint or continue the employment of any person as managing director, whole-time director or manager who —
 - (a) is below the age of twenty-one years or has attained the age of seventy years:
Provided that appointment of a person who has attained the age of seventy years may be made by passing a special resolution in which case the explanatory statement annexed to the notice for such motion shall indicate the justification for appointing such person;
 - (b) is an undischarged insolvent or has at any time been adjudged as an insolvent;
 - (c) has at any time suspended payment to his creditors or makes, or has at any time made, a composition with them; or

(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)

(d) has at any time been convicted by a court of an offence and sentenced for a period of more than six months.

(4) Subject to the provisions of section 197 and Schedule V, a managing director, whole-time director or manager shall be appointed and the terms and conditions of such appointment and remuneration payable be approved by the Board of Directors at a meeting which shall be subject to approval by a resolution at the next general meeting of the company and by the Central Government in case such appointment is at variance to the conditions specified in that Schedule: Provided that a notice convening Board or general meeting for considering such appointment shall include the terms and conditions of such appointment, remuneration payable and such other matters including interest, of a director or directors in such appointments, if any: Provided further that a return in the prescribed form shall be filed within sixty days of such appointment with the Registrar.

(5) Subject to the provisions of this Act, where an appointment of a managing director, whole-time director or manager is not approved by the company at a general meeting, any act done by him before such approval shall not be deemed to be invalid.

Section 197:

(1) The total managerial remuneration payable by a public company, to its directors, including managing director and whole-time director, and its manager in respect of any financial year shall not exceed eleven per cent of the net profits of that company for that financial year computed in the manner laid down in section 198 except that the remuneration of the directors shall not be deducted from the gross profits:

Provided that the company in general meeting may, with the approval of the Central Government, authorize the payment of remuneration exceeding eleven per cent of the net profits of the company, subject to the provisions of Schedule V:

Provided further that, except with the approval of the company in general meeting,—

(i) the remuneration payable to any one managing director; or whole-time director or manager shall not exceed five per cent of the net profits of the company and if there is more than one such director remuneration shall not exceed ten per cent of the net profits to all such directors and manager taken together;

(ii) the remuneration payable to directors who are neither managing directors nor whole-time directors shall not exceed,—

(A) one per cent of the net profits of the company, if there is a managing or whole-time director or manager;

(B) three per cent of the net profits in any other case.

(2) The percentages aforesaid shall be exclusive of any fees payable to directors under sub-section

Instruction Kit for eForm MR-2

(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)

(3) Notwithstanding anything contained in sub-sections (1) and (2), but subject to the provisions of Schedule V, if, in any financial year, a company has no profits or its profits are inadequate, the company shall not pay to its directors, including any managing or whole time director or manager, by way of remuneration any sum exclusive of any fees payable to directors under sub-section (5) hereunder except in accordance with the provisions of Schedule V and if it is not able to comply with such provisions, with the previous approval of the Central Government.

(4) The remuneration payable to the directors of a company, including any managing or whole-time director or manager, shall be determined, in accordance with and subject to the provisions of this section, either by the articles of the company, or by a resolution or, if the articles so require, by a special resolution, passed by the company in general meeting and the remuneration payable to a director determined aforesaid shall be inclusive of the remuneration payable to him for the services rendered by him in any other capacity: Provided that any remuneration for services rendered by any such director in other capacity shall not be so included if—

(a) the services rendered are of a professional nature; and

(b) in the opinion of the Nomination and Remuneration Committee, if the company is covered under sub-section (1) of section 178, or the Board of Directors in other cases, the director possesses the requisite qualification for the practice of the profession.

(5) A director may receive remuneration by way of fee for attending meetings of the Board or Committee thereof or for any other purpose whatsoever as may be decided by the Board: Provided that the amount of such fees shall not exceed the amount as may be prescribed: Provided further that different fees for different classes of companies and fees in respect of independent director may be such as may be prescribed.

(6) A director or manager may be paid remuneration either by way of a monthly payment or at a specified percentage of the net profits of the company or partly by one way and partly by the other.

(7) Notwithstanding anything contained in any other provision of this Act but subject to the provisions of this section, an independent director shall not be entitled to any stock option and may receive remuneration by way of fees provided under sub-section (5), reimbursement of expenses for participation in the Board and other meetings and profit related commission as may be approved by the members.

(8) The net profits for the purposes of this section shall be computed in the manner referred to in section 198.

(9) If any director draws or receives, directly or indirectly, by way of remuneration any such sums in excess of the limit prescribed by this section or without the prior sanction of the Central Government, where it is required, he shall refund such sums to the company and until such sum is refunded, hold it in trust for the company.

(10) The company shall not waive the recovery of any sum refundable to it under sub-section (9) unless permitted by the Central Government.

(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)

(11) In cases where Schedule V is applicable on grounds of no profits or inadequate profits, any provision relating to the remuneration of any director which purports to increase or has the effect of increasing the amount thereof, whether the provision be contained in the company's memorandum or articles, or in an agreement entered into by it, or in any resolution passed by the company in general meeting or its Board, shall not have any effect unless such increase is in accordance with the conditions specified in that Schedule and if such conditions are not being complied, the approval of the Central Government had been obtained.

(12) Every listed company shall disclose in the Board's report, the ratio of the remuneration of each director to the median employee's remuneration and such other details as may be prescribed.

(13) Where any insurance is taken by a company on behalf of its managing director, whole-time director, manager, Chief Executive Officer, Chief Financial Officer or Company Secretary for indemnifying any of them against any liability in respect of any negligence, default, misfeasance, breach of duty or breach of trust for which they may be guilty in relation to the company, the premium paid on such insurance shall not be treated as part of the remuneration payable to any such personnel:

Provided that if such person is proved to be guilty, the premium paid on such insurance shall be treated as part of the remuneration.

(14) Subject to the provisions of this section, any director who is in receipt of any commission from the company and who is a managing or whole-time director of the company shall not be disqualified from receiving any remuneration or commission from any holding company or subsidiary company of such company subject to its disclosure by the company in the Board's report.

(15) If any person contravenes the provisions of this section, he shall be punishable with fine which shall not be less than one lakh rupees but which may extend to five lakh rupees.

Section 200:

Notwithstanding anything contained in this Chapter, the Central Government or a company may, while according its approval under section 196, to any appointment or to any remuneration under section 197 in respect of cases where the company has inadequate or no profits, fix the remuneration within the limits specified in this Act, at such amount or percentage of profits of the company, as it may deem fit and while fixing the remuneration, the Central Government or the company shall have regard to—

- (a) the financial position of the company;
- (b) the remuneration or commission drawn by the individual concerned in any other capacity;
- (c) the remuneration or commission drawn by him from any other company;
- (d) Professional qualifications and experience of the individual concerned;
- (e) such other matters as may be prescribed.

(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)

Section 201 (1):

Every application made to the Central Government under this Chapter shall be in such form as may be prescribed.

Section 203 (1):

Every company belonging to such class or classes of companies as may be prescribed shall have the following whole-time key managerial personnel,—

- (i) managing director, or Chief Executive Officer or manager and in their absence, a whole-time director;
- (ii) company secretary; and
- (iii) Chief Financial Officer

Provided that an individual shall not be appointed or reappointed as the chairperson of the company, in pursuance of the articles of the company, as well as the managing director or Chief Executive Officer of the company at the same time after the date of commencement of this Act unless,—

- (a) the articles of such a company provide otherwise; or
- (b) the company does not carry multiple businesses:

Provided further that nothing contained in the first proviso shall apply to such class of companies engaged in multiple businesses and which has appointed one or more Chief Executive Officers for each such business as may be notified by the Central Government.

Rule 7:

(1) For the purposes of sub-section (1) of section 201, every application made to the Central Government under the provisions of Chapter XIII shall be made in Form No. **MR-2** and shall be accompanied by fee.

(2) Companies other than listed companies and subsidiary of a listed company may without Central Government approval pay remuneration to its managerial person in the event of no profit or inadequate profit beyond ceiling prescribed in section II, part II of Schedule V subject to complying with the following conditions:-

(i) Payment of remuneration is approved by a resolution passed by the Board and, in the case of a company covered under sub-section (1) of section 178 also by the Nomination and Remuneration Committee, if any and while doing so record in writing clear reason and justification for payment of remuneration beyond the said limit;

(ii) the company has not made any default in repayment of any of its debts (including public deposits) or debentures or interest payable thereon preference shares and dividend

Instruction Kit for eForm MR-2

(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)

on preference shares for a continuous period of thirty days in the preceding financial year before the date of payment to such managerial person;

(iii) Approval of shareholders by way of a special resolution at a general meeting of the company for payment of remuneration for a period not exceeding three years;

(iv) A statement along-with a notice calling the general meeting referred to clause (iii) of sub-rule (2) above, shall contain the information as per sub clause (iv) of second proviso to clause (B) of section II of part-II of Schedule V of the Act including reasons and justification for payment of remuneration beyond the said limit.

(v) the company has filed Balance Sheet and Annual Return which are due, to be filed with the Registrar of Companies.

(3) Every such application seeking approval shall be made to the Central Government within a period of ninety days from the date of such appointment.

Purpose of the eForm

In order to seek approval from Central Government for appointment, reappointment, payment of remuneration including increase in remuneration, waiver of excess remuneration to the managerial personnel (managing director or whole time director or manager) and payment of commission or remuneration to directors or modification in terms and conditions of appointment, company needs to file eForm MR-2.

eForm Number as per Companies Act, 1956

Form 25A as per Companies Act, 1956.

Part II – Instructions to fill the eForm

Specific Instructions to fill the eForm MR-2 at Field Level

Instructions to fill the eForm are tabulated below at field level. Only important fields that required detailed instructions to be filled in eForm are explained. Self-explanatory fields are not discussed.

S. No/ Section Name	Field Name	Instructions
(a)	CIN	Enter the Corporate identity number (CIN) of the company.

Instruction Kit for eForm MR-2

(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)

S. No/ Section Name		Field Name	Instructions
			You may find CIN by entering existing registration number or name of the company in the 'Find CIN' service under the menu MCA services on the MCA website.
1	(a) to (c)	Details about the company	<p>Click the Pre-fill button. On clicking the button, system shall automatically display the name, registered office address, email ID and date of incorporation of the company.</p> <p>You can enter the email ID in case you wish to change the same.</p>
4		<p>This form is being filed for seeking Central Government.....</p> <p>Whether the application has been filed in time.....</p>	<p>Select any one option for which application is made, user can select option 1 with 4 also, else only one option needs to be selected. If the user wants to apply for any other proposal also then file another eForm MR-2.</p> <p>EForm MR-2 is required to be filed within 90 days of appointment or reappointment. If the application is not filed in time, furnish application under relevant section of the Act with requisite fee along with this eForm.</p>
5	(1)	Particulars of the proposed appointee or the person in whose respect the application is filed	<p>This field is displayed and mandatory in case of option selected 1, 3 or 4 above.</p> <p>Enter the particulars of the proposed appointee or the person in whose respect the application is filed. Enter an approved DIN in case of Managing Director or Whole time Director. Enter an approved DIN or valid income tax PAN in case of manager.</p> <p>On clicking the Pre-fill button, system will automatically display the name, address, father's name, nationality and date of birth of the appointee.</p>
		Director Identification Number (DIN) or Income tax permanent account number (Income tax PAN)	

Instruction Kit for eForm MR-2

(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)

S. No/ Section Name	Field Name	Instructions
		User is required to enter place of birth, educational qualifications and experience of the appointee.
	(2) In case the proposed appointee is a foreign citizen, furnish the following details	Choose the ISO country code from the list of drop down menu. Refer Annexure A for the complete list of country codes. Field 'Country' shall be automatically filled based on the country code. It is mandatory to enter passport number in case of a foreign national.
6	(b) Effective date of appointment or reappointment	It is mandatory to enter effective date of appointment or reappointment in case of option 1 selected of field 4 a.
7	Whether the proposed appointee or the person in whose respect the.....	It is mandatory in case eForm is filed for appointment or reappointment.
10	(a), (b) & (c) Details of resolution passed for such appointment	Enter the details of resolution by the Board of directors in respect of the proposal. Enter the board resolution date, nomination and remuneration committee's resolution date (if applicable), share holders' resolution date.
11	(1) Financial parameters for the immediately preceding	Click the " Pre-fill " button. System shall automatically display the financial parameters for the immediately preceding three financial years as per balance sheet and profit and loss account filed by the company.
	(2) Net profit & loss as computed under section 198 of the act and details of	Enter details of net profit or loss as computed under section 198 of the Act. In case of profit under section 198, system shall automatically display 11% of such profits in the respective fields. Enter remuneration paid to all managerial personnel immediately preceding three financial years.

Instruction Kit for eForm MR-2

(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)

S. No/ Section Name	Field Name	Instructions
12	(i) to (iv) Managerial remuneration paid during the last three.....	<p>This field is mandatory in case of payment of remuneration exceeding 11 percent of Net Profit.</p> <p>Enter the valid CIN of the company. Enter the details of remuneration paid by the company during the immediately preceding three financial years to its director or managing director or whole time director or manager. Enter the number of person(s) to whom remuneration has been paid.</p> <p>Based on the number entered here, blocks for entering the details shall be displayed. Details of maximum five person(s) can be filed through this eForm. If the total number is more than five, then details of remaining person(s) can be provided as an optional attachment.</p> <p>Details of all executive directors (if any) shall be provided first and thereafter details of non-executive directors shall be provided.</p> <p>Enter an approved DIN in case of director or DIN/ PAN in case of manager. On clicking the Pre-fill button, system will automatically display the name in DIN is entered. In case of Income-tax PAN, name is required to be entered. Enter the other relevant details like designation & whether director is executive or non-executive.</p> <p>It shall be validated that the person (whose DIN or income-tax PAN is entered) is associated with the company.</p>
	(v) Remuneration paid to the managerial person by the applicant company.....	Enter details of remuneration paid by the company during the immediately preceding three financial years by the company.

Instruction Kit for eForm MR-2

(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)

S. No/ Section Name		Field Name	Instructions
			In case of loss under section 198, zero should be entered in field for % of net profits u/s 198. In case Government approval is not obtained, enter the reasons for the same.
13	(i) & (ii)	Details of remuneration	<p>Enter the details of remuneration being drawn from any other company by the appointee or person in whose respect application is filed.</p> <p>Enter the CIN of the company click the “Pre-fill” button. System shall automatically display the name of the company(s).</p> <p>Details of maximum three companies can be provided here. In case the number of companies exceeds three, details of remaining companies can be provided as an optional attachment.</p> <p>Enter the details of remuneration drawn by him in any other capacity from the company.</p>
14		Details of the resolution(s) passed	<p>Enter the date of board resolution, date of remuneration committee's and nomination committee's resolution (if applicable) and date of shareholder's resolution.</p> <p>In case of special resolution passed, enter the SRN of eForm MGT.14 associated with CIN.</p>
16		In case of payment of remuneration in excess of 11% of the Net Profit	This field is mandatory in case of payment of remuneration exceeding 11 percent of Net Profit. Remuneration proposed should be greater than 11% of profit u/s 198 calculated and mentioned above in field 15.
17	(a) & (b)	In case company has no profits or its profits are inadequate	<p>This field is required to be filled by the user in case of payment of remuneration in excess of the prescribed limits given in Schedule V of the Act.</p> <p>Enter the amount in rupees for the effective capital of the company as per the latest audited balance sheet. The effective capital is defined as per Schedule V of the Companies Act, 2013.</p>

Instruction Kit for eForm MR-2

(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)

S. No/ Section Name		Field Name	Instructions
			<p>[Effective capital means the aggregate of the paid-up share capital (excluding share application money or advances against shares); amount, if any, for the time being standing to the credit of share premium account; reserves and surplus (excluding revaluation reserve); long-term loans and deposits repayable after one year (excluding working capital loans, overdrafts, interest due on loans unless funded, bank guarantee, etc., and other short-term arrangements) as reduced by the aggregate of any investments (except in case of investment by an investment company whose principal business is acquisition of shares, stock, debentures or other securities), accumulated losses and preliminary expenses not written off.]</p> <p>Also, attach the copy of the calculation sheet of effective capital as an attachment.</p>
17	(d) & (e)	Remuneration Proposed..... If the proposed remuneration is more than.....	<p>Enter the details of the proposed remuneration per annum of the appointee or of the person in whose respect application is filed. In case commission, bonus or performance linked incentive is in percentage, specify such percentage.</p> <p>If the proposed remuneration given is for more than one year then provide for each year or part thereof for the total period of remuneration proposed.</p>
18		Waiver	In case of waiver of excess remuneration, enter the details of excess remuneration paid, total entitlement, excess remuneration to be waived off along with the circumstances under which such amount were paid in excess of the limits.
Declaration		Enter serial number of board resolution and date of board meeting where person signing the eForm is duly authorized by the board.	
To be digitally signed by	Designation	Select one of the option from the drop-down list – Director / Manager / Company Secretary / CEO / CFO.	
	DSC	Ensure the eForm is digitally signed by the same person whose designation is reflected above.	

Instruction Kit for eForm MR-2

(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)

S. No/ Section Name	Field Name	Instructions
	Director identification number of the director; or DIN or PAN of the manager/CEO/CFO; or Membership number of the Company Secretary	<ul style="list-style-type: none"> • In case the person digitally signing the eForm is a Director - Enter the approved DIN. • In case the person digitally signing the eForm is Manager, Chief Executive Officer (CEO) or Chief Financial Officer (CFO) - Enter approved DIN or valid income-tax PAN. • In case the person digitally signing the eForm is Company Secretary - Enter valid membership number.
Attachments	<ol style="list-style-type: none"> 1. Copy of the calculation sheet of effective capitalis mandatory in case Option 4 selected in field 4(a) 2. Certified true copy of the resolution of Board of directors is mandatory in all cases. 3. Copy of the resolution of nomination and remuneration committee..... is mandatory in case date entered in 10(b) or 14(b). 4. Certified true copy of resolution of shareholder(s) along with notice is mandatory in case date entered in 10(c)or 14(c). 5. Certificate from the auditor or company secretaryis mandatory in all cases. 6. Certificate of no-default in repayment of debts..... if no selected in field 15. 7. No objection certificate from the financial institutions(s) or bank(s) if no selected in field 15. 8. Copy of the order of BIFR or NCLT together with the copy of a scheme of revival or rehabilitation. 9. Copy of draft agreement between the company and the proposed..... is mandatory in case option 1 selected in 4(a). 10. Newspaper clipping in which notices is mandatory in all cases. 11. Copy of employment visa/ passport, in case the proposed appointee is a foreign citizen. 12. Copies of educational or professional qualification certificate. 13. Statement as per item (IV) of third proviso is mandatory in case option 4 selected in 4(a). 14. Projections of the Turnover and net profits for next three years. 15. Calculation of estimated profit under section 198 of the Act is mandatory in all cases except option 1 of 4(a). 	

Instruction Kit for eForm MR-2

(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)

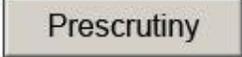
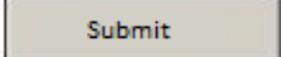
S. No/ Section Name	Field Name	Instructions
		<p>16. Auditors Certificate pursuant to Section 164 of the Companies..... is mandatory in case option 1 selected in 4(a).</p> <p>17. An application under Section 460 of the Act for condonation of delay..... is mandatory in case no selected in field 4(b).</p> <p>18. Full and proper justification in favor of the proposal.....is mandatory in all cases.</p> <p>19. Documentary proof regarding compliance of the provisions is mandatory in case option 1 selected in 4(a).</p> <p>20. Certificate by the secretary of the company or CA/CS in whole time practice to be notified erstwhile.</p> <p>21. Details, if applicant company is a subsidiary of listed company.</p> <p>22. Certificate from CA/CS in whole time practice along..... is mandatory in case option 3 selected in 4(a).</p> <p>Any other information can be provided as an optional attachment(s).</p>

Common Instructions to fill eForm

Buttons	Particulars
<p>Pre-Fill</p> 	<p>The Pre-fill button can appear more than once in an eForm. The button appears next to a field that can be automatically filled using the MCA database.</p> <p>Click this button to populate the field.</p> <p>Note: You are required to be connected to the Internet to use the Pre-fill functionality.</p>
<p>Attach</p> 	<p>Click this document to browse and select a document that needs to be attached to the eForm. All the attachments should be scanned in pdf format. You have to click the attach button corresponding to the document you are making an attachment.</p> <p>In case you wish to attach any other document, please click the optional attach button.</p>

Instruction Kit for eForm MR-2

(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)

Buttons	Particulars
Remove Attachment 	<p>You can view the attachments added to the eForm in the List of attachment field.</p> <p>To remove any attachment from the eForm, select the attachment in the List of attachment field and click the Remove attachment button.</p>
Check Form 	<ol style="list-style-type: none"> 1. Click the Check Form button after, filling the eForm. System performs form level validation like checking if all mandatory fields are filled. System displays the errors and provides you an opportunity to correct errors. 2. Correct the highlighted errors. 3. Click the Check Form button again and system will perform form level validation once again. On successful validations, a message is displayed “Form level pre scrutiny is successful”. <p>Note: The Check Form functionality does not require Internet connectivity.</p>
Modify 	<p>The Modify button is enabled, after you have checked the eForm using the Check Form button.</p> <p>To make changes to the filled and checked form:</p> <ol style="list-style-type: none"> 1. Click the Modify button. 2. Make the changes to the filled eForm. 3. Click the Check Form button to check the eForm again.
Pre scrutiny 	<ol style="list-style-type: none"> 1. After checking the eForm, click the Prescrutiny button. System performs some checks and displays errors, if any. 2. Correct the errors. 3. Click the Prescrutiny button again. If there are no errors, a message is displayed “No errors found.” <p>The Prescrutiny functionality requires Internet Connectivity.</p>
Submit 	<p>This button is disabled at present.</p>

Instruction Kit for eForm MR-2

(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)

Buttons	Particulars
Country Code	Enter the country code. Refer Annexure A – ISO Country Codes

Part III - Important Points for Successful Submission

Fee Rules

S. No	Purpose of the form	Normal Fee	Additional Fee (Delay Fee)	Logic for Additional Fees		Remarks
				Event Date	Time limit(days) for filing	
1.	Application to the Central Government	The Companies (Fee on applications) Rules, 2014-Annexure B	#N/A	#N/A	#N/A	

Fees payable is subject to changes in pursuance of the Act or any rule or regulation made or notification issued thereunder.

Processing Type

The eForm will be processed by the office of Headquarters (Non STP).

SRN Generation

On successful submission of the eForm MR-2, SRN will be generated and shown to the user which will be used for future correspondence with MCA.

Instruction Kit for eForm MR-2

(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)

Challan Generation

On successful submission of the eForm MR-2, Challan will be generated depicting the details of the fees paid by the user to the Ministry. It is the acknowledgement to the user that the eForm has been filed.

Email

When an eForm is approved/rejected by the authority concerned, an acknowledgement of approval/rejection letter along with related documents if there is any is sent to the user in the form of an email to the email id of the company. Where email is not possible, a printout is generated and sent to the applicant by regular mail. Once final decision is taken, Dealing Hand prepares formal approval/ rejection order as the case may be and sent to the user.

(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)

Annexure A

List of ISO Country Codes

Country Name	Country Code	Country Name	Country Code
AFGHANISTAN	AF	LIBERIA	LR
ÅLAND ISLANDS	AX	LIBYAN ARAB JAMAHIRIYA	LY
ALBANIA	AL	LIECHTENSTEIN	LI
ALGERIA	DZ	LITHUANIA	LT
AMERICAN SAMOA	AS	LUXEMBOURG	LU
ANDORRA	AD	MACAO	MO
ANGOLA	AO	MACEDONIA, THE FORMER YUGOSLAV REPUBLIC OF	MK
ANGUILLA	AI	MADAGASCAR	MG
ANTARCTICA	AQ	MALAWI	MW
ANTIGUA AND BARBUDA	AG	MALAYSIA	MY
ARGENTINA	AR	MALDIVES	MV
ARMENIA	AM	MALI	ML
ARUBA	AW	MALTA	MT
AUSTRALIA	AU	MARSHALL ISLANDS	MH
AUSTRIA	AT	MARTINIQUE	MQ
AZERBAIJAN	AZ	MAURITANIA	MR
BAHAMAS	BS	MAURITIUS	MU
BAHRAIN	BH	MAYOTTE	YT
BANGLADESH	BD	MEXICO	MX
BARBADOS	BB	MICRONESIA, FEDERATED STATES OF	FM
BELARUS	BY	MOLDOVA, REPUBLIC OF	MD
BELGIUM	BE	MONACO	MC
BELIZE	BZ	MONGOLIA	MN
BENIN	BJ	MONTENEGRO	ME
BERMUDA	BM	MONTSERRAT	MS
BHUTAN	BT	MOROCCO	MA
BOLIVIA	BO	MOZAMBIQUE	MZ
BOSNIA AND HERZEGOVINA	BA	MYANMAR	MM
BOTSWANA	BW	NAMIBIA	NA
BOUVET ISLAND	BV	NAURU	NR
BRAZIL	BR	NEPAL	NP
BRITISH INDIAN OCEAN TERRITORY	IO	NETHERLANDS	NL

(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)

BRUNEI DARUSSALAM	BN	NETHERLANDS ANTILLES	AN
BULGARIA	BG	NEW CALEDONIA	NC
BURKINA FASO	BF	NEW ZEALAND	NZ
BURUNDI	BI	NICARAGUA	NI
CAMBODIA	KH	NIGER	NE
CAMEROON	CM	NIGERIA	NG
CANADA	CA	NIUE	NU
CAPE VERDE	CV	NORFOLK ISLAND	NF
CAYMAN ISLANDS	KY	NORTHERN MARIANA ISLANDS	MP
CENTRAL AFRICAN REPUBLIC	CF	NORWAY	NO
CHAD	TD	OMAN	OM
CHILE	CL	PAKISTAN	PK
CHINA	CN	PALAU	PW
CHRISTMAS ISLAND	CX	PALESTINIAN TERRITORY, OCCUPIED	PS
COCOS (KEELING) ISLANDS	CC	PANAMA	PA
COLOMBIA	CO	PAPUA NEW GUINEA	PG
COMOROS	KM	PARAGUAY	PY
CONGO	CG	PERU	PE
CONGO, THE DEMOCRATIC REPUBLIC OF THE	CD	PHILIPPINES	PH
COOK ISLANDS	CK	PITCAIRN	PN
COSTA RICA	CR	POLAND	PL
COTE D'IVOIRE	CI	PORTUGAL	PT
CROATIA	HR	PUERTO RICO	PR
CUBA	CU	QATAR	QA
CYPRUS	CY	REUNION	RE
CZECH REPUBLIC	CZ	ROMANIA	RO
DENMARK	DK	RUSSIAN FEDERATION	RU
DJIBOUTI	DJ	RWANDA	RW
DOMINICA	DM	SAINT BARTHELEMY	BL
DOMINICAN REPUBLIC	DO	SAINT HELENA	SH
ECUADOR	EC	SAINT KITTS AND NEVIS	KN
EGYPT	EG	SAINT LUCIA	LC
EL SALVADOR	SV	SAINT MARTIN	MF
EQUATORIAL GUINEA	GQ	SAINT PIERRE AND MIQUELON	PM
ERITREA	ER	SAINT VINCENT AND THE GRENADINES	VC
ESTONIA	EE	SAMOA	WS

Instruction Kit for eForm MR-2

(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)

ETHIOPIA	ET	SAN MARINO	SM
FALKLAND ISLANDS (MALVINAS)	FK	SAO TOME AND PRINCIPE	ST
FAROE ISLANDS	FO	SAUDI ARABIA	SA
FIJI	FJ	SENEGAL	SN
FINLAND	FI	SERBIA	RS
FRANCE	FR	SEYCHELLES	SC
FRENCH GUIANA	GF	SIERRA LEONE	SL
FRENCH POLYNESIA	PF	SINGAPORE	SG
FRENCH SOUTHERN TERRITORIES	TF	SLOVAKIA	SK
GABON	GA	SLOVENIA	SI
GAMBIA	GM	SOLOMON ISLANDS	SB
GEORGIA	GE	SOMALIA	SO
GERMANY	DE	SOUTH AFRICA	ZA
GHANA	GH	SOUTH GEORGIA AND THE SOUTH SANDWICH ISLANDS	GS
GIBRALTAR	GI	SPAIN	ES
GREECE	GR	SRI LANKA	LK
GREENLAND	GL	SUDAN	SD
GRENADA	GD	SURINAME	SR
GUADELOUPE	GP	SVALBARD AND JAN MAYEN	SJ
GUAM	GU	SWAZILAND	SZ
GUATEMALA	GT	SWEDEN	SE
GUERNSEY	GG	SWITZERLAND	CH
GUINEA	GN	SYRIAN ARAB REPUBLIC	SY
GUINEA-BISSAU	GW	TAIWAN	TW
GUYANA	GY	TAJIKISTAN	TJ
HAITI	HT	TANZANIA, REPUBLIC OF	UNITED TZ
HEARD ISLAND AND MCDONALD ISLANDS	HM	THAILAND	TH
HOLY SEE (VATICAN CITY STATE)	VA	TIMOR-LESTE	TL
HONDURAS	HN	TOGO	TG
HONG KONG	HK	TOKELAU	TK
HUNGARY	HU	TONGA	TO
ICELAND	IS	TRINIDAD AND TOBAGO	TT
INDIA	IN	TUNISIA	TN
INDONESIA	ID	TURKEY	TR

Instruction Kit for eForm MR-2

(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)

IRAN, ISLAMIC REPUBLIC OF	IR	TURKMENISTAN	TM
IRAQ	IQ	TURKS AND CAICOS ISLANDS	TC
IRELAND	IE	TUVALU	TV
ISLE OF MAN	IM	UGANDA	UG
ISRAEL	IL	UKRAINE	UA
ITALY	IT	UNITED ARAB EMIRATES	AE
JAMAICA	JM	UNITED KINGDOM	GB
JAPAN	JP	UNITED STATES	US
JERSEY	JE	UNITED STATES MINOR OUTLYING ISLANDS	UM
JORDAN	JO	URUGUAY	UY
KAZAKHSTAN	KZ	UZBEKISTAN	UZ
KENYA	KE	VANUATU	VU
KIRIBATI	KI	VENEZUELA, BOLIVARIAN REPUBLIC OF	VE
KOREA, DEMOCRATIC PEOPLE'S REPUBLIC OF	KP	VIET NAM	VN
KOREA, REPUBLIC OF	KR	VIRGIN ISLANDS, BRITISH	VG
KUWAIT	KW	VIRGIN ISLANDS, U.S.	VI
KYRGYZSTAN	KG	WALLIS AND FUTUNA	WF
LAO PEOPLE'S DEMOCRATIC REPUBLIC	LA	WESTERN SAHARA	EH
LATVIA	LV	YEMEN	YE
LEBANON	LB	ZAMBIA	ZM
LESOTHO	LS	ZIMBABWE	ZW

[Back](#)

Instruction Kit for eForm MR-2

(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)

Annexure B

	Application made	Other than OPC & Small company	OPC & Small company
(i)	By a company having an authorized share capital of: a) Up to Rupees 25,00,000 b) Above Rupees 25,00,000 but up to Rupees 50,00,000 c) Above Rupees 50,00,000 but up to Rupees 5,00,00,000 d) Above Rupees 5,00,00,000 but up to Rupees 10 crore or more e) Above Rupees 10 crore	2,000 5,000 10,000 15,000 20,000	1,000 2,500 N/A N/A N/A
(ii)	By a company limited by guarantee but not having a share capital	2,000	N/A
(iii)	By a company having a valid license issued under section 8 of the Act (Section 8 Company)	2,000	N/A

[Back](#)