

**Form No. MR-3**

**SECRETARIAL AUDIT REPORT**

FOR THE FINANCIAL YEAR ENDED ... ..

*[Pursuant to section 204(1) of the Companies Act, 2013 and rule No.9 of the Companies (Appointment and Remuneration Personnel) Rules, 2014]*

**SECRETARIAL AUDIT REPORT**

FOR THE FINANCIAL YEAR ENDED ... ..

To,  
The Members,  
..... Limited

I/We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by..... (name of the company).(hereinafter called the company). Secretarial Audit was conducted in a manner that provided me/us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon.

Based on my/our verification of the ..... (name of the company's) books, papers, minute books, forms and returns filed and other records maintained by the company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, I/We hereby report that in my/our opinion, the company has, during the audit period covering the financial year ended on

\_\_\_\_\_, \_\_\_\_\_ complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

I/we have examined the books, papers, minute books, forms and returns filed and other records maintained by ..... ("the Company") for the financial year ended on \_\_, \_\_\_\_\_ according to the provisions of:

- (i) The Companies Act, 2013 (the Act) and the rules made thereunder;
- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;
- (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-
  - (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
  - (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992;
  - (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009;
  - (d) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999;
  - (e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;
  - (f) The Securities and Exchange Board of India (Registrars to an

Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;

(g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; and

(h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998;

(vi) ..... (Mention the other laws as may be applicable specifically to the company)

I/we have also examined compliance with the applicable clauses of the following:

(i) Secretarial Standards issued by The Institute of Company Secretaries of India.

(ii) The Listing Agreements entered into by the Company with ..... Stock Exchange(s), if applicable;

During the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above subject to the following observations:

*Note: Please report specific non compliances / observations / audit qualification, reservation or adverse remarks in respect of the above para wise.*

**I/we further report that**

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.

Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

Majority decision is carried through while the dissenting members' views are captured and recorded as part of the minutes.

**I/we further report that** there are adequate systems and processes in the company commensurate with the size and operations of the company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

*Note: Please report specific observations / qualification, reservation or adverse remarks in respect of the Board Structures/system and processes relating to the Audit period.*

**I/we further report that** during the audit period the company has .....

(Give details of specific events / actions having a major bearing on the company's affairs in pursuance of the above referred laws, rules, regulations, guidelines, standards, etc. referred to above).

For example:

- (i) Public/Right/Preferential issue of shares / debentures/sweat equity, etc.
- (ii) Redemption / buy-back of securities
- (iii) Major decisions taken by the members in pursuance to section 180 of the Companies Act, 2013
- (iv) Merger / amalgamation / reconstruction, etc.
- (v) Foreign technical collaborations

*Place :*

*Signature:*

*Date :*

Name of Company Secretary in practice / Firm:

ACS/FCS No.

C P No.:

*Note: Parawise details of the Audit finding, if necessary, may be placed as annexure to the report.*

File No. 01/05/2013 CL-V

(Renuka Kumar),

Joint Secretary to the Govt of India

# Form No. MR.1

[Pursuant to Section 196 read with Section 197 and Schedule V of the Companies Act, 2013 and pursuant to Rule 3 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules 2014]



## Return of appointment of key managerial personnel

Form language ☐ English ☐ Hindi  
Refer instruction kit for filing the form.

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

3.(a) \*Director identification number (DIN) or income-tax permanent account number (PAN) or membership number

(b) \*Name

4. Designation ☐ Manager ☐ Managing Director ☐ Whole Time Director ☐ CEO ☐ CFO ☐ Secretary

5. \* Date of the resolution by the board of directors

(DD/MM/YYYY)

6. \* Effective date of appointment

(DD/MM/YYYY)

7. Terms and conditions including remuneration-

(a) Remuneration ☐ Per month ☐ Per Annum

i. Salary (In Rs.)

ii. Perquisites (In Rs.)

iii. Others (In Rs.)

iv. Total of (i) to (iii) (In Rs.)

(b) \* Tenure of appointment

From  (DD/MM/YYYY)

To  (DD/MM/YYYY)

(c) Other terms, if any

8. \*(a) Whether the age of the appointee is more than 70 years ☐ Yes ☐ No

(b) If yes, date of passing of special resolution by the shareholders approving the appointment

(c) SRN of related Form No. MGT.14 (for filing of Special Resolution)

9. \*(a) Whether the appointee had been convicted or detained under any of the Acts mentioned in Part I of Schedule V  
☐ Yes ☐ No

(b) If yes, Date of obtaining Central Government's approval

10. \* (a) Whether the approval for such appointment has been obtained from the members in general meeting O Yes O No

(b) If yes, date of passing the resolution

(c) SRN of Form No. MGT.14 (for filing of Special Resolution)

11. \* (a) Whether the appointee has been disqualified for appointment of director under section 164 of the Act O Yes O No

(b) If yes, give details

#### Attachments

- 1) \*Copy of Board resolution;
- 2) Copy of shareholders resolution;
- 3) Copy of the Central government approval, if any;
- 4) Copy of letter of consent to act as Managing Director/Whole time Director/Manager/CEO/CFO/Secretary;
- 5) Copy of certificate by the Nomination and Remuneration Committee of the company, if any,  
to the effect that the remuneration is as per remuneration policy of the company
- 6) Optional attachments, if any.

Attach

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#### Declaration

I am authorized by the Board of Directors of the Company vide resolution number\*  dated\*  to sign this form and declare that all the requirements of Companies Act, 2013 and the rules made thereunder in respect of the subject matter of this form and matters incidental thereto have been complied with. I also declare that all the information given herein above is true, correct and complete including the attachments to this form and nothing material has been suppressed.

\*To be digitally signed by

**DSC  
Box**

\*Designation

\*DIN of the director; or DIN or PAN of the manager or CEO or CFO; or  
Membership number of the company secretary

**Note: Attention is drawn to provisions of Section 448 and 449 which provide for punishment for false statement / certificate and punishment for false evidence respectively.**

Modify

Check Form

Prescrutiny

Submit

For office use only:

Affix filing details

eForm Service request number (SRN)

eForm filing date

(DD/MM/YYYY)

This e-Form is hereby registered

Digital signature of the authorising officer

Confirm submission

Date of signing

(DD/MM/YYYY)

# Form No. MR.2

[Pursuant to section 196, 197, 200, 201(1), 203(1) and Schedule V of the Companies Act 2013 & Rule 7 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules 2014]



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

Form language ☐ English ☐ Hindi

Refer instruction kit for filing the form.

1. (a) \*Corporate identification number (CIN) of the company    
(b) Global location number (GLN) of the company
2. (a) Name of the company   
(b) Address of registered office of the company   
(c) \*email ID of the company
3. Date of incorporation  Calendar (DD/MM/YYYY)
4. (a) \*This form is being filed for seeking Central Government's approval for
  - ☐ Appointment or reappointment without complying with the Part I of Schedule V
  - ☐ Payment of remuneration exceeding 11 percent of Net Profit
  - ☐ Waiver of excess remuneration paid during a particular financial year
  - ☐ Payment of remuneration exceeding the limits provided in Schedule V  
(b) Whether the application has been filed in time  
☐ Yes ☐ No
5. (1) Particulars of the proposed appointee or the person in whose respect the application is filed  
Director Identification Number (DIN) or Income tax permanent account number (Income tax PAN)    
Name   
Address   
Father's name   
Nationality   
Date of birth  Calendar (DD/MM/YYYY)  
Place of birth   
Educational, professional qualifications and brief profits of the appointee or the person in whose respect the Application is filed   
Experience  Years  Months  
(2) In case the proposed appointee is a foreign citizen furnish the following details also-
  - (i) ISO Country code
  - (ii) Country
  - (iii) Passport number
  - (iv) Validity of passport
  - (v) Occupation
6. (a) Whether



☐ Appointment ☐ Reappointment

(b) Effective date of appointment or reappointment

Calendar

(DD/MM/YYYY)

(c) Designation offered

7. (a) Which of the clause(s) of Part I of Schedule V to the Companies Act, 2013 is or are not satisfied

(b) Section and the Act under which the appointee was convicted or detained

(c) Details of the offence committed due to which the proposed appointee is disqualified

8. (a) Whether the proposed appointee or the person in whose respect the application is filed suffers from any of the disqualification mentioned in section 164(2) of the Act. ☐ Yes ☐ No

(b) If yes, furnish the details thereof

9. Justification of such appointment

10. Details of resolution passed for such appointment

(a) Date of passing Board resolution

Calendar

(DD/MM/YYYY)

(b) Date of Nomination Committee and Remuneration Committee's resolution

(c) Date of Members' Resolution

11. Financial position of the company-

(1) 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)
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			
<b>Dividend declared (including interim dividend)</b>			

- (2) Net profit & loss as computed under section 198 of the act and details of remuneration paid in the immediately preceding three financial years –

(Amount in Rupees)

Particulars	Figures for the year ended	Figures for the year ended	Figures for the year ended
Profit or loss as computed under section 198 of the Act			
11% of the above profit			
Total remuneration paid to all managerial personnel			

12. Managerial remuneration paid during the last three 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) DIN/PAN

Pre-fill

(ii) Name

(iii) Designation

(iv) In case of director, specify whether executive or non-executive

☐ Executive ☐ Non-executive

(v) Remuneration paid to the managerial person by the applicant company during the immediately preceding three financial years, is as follows:

Period	Salary	Perquisites and	Commission, bonus and	Retirals Benefits	Others	Total cost to the	% to net profits	Whether approval of Government
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		allowances	performance linked incentive			company	under section 198	obtained
From (DD/MM/YYYY)	To (DD/MM/YYYY)							
(1)	(2)	(3)	(4)	(5)	(6)	(7)	(8)	(9)

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

CIN of the company	Name of the company (Pre fill all)	Designation	Amount (in Rs.)

- (ii) Details of remuneration (including perquisites and commission) drawn by him from the company in any other capacity:

Designation	Period of payment	Amount (in Rs.)

14. Details of the resolution(s) passed:

- (a) Date of board resolution  (DD/MM/YYYY)  
 (b) Date of Nomination and Remuneration committee's resolution  (DD/MM/YYYY)  
 (c) Date of shareholders' resolution  (DD/MM/YYYY)

Type of resolution o Ordinary o Special

In case of special resolution, SRN of Form No. MGT.14

15. Whether the company has made any default in repayment of its debts (including public deposit) or debentures or interest payable thereon for a continuous period of thirty days as prescribed in Part II of Schedule V o Yes o No

If Yes, furnish the details thereof

16. In case of payment of remuneration in excess of 11% of the Net Profit

- (a) Current year's estimated profit or loss (computed under section 198)

- (b) 11% of such profit

- (c) Remuneration proposed

- (d) Details in respect of proposed remuneration

Period	Salary	Perquisites and allowances	Commission, bonus and performance linked incentive	Retirals Benefits	Others	Total cost to the company	% to net profits under section 198	Whether approval of Government obtained
From (DD/MM/YYYY)	To (DD/MM/YYYY)							
(1)	(2)	(3)	(4)	(5)	(6)	(7)	(8)	(9)

(e) Justification of proposal

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17. In case company has no profits or its profits are inadequate,

- (a) 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 197.( Radio button)  
o Yes o No

Note : Separate application fees to be paid in respect of application under the above point

(b) Effective capital as computed under Schedule V to the Companies Act, as on last day of preceding financial year (whichever is applicable)

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(c) Reason(s) for losses or inadequacy of profits

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(d) Remuneration Proposed, details thereof

Period		Salary	Perquisites & Allowances	Commission, Bonus and Performance Linked Incentives	Retirals	Others	Total
From (DD/MM/YYYY)	To (DD/MM/YYYY)						

(e) If the proposed remuneration is more than one year such remuneration for each year or part thereof for the period of proposal be furnished.

Period		Salary	Perquisites & Allowances	Commission, Bonus and Performance Linked Incentives	Retirals	Others	Total
From (DD/MM/YYYY)	To (DD/MM/YYYY)						

(f) Details of the clause(s) of Schedule V of the Companies Act, 2013 which is or are not satisfied due to which the present application is being made

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(g) Details in respect of proposed increase in remuneration

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(h) Justification of the proposal

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#### Waiver

18. In case of waiver,

1. Details of excess remuneration paid:

Period		Total Remuneration paid	Entitlement under the provisions of Companies Act, 2013	Excess Remuneration to waived off
From (DD/MM/YYYY)	To (DD/MM/YYYY)			

2. Circumstances under which such amount were paid in excess of the limits

3. Reasons for claiming waiver

#### Attachments

- Copy of the calculation sheet of effective capital as computed under Schedule V to the Companies Act, 2013 as per previous year's audited balance sheet;
- \*Copy(s) of the resolution of Board of directors;
- Copy of the resolution of Nomination and Remuneration committee along with its composition and designation and certificate by the said committee to the effect that the remuneration is as per remuneration policy of the company;
- Copy of resolution of shareholder(s) along with notice and explanatory statement;
- \*Certificate from the auditor or company secretary or company secretary in practice with regard to the compliance of section 196 of the Act;
- Certificate of no-default in repayment of debts (including public deposit or debentures or interest payable thereon) for a continuous period of thirty days in the preceding financial year before the date on appointment of such managerial person, from director or company secretary of the company
- No objection certificate from the financial institutions(s) or bank(s) to whom the company has defaulted;
- Copy of the order of BIFR or NCLT together with the copy of a scheme of revival or rehabilitation
- Copy of draft agreement between the company and the proposed appointee;
- \*Newspaper clipping in which notices pursuant to section clause (b) of sub-section (2) of section 201 have been published
- Copy of employment visa/ passport, in case the proposed appointee is a foreign citizen;
- Copies of educational or professional qualification certificate;
- Statement as per item (iv) of third proviso of section II of Part II of Schedule V to the Companies Act, 2013
- Projections of the Turnover and net profits for next three years;
- Calculation of estimated profit under section 198 of the Act;
- Auditors Certificate pursuant to Section 164(2) of the Companies Act, 2013;
- An application under Section 460 of the Act for condonation of delay;
- \*Full and proper justification in favour of the proposal along with bio-data of the appointee;
- Documentary proof regarding compliance of the provisions of Section 196 of the Companies Act, 2013 at the time of appointment/ re-appointment of the proposed appointee
- Certificate by the secretary of the company or CA/CS in whole time practice to be notified erstwhile;
- Details, if applicant company is a subsidiary of listed company;
- Certificate from CA/CS in whole time practice along with calculation of excess remuneration paid to the appointee;
- Optional attachment, if any

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#### Declaration

I am authorized by the Board of Directors of the Company vide resolution no. \*   
Dated \*  Calendar  to sign this form and declare that all the requirements of Companies Act, 2013 and the rules made thereunder in respect of the subject matter of this form and matters incidental thereto have been complied with. I further declare that:

- Whatever is stated in this form and in the attachments thereto is true, correct and complete and no information material to the subject matter of this form has been suppressed or concealed and is as per the original records maintained by the

company.

2. All the required attachments have been completely and legibly attached to this form

**\*To be digitally signed by**

Drop down

DSC box

Designation (to be given)

(Drop down- values: Director, Manager, Company Secretary, CEO, CFO)

**\*Director identification number of the director; or DIN  
or PAN of the manager or CEO or CFO; or  
Membership number of the Company secretary**

**Note: Attention is also drawn to provisions of Section 448 and 449 which provide for punishment for false statement and punishment for false evidence respectively.**

Modify

Check Form

Prescrutiny

Submit

**For office use only :**

Affix filing details

eForm Service request number (SRN)

eForm filing date

(DD/MM/YYYY)

**Digital signature of the authorising officer**

This e-Form is hereby approved

This e-Form is hereby rejected

Confirm Submission

Date of signing

(DD/MM/YYYY)