

## **Form 24B**

### **INSTRUCTIONS FOR FILLING OF EFORM -24B**

**([Form of application to the Central Government for obtaining prior consent for holding of any office or place of profit in the company by certain persons])**

S No.		Detailed Instructions
		<p>Note:</p> <ol style="list-style-type: none"> <li>1. Instructions are not provided for the fields which are self explanatory</li> <li>2. If the space within any of the fields is not sufficient to provide all the information, then additional details can be provided as an optional attachment to the eForm.</li> </ol> <p><b>Important – Please refer the Checklists provided below before filing the application.</b></p>
		<p><b>Please note the following:</b></p> <ul style="list-style-type: none"> <li>• One application can be filed for one appointee only.</li> <li>• If it is required to file eForm 23 in relation to the resolution passed for appointment of specified person for holding any office or place of profit; ensure that filing of eForm 23 precedes filing of this eForm</li> </ul>
		Refer the relevant provisions of the Companies Act, 1956, GSR 89(E) dated 5 <sup>th</sup> February, 2003 and rules made there under with respect to the matter dealt in this eForm
PART - A		
1	(a)	<p>Enter the 'Corporate Identity Number' (CIN) of the company</p> <ul style="list-style-type: none"> <li>• You may find CIN by entering your existing registration number or name of the company in the Find CIN/GLN service at the MCA21 portal.</li> </ul>
2	(a) to (c)	<p>Click the "Pre-fill" button</p> <p>System will automatically display the name, registered office address and the email ID of the company. In case there is any change in the email ID, enter the new valid email ID.</p> <p>Enter the phone and fax numbers (along with their STD code) of the company.</p>
PART - B		
3	(c)	<p>Select option for 'Per month or 'Per annum' for the details of remuneration to be filled.</p> <p>(v) "Others" includes contribution to superannuation, provident fund, insurance premium, leave encashment, other cost borne and benefits provided by the company</p>
4	(a) to (d)	<p>Enter Director identification number (DIN) of the director or managing director or whole-time director to whom the proposed appointee is related. DIN entered should be an approved DIN.</p> <p>It shall be validated that the person(s) (whose DIN is entered) is associated with the company. In case the details do not exist in the system, DIN of that person shall not be allowed to be entered. For such cases, Company would need to ensure that Form DIN-3 or Form 32, as the case may be, has been filed in respect of that person.</p> <p>Click the "Pre-fill" button. System will automatically display the name of the director. Enter the designation and nature of relationship of such person.</p> <p>Details of maximum two persons can be provided here. In case the number exceeds two, details of remaining person(s) can be provided as an optional attachment.</p>
5	(a) to (h)	<p>Select whether the appointee is an Individual, Company or Partnership firm.</p> <p>In case appointee is an individual, enter either DIN or Income-tax PAN or passport number. In case DIN is entered it should be an approved DIN. In case of Passport number, prefix the number with zero(s) (0) to make it a 12 digit number. Example: 0000E1234567. In case</p>

S No.	Detailed Instructions	
		<p>appointee is a company, enter the corporate identity number (CIN).</p> <p>On clicking the "Pre-fill" button. System will automatically display the name in case of DIN or CIN. For all other cases name of the appointee is required to be entered. Enter other relevant particulars of the appointee.</p> <p>Enter the designation or nature of appointment.</p> <p>In case appointee was employed, enter details of remuneration drawn from such employment during last three years.</p>
6		<p>Enter the details of similarly placed employees or executives with details of their educational qualification(s) or experience(should be mentioned in number of years), pay scale, allowances and other benefits proposed</p> <p>"Others" includes contribution to superannuation, provident fund, insurance premium, leave encashment, other cost borne and benefits provided by the company</p> <p>Details of maximum two similarly placed employee can be given here. In case the number exceeds two, details of remaining person(s) can be provided as an optional attachment.</p>
7	(a)	<p>Enter the details of the relatives of the directors appointed as managing or whole-time director, manager or in any other position in the applicant company with details of remuneration paid to each relative.</p> <p>Enter the total number of such relatives. Based on the number entered here, blocks for entering the details of relatives shall be applicable. Details of maximum three persons can be given here. In case the number exceeds three, details of remaining person(s) can be provided as an optional attachment.</p> <p>Enter the details of the relative(s). Enter name of relative, nature of relation, designation and/ or nature of appointment, remuneration and remuneration as percentage of profit under section 198.</p> <p>Enter DIN of director to whom the person is related and click the "Pre-fill" button. Based on DIN, name of the director shall be displayed. It shall be validated that the person(s) (whose DIN is entered) is associated with the company. In case the details do not exist in the system, DIN of that person shall not be allowed to be entered. For such cases, Company would need to ensure that Form DIN-3 or Form 32, as the case may be, has been filed in respect of that person.</p>
8		<p>Enter particulars of net profit or loss as computed under section 198 of the Companies Act, 1956, total income and net profit or loss of the company during immediately preceding three financial years.</p>
9	(a) to (c)	<p>Enter details of eForm 23 filed in respect of the resolution passed</p> <p>Note: In case the existing company does not have the service request number (SRN) of eForm 23, enter "Z99999999" as SRN of eForm 23 and attach the resolution passed for appointing a specified person in the office or place of profit as an optional attachment.</p>
Attachments		<ol style="list-style-type: none"> <li>1. Copy of the resolution passed by the board of directors relating to the proposed appointment (Mandatory).</li> <li>2. Copy of members' special resolution approving the proposal alongwith notice and explanatory statement relating there to (Mandatory)</li> <li>3. Copy of rules of the company relating to the terms and conditions in regard to perquisites as applicable to its employees</li> <li>4. Certificate from secretary or director of the company to the effect that similar perks at the same rate(s) are being paid to the other employees of the company in the equivalent grade (Mandatory)</li> <li>5. An undertaking from the appointee that he or she will be in exclusive employment of the company and will not hold a place of profit in any other company.(This attachment is not required in case of application for increase in remuneration of the existing appointee if already submitted at the time of appointment)</li> </ol>


S No.	Detailed Instructions
	<p>6. Copy of the minutes of the selection committee (including composition of selection committee) (Mandatory for public limited companies or in case appointee is an individual)</p> <p>7. Particulars of employees in receipt of remuneration of Rs. 50,000 or more per month (Mandatory).</p> <p>8. Any other information can be provided as an optional attachment.</p>
Verification	Enter the serial number and date of board resolution authorising the signatory to sign and submit the eForm.
Digital Signature	<p>Select the designation of the person digitally signing the eForm.</p> <p>Enter the DIN in case the person digitally signing the eForm is a director or managing director</p> <p>Enter income-tax PAN in case the person signing the eForm is a manager</p> <p>Enter membership number or income-tax PAN in case the person digitally signing the eForm is a secretary.</p>

### **CHECKLISTS**

**Please ensure that the following information/ documents (as applicable) have been furnished while filing the application to the Central Government under Section 314(1-B) of the Companies Act, 1956 (Director's Relative Appointment) –**

1. Reason for not seeking approval of the Central Government in regard to the present proposal of the company as per the provisions contained in Section 314(1B) of the Act and why the amount paid without prior approval of the Central Government should not be recovered as laid down under Section 314 (2D) of the Act.
2. Detailed justification in support of the proposal
3. A certified copy of the resolution passed by the Board of Directors.
4. Special resolution of the Shareholders of the company approving the proposal together with notice and explanatory statement U/s 173 of the Companies Act, 1956.
5. The educational qualification/ experience, pay scale, allowances and other benefits of similarly placed executives/ employees in the company.
6. Undertaking from the Director/ Company Secretary of the company that the similarly placed employees are getting the comparable salary.
7. An undertaking from the appointee that he/ she will be in the exclusive employment of the company and will not hold a place of profit in any other company.
8. The monetary value of all allowances and perquisites and of total remuneration package (monthly/ annually) proposed to be paid to the appointee and details of the services that will be rendered by him to the company.
9. Shareholding pattern particularly the shareholding of the directors along with his/ her/ their relatives, the public holding, institutional holding (each institution separately).
10. List/ particulars of the employees who are in receipt of remuneration of Rs. 50, 000/- or more per month.
11. The total number of relatives of all the directors either appointed as Managing/ Whole time Director, Manager or in any other position in the company; the total remuneration paid to each relatives and the total remuneration paid to them altogether as a percentage of profits as calculated for the purpose of Section 198 of the Companies Act, 1956.
12. The selection and appointment of a relative of a Director for holding office or place of profit in the company shall be approved by adopting the same procedure applicable to non- relatives. However, in the case of public companies, the selection of a relative of Director for holding place of office or profit in the company shall have to be also approved by a Selection Committee.
13. Resolution of remuneration committee as the proposal involves increase in remuneration.

### **Common Instruction Kit**

<b>Buttons</b>	<b>Particulars</b>
Pre-fill	<p>When the user clicks the pre fill button after entering the corporate identity number in eForm (excepting eForm 1A), the name and address is displayed by the system.</p> <p>This button may appear more than once in an eForm, and shall be required to be clicked for displaying the data pertaining to that field.</p> <p>You are required to be connected to the internet for pre-filling.</p>
Attach	<p>You have to click the attach button corresponding to the document you are making an attachment. In case you wish to attach any other document, please click the optional attach button.</p>
Remove attachment	<p>You can view the attachments added to eForm in the rectangle box provided next to the list of attachment. If the user wants to remove or delete any attachment, select the attachment to be removed and press the "Remove attachment" button.</p>
Check Form	<p>Once the form is filled up. The user is required to press the Check Form button. When this button is pressed form level validation is done such as, Whether all the mandatory fields are filled up or not. If an error is displayed after pressing the button the user is required to correct the mistake and again press the "Check Form" button. When all the form level validation is done. A message is displayed that "Form level pre scrutiny is successful". The Check Form is done without being connected to the internet.</p>
Modify	<p>"Modify" button gets enabled after the check form is done. By pressing this button the user can make the changes in the filled in form. If the user makes any change in the form again the user is required to press the "Check Form" button.</p>
Pre scrutiny	<p>Once the check form is done the user is required to Pre scrutinize the eForm. This requires being connected to the MCA21 site for uploading the form. On pre-scrutiny the system level check is performed and if there are any errors it is displayed to the user and once the error is corrected and again on Pre scrutiny if the message displayed is "No errors found. Click on the button below to "Get Form". Press the Get Form button and make the required corrections.</p> <p>Note: before pressing Submit button attach the digital signature by clicking on the box appearing on the signature field </p>
Submit	<p>After pre scrutiny is done the user is required to submit the form. This requires being connected to the MCA21 site for uploading the form.</p> <p>In case of online filing the user can submit the form by pressing the "Submit" button</p> <p>Once the form is submitted the fee is displayed to the user. When the user press the "Pay" button the mode of payment option is displayed. On challan payment option, a challan is generated displaying the amount of fee to be paid. The user is required to take the print out of three copies of challan and submit the payment at authorized bank branch. The user has to submit three copies at bank and user shall receive one copy with bank acknowledgment for user's record.</p>
Country code	<p>The list of country code required to be mentioned in the form are as follows:</p>

Note: User is advised to refer to eForm specific instruction kit.

### List of ISO Country Code

Country Name	Country Code	Country Name	Country Code
AFGHANISTAN	AF	LIBERIA	LR
ÅLAND ISLANDS	AX	LIBYAN ARAB JAMAHIRIYA	LY
ALBANIA	AL	LIECHTENSTEIN	LI
ALGERIA	DZ	LITHUANIA	LT
AMERICAN SAMOA	AS	LUXEMBOURG	LU
ANDORRA	AD	MACAO	MO
ANGOLA	AO	MACEDONIA, THE FORMER YUGOSLAV REPUBLIC OF	MK
ANGUILLA	AI	MADAGASCAR	MG
ANTARCTICA	AQ	MALAWI	MW
ANTIGUA AND BARBUDA	AG	MALAYSIA	MY
ARGENTINA	AR	MALDIVES	MV
ARMENIA	AM	MALI	ML
ARUBA	AW	MALTA	MT
AUSTRALIA	AU	MARSHALL ISLANDS	MH
AUSTRIA	AT	MARTINIQUE	MQ
AZERBAIJAN	AZ	MAURITANIA	MR
BAHAMAS	BS	MAURITIUS	MU
BAHRAIN	BH	MAYOTTE	YT
BANGLADESH	BD	MEXICO	MX
BARBADOS	BB	MICRONESIA, FEDERATED STATES OF	FM
BELARUS	BY	MOLDOVA, REPUBLIC OF	MD
BELGIUM	BE	MONACO	MC
BELIZE	BZ	MONGOLIA	MN
BENIN	BJ	MONTENEGRO	ME
BERMUDA	BM	MONTSERRAT	MS
BHUTAN	BT	MOROCCO	MA
BOLIVIA	BO	MOZAMBIQUE	MZ
BOSNIA AND HERZEGOVINA	BA	MYANMAR	MM
BOTSWANA	BW	NAMIBIA	NA
BOUVET ISLAND	BV	NAURU	NR
BRAZIL	BR	NEPAL	NP
BRITISH INDIAN OCEAN TERRITORY	IO	NETHERLANDS	NL
BRUNEI DARUSSALAM	BN	NETHERLANDS ANTILLES	AN
BULGARIA	BG	NEW CALEDONIA	NC
BURKINA FASO	BF	NEW ZEALAND	NZ
BURUNDI	BI	NICARAGUA	NI
CAMBODIA	KH	NIGER	NE
CAMEROON	CM	NIGERIA	NG
CANADA	CA	NIUE	NU
CAPE VERDE	CV	NORFOLK ISLAND	NF
CAYMAN ISLANDS	KY	NORTHERN MARIANA ISLANDS	MP
CENTRAL AFRICAN REPUBLIC	CF	NORWAY	NO
CHAD	TD	OMAN	OM
CHILE	CL	PAKISTAN	PK

Country Name	Country Code	Country Name	Country Code
CHINA	CN	PALAU	PW
CHRISTMAS ISLAND	CX	PALESTINIAN TERRITORY, OCCUPIED	PS
COCOS (KEELING) ISLANDS	CC	PANAMA	PA
COLOMBIA	CO	PAPUA NEW GUINEA	PG
COMOROS	KM	PARAGUAY	PY
CONGO	CG	PERU	PE
CONGO, THE DEMOCRATIC REPUBLIC OF THE	CD	PHILIPPINES	PH
COOK ISLANDS	CK	PITCAIRN	PN
COSTA RICA	CR	POLAND	PL
COTE D'IVOIRE	CI	PORTUGAL	PT
CROATIA	HR	PUERTO RICO	PR
CUBA	CU	QATAR	QA
CYPRUS	CY	REUNION	RE
CZECH REPUBLIC	CZ	ROMANIA	RO
DENMARK	DK	RUSSIAN FEDERATION	RU
DJIBOUTI	DJ	RWANDA	RW
DOMINICA	DM	SAINT BARTHELEMY	BL
DOMINICAN REPUBLIC	DO	SAINT HELENA	SH
ECUADOR	EC	SAINT KITTS AND NEVIS	KN
EGYPT	EG	SAINT LUCIA	LC
EL SALVADOR	SV	SAINT MARTIN	MF
EQUATORIAL GUINEA	GQ	SAINT PIERRE AND MIQUELON	PM
ERITREA	ER	SAINT VINCENT AND THE GRENADINES	VC
ESTONIA	EE	SAMOA	WS
ETHIOPIA	ET	SAN MARINO	SM
FALKLAND ISLANDS (MALVINAS)	FK	SAO TOME AND PRINCIPE	ST
FAROE ISLANDS	FO	SAUDI ARABIA	SA
FIJI	FJ	SENEGAL	SN
FINLAND	FI	SERBIA	RS
FRANCE	FR	SEYCHELLES	SC
FRENCH GUIANA	GF	SIERRA LEONE	SL
FRENCH POLYNESIA	PF	SINGAPORE	SG
FRENCH SOUTHERN TERRITORIES	TF	SLOVAKIA	SK
GABON	GA	SLOVENIA	SI
GAMBIA	GM	SOLOMON ISLANDS	SB
GEORGIA	GE	SOMALIA	SO
GERMANY	DE	SOUTH AFRICA	ZA
GHANA	GH	SOUTH GEORGIA AND THE SOUTH SANDWICH ISLANDS	GS
GIBRALTAR	GI	SPAIN	ES
GREECE	GR	SRI LANKA	LK
GREENLAND	GL	SUDAN	SD
GRENADA	GD	SURINAME	SR
GUADELOUPE	GP	SVALBARD AND JAN MAYEN	SJ
GUAM	GU	SWAZILAND	SZ

Country Name	Country Code	Country Name	Country Code
GUATEMALA	GT	SWEDEN	SE
GUERNSEY	GG	SWITZERLAND	CH
GUINEA	GN	SYRIAN ARAB REPUBLIC	SY
GUINEA-BISSAU	GW	TAIWAN, PROVINCE OF CHINA	TW
GUYANA	GY	TAJIKISTAN	TJ
HAITI	HT	TANZANIA, UNITED REPUBLIC OF	TZ
HEARD ISLAND AND MCDONALD ISLANDS	HM	THAILAND	TH
HOLY SEE (VATICAN CITY STATE)	VA	TIMOR-LESTE	TL
HONDURAS	HN	TOGO	TG
HONG KONG	HK	TOKELAU	TK
HUNGARY	HU	TONGA	TO
ICELAND	IS	TRINIDAD AND TOBAGO	TT
INDIA	IN	TUNISIA	TN
INDONESIA	ID	TURKEY	TR
IRAN, ISLAMIC REPUBLIC OF	IR	TURKMENISTAN	TM
IRAQ	IQ	TURKS AND CAICOS ISLANDS	TC
IRELAND	IE	TUVALU	TV
ISLE OF MAN	IM	UGANDA	UG
ISRAEL	IL	UKRAINE	UA
ITALY	IT	UNITED ARAB EMIRATES	AE
JAMAICA	JM	UNITED KINGDOM	GB
JAPAN	JP	UNITED STATES	US
JERSEY	JE	UNITED STATES MINOR OUTLYING ISLANDS	UM
JORDAN	JO	URUGUAY	UY
KAZAKHSTAN	KZ	UZBEKISTAN	UZ
KENYA	KE	VANUATU	VU
KIRIBATI	KI	VENEZUELA, BOLIVARIAN REPUBLIC OF	VE
KOREA, DEMOCRATIC PEOPLE'S REPUBLIC OF	KP	VIET NAM	VN
KOREA, REPUBLIC OF	KR	VIRGIN ISLANDS, BRITISH	VG
KUWAIT	KW	VIRGIN ISLANDS, U.S.	VI
KYRGYZSTAN	KG	WALLIS AND FUTUNA	WF
LAO PEOPLE'S DEMOCRATIC REPUBLIC	LA	WESTERN SAHARA	EH
LATVIA	LV	YEMEN	YE
LEBANON	LB	ZAMBIA	ZM
LESOTHO	LS	ZIMBABWE	ZW