

## **Form 23AAB**

### **INSTRUCTIONS FOR FILLING OF EFORM -23AAB** (Application for exemption from attaching the annual accounts of the subsidiary companies)


| Sl. No.     |          | Detailed Instruction  |
|-------------|----------|---|
|             |          | Note: Instructions are not provided for the fields which are self explanatory   |
|             |          | Refer the relevant provisions of the Companies Act, 1956 and rules made there under with respect to the matter dealt in this eForm  |
| 1           | (a)      | Enter the 'Corporate Identity Number' (CIN) of the company <ul style="list-style-type: none"> <li>You may find CIN by entering your existing registration number in the Find CIN/GLN service at the portal <a href="http://www.mca.gov.in">www.mca.gov.in</a></li> </ul>  |
| 2           | (a), (b) | Click the "Pre- fill" button.<br>System will automatically display the name and registered office address of the company  |
| 4           |          | Enter the start date and end date of the financial year of the holding company:   |
| 5           |          | Enter the details of the subsidiary companies.<br>Note: Details for maximum of five companies can be provided in five blocks (5.1 to 5.5), if there are more than five subsidiaries, provide details for the rest as an attachment  |
|             | 5.1      | a) Enter the CIN of an Indian subsidiary <ul style="list-style-type: none"> <li>You may find CIN by entering your existing registration number in the Find CIN/GLN service at the portal <a href="http://www.mca.gov.in">www.mca.gov.in</a></li> </ul> Click the "Pre-fill" button<br>System will automatically display the name of the company<br>b) In case of a foreign subsidiary enter the name of the company<br>c) Enter the other details of the subsidiary |
| 6           |          | Enter details for the subsidiaries for which exemption is required<br>Note: Details for maximum three subsidiaries can be provided (6.1 to 6.3), provide details for the rest as an attachment  |
|             | 6.1      | a) Enter the CIN of an Indian subsidiary <ul style="list-style-type: none"> <li>You may find CIN by entering your existing registration number in the Find CIN/GLN service at the portal <a href="http://www.mca.gov.in">www.mca.gov.in</a></li> </ul> Click the "Pre-fill" button<br>System will automatically display the name of the company<br>b) In case of a foreign subsidiary enter the name of the company<br>c) Enter the other details of the subsidiary |
| 7           |          | Enter the start date and end date of the financial year of the holding company with respect to which exemption is required  |
| 8           |          | Enter in detail reasons and justifications for the exemption required with respect to every subsidiary and attach documentary proof for the same if any.  |
| Attachments |          | <ul style="list-style-type: none"> <li>Board resolution in support of proposal mentioning the names of subsidiaries and their financial year under reference.</li> <li>Copies of any previous approval order obtained earlier with respect to exemption from attachment of subsidiary(s) accounts</li> </ul>  |

|             |  |
|-------------|--|
|             | <ul style="list-style-type: none"> <li>▪ Documentary proof if the subsidiary and holding company are holding different accounting years due to requirements under law of country of incorporation.</li> <li>▪ Documentary proof of subsidiary company under lockout, pending court case, non-finalization of accounts, pending excise/income-tax cases, company being in liquidation, company with BIFR for revival.</li> <li>▪ Any other information can be provided as an optional attachment</li> </ul> |
| Declaration | Enter the date of the board resolution authorising the signatory to sign and submit this application   |
| Signature   | The eform should be digitally signed by managing director or director or manager or secretary of the company duly authorised by the board of directors.  |

**Note:**

1. Approval may not be granted if the applicant company does not attach adequate proof in support of difficulties on account of internal disturbance, disputes etc.
2. Company cannot avail this exemption if it seeks to attach unaudited accounts of the foreign subsidiary companies on the ground that in the countries of their incorporation there is no legal requirement for auditing the accounts

**Common Instruction Kit**

| Buttons           | Particulars   |
|-------------------|---|
| Pre Fill          | <p>When the user clicks the pre fill button after entering the corporate identity number in eform (excepting eform 1A), the name and address is displayed by the system.</p> <p>This button may appear more than once in a eform, and shall be required to be clicked for displaying the data pertaining to that field.</p> <p>You are required to be connected to the internet for pre-filling.</p>  |
| Attach            | <p>You have to click the attach button corresponding to the document you are making an attachment. In case you wish to attach any other document, please click the optional attach button.</p>  |
| Remove attachment | <p>You can view the attachments added to eform in the rectangle box provided next to the list of attachment. If the user wants to remove or delete any attachment, select the attachment to be removed and press the "Remove attachment" button.</p>  |
| Check Form        | <p>Once the form is filled up. The user is required to press the Check Form button. When this button is pressed form level validation is done such as, Whether all the mandatory fields are filled up or not. If an error is displayed after pressing the button the user is required to correct the mistake and again press the "Check Form" button. When all the form level validation is done. A message is displayed that "Form level pre scrutiny is successful". The Check Form is done without being connected to the internet.</p>  |
| Modify            | <p>"Modify" button gets enabled after the check form is done. By pressing this button the user can make the changes in the filled in form. If the user makes any change in the form again the user is required to press the "Check Form" button.</p>  |
| Pre scrutiny      | <p>Once the check form is done the user is required to Pre scrutinize the eform. This requires being connected to the MCA21 site for uploading the form. On pre-scrutiny the system level check is performed and if there are any errors it is displayed to the user and once the error is corrected and again on Pre scrutiny if the message displayed is "No errors found. Click on the button below to "Get Form" Press the Get Form button and make the required corrections.</p> <p>Note: before pressing Submit button attach the digital signature by clicking on the box appearing on the signature field </p> |

|              |  |
|--------------|--|
| Submit       | <p>After pre scrutiny is done the user is required to submit the form. This requires being connected to the MCA21 site for uploading the form.</p> <p>In case of online filing the user can submit the form by pressing the “Submit” button</p> <p>Once the form is submitted the fee is displayed to the user. When the user press the “Pay” button the mode of payment option is displayed. On challan payment option, a challan is generated displaying the amount of fee to be paid. The user is required to take the print out of three copies of challan and submit the payment at authorized bank branch. The user has to submit three copies at bank and user shall receive one copy with bank acknowledgment for user’s record.</p> |
| Country code | The list of country code required to be mentioned in the form are as follows:  |

Note: User is advised to refer to eform specific instruction kit.

#### List of ISO Country Code

| Country Name                      | Country Code | Country Name                             | Country Code |
|-----------------------------------|--------------|--|--------------|
| AFGHANISTAN                       | AF           | CAPE VERDE                               | CV           |
| ÅLAND ISLANDS                     | AX           | CAYMAN ISLANDS                           | KY           |
| ALBANIA                           | AL           | CENTRAL AFRICAN REPUBLIC                 | CF           |
| ALGERIA                           | DZ           | CHAD                                     | TD           |
| AMERICAN SAMOA                    | AS           | CHILE                                    | CL           |
| ANDORRA                           | AD           | CHINA                                    | CN           |
| ANGOLA                            | AO           | CHRISTMAS ISLAND                         | CX           |
| ANGUILLA                          | AI           | COCOS (KEELING) ISLANDS                  | CC           |
| ANTARCTICA                        | AQ           | COLOMBIA                                 | CO           |
| ANTIGUA AND BARBUDA               | AG           | COMOROS                                  | KM           |
| ARGENTINA                         | AR           | CONGO                                    | CG           |
| ARMENIA                           | AM           | CONGO, THE DEMOCRATIC<br>REPUBLIC OF THE | CD           |
| ARUBA                             | AW           | COOK ISLANDS                             | CK           |
| AUSTRALIA                         | AU           | COSTA RICA                               | CR           |
| AUSTRIA                           | AT           | COTE D'IVOIRE                            | CI           |
| AZERBAIJAN                        | AZ           | CROATIA                                  | HR           |
| BAHAMAS                           | BS           | CUBA                                     | CU           |
| BAHRAIN                           | BH           | CYPRUS                                   | CY           |
| BANGLADESH                        | BD           | CZECH REPUBLIC                           | CZ           |
| BARBADOS                          | BB           | DENMARK                                  | DK           |
| BELARUS                           | BY           | DJIBOUTI                                 | DJ           |
| BELGIUM                           | BE           | DOMINICA                                 | DM           |
| BELIZE                            | BZ           | DOMINICAN REPUBLIC                       | DO           |
| BENIN                             | BJ           | ECUADOR                                  | EC           |
| BERMUDA                           | BM           | EGYPT                                    | EG           |
| BHUTAN                            | BT           | EL SALVADOR                              | SV           |
| BOLIVIA                           | BO           | EQUATORIAL GUINEA                        | GQ           |
| BOSNIA AND HERZEGOVINA            | BA           | ERITREA                                  | ER           |
| BOTSWANA                          | BW           | ESTONIA                                  | EE           |
| BOUVET ISLAND                     | BV           | ETHIOPIA                                 | ET           |
| BRAZIL                            | BR           | FALKLAND ISLANDS<br>(MALVINAS)           | FK           |
| BRITISH INDIAN OCEAN<br>TERRITORY | IO           | FAROE ISLANDS                            | FO           |

| Country Name                           | Country Code | Country Name                               | Country Code |
|--|--------------|--|--------------|
| BRUNEI DARUSSALAM                      | BN           | FIJI                                       | FJ           |
| BULGARIA                               | BG           | FINLAND                                    | FI           |
| BURKINA FASO                           | BF           | FRANCE                                     | FR           |
| BURUNDI                                | BI           | FRENCH GUIANA                              | GF           |
| CAMBODIA                               | KH           | FRENCH POLYNESIA                           | PF           |
| CAMEROON                               | CM           |  |              |
| CANADA                                 | CA           |  |              |
| GABON                                  | GA           | FRENCH SOUTHERN TERRITORIES                | TF           |
| GAMBIA                                 | GM           | LAO PEOPLE'S DEMOCRATIC REPUBLIC           | LA           |
| GEORGIA                                | GE           | LATVIA                                     | LV           |
| GERMANY                                | DE           | LEBANON                                    | LB           |
| GHANA                                  | GH           | LESOTHO                                    | LS           |
| GIBRALTAR                              | GI           | LIBERIA                                    | LR           |
| GREECE                                 | GR           | LIBYAN ARAB JAMAHIRIYA                     | LY           |
| GREENLAND                              | GL           | LIECHTENSTEIN                              | LI           |
| GRENADA                                | GD           | LITHUANIA                                  | LT           |
| GUADELOUPE                             | GP           | LUXEMBOURG                                 | LU           |
| GUAM                                   | GU           | MACAO                                      | MO           |
| GUATEMALA                              | GT           | MACEDONIA, THE FORMER YUGOSLAV REPUBLIC OF | MK           |
| GUINEA                                 | GN           | MADAGASCAR                                 | MG           |
| GUINEA-BISSAU                          | GW           | MALAWI                                     | MW           |
| GUYANA                                 | GY           | MALAYSIA                                   | MY           |
| HAITI                                  | HT           | MALDIVES                                   | MV           |
| HEARD ISLAND AND MCDONALD ISLANDS      | HM           | MALI                                       | ML           |
| HOLY SEE (VATICAN CITY STATE)          | VA           | MALTA                                      | MT           |
| HONDURAS                               | HN           | MARSHALL ISLANDS                           | MH           |
| HONG KONG                              | HK           | MARTINIQUE                                 | MQ           |
| HUNGARY                                | HU           | MAURITANIA                                 | MR           |
| ICELAND                                | IS           | MAURITIUS                                  | MU           |
| INDIA                                  | IN           | MAYOTTE                                    | YT           |
| INDONESIA                              | ID           | MEXICO                                     | MX           |
| IRAN, ISLAMIC REPUBLIC OF              | IR           | MICRONESIA, FEDERATED STATES OF            | FM           |
| IRAQ                                   | IQ           | MOLDOVA, REPUBLIC OF                       | MD           |
| IRELAND                                | IE           | MONACO                                     | MC           |
| ISRAEL                                 | IL           | MONGOLIA                                   | MN           |
| ITALY                                  | IT           | MONTSERRAT                                 | MS           |
| JAMAICA                                | JM           | MOROCCO                                    | MA           |
| JAPAN                                  | JP           | MOZAMBIQUE                                 | MZ           |
| JORDAN                                 | JO           | MYANMAR                                    | MM           |
| KAZAKHSTAN                             | KZ           | NAMIBIA                                    | NA           |
| KENYA                                  | KE           | NAURU                                      | NR           |
| KIRIBATI                               | KI           | NEPAL                                      | NP           |
| KOREA, DEMOCRATIC PEOPLE'S REPUBLIC OF | KP           | NETHERLANDS                                | NL           |

| Country Name                        | Country Code | Country Name                            | Country Code |
|-------------------------------------|--------------|---|--------------|
| KOREA, REPUBLIC OF                  | KR           | NETHERLANDS ANTILLES                    | AN           |
| KUWAIT                              | KW           | NEW CALEDONIA                           | NC           |
| KYRGYZSTAN                          | KG           | NEW ZEALAND                             | NZ           |
|                                     |              | NICARAGUA                               | NI           |
|                                     |              | NIGER                                   | NE           |
|                                     |              | NIGERIA                                 | NG           |
| NIUE                                | NU           | SPAIN                                   | ES           |
| NORFOLK ISLAND                      | NF           | SRI LANKA                               | LK           |
| NORTHERN MARIANA ISLANDS            | MP           | SUDAN                                   | SD           |
| NORWAY                              | NO           | SURINAME                                | SR           |
| OMAN                                | OM           | SVALBARD AND JAN MAYEN                  | SJ           |
| PAKISTAN                            | PK           | SWAZILAND                               | SZ           |
| PALAU                               | PW           | SWEDEN                                  | SE           |
| PALESTINIAN TERRITORY,<br>OCCUPIED  | PS           | SWITZERLAND                             | CH           |
| PANAMA                              | PA           | SYRIAN ARAB REPUBLIC                    | SY           |
| PAPUA NEW GUINEA                    | PG           | TAIWAN, PROVINCE OF CHINA               | TW           |
| PARAGUAY                            | PY           | TAJIKISTAN                              | TJ           |
| PERU                                | PE           | TANZANIA, UNITED REPUBLIC<br>OF         | TZ           |
| PHILIPPINES                         | PH           | THAILAND                                | TH           |
| PITCAIRN                            | PN           | TIMOR-LESTE                             | TL           |
| POLAND                              | PL           | TOGO                                    | TG           |
| PORTUGAL                            | PT           | TOKELAU                                 | TK           |
| PUERTO RICO                         | PR           | TONGA                                   | TO           |
| QATAR                               | QA           | TRINIDAD AND TOBAGO                     | TT           |
| REUNION                             | RE           | TUNISIA                                 | TN           |
| ROMANIA                             | RO           | TURKEY                                  | TR           |
| RUSSIAN FEDERATION                  | RU           | TURKMENISTAN                            | TM           |
| RWANDA                              | RW           | TURKS AND CAICOS ISLANDS                | TC           |
| SAINT HELENA                        | SH           | TUVALU                                  | TV           |
| SAINT KITTS AND NEVIS               | KN           | UGANDA                                  | UG           |
| SAINT LUCIA                         | LC           | UKRAINE                                 | UA           |
| SAINT PIERRE AND MIQUELON           | PM           | UNITED ARAB EMIRATES                    | AE           |
| SAINT VINCENT AND THE<br>GRENADINES | VC           | UNITED KINGDOM                          | GB           |
| SAMOA                               | WS           | UNITED STATES                           | US           |
| SAN MARINO                          | SM           | UNITED STATES MINOR<br>OUTLYING ISLANDS | UM           |
| SAO TOME AND PRINCIPE               | ST           | URUGUAY                                 | UY           |
| SAUDI ARABIA                        | SA           | UZBEKISTAN                              | UZ           |
| SENEGAL                             | SN           | VANUATU                                 | VU           |
| SERBIA AND MONTENEGRO               | CS           | VENEZUELA                               | VE           |
| SEYCHELLES                          | SC           | VIET NAM                                | VN           |
| SIERRA LEONE                        | SL           | VIRGIN ISLANDS, BRITISH                 | VG           |
| SINGAPORE                           | SG           | VIRGIN ISLANDS, U.S.                    | VI           |
| SLOVAKIA                            | SK           | WALLIS AND FUTUNA                       | WF           |
| SLOVENIA                            | SI           | WESTERN SAHARA                          | EH           |

| Country Name                                    | Country Code | Country Name | Country Code |
|---|--------------|--------------|--------------|
| SOLOMON ISLANDS                                 | SB           | YEMEN        | YE           |
| SOMALIA   | SO           | ZAMBIA       | ZM           |
| SOUTH AFRICA                                    | ZA           | ZIMBABWE     | ZW           |
| SOUTH GEORGIA AND THE<br>SOUTH SANDWICH ISLANDS | GS           |              |              |