

FORM 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

(b) Global location number (GLN) of company

2(a). Name of the company

(b). Address of the registered office of the company

3. Managerial remuneration paid during the last three years to be stated separately for each director or managing director or whole time director or manager

(i) (a) Director identification number (DIN) or income-tax permanent account number (PAN) (Please provide DIN in case of Director)

(b) Name

(c). Designation

(d) Managerial remuneration paid during the last three years, is as follows:

Period of payment		Salary (in Rs.)	Perquisite (in Rs.)	Commis- sion (in Rs.)	Others (in Rs.)	Total cost to the company (in Rs.)	% to net profits u/s 198	Nature of service rendered	Whether approval of Gover- nment obtained	If not, reasons thereof
From (DD/MM/YYYY)	To (DD/MM/YYYY)									
									<input type="text"/>	
									<input type="text"/>	
									<input type="text"/>	

(ii) (a) DIN or income-tax PAN (Please provide DIN in case of Director)

(b) Name

(c). Designation

(d) Managerial remuneration paid during the last three years

Period of payment		Salary (in Rs.)	Perquisite (in Rs.)	Commis- sion (in Rs.)	Others (in Rs.)	Total cost to the company (in Rs.)	% to net profits u/s 198	Nature of service rendered	Whether approval of Gover- nment obtained	If not, reasons thereof
From (DD/MM/YYYY)	To (DD/MM/YYYY)									
									<input type="text"/>	
									<input type="text"/>	
									<input type="text"/>	

(iii) (a) DIN or income -tax PAN (Please provide DIN in case of Director)

(b) Name

(c). Designation

(d) Managerial remuneration paid during the last three years

Period of payment		Salary (in Rs.)	Perquisite (in Rs.)	Commis- sion (in Rs.)	Others (in Rs.)	Total cost to the company (in Rs.)	% to net profits u/s 198	Nature of service rendered	Whether approval of Gover- nment obtained	If not, reasons thereof
From (DD/MM/YYYY)	To (DD/MM/YYYY)									
									<input type="text"/>	
									<input type="text"/>	
									<input type="text"/>	

4. *Effective capital as per previous year's audited balance sheet (in Rs. in thousands)

5. Net profit or loss as computed under section 198 of the Act, of the company during last three years:

(i) From	<input type="text"/>	(DD/MM/YYYY)
(ii) To	<input type="text"/>	(DD/MM/YYYY)
(iii) Profit or loss as computed under section 198 of the act	(in Rs.)	<input type="text"/>

(i). From	<input style="width: 90%;" type="text"/>	(DD/MM/YYYY)
(ii). To	<input style="width: 90%;" type="text"/>	(DD/MM/YYYY)
(iii) Profit or loss as computed under section 198 of the act (in Rs.)		<input style="width: 90%;" type="text"/>

(i) From	<input style="width: 90%;" type="text"/>	(DD/MM/YYYY)
(ii) To	<input style="width: 90%;" type="text"/>	(DD/MM/YYYY)
(iii) Profit or loss as computed under section 198 of the act (in Rs.)		<input style="width: 90%;" type="text"/>

6. *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	

(b) *Total number of share holders

PART-B Details of the proposal

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

(i). *Proposal for

- ☐ Appointment or reappointment

☐ Increase in remuneration

☐ Expression of opinion in respect of directors

☐ Waiver of excess or overpayment

☐ Commission or remuneration to directors

(ii). * Justification thereof

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

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

7(d)(i). Whether the proposed apointee(s) 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

7(e)(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

7(f)(i). Whether the proposed appointee is satisfying part I of schedule XIII ☐ Yes ☐ No

(ii) If no, furnish the details thereof

7(g). Proposed remuneration per month or the amount paid in excess of limits prescribed or approved by Central Government

Period		*Effective date of appointment (DD/MM/YYYY)	* Salary (in Rs.)	* Perquisites (in Rs.)	Commission (in Rs.)	Others (in Rs.)	Total (in Rs.)	* Percentage of net profits
*From (DD/MM/YYYY)	* To (DD/MM/YYYY)							

7(h). Circumstances under which such amount were paid in excess of the limits

8(a). Particulars of the proposed appointee

(i) *DIN or income-tax PAN	<input type="text"/>
(ii) Name	<input type="text"/>
(iii) Designation	<input type="text"/>
(iv) Father's name	<input type="text"/>
(v) Nationality	<input type="text"/>
(vi) Date of birth	<input type="text"/> (DD/MM/YYYY)
(vii) Qualifications	<input type="text"/>
(viii) Experience	<input type="text"/>
(ix) Place of birth	<input type="text"/>

(x) Income details during the last three years and/ or of present remuneration:

Organisation	Designation	Duration (DD/MM/YYYY)		Total cost to the company (in Rs.)
		From	To	

(b) In case the proposed appointee is a foreigner, also furnish the following

(i) Country	<input type="text"/>
(ii) Passport number	<input type="text"/>
(iii) Date of issue	<input type="text"/> (DD/MM/YYYY)
(iv) Validity of passport	<input type="text"/> (DD/MM/YYYY)
(v) Purpose of visit	<input type="text"/>

9. Whether the provisions of section 316 or section 386 have been complied with ☐ Yes ☐ No ☐ Not applicable

If yes, please furnish the following

- (i) CIN of company
- (ii) GLN of company
- (iii) Name
- (iv) Address of the registered office of the company
- (v) Nature of business
- (vi) Working results for the last three years
- I (a) From (DD/MM/YYYY)
- (b) To (DD/MM/YYYY)
- (c) Net Profit or loss as computed under section 198 of the act (in Rs.)
- II (a) From (DD/MM/YYYY)
- (b) To (DD/MM/YYYY)
- (c) Net Profit or loss as computed under section 198 of the act (in Rs.)
- III (a) From (DD/MM/YYYY)
- (b) To (DD/MM/YYYY)
- (c) Net Profit or loss as computed under section 198 of the act (in Rs.)

Attachments in Part-B

- (i) Copy of the resolution of remuneration committee along with its composition, board of directors or shareholder(s)
- (ii) No objection certificate from the financial institution(s) or bank(s) to whom the company has defaulted
- (iii) No default certificate from director or secretary of the company
- (iv) 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
- (v) Copy of draft agreement between the company and the proposed appointee
- (vi) Certificate from the auditor with regard to the compliance of section 274 of the Companies Act, 1956
- (vii) Newspaper clipping in which notices pursuant to section 640B have been published

- (viii) Copy of visa
- (ix) Copies of educational or professional certificates with regard to section 309(1)(b)
- (x) Application under section 637B of the Act (This is a separate application with extra fees)
- (xi) Copy of calculation sheet relating to excess or overpayment duly verified from a chartered accountant or company secretary in whole-time practice
- (xii) Projections of the turnover and net profits for next three years

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)

8. 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

(i) Relevant resolution

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

List of attachments

Attachments

1. Optional attachment(s) - if any

Declaration

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 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

For office use only:

Digital signature of the authorising officer

This e-Form is hereby approved

This e-Form is hereby rejected