

0FORM NO. 25A
THE COMPANIES ACT, 1956

Nominal capital Rs.

Registration No. of company

State where registered.....

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

[Pursuant to sections 269, 198(4), 309(3), 311, 387 and 388]

Details of application fee paid:

- (a) Payment is made by
 - (I) treasury Challan,
 - (ii) demand draft.
- (b) Treasury Challan No./demand draft No. and date.
- (c) Name of bank/treasury
- (d) Fee paid

PART A

1. Particulars of company (in block letters):

- (a) Name of the company.
 - (b) Address of its registered office.
 - (c) Date of registration under the Companies Act, 1956.
 - (d) Date of issue of certificate of commencement of business.
 - (e) Nature of business.
 - (f) Whether the company is and deemed public limited company under section 43A Yea/No
2. (a) Management structure (list of directors/managing directors/Whole-time directors (in capital letters):

Sl. No.	Name	Designation	Nationality	Date of appointment

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

Year	Salary	Perquisites	Commission	Other (specify)	Total	% of net profits	Nature of service rendered	Whether approval of Government obtained (Yes/No)	If not reason therefor

3. Effective capital as per latest audited balance sheet (as defined in Schedule XIII)(Rs. in thousands).

- Effective capital as on
- (i) Paid-up share capital
- share premium account
- Reserves and surplus
- Long-term loans which are repayable after one year
- Deposits
- Total
- (ii) Investments
- Accumulated losses
- Preliminary expenses not written off
- Total

(i)-(ii)

4. Working results of the company during last five years.

	Financial parameters	Year

Turnover
Net profit
(as computed under section 198)
Net profit as per profit and loss account
Amount of dividend paid
Rate of dividend declared

5. In the case of new companies, where the commercial production has not yet commenced, please furnish project cost, the sources of finance and the projections of turnover, net profits (as computed under section 198) for the next three years.

6. Reasons for the loss/inadequacy of profit, if any.

7 Steps taken to improve the performance of the company, whether BIFR/financial institution/bank has approved any scheme for the revival of the company, if so, furnish details thereof and copy of the scheme.

8 Name and address of the present auditors of the company.

9. Shareholding pattern of the company.

(a) Details of shareholding as on

	Equity shares (No.)	(1) as % age of total shares
	(1)	(2)
(b) Total No. of shares		
(c) Face value of the share Rs.		
(d) Shares held by		
(I) Central/State Governments		
(ii) Public financial institutions/banks		
(iii) Foreign nationals		
(iv) Non-resident Indians		
(v) Directors/promoters, their relatives, friends and associates		
(vi) Indian public		
(vii) Others(specify)		
Total		

PART B

10. The proposal for which the Central Government's approval is sought and justification thereof.

(a) Proposal for	Appointment(s)	Reappointment(s)
(b) For remuneration proposed to be paid to the proposed	Managing director/manager	Whole-time director(s)
(c) Proposed remuneration	r	

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

(d) Which clause(s) of Schedule XIII is are not satisfied due to which the present application is being made? Give full particulars.

Yes/No.

(e) If the present proposal is for reappointment, was the earlier appointment made in accordance with the provisions of Schedule XIII or with the approval of the Central Government.

Yes/No.

11. Nature of services to be rendered by the propose appointmentee(s).

12. Whether the proposed appointee(s) suffers from any of the disqualification's mentioned in section 267 or 385.

If yes, furnish details

13. Particulars of proposed appointee.

- (I) Name
- (ii) Designation
- (iii) Father's name
- (iv) Nationality
- (v) Date of birth
- (vi) Qualification
- (vii) Experience
- (viii) Income details during the last three years:

Organisation	Designation	Duration	salary	Perquisites	Commission	Total
		from to (Rs. in thousands)				

(ix) in case the proposed appointee is foreigner, also furnish the following:

- (a) Country of origin
- (b) Passport No.
- (c) Date of issue
- (d) Period of validity
- (e) Purpose of visit

From..... to

14. Whether the proposal for which Government's approval has been sought:

- (a) is covered by the articles of association of the company?
If so, reference be made to the relevant article(s)
- (b) has been approved by the board of directors of the company?
- (c) has been approved by the company in general meeting?
- (d) Date of resolution of the board of director and shareholders.

Yes/No.

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15. Is the appointee working in any other company as manager or managing/whole-time employment any where else?

yes/No.

If yes, please furnish the following:

- (a) (i) Name of the company firm
- (ii) Address
- (iii) Whether registered company/firm

Commune

Firm

- (iv) Nature of business
- (iv) Working results for the last four years

Financial parameters

Year ending on

Turnover
 Net profit
 (as computed under section 198)
 Dividend paid
 Rate of dividend declared
 Effective capital
 (as defined in schedule XIII)

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

Organisation	Designation	Duration	salary	Perquisites	Commission	Total
		from to				
(Rs. in thousands)						

Whether rendering any professional services?

- (c) Details of service rendered and remuneration.
 (d) Justification for proposed appointment, when the appointee is already managing/Whole-time director in another company or managing partner of a firm or whole-time employee elsewhere;
 (e) Whether provisions of section 316(2) have been complied with; if so, please furnish copy of resolution. If so, indicate the reasons therefor
 (f) Whether he is engaged in any profession, if so details thereof.

16....State whether the proposed appointee was sentenced to imprisonment for any period or to a fine exceeding Rs. 1,000 on conviction for any offence under any of the 13 Acts mentioned in clause 1(a) of part of schedule XIII, if so please furnish full details.

17 State whether the proposed appointee was detained for any period under the Conservation of Foreign Exchange and prevention of Smuggling Activities Act, 1974? If so, details thereof.

18. (a) State the nature and extent of direct or indirect interest of director/manager in selling/buying agencies, distribution, if any

(b) Financial benefits derived therefrom during last three years.

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

Name of the newspaper	Date of publication

20. Whether a copy of the application together with the enclosures has been sent to the Registrar of Companies pursuant to rule 20A(i) of the Companies (Central Government's) General Rules and Forms, 1956?

Yes/No.

If yes, date of admission

21. The following documents are enclosed:

- (I) Certified copies of the memorandum and articles of association.
 (ii) Certified copies of the annual accounts together with director(s) including resolution report for the latest five financial years.
 (iii) Certified copies of the resolution of board/shareholder(s) including resolution under section 316(2) where applicable.
 (iv) Certified copy of Scheme approved by the BIFR/financial institutions/bank, for the revival of the company, if any.
 (v) Certified copies of newspaper clipping of notice published under section 640B, in original.

PART C

Application to the central Government for approval to the payment of minimum remuneration or of remuneration in excess of the limits prescribed under section 198(1)/309 (3)

[pursuant to section 198(4)/309(3)/387]

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

Yes/No.

If so, please furnish details of the proposal (enclose copies of the relevant resolution

Note:--- Separate application fees to be paid in respect of the application under Part C. Please enclosed original copy of treasury challan/demand draft in favour of pay and Account Officer, Department of Company Affairs, New Delhi.

DECLARATION

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

Signature.....

Designation.....

Dated this day of 19