

MINISTRY OF CORPORATE AFFAIRS**NOTIFICATION**New Delhi, the 31st March, 2014

G.S.R 249(E).— In exercise of the powers conferred under sub-section (4) of section 196, sub-section (5) of section 197, sub-section (12) of section 197, section 200, sub-section (1) of section 198, sub-section (1) of section 203, sub-section (1) of section 204 and sub-section (1) of section 205 of the Companies Act, 2013, read with sub-sections (1) and (2) of section 469 of the Companies Act, 2013 (18 of 2013) and in supersession of the Companies (Central Government's) General Rules and Forms, 1956 or any other relevant rules prescribed under the Companies Act, 1956 (1 of 1956) on matters covered under these rules, except as respects things done or omitted to be done before such supersession, the Central Government hereby makes the following rules, namely: -

1. Short title and commencement.-

- (1) These rules may be called the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.
- (2) They shall come into force on the 1st day of April, 2014.

2. Definitions.-(1) In these rules, unless the context otherwise requires,-

- (a) "Act" means the Companies Act, 2013 (18 of 2013);
- (b) "Annexure" means the Annexure to these rules;
- (c) "Fees" means the fees as specified in the Companies (Registration offices and fees) Rules, 2014;
- (d) "Form" or "e form" means a form set forth in Annexure to these rules which shall be used for the matter to which it relates;
- (e) "Regional Director" means the person appointed by the Central Government in the Ministry of Corporate Affairs as a Regional Director;
- (f) "section" means section of the Act.

(2) Words and expressions used in these rules but not defined and defined in the Act or in Companies (Specification of definitions details) Rules, 2014 shall have the meanings respectively assigned to them in the Act and said rules.

3. Filing of return of appointment.-A company shall file a return of appointment of a Managing Director, Whole Time Director or Manager, Chief Executive Officer (CEO), Company Secretary and Chief Financial Officer (CFO) within sixty days of the appointment, with the Registrar in Form No. **MR.1** along with such fee as may be specified for this purpose.

4. Sitting fees.-A company may pay a sitting fee to a director for attending meetings of the Board or committees thereof, such sum as may be decided by the Board of directors thereof which shall not exceed one lakh rupees per meeting of the Board or committee thereof:

Provided that for Independent Directors and Women Directors, the sitting fee shall not be less than the sitting fee payable to other directors.

5. Disclosure in Board's report.-(1) Every listed company shall disclose in the Board's report-

- (i) the ratio of the remuneration of each director to the median remuneration of the employees of the company for the financial year;
- (ii) the percentage increase in remuneration of each director, Chief Financial Officer, Chief Executive Officer, Company Secretary or Manager, if any, in the financial year;
- (iii) the percentage increase in the median remuneration of employees in the financial year;

- (iv) the number of permanent employees on the rolls of company;
- (v) the explanation on the relationship between average increase in remuneration and company performance;
- (vi) comparison of the remuneration of the Key Managerial Personnel against the performance of the company;
- (vii) variations in the market capitalisation of the company, price earnings ratio as at the closing date of the current financial year and previous financial year and percentage increase over decrease in the market quotations of the shares of the company in comparison to the rate at which the company came out with the last public offer in case of listed companies, and in case of unlisted companies, the variations in the net worth of the company as at the close of the current financial year and previous financial year;
- (viii) average percentile increase already made in the salaries of employees other than the managerial personnel in the last financial year and its comparison with the percentile increase in the managerial remuneration and justification thereof and point out if there are any exceptional circumstances for increase in the managerial remuneration;
- (ix) comparison of the each remuneration of the Key Managerial Personnel against the performance of the company;
- (x) the key parameters for any variable component of remuneration availed by the directors;
- (xi) the ratio of the remuneration of the highest paid director to that of the employees who are not directors but receive remuneration in excess of the highest paid director during the year; and
- (xii) affirmation that the remuneration is as per the remuneration policy of the company.

Explanation.- For the purposes of this rule.-(i) the expression “median” means the numerical value separating the higher half of a population from the lower half and the median of a finite list of numbers may be found by arranging all the observations from lowest value to highest value and picking the middle one;

(ii) if there is an even number of observations, the median shall be the average of the two middle values.

(2) The board’s report shall include a statement showing the name of every employee of the company, who-

- (i) if employed throughout the financial year, was in receipt of remuneration for that year which, in the aggregate, was not less than sixty lakh rupees;
- (ii) if employed for a part of the financial year, was in receipt of remuneration for any part of that year, at a rate which, in the aggregate, was not less than five lakh rupees per month;
- (iii) if employed throughout the financial year or part thereof, was in receipt of remuneration in that year which, in the aggregate, or as the case may be, at a rate which, in the aggregate, is in excess of that drawn by the managing director or whole-time director or manager and holds by himself or along with his spouse and dependent children, not less than two percent of the equity shares of the company.

(3) The statement referred to in sub-rule (2) shall also indicate -

- (i) designation of the employee;
- (ii) remuneration received;
- (iii) nature of employment, whether contractual or otherwise;
- (iv) qualifications and experience of the employee;
- (v) date of commencement of employment;
- (vi) the age of such employee;
- (vii) the last employment held by such employee before joining the company;
- (viii) the percentage of equity shares held by the employee in the company within the meaning of clause (iii) of sub-rule (2) above; and
- (ix) whether any such employee is a relative of any director or manager of the company and if so, name of such director or manager:

Provided that the particulars of employees posted and working in a country outside India, not being directors or their relatives, drawing more than sixty lakh rupees per financial year or five lakh rupees per month, as the case may be, as may be decided by the Board, shall not be circulated to the members in the Board's report, but such particulars shall be filed with the Registrar of Companies while filing the financial statement and Board Reports:

Provided further that such particulars shall be made available to any shareholder on a specific request made by him in writing before the date of such Annual General Meeting wherein financial statements for the relevant financial year are proposed to be adopted by shareholders and such particulars shall be made available by the company within three days from the date of receipt of such request from shareholders:

Provided also that in case of request received even after the date of completion of Annual General Meeting, such particulars shall be made available to the shareholders within seven days from the date of receipt of such request.

6. Applications to the Central Government.-

The Central Government or the company shall have regard to the following matters, namely:-

- (1) the Financial and operating performance of the company during the three preceding financial years.
- (2) the relationship between remuneration and performance.
- (3) the principle of proportionality of remuneration within the company, ideally by a rating methodology which compares the remuneration of directors to that of other directors on the board who receives remuneration and employees or executives of the company.
- (4) whether remuneration policy for directors differs from remuneration policy for other employees and if so, an explanation for the difference.
- (5) the securities held by the director, including options and details of the shares pledged as at the end of the preceding financial year.

7. Fees.- (1) Every application made to the Central Government under the provisions of Chapter XIII shall be made in Form No. **MR.2** and shall be accompanied by fee as may be specified for the purpose.

(2) The companies other than listed companies and subsidiary of a listed company may without Central Government approval pay remuneration to its managerial personnel, in the event of no profit or inadequate profit beyond ceiling specified in Section II, Part II of Schedule V, subject to complying with the following conditions namely:-

- (i) payment of remuneration is approved by a resolution passed by the Board and, in the case of a company covered under sub-section (1) of section 178 also by the Nomination and Remuneration Committee, if any, and while doing so record in writing the clear reason and justification for payment of remuneration beyond the said limit;
- (ii) the company has not made any default in repayment of any of its debts (including public deposits) or debentures or interest payable thereon preference shares and dividend on preference shares for a continuous period of thirty days in the preceding financial year before the date of payment to such managerial personnel;
- (iii) the approval of shareholders by way of a special resolution at a general meeting of the company for payment of remuneration for a period not exceeding three years;
- (iv) a statement along-with a notice calling the general meeting referred to clause (iii) of sub-rule (2) above, shall contain the information as per sub clause (iv) of second proviso to clause (B) of section II of part-II of Schedule V of the Act including reasons and justification for payment of remuneration beyond the said limit;

(v) the company has filed Balance Sheet and Annual Return which are **due to be** filed with the Registrar of Companies.

(3) Every such application seeking approval shall be made to the Central Government within a period of ninety days from the date of such appointment.

8. Appointment of Key Managerial Personnel.-

Every listed company and every other public company having a paid-up share capital of ten crore rupees or more shall have whole-time key managerial personnel.

9. Secretarial Audit Report.-(1) For the purposes of sub-section (1) of section 204, the other class of companies shall be as under-

- (a) every public company having a paid-up share capital of fifty crore rupees or more; or
- (b) every public company having a turnover of two hundred fifty crore rupees or more.

(2) The format of the Secretarial Audit Report shall be in Form No. **MR.3**.

10. Duties of Company Secretary.-

The duties of Company Secretary shall also discharge, the following duties, namely:-

- (1) to provide to the directors of the company, collectively and individually, such guidance as they may require, with regard to their duties, responsibilities and powers;
- (2) to facilitate the convening of meetings and attend Board, committee and general meetings and maintain the minutes of these meetings;
- (3) to obtain approvals from the Board, general meeting, the government and such other authorities as required under the provisions of the Act;
- (4) to represent before various regulators, and other authorities under the Act in connection with discharge of various duties under the Act;
- (5) to assist the Board in the conduct of the affairs of the company;
- (6) to assist and advise the Board in ensuring good corporate governance and in complying with the corporate governance requirements and best practices; and
- (7) to discharge such other duties as have been specified under the Act or rules; and
- (8) such other duties as may be assigned by the Board from time to time.

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 Yes 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 Yes No

(b) If yes, give details

Attachments

1) *Copy of Board resolution;

Attach

2) Copy of shareholders resolution;

Attach

3) Copy of the Central government approval, if any;

Attach

4) Copy of letter of consent to act as Managing Director/Whole time Director/Manager/CEO/CFO/Secretary;

Attach

Attach

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

Attach

6) Optional attachments, if any.

Declaration

I am authorized by the Board of Directors of the Company vide resolution number* dated * 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***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

Pre-fill

(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 Calender (DD/MM/YYYY)

4. (a)*This form is being filed for seeking Central Government's approval for

- o Appointment or reappointment without complying with the Part I of Schedule V
- o Payment of remuneration exceeding 11 percent of Net Profit
- o Waiver of excess remuneration paid during a particular financial year
- o 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

Pre-fill

(Income tax PAN)

Name

Address

Father's name

Nationality

Date of birth

Calender

(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 Calender (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. o Yes o 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

Calender

(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)
	<input type="text"/>	<input type="text"/>	<input type="text"/>
Date of filing (DD/MM/YYYY)	<input type="text"/>	<input type="text"/>	<input type="text"/>
Paid-up capital	<input type="text"/>	<input type="text"/>	<input type="text"/>
Reserves and surplus	<input type="text"/>	<input type="text"/>	<input type="text"/>
Profit and loss account (debit balance)	<input type="text"/>	<input type="text"/>	<input type="text"/>
Domestic turnover	<input type="text"/>	<input type="text"/>	<input type="text"/>
Export turnover	<input type="text"/>	<input type="text"/>	<input type="text"/>
Total income	<input type="text"/>	<input type="text"/>	<input type="text"/>
Managerial remuneration	<input type="text"/>	<input type="text"/>	<input type="text"/>
Total expenditure	<input type="text"/>	<input type="text"/>	<input type="text"/>
Net profit or net loss (before tax and appropriation)	<input type="text"/>	<input type="text"/>	<input type="text"/>
Income tax including deferred tax	<input type="text"/>	<input type="text"/>	<input type="text"/>
Dividend declared (including interim dividend)	<input type="text"/>	<input type="text"/>	<input type="text"/>

(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
	<input type="text"/>	<input type="text"/>	<input type="text"/>
Profit or loss as computed under section 198 of the Act	<input type="text"/>	<input type="text"/>	<input type="text"/>
11% of the above profit	<input type="text"/>	<input type="text"/>	<input type="text"/>
Total remuneration paid to all managerial personnel	<input type="text"/>	<input type="text"/>	<input type="text"/>

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

o Executive o 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 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)	

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: Calender (DD/MM/YYYY)
- (a) Date of board resolution
- (b) Date of Nomination and Remuneration committee's resolution Calender (DD/MM/YYYY)
- (c) Date of shareholders' resolution Calender D/MM/YYYY
- Type of resolution Ordinary 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 Yes 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/YYY)	To (DD/MM/YYY)								
(1)	(2)	(3)	(4)	(5)	(6)	(7)	(8)	(9)	

(e) Justification of proposal

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)

Yes 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)

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

(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

(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

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3. Reasons for claiming waiver

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Attachments

1. 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;
2. *Copy(s) of the resolution of Board of directors;
3. 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;
4. Copy of resolution of shareholder(s) along with notice and explanatory statement;
5. *Certificate from the auditor or company secretary or company secretary in

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practice with regard to the compliance of section 196 of the Act;

6. 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
7. No objection certificate from the financial institutions(s) or bank(s) to whom the company has defaulted;
8. Copy of the order of BIFR or NCLT together with the copy of a scheme of revival or rehabilitation
9. Copy of draft agreement between the company and the proposed appointee;
10. *Newspaper clipping in which notices pursuant to section clause (b) of sub-section (2) of section 201 have been published
11. Copy of employment visa/ passport, in case the proposed appointee is a foreign citizen;
12. Copies of educational or professional qualification certificate;
13. Statement as per item (iv) of third proviso of section II of Part II of Schedule V to the Companies Act, 2013
14. Projections of the Turnover and net profits for next three years;
15. Calculation of estimated profit under section 198 of the Act;
16. Auditors Certificate pursuant to Section 164(2) of the Companies Act, 2013;
17. An application under Section 460 of the Act for condonation of delay;
18. *Full and proper justification in favour of the proposal along with bio-data of the appointee;
19. 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
20. Certificate by the secretary of the company or CA/CS in whole time practice to be notified erstwhile;
21. Details, if applicant company is a subsidiary of listed company;
22. Certificate from CA/CS in whole time practice along with calculation of excess remuneration paid to the appointee;
23. Optional attachment, if any

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Declaration

I am authorized by the Board of Directors of the Company vide resolution no. *

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 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

***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)

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.

[F. No. 01/05/2013 CL-V]

RENUKA KUMAR, Jt. Secy.