

[PUBLISHED IN PART – II, SECTION 3, SUB-SECTION (i) OF THE
GAZETTE OF INDIA, EXTRAORDINARY]

GOVERNMENT OF INDIA
MINISTRY OF CORPORATE AFFAIRS
Notification

New Delhi, 8th September, 2009.

G.S.R. 649 (E) – In exercise of the powers conferred by sub-section (1) of section 642 read with section 610B of the Companies Act, 1956, the Central Government hereby makes the following rules further to amend the Companies (Central Government's) General Rules and Forms, 1956, namely: –

1. (1) These rules may be called the Companies (Central Government's) General Rules and Forms (Fifth Amendment) Rules, 2009.

(2) These rules shall come into force on the 13th day of September, 2009.

2. In the Companies (Central Government's) General Rules and Forms, 1956, in Annexure 'A', -

(a) for Form No. 24B, the following Form shall be substituted, namely:-

FORM NO. 24B

[Pursuant to section 314(1B)
of the Companies Act, 1956]

Form of application to the Central Government for
obtaining prior consent for holding of any office or
place of profit in the company by certain persons

Note - All fields marked in * are to be mandatorily filled.

PART A - Particulars of company

1.(a) *Corporate identity number (CIN) of company

(b) Global location number (GLN) of company

2.(a) Name of the company

(b) Address of the registered office of the company

(c) *e-mail ID of the company

(d) Phone (with STD code) (e) Fax (with STD code)

PART B - The proposal for which the Central Government's approval is sought

3.(a) *Proposal for which Central Government's approval is sought

(b) *Period of appointment From (DD/MM/YYYY) To (DD/MM/YYYY)

(c) (i) *Remuneration per month per annum

(ii) Salary (in Rs.)

(iii) Commission (in Rs.)

(iv) Perquisites (in Rs.)

(v) Others (in Rs.)

(vi) Total cost to the company (in Rs.)

4. Name(s) of the directors or managing directors or whole-time directors to whom the proposed appointee is related and the nature of relationship
(Details of maximum 2 persons can be provided here. In case of more than 2, provide details as an optional attachment)

(i) (a) *Director identification number (DIN)

(b) *Name

(c) *Designation

(d) *Inter-se relationship

(ii) (a) DIN

(b) Name

(c) Designation

(d) Inter-se relationship

5. *Appointee is Individual Company Partnership firm

(One application can be filed for one appointee only. In case of more than one appointee, file a new eForm)

(a) (i) DIN or income-tax permanent account number (income-tax PAN) or passport number

(ii) CIN of company

(iii) GLN of company

(iv) *Name

(b) Father's name

(c) *Designation or nature of appointment

(d) Nationality

(e) Date of birth (DD/MM/YYYY)

(f) Qualification

(g) Experience years months

(h) Remuneration drawn during last three years

(i) *Whether employed Yes No

Name of organisation

Designation

Date (DD/MM/YYYY) From To

Total cost to the company (in Rs.)

(ii) *Whether employed Yes No

Name of organisation

Designation

Date (DD/MM/YYYY) From To

Total cost to the company (in Rs.)

(iii) *Whether employed Yes No

Name of organisation

Designation

Date (DD/MM/YYYY) From To

Total cost to the company (in Rs.)

6. Statement of similarly placed employees or executives with details of their educational qualification or experience, pay scale, allowances and other benefits proposed

*Whether any similarly placed employee or executive exists in the company Yes No

If yes, provide the details (Details of maximum 2 persons can be provided here. In case of more than 2, provide details as an optional attachment)

(i)

(a) Name of employee	<input type="text"/>
(b) Designation and/ or nature of employment	<input type="text"/>
(c) Date of birth	<input type="text"/> (DD/MM/YYYY)
(d) Qualification	<input type="text"/>
(e) Experience	<input type="text"/>
(f) Remuneration	
(i) Salary (in Rs.)	<input type="text"/>
(ii) Commission (in Rs.)	<input type="text"/>
(iii) Perquisites (in Rs.)	<input type="text"/>
(iv) Others (in Rs.)	<input type="text"/>
(v) Total cost to the company (in Rs.)	<input type="text"/>

(ii)

(a) Name of employee	<input type="text"/>
(b) Designation and/ or nature of employment	<input type="text"/>
(c) Date of birth	<input type="text"/> (DD/MM/YYYY)
(d) Qualification	<input type="text"/>
(e) Experience	<input type="text"/>
(f) Remuneration	
(i) Salary (in Rs.)	<input type="text"/>
(ii) Commission (in Rs.)	<input type="text"/>
(iii) Perquisites (in Rs.)	<input type="text"/>
(iv) Others (in Rs.)	<input type="text"/>
(v) Total cost to the company (in Rs.)	<input type="text"/>

7. Statement showing the details of the relatives of the directors who have been either appointed as managing or whole-time director, manager or in any other position in the applicant company indicating clearly the remuneration paid to each relative and total remuneration paid to them as percentage of profit as computed under section 198 of the Companies Act, 1956:

(a) Total number of relatives of the directors appointed as Managing Director, or whole-time director, manager or in any position in the applicant company

(Details of maximum 3 persons can be provided here. In case of more than 3, provide details as an optional attachment)

(i)

(a) Name of relative	<input type="text"/>		
(b) Nature of relation	<input type="text"/>		
(c) Designation and/ or nature of appointment	<input type="text"/>		
(d) Remuneration (in Rs.)	Salary	Commission	Perquisites
	Others	Total	<input type="text"/>
(e) Percentage of profit as computed under section 198 of the Companies Act, 1956	<input type="text"/>		
(f) Details of director to whom related	<input type="text"/>		
DIN	<input type="text"/>	<input type="text" value="Pre-fill"/>	
Name	<input type="text"/>		
Designation	<input type="text"/>		

(ii)

(a) Name of relative	<input type="text"/>		
(b) Nature of relation	<input type="text"/>		
(c) Designation and/ or nature of appointment	<input type="text"/>		
(d) Remuneration (in Rs.)	Salary	Commission	Perquisites
	Others	Total	<input type="text"/>
(e) Percentage of profit as computed under section 198 of the Companies Act, 1956	<input type="text"/>		
(f) Details of director to whom related	<input type="text"/>		
DIN	<input type="text"/>	<input type="text" value="Pre-fill"/>	
Name	<input type="text"/>		
Designation	<input type="text"/>		

(iii)

(a) Name of relative	<input type="text"/>		
(b) Nature of relation	<input type="text"/>		
(c) Designation and/ or nature of appointment	<input type="text"/>		
(d) Remuneration (in Rs.)	Salary	Commission	Perquisites
	Others	Total	<input type="text"/>
(e) Percentage of profit as computed under section 198 of the Companies Act, 1956	<input type="text"/>		
(f) Details of director to whom related	<input type="text"/>		
DIN	<input type="text"/>	<input type="text" value="Pre-fill"/>	
Name	<input type="text"/>		
Designation	<input type="text"/>		

(b) Total remuneration paid to relatives of directors as a percentage of profit as computed under section 198 of the Companies Act, 1956 during the preceding financial year

8. Particulars of net profit or loss as computed under section 198 of the Companies Act, 1956, total income and net profit or loss of the company during immediately preceding three financial years

Particulars	Figures for the period (Amount in rupees)	Figures for the period (Amount in rupees)	Figures for the period (Amount in rupees)
	From (DD/MM/YYYY) <input type="text"/> To (DD/MM/YYYY) <input type="text"/>	From (DD/MM/YYYY) <input type="text"/> To (DD/MM/YYYY) <input type="text"/>	From (DD/MM/YYYY) <input type="text"/> To (DD/MM/YYYY) <input type="text"/>
Profit or loss as computed under section 198 of the Act			
Total income			
Net profit/ net loss			

9.(a) *Service request number (SRN) of Form 23

(b) *Date of filing of Form 23

(c) *Date of passing of special resolution

(DD/MM/YYYY)

(DD/MM/YYYY)

10. *Share holding pattern as on (DD/MM/YYYY)

(a)	S.No.	Category	Percentage
	1.	*Government [Central and State]	
	2.	*Government companies	
	3.	*Public financial companies	
	4.	*Nationalised or other banks	
	5.	*Mutual funds	
	6.	Venture capital	
	7.	Foreign holdings [Foreign institutional investor(s) or Foreign company(s) or Foreign financial institution(s) or Non resident indian(s) or Overseas corporate bodies]	
	8.	Bodies corporate (not mentioned above)	
	9.	Directors or relatives of directors	
	10.	Other top 50 shareholders (other than listed above)	
	11.	*Indian public	
	12.	Others	
	13.	Total	

(b) *Total number of share holders

Attachments

- 1. *Copy of the resolution passed by the board of directors, relating to the proposed appointment
- 2. *Copy of members' special resolution approving the proposal alongwith notice and explanatory statement relating there to
- 3. Copy of rules of the company relating to the terms and conditions in regard to perquisites as applicable to its employees.
- 4. *Certificate from secretary or director of the company to the effect that similar perks at the same rate(s) are being paid to the other employees of the company in the equivalent grade
- 5. An undertaking from the appointee that he or she will be in exclusive employment of the company and will not hold a place of profit in any other company
- 6. Copy of the minutes of selection committee in case of public limited company (including composition of selection committee)
- 7. *Particulars of employees in receipt of remuneration of Rs. 50,000 or more per month
- 8. Optional attachment(s) - if any

List of attachments

Verification

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

I have been authorised by the Board of directors' resolution number * dated * (DD/MM/YYYY) to sign and submit this application

To be digitally signed by

Managing Director or director or manager or secretary of the company

*Designation

*Director identification number of the director or Managing Director; or Income-tax permanent account number (income-tax PAN) of the manager; or Membership number, if applicable or income-tax PAN of the secretary (secretary of a company who is not a member of ICSI, may quote his/her income-tax PAN)

For office use only:

Digital signature of the authorising officer

This e-Form is hereby approved

This e-Form is hereby rejected

(b) for Form No. 25A, the following Form shall be substituted, namely:-

FORM NO. 25A

[Pursuant to section 198(4), 269, 309(3), 309(5B), 310, 311, 387, 388, 2(24), 4(7), 309(1)(b), 309(4)(a) and (b) and 316(4) of Companies Act, 1956]

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 or whole-time director(s) or manager and commission or remuneration or expression of opinion to directors

Note - All fields marked in * are to be mandatorily filled.

Part A - Profile of the company

1.(a) *Corporate identity number (CIN) of company

Pre-fill

(b) Global location number (GLN) of company

2.(a) Name of the company

(b) Address of the registered office of the company

(c) *e-mail ID of the company

(d) Phone (with STD code)

(e) Fax (with STD code)

(f) Date of incorporation

(DD/MM/YYYY)

3. *Effective capital as computed under Schedule XIII to the Companies Act, 1956 as per previous year's audited balance sheet (in Rs.)

(Attach the copy of the calculation sheet of effective capital)

4. Net profit or loss as computed under section 198 of the Act, details of remuneration paid and dividend declared by the company during immediately preceding three financial years

Particulars	Figures for the period (Amount in rupees)		Figures for the period (Amount in rupees)		Figures for the period (Amount in rupees)	
	From (DD/MM/YYYY)	To (DD/MM/YYYY)	From (DD/MM/YYYY)	To (DD/MM/YYYY)	From (DD/MM/YYYY)	To (DD/MM/YYYY)
	<input style="width: 100%; height: 20px;" type="text"/>	<input style="width: 100%; height: 20px;" type="text"/>	<input style="width: 100%; height: 20px;" type="text"/>	<input style="width: 100%; height: 20px;" type="text"/>	<input style="width: 100%; height: 20px;" type="text"/>	<input style="width: 100%; height: 20px;" type="text"/>
Profit or loss as computed under section 198 of the act						
5 per cent of the above profit						
10 per cent of the above profit						
Total remuneration paid to all managerial personnel						
Dividend declared (including interim dividend)						

5. If the company has made any default in filing of annual return and balance sheet during immediately preceding three financial years, furnish the reasons thereof

8

6. Financial parameters for the immediately preceding three financial years as per balance sheet and profit and loss account filed by the company

Pre-fill

(Amount in rupees)

Particulars	Date of balance sheet (DD/MM/YYYY)	Date of balance sheet (DD/MM/YYYY)	Date of balance sheet (DD/MM/YYYY)
	<input type="text"/>	<input type="text"/>	<input type="text"/>
Date of filing (DD/MM/YYYY)			
Paid-up capital			
Reserves and surplus			
Profit and loss account (debit balance)			
Domestic turnover			
Export turnover			
Total income			
Managerial remuneration			
Total expenditure			
Net profit or net loss (before tax and appropriation)			
Income tax including deferred tax			

7. *Share holding pattern as on (DD/MM/YYYY)

(a) S.No.	Category	Percentage
1.	*Government [Central and State]	
2.	*Government companies	
3.	*Public financial companies	
4.	*Nationalised or other banks	
5.	*Mutual funds	
6.	Venture capital	
7.	Foreign holdings [Foreign institutional investor(s) or Foreign company(s) or Foreign financial institution(s) or Non resident indian(s) or Overseas corporate bodies]	
8.	Bodies corporate (not mentioned above)	
9.	Directors or relatives of directors	
10.	Other top 50 shareholders (other than listed above)	
11.	*Indian public	
12.	Others	
13.	Total	

(b) *Total number of share holders

PART-B Details of the proposal

8.(a) Proposal for which Central Government's approval is sought and justification thereof

(i) *Proposal for

- Appointment or reappointment (including payment of remuneration)
- Waiver of excess remuneration paid during a particular financial year
- Increase in remuneration including commission
- Commission or remuneration to non executive directors
- Expression of opinion in respect of directors
- Approval under section 316 or 386

(ii) *Justification of the proposal

8.(b) Whether the application has been filed in time Yes No

8.(c) Which clause(s) of schedule XIII to the Companies Act, 1956 is or are not satisfied due to which the present application is being made. Give full particulars.

8.(d)(i) *Whether the company has made any default in repayment of its debts (including public deposit) or debentures or interest payable thereon as prescribed in part II of schedule XIII Yes No

(ii) If yes, furnish the details thereof

8.(e)(i) *Whether the proposed appointee or the person in whose respect the application is filed suffers from any of the disqualification mentioned in section 267 or section 385 or section 274 of the Act. Yes No

(ii) If yes, furnish the details thereof

8.(f) Furnish details of resolution passed

(i) *Board resolution date (DD/MM/YYYY)

(ii) Remuneration committee's resolution date (DD/MM/YYYY)

(iii) Share holders' resolution date (DD/MM/YYYY)

(iv) Type of resolution Ordinary resolution Special resolution

9.(a) Particulars of the proposed appointee or the person in whose respect the application is filed
 (One application can be filed for one person only except for payment of commission to non executive directors. In case of commission etc. paid to more than one non-executive director, give details of one such person here and details of others as an optional attachment)

(i) *Director identification number (DIN) or income-tax permanent account number (Income-tax PAN)

(ii) *Name

(iii) *Father's name

(iv) *Designation

(v) Whether appointment or reappointment Appointment Reappointment

(vi) Effective date of appointment or re-appointment (DD/MM/YYYY)

(vii) *Nationality

(viii) *Date of birth (DD/MM/YYYY)

(ix) *Place of birth

(x) *Educational, professional qualifications and brief profile of the appointee or the person in whose respect the application is filed

(xi) *Experience years months

(xii) *Income details during three immediately preceding years from any organisation and/ or of present remuneration

Period		Salary (in Rs.)	Perquisites and allowances (in Rs.)	Commission, bonus and performance linked incentive (in Rs.)	Others including retiral (in Rs.)	Total (in Rs.)
From (DD/MM/YYYY)	To (DD/MM/YYYY)					

Period		Name of organisation(s) and Designation(s)
From (DD/MM/YYYY)	To (DD/MM/YYYY)	

9.(b) In case the proposed appointee or the person in whose respect the application is filed is a foreigner, also furnish the following

(i) ISO country code

(ii) Country

(iii) Passport number

(iv) Date of issue (DD/MM/YYYY)

(v) Validity of passport (DD/MM/YYYY)

(vi) Purpose of visit

(vii) Occupation

9.(c) Proposed remuneration per annum of the appointee or of the person in whose respect application is filed

Period		Salary (in Rs.)	Perquisites and allowances (in Rs.)	Commission, bonus and performance linked incentive (in Rs.)	Others including retirals (in Rs.)	Total (in Rs.)
From (DD/MM/YYYY)	To (DD/MM/YYYY)					

9.(d) In case commission, bonus or performance linked incentive is in percentage, specify per cent

9.(e) Details of excess remuneration paid

Period		Actual remuneration paid (in Rs.)	Remuneration allowed as per schedule XIII (in Rs.)	Excess remuneration paid (in Rs.)
From (DD/MM/YYYY)	To (DD/MM/YYYY)			

9.(f) Circumstances under which such amount were paid in excess of the limits

9.(g) Details in respect of proposed increment of remuneration (Provide details regarding pay scale, rate of increment and justification thereof)

9.(h) Reason(s) for losses or inadequacy of profits

9.(i) Details of remuneration per annum (including perks and commission) as on date of application drawn by appointee or the person in whose respect application is filed, in any other company(s)

CIN of company	Name of company Pre-fill all	Designation	Amount (in Rs.)
<input type="text"/>			
<input type="text"/>			
<input type="text"/>			

10. Remuneration paid by the company during the immediately preceding three financial years to be stated separately for each director or managing director or whole time director or manager

*Number of persons as above to whom remuneration has been paid

(Details of maximum 5 persons can be provided here. In case of more than 5, provide details as an optional attachment)
(First furnish details pertaining to all executive directors and thereafter for all non executive directors)

I. (a) DIN or income-tax PAN (Please provide DIN in case of Director) **Pre-fill**

(b) Name

(c) Designation

(d) In case of director, specify whether executive or non-executive Executive director Non-executive director

(e) Remuneration paid during the immediately preceding three financial years, is as follows:

Period of payment		Salary (in Rs.)	Perquisites and allowances (in Rs.)	Commission, bonus and performance linked incentive (in Rs.)	Others (in Rs.)	Total cost to the company (in Rs.)	% to net profits u/s 198	Whether approval of Gover- -nment obtained
From (DD/MM/YYYY)	To (DD/MM/YYYY)							
<input type="text"/>	<input type="text"/>							<input type="text"/>
<input type="text"/>	<input type="text"/>							<input type="text"/>
<input type="text"/>	<input type="text"/>							<input type="text"/>

(f) Reasons for not obtaining approval of Government

11. In case of application filed u/s 316(4) or 386(4), provide the following details

I.

(i) CIN of company Pre-fill

(ii) GLN of company

(iii) Name

(iv) Address of the registered office of the company

(v) Nature of business

(vi) Working results for the immediately preceding three financial years

Particulars	Figures for the period (Amount in rupees)	Figures for the period (Amount in rupees)	Figures for the period (Amount in rupees)
	From (DD/MM/YYYY)	From (DD/MM/YYYY)	From (DD/MM/YYYY)
	<input style="width: 80%;" type="text"/>	<input style="width: 80%;" type="text"/>	<input style="width: 80%;" type="text"/>
	To (DD/MM/YYYY)	To (DD/MM/YYYY)	To (DD/MM/YYYY)
	<input style="width: 80%;" type="text"/>	<input style="width: 80%;" type="text"/>	<input style="width: 80%;" type="text"/>
Profit or loss as computed under section 198 of the act			

II.

(i) CIN of company Pre-fill

(ii) GLN of company

(iii) Name

(iv) Address of the registered office of the company

(v) Nature of business

(vi) Working results for the immediately preceding three financial years

Particulars	Figures for the period (Amount in rupees)	Figures for the period (Amount in rupees)	Figures for the period (Amount in rupees)
	From (DD/MM/YYYY)	From (DD/MM/YYYY)	From (DD/MM/YYYY)
	<input style="width: 80%;" type="text"/>	<input style="width: 80%;" type="text"/>	<input style="width: 80%;" type="text"/>
	To (DD/MM/YYYY)	To (DD/MM/YYYY)	To (DD/MM/YYYY)
	<input style="width: 80%;" type="text"/>	<input style="width: 80%;" type="text"/>	<input style="width: 80%;" type="text"/>
Profit or loss as computed under section 198 of the act			

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) or section 309(3)

12. Whether the company proposes to pay minimum remuneration in the absence of or inadequacy of profits or remuneration in excess of the limits prescribed under section 198(1) or section 309(3)

Yes No

Note: Separate application fees to be paid in respect of the application under Part-C

I. Attachments in Part-B

- (i) *Copy of the calculation sheet of effective capital as computed under Schedule XIII to the Companies Act, 1956 as per previous year's audited balance sheet Attach
- (ii) *Copy(s) of the resolution of Board of directors' Attach
- (iii) Copy(s) of resolution of remuneration committee along with its composition Attach
- (iv) Copy(s) of resolution of shareholder(s) Attach
- (v) *Certificate from the auditor with regard to the compliance of section 274 of the Companies Act, 1956 Attach
- (vi) No default certificate towards repayment of debts (including public deposit or debentures or interest payable thereon) from director or secretary of the company Attach
- (vii) No objection certificate from the financial institution(s) or bank(s) to whom the company has defaulted Attach
- (viii) Copy of scheme approved by board for industrial and financial reconstruction (BIFR) or financial institution(s) or bank(s) for the revival of the company Attach
- (ix) Copy of draft agreement between the company and the proposed appointee Attach
- (x) Newspaper clipping in which notices pursuant to section 640B have been published Attach
- (xi) Copy of visa Attach
- (xii) Copies of educational or professional certificates with regard to section 309(1)(b) Attach
- (xiii) Application under section 637B of the Act (This requires extra fee) Attach
- (xiv) Copy of calculation sheet relating to excess or overpayment duly certified from a chartered accountant or company secretary in whole-time practice Attach
- (xv) Projections of the turnover and net profits for next three years Attach
- (xvi) In case of consultant, details of other project(s) or assignment(s) being dealt and fee or remuneration for the same Attach
- (xvii) Statement as per proviso (iv) of Part (B) of Part II of Schedule XIII to the Companies Act (refer Schedule XIII for details) Attach

II. Attachments in Part-C

(xviii) Relevant resolution

Attach

III. Optional attachment(s) - if any

Attach

List of attachments

Remove attachment

Verification

To the best of my knowledge and belief, the information given in the application and its attachments is correct and complete.

I have been authorised by the Board of directors' resolution number * dated *
(DD/MM/YYYY)

To be digitally signed by

Managing Director or director or manager or secretary of the company

*Designation

*DIN of the director or Managing Director; or
Income-tax PAN of the manager; or
Membership number, if applicable or income-tax PAN of the secretary
(secretary of a company who is not a member of ICSI, may quote his/ her income-tax PAN)

Modify

Check Form

Prescrutiny

Submit

For office use only:

Digital signature of the authorising officer

This e-Form is hereby approved

This e-Form is hereby rejected

Confirm submission

[F No 1/05 /2009 CL.V]

Renuka Kumar,
Joint Secretary.

Note: The principal rules were published vide number G.S.R. 432A, dated the 18th February, 1956 and was last amended vide number G.S.R 643 (E) dated 7-9-2009.