

[To be published in the Gazette of India, Extraordinary, Part II, Section 3, Sub-section (i)]

**GOVERNMENT OF INDIA**  
**MINISTRY OF CORPORATE AFFAIRS**  
**Notification**

New Delhi, the 28th August, 2015

**G.S.R. (E).**—In exercise of the powers conferred under sub-section (1) of section 88, sub-section (4) of section 88, sub-section (1) of section 89, sub-section (2) of section 89, sub-section (6) of section 89, sub-section (1) of section 91, sub-section (2) of section 92, sub-section (3) of section 92, section 93, sub-section (1) of section 94, sub-section (4) of section 100, sections 101, 102, 105, 108, sub-section (5) of section 109, Sections 110, 112, 113 sub-section (2) of section 114, section 115, sub-section (1) of section 117, sub-section (1) of section 118, sub-section (2) of section 119, section 120 and sub-section (1) of section 121 and sub-section (3) of section 186, read with sub-sections (1) and (2) of section 469 of the Companies Act, 2013 (18 of 2013), the Central Government hereby makes the following rules further to amend the Companies (Management and Administration) Rules, 2014, namely:—

**1. Short title and commencement.**—(1) These rules may be called the Companies (Management and Administration) Amendment Rules, 2015.

(2) They shall come into force on the date of their publication in the Official Gazette.

**2. In the Companies (Management and Administration) Rules, 2014,—**

(i) in rule 23, in sub-rule (1) for the words “not more than five lakh rupees”, the words ‘not less than five lakh rupees’ shall be substituted.

(ii) For Form No. MGT-7, the following form shall be substituted, namely:—

**FORM NO. MGT-7**

[Pursuant to sub-section(1) of section 92 of the Companies Act, 2013 and, sub-rule (1) of rule 11 of the Companies (Management and Administration) Rules, 2014]

**Annual Return**

Form language ☐ English ☐ Hindi

Refer the instruction kit for filing the form.

**I. REGISTRATION AND OTHER DETAILS**

- (i) \*Corporate Identification Number (CIN) of the company  **Pre-fill**  
Global Location Number (GLN) of the company

- (ii) (a) Name of the company   
(b) Registered office address

- (c) \*email-ID of the company

- (d) \*Telephone number with STD code

- (e) Website

- (iii) Date of Incorporation

(iv) Type of the Company	Category of the Company	Sub-category of the Company
<input type="text"/>	<input type="text"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>

- (v) Whether company is having share capital ☐ Yes ☐ No

- (vi) \*Whether shares listed on recognized Stock Exchange(s) ☐ Yes ☐ No

- (a) Details of stock exchanges where shares are listed

S. No.	Stock Exchange Name	Code
1	<input type="text"/>	<input type="text"/>
2	<input type="text"/>	<input type="text"/>

- (b) CIN of the Registrar and Transfer Agent  **Pre-fill**

Name of the Registrar and Transfer Agent

Registered office address of the Registrar and Transfer Agents

(vii) \*Financial year From  (DD/MM/YYYY) To  (DD/MM/YYYY)

(viii) \*Whether Annual General Meeting (AGM) held O Yes O No

(a) If yes, date of AGM

(b) Due date of AGM

(c) Whether any extension for AGM granted O Yes O No

(d) If yes, provide the Service Request Number of the application form filed for extension

(e) Extended due date of AGM after grant of extension

(f) Specify the reasons for not holding the same

Pre-fill

## II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

\*Number of business activities

S. No.	Main Activity group code	Description of Main Activity group	Business Activity Code	Description of Business Activity	% to total turnover of company
1					
2					

## III. PARTICULARS OF HOLDING, SUBSIDIARY, JOINT VENTURES AND ASSOCIATE COMPANIES

\*No. of Companies for which information is to be given

Pre-fill All

S. No.	Name of the company	CIN / FCRN	Holding/ Subsidiary/ Joint Ventures/ Associate	% of shares held
1				
2				

## IV. SHARE CAPITAL, DEBENTURES AND OTHER SECURITIES OF THE COMPANY

(i) \*SHARE CAPITAL

(a) Equity share capital

Particulars	Face Value	Authorized Capital	Issued capital	Subscribed capital	Paid Up capital
Total number of equity shares					
Total amount of equity shares (in rupees)					



Number of classes

Class of shares <input type="text"/>	Authorized Capital	Issued capital	Subscribed Capital	Paid Up capital
Number of equity shares				
Nominal value per share (in rupees)				
Total amount of equity shares (in rupees)				

**(b) Preference share capital**

Particulars	Authorized Capital	Issued capital	Subscribed capital	Paid Up capital
Total number of preference shares				
Total amount of preference shares (in rupees)				

Number of classes

Class of shares <input type="text"/>	Authorized Capital	Issued capital	Subscribed capital	Paid Up capital
Number of preference shares				
Nominal value per share (in rupees)				
Total amount of preference shares (in rupees)				

**(c) Unclassified share capital**

Particulars	Authorized Capital
Total amount of unclassified shares	

**(d) Break-up of paid-up share capital**

Class of Shares	Number of shares	Total Nominal Amount	Total Paid- up amount	Total premium
<b>Equity shares</b>				
At the beginning of the year				
Increase during the year				
i. Public Issues				
ii. Rights issue				
iii. Bonus issue				
iv. Private Placement/ Preferential allotment				
v. ESOPs				
vi. Sweat equity shares allotted				
vii. Conversion of Preference share				
viii. Conversion of Debentures				
ix. GDRs/ADRs				
x. Others, Specify <input type="text"/>				

<b>Decrease during the year</b>				
i. Buy-back of shares				
ii. Shares forfeited				
iii. Reduction of share capital				
iv. Others, Specify				
<b>At the end of the year</b>				
<b>Preference shares</b>				
<b>At the beginning of the year</b>				
<b>Increase during the year</b>				
i. Issues of shares				
ii. Re-issue of forfeited shares				
iii. Others, Specify				
<b>Decrease during the year</b>				
i. Redemption of shares				
ii. Shares forfeited				
iii. Reduction of share capital				
iv. Others, Specify				
<b>At the end of the year</b>				

(ii) Details of stock split/consolidation during the year (for each class of shares)

Class of shares		(i)	(ii)	(iii)
Before split / Consolidation	Number of shares			
	Face value per share			
After split / consolidation	Number of shares			
	Face value per share			

(iii) Details of shares/Debentures Transfers since closure date of last financial year (or in the case of the first return at any time since the incorporation of the company) \*

☐ Nil

[Details being provided in a CD/Digital Media] ☐ Yes ☐ No ☐ Not applicable

Separate sheet attached for details of transfers ☐ Yes ☐ No

Note: In case list of transfer exceeds 10, option for submission as a separate sheet attachment or submission in a CD/Digital Media may be shown.

Date of Previous AGM

Date of Registration of Transfer of Shares

Type of Transfer

1 - Equity, 2- Preference Shares, 3 - Debentures, 4 - Stock

Number of Shares/ Debentures  
Transferred

Amount per Share (in  
Rs.)

Ledger Folio of Transferor

Transferor's Name

Surname

Middle Name

First Name

Ledger Folio of Transferee

Transferee's Name

Surname

Middle Name

First Name

Date of Registration of Transfer of Shares

Type of Transfer

1 - Equity, 2- Preference Shares, 3 - Debentures, 4 - Stock

Number of Shares/ Debentures  
Transferred

Amount per Share (in  
Rs.)

Ledger Folio of Transferor

Transferor's Name

Surname

Middle Name

First Name

Ledger Folio of Transferee

Transferee's Name

Surname

Middle Name

First Name



(iv) \*Indebtedness including debentures (Outstanding as at the end of financial year)

Particulars	Number of units	Nominal value per unit	Total value
Non-convertible debentures			
Partly convertible debentures			
Fully convertible debentures			
Secured Loans excluding deposits			
Unsecured Loans excluding deposits			
Deposit			
<b>Total</b>			

Details of debentures

Class of Debentures	Outstanding as at the beginning of the year	Increase during the year	Decrease during the year	Outstanding as at the end of the year
Non-convertible debentures				
Partly convertible debentures				
Fully convertible debentures				

(v) Securities (other than shares and debentures)

Type of Securities	Number of Securities	Nominal Value of each Unit	Total Nominal Value	Paid up Value of each Unit	Total Paid up Value
<b>Total</b>					

V. \*Turnover and net worth of the company (as defined in the Companies Act, 2013)

(i) Total Turnover

(ii) Net worth of the Company

VI. (a) \*SHARE HOLDING PATTERN - Promoters

S. No.	Category	Indian		Foreign	
		Number of shares	Percentage	Number of shares	Percentage
1.	Individual/HUF				
	(i) Indian				
	(ii) Non-resident Indian (NRI)				

	(iii) Foreign national (other than NRI)				
2.	Government				
	(i) Central Government				
	(ii) State Government				
	(iii) Government companies				
3.	Insurance companies				
4.	Banks				
5.	Financial institutions				
6.	Foreign institutional investors				
7.	Mutual funds				
8.	Venture capital				
9.	Body corporate (not mentioned above)				
10.	Others <input type="text"/>				
	<b>Total</b>				

Total number of shareholders

**(b) \*SHARE HOLDING PATTERN – Public**

S. No.	Category	Indian		Foreign	
		Number of shares	Percentage	Number of shares	Percentage
1.	Individual/HUF				
	(i) Indian				
	(ii) Non-resident Indian (NRI)				
	(iii) Foreign national (other than NRI)				
2.	Government				
	(i) Central Government				
	(ii) State Government				
	(iii) Government companies				
3.	Insurance companies				
4.	Banks				
5.	Financial institutions				
6.	Foreign institutional investors				
7.	Mutual funds				
8.	Venture capital				
9.	Body corporate (not mentioned above)				
10.	Others <input type="text"/>				
	<b>Total</b>				

Total number of shareholders



Total number of shareholders (Promoters + Public)

(c) \*Details of Foreign institutional investors' (FIIs) holding shares of the company

Name of the FII	Address	Date of Incorporation	Country of Incorporation	Number of shares held	% of shares held

#### VII. \*NUMBER OF PROMOTERS, MEMBERS, DEBENTURE HOLDERS

Details	As at beginning of the year	Addition during the year	Cessation during the year	As at end of the year
Promoters				
Members (other than promoters)				
Debenture holders				

#### VIII. DETAILS OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

(A) \*Composition of Board of Directors

Category	Number of directors at the beginning of the year		Number of directors at the end of the year		Percentage of shares held by directors as at the end of year	
	Executive	Non-executive	Executive	Non-executive	Executive	Non-executive
A. Promoter						
B. Non-Promoter						
(i) Non-Independent						
(ii) Independent						
C. Nominee Directors representing						
(i) Banks & FIs						
(ii) Investing institutions						
(iii) Government						
(iv) Small share holders						
(v) Others						
Total						

Number of Directors and Key managerial personnel (who is not director) as on the financial year end date

(B) (i) \*Details of directors and Key managerial personnel as on the closure of financial year

Name	DIN/PAN	Designation	Number of equity shares held	Date of cessation (after closure of financial year : If any)

(ii) Particulars of change in director(s) and Key managerial personnel during the year

Name	DIN/PAN	Designation at the beginning / during the financial year	Date of appointment / change in designation/ cessation	Nature of change (Appointment/ Change in designation/ Cessation)

## IX. MEETINGS OF MEMBERS/CLASS OF MEMBERS/BOARD/COMMITTEES OF THE BOARD OF DIRECTORS

### A. MEMBERS/CLASS /REQUISITIONED/CLB/NCLT/COURT CONVENED MEETINGS

Number of meetings held

Type of meeting	Date of meeting	Total Number of Members entitled to attend meeting	Attendance	
			Number of members attended	% of total shareholding

### B. BOARD MEETINGS

\*Number of meetings held

S. No.	Date of meeting	Total Number of directors as on the date of meeting	Attendance	
			Number of directors attended	% of attendance
1				
2				

### C. COMMITTEE MEETINGS

Number of meetings held

S. No.	Type of meeting	Date of meeting	Total Number of Members as on the date of meeting	Attendance	
				Number of members attended	% of total shareholding
1					

**D. \*ATTENDANCE OF DIRECTORS**

S. No.	Name of the Director	Board Meetings			Committee Meetings			Whether attended last AGM held on <input type="text"/> (Y/N/NA)
		No of Meetings which were entitled to attend	No. of Meetings attended	% of attendance	No. of Meetings Held	No. of Meetings attended	% of attendance	
1								

**X. \*REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL**
☐ Nil

Number of Managing Director, Whole-time Directors and/or Manager whose remuneration details to be entered

S. No.	Name	Designation	Gross salary	Commission	Stock Option/Sweat equity	Others	Total Amount
1.							
	Total						

Number of CEO, CFO and Company secretary whose remuneration details to be entered

S. No.	Name	Designation	Gross salary	Commission	Stock Option/Sweat equity	Others	Total Amount
1.							
	Total						

Number of other directors whose remuneration details to be entered

S. No.	Name	Designation	Gross salary	Commission	Stock Option/Sweat equity	Others	Total Amount
1.							
	Total						

**XI. MATTERS RELATED TO CERTIFICATION OF COMPLIANCES AND DISCLOSURES****A. CERTIFICATION OF COMPLIANCES**

Whether company has made all compliances and disclosures during the year    ☐ Yes    ☐ No

If No, give details along with the reasons and supporting documents



**XII. PENALTY AND PUNISHMENT – DETAILS THEREOF**

(A) DETAILS OF PENALTIES / PUNISHMENT IMPOSED ON COMPANY/DIRECTORS /OFFICERS ☐ Nil

Name of the company/ directors/ officers	Name of the court/ concerned Authority	Date of Order	Name of the act and section under which penalized / punished	Details of penalty/ punishment	Details of appeal (if any) including present status

(B) DETAILS OF COMPOUNDING OF OFFENCES ☐ Nil

Name of the company/ directors/ officers	Name of the court/ concerned Authority	Date of Order	Name of the act and section under which offence committed	Particulars of offence	Amount of compounding (in rupees)

**XIII. Whether complete list of shareholders, debenture holders has been enclosed as an attachment O Yes O No**

(In case of 'No', submit the details separately through method specified in instruction kit)

**XIV. COMPLIANCE OF SUB-SECTION (2) OF SECTION 92, IN CASE OF LISTED COMPANIES**

In case of a listed company or a company having paid up share capital of Ten Crore rupees or more or turnover of Fifty Crore rupees or more, details of company secretary in whole time practice certifying the annual return in form MGT-8.

Name

Whether associate or fellow o Associate o Fellow

Certificate of practice number

**I/We certify that:**

- (a) The return states the facts, as they stood on the date of the closure of the financial year aforesaid correctly and adequately.
- (b) Unless otherwise expressly stated to the contrary elsewhere in this Return, the Company has complied with all the provisions of the Act during the financial year.
- (c) The company has not, since the date of the closure of the last financial year with reference to which the last return was submitted or in the case of a first return since the date of the

incorporation of the company, issued any invitation to the public to subscribe for any securities of the company.

(d) Where the annual return discloses the fact that the number of members, (except in case of a one person company), of the company exceeds two hundred, the excess consists wholly of persons who under second proviso to clause (ii) of sub-section (68) of section 2 of the Act are not to be included in reckoning the number of two hundred.

#### Declaration

I am authorized by the Board of Directors of the company vide resolution no.  dated  (DD/MM/YYYY) to sign this form and declare that all the requirements of the 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:

1. 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.

**Note:** Attention is also drawn to the provisions of Section 447, section 448 and 449 of the Companies Act, 2013 which provide for punishment for fraud, punishment for false statement and punishment for false evidence respectively.

#### To be digitally signed by

Director ☐ DSC BOX

DIN of the director

#### To be digitally signed by ☐ DSC BOX

- ☐ Company Secretary
- ☐ Company Secretary in practice

Membership number  Certificate of practice number

#### Attachments

1. list of share holders, debenture holders;
2. Approval letter for extension of AGM;
3. Copy of MGT-8;
4. Optional Attachment(s), if any.

#### List of attachments

Attach

Attach

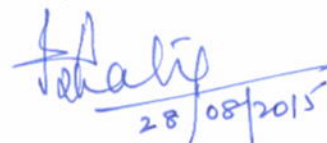
Attach

Attach

Remove Attachment

This eForm has been taken on file maintained by the registrar of companies through electronic mode and on the basis of statement of correctness given by the company

[F. No. 01/34/2013-CL-V- Part-I]

  
28/08/2015

(AMARDEEP S. BHATIA, Jt. Secy.)

**Note:—**The principal notification was published in the Gazette of India, *vide* No. G.S.R. 260(E), dated the 31st March, 2014, subsequently amended *vide* No. G.S.R. 415(E), dated the 23rd June, 2014 and lastly amended *vide* No. G.S.R. 537(E) dated 24.07.2014.



(भारत के राजपत्र, असाधारण, के भाग 2, खंड 3, उपखंड (I) में प्रकाशनार्थ)

भारत सरकार

कारपोरेट कार्य मंत्रालय

नई दिल्ली, २४ अगस्त, 2015

### अधिसूचना

सा.का.नि.....(अ)- केंद्रीय सरकार, कंपनी अधिनियम, 2013 (2013 का 18) की धारा 469 की उपधारा (1) और (2) के साथ पठित धारा 88 की उपधारा (1), धारा 88 की उपधारा (4), धारा 89 की उपधारा (1), धारा 89 की उपधारा (2), धारा 89 की उपधारा (6), धारा 91 की उपधारा (1), धारा 92 की उपधारा (2), धारा 92 की उपधारा (3), धारा 93, धारा 94 की उपधारा (1), धारा 100 की उपधारा (4) धारा 101, 102, 105, 108, धारा 109 की उपधारा (5), धारा 110, 112, 113, धारा 114 की उपधारा (2), धारा 115, धारा 117 की उपधारा (1), धारा 118 की उपधारा (1), धारा 119 की उपधारा (2), धारा 120 और धारा 121 की उपधारा (1) तथा धारा 186 की उपधारा (3) द्वारा प्रदत्त शक्तियों का प्रयोग करते हुए कंपनी (प्रबंधन और प्रशासन) नियम, 2014 में और संशोधन करने के लिए निम्नलिखित नियम बनाती है अर्थात्:-

1. संक्षिप्त नाम और प्रारंभ - (1) इन नियमों का संक्षिप्त नाम कंपनी (प्रबंधन और प्रशासन) संशोधन नियम, 2015 है।

(2) ये नियम राजपत्र में प्रकाशन की तारीख को प्रवृत्त होंगे।

2. कंपनी (प्रबंधन और प्रशासन) नियम, 2014 में -

(i) नियम 23 में उपनियम (1) में "जो पांच लाख रुपए से अनधिक" शब्दों के स्थान पर "जो पांच लाख रुपए से अपश्चात्" रखे जाएंगे।

(ii) प्ररूप संख्या एमजीटी-7 के स्थान पर निम्नलिखित प्ररूप रखा जाएगा, अर्थात्-