

COMPANIES (MANAGEMENT AND ADMINISTRATION) AMENDMENT RULES

qgo-33004/99 REGD. NO. D. L.-33004/99 Che Gazette of Sftidia 5371 No. 537] EXTRAORDINARY PART 11—Section 3—Sub-section (i) PUBLISHED BY AUTHORITY 30TkT 31, 2015,'q17 9, 1937 NEW DELHI, MONDAY, AUGUST 31, 2015/BHADRA 9, 1937 28 2015 zÉq#r 2013 (2013 18) 469 (1) (2) 88 (1), 88 (4), 89 (1), 89 (2), 89 (6), 91 (1), 92 (2), 92 (3), 93, 94 (1), 100 3qqn-r (4) 101, 102, 105, 108, 109 (5), 110, 112, 113, 114 (2), 115, 117 (1), 118 (1), 119 (2), qrr 120 121 (1) 186 (3) 2014 -GQfiv-a 3-T2ia:— 1. - (1) (cräV7 2015 3700 GI/2015 2 2. THE GAZETTE OF INDIA : EXTRAORDINARY 2014 - (i) 23 3tfrzra (1) (ii) v*ra-7 2013 92 3qvrtr (1) 2014 11 (1) 03iJYr OR-a f?ufä . (ii) (Qi) q?TT: 31T\$r (iii) (iv) ovi Na-å ærGZIT 2. 3iaRÜT [PART 11—SEC. (tra 3 6i, afro. U) atra ovi 11. 2

111. Hzii,3qvtr, 2.(tra 7TqT) alTqrcaå 3ifri--a Æ.rz.r ZTfü (NV 4 a-at (70 a-at THE GAZETTE OF INDIA : EXTRAORDINARY Q-9-r [PART IT—SEC. iii. iv. v. vi. vii. viii. 3•1Tiita ix. i. aaT iii iv 31F4, fä-fi-a-a ii F: fä-J%.ET iii 3E:q, ii. iii.QÄ•q iv.3-1ÄJ, (ii) RV) (ii) 3iüid (iii) 3iaRÜT ftzå a-rar 3700 5 (iii) 6 mxrvr:- afra 3i?Twr 3iaft7 3iaft8T 3iavr 3iafta 3iaft8T arar a-a 31t:raß-a THE GAZETTE OF INDIA: EXTRAORDINARY qfiT(F. (R*rzr 3i-a ZEFrz.rr) [PART [I—SEC. 11-@üg 3 (i)] æiqftq-å*rq (v) qnafi•qi qfä Fz•r (ZÉq*r 2013 (ii) VI. - 7 3ia 2. 3. 4. 5. 6. 7. 3fiftö) (TFz:r 8 8. 9. 2. 3. 4. 5. 6. 7. 8. 9. IO. THE GAZETTE OF INDIA : EXTRAORDINARY qfieraar [PART IT—SEC. ii. (Q73R31T\$) iii. ii. iii. (5-qq 3TN,... 11-?gvg 3 VCF3-TT\$3TT\$T qaT VII* 31Tt8T VIII. 3fr((iii) (ii) (iii) (iv) (v) 3-FZT at 3ifa-ÆT a-rera t) æi-arr. 3 700 9 IO THE GAZEITE OF INDIA : EXTRAORDINARY [PART IT—SEC. (a) att.,..., (iv) RfQfraTQi.. É-cqr. VTftaT åöZF\$r 11 * æi-czrr.. atrtr.... -Garr X* EFr qTftOri5 3-12.raT a-ft 1. 1. 12 XII. THE GAZETTE OF INDIA : EXTRAORDINARY atra [PART 11—SEC. 3(i)] 0 60 XIII. 8i XIV. 92 (2) 3rraå QF9r&r-8 Nzå t af afra 13 a) at 3-lfifrza Qir t, fäqr T) fi-•jr-a zr err-era 2 (68) (ii) æi-a-zrr \$q-9T Filtra.. #CQT..... . au-zr 2013 1. azzr JTV 31@Rzvr, 2013 447, 448 449 tg 3ft 37 14 THE GAZETTE OF INDIA : EXTRAORDINARY [PART 1i—SEC. 3(i)] tJT Frt.zrH fözn tl æi. 1/34/2013-üG.v-3TßT-1] 260(3), atra 31 FTå, 2014 TQT, 415(3T), afra 31 2014 537(3T), 24.07.2014 f*4T MINISTRY OF CORPORATE AFFAIRS NOTIFICATION New Delhi, the 28th August, 2015 G.S.R. 669(E).—In exercise of the powers conferred under sub-section (I) of section 88, sub-section (4) of section 88, sub-section (I) of section 89, sub-section (2) of section 89, sub-section (6) of section 89, sub-section (I) of section 91, sub-section (2) of section 92, sub-section (3) of section 92, section 93, sub-section (I) of section 94, sub-section (4) of section 100, sections 101, 102, 105, 108, sub-section (5) of section 109, Sections I IO, 112, 1 13, sub-section (2) of section 1 14, section 115, sub-section (I) of section 117, sub-section (I) of section 1 18, sub-section (2) of section 1 19, section 120 and sub-section (I) of section 121 and sub-section (3) of section 186, read with sub-sections (I) 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 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:— II—utrg 3 FORM NO. MGT-7 [Pursuant to sub-section(l) of section 92 •of the Companies Act, 2013 and, sub-rule (l) of rule 11 of the Companies (Management and Administration) Rules, 2014] Form language o English o Hindi Refer the instruction kit for filing the form. 15 Annual Return 1. (ii) (iii) (iv) (v) (vi) vii) REGISTRATION AND OTHER DETAILS *Corporate Identification Number (CIN) Of the company Global Location Number (GLN) of the company (a) Name of the company (b) Registered office address (c) *email-ID of the company (d) *Telephone number with STD code (e) Website Date of Incorporation Type of the Company Category of the Company Sub-category of the Company Whether company is having share capital O Yes O No *Whether shares listed on recognized Stock Exchange(s) O Yes O No (a) Details of stock exchanges where shares are listed S. No. 1 2 Stock Exchan e Name (b) CIN of the Registrar and Transfer Agent Name of the Registrar and Transfer Agent Registered office address of the Registrar and Transfer Agents *Financial year From (DD[MM/YYYY] To C.ZZZ] Code (DD/MM/YYYY) 16 THE GAZETTE OF INDIA : EXTRAORDINARY [PART LI—SEC. 3(i)] 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 PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY *Number of business activities S. Main No Activity Description of Main Activity Business Activity Description of Business % to total turnover code Activity of company group code group 2 PARTICULARS OF HOLDING, SUBSIDIARY, JOINT VENTURES AND ASSOCIATE COMPANIES *No. of Companies for which information is to be given Tre-fill Name of the company No. 2 / FCRN Holding' Subsidiary/ % of shares Joint Ventures/ Associat held V. SHARE CAPITAL, DEBENTURES AND OTHER SECURITIES OF THE COMPANY *SHARE CAPITAL (a) Equity share capital Total number of ui shares Total amount of equity shares (in ru Number of classes Number Ofe uit shares Nominal value share (in ru ees) Total amount of ui shares inru ees [qm ll.vg 3 (b) Preference share capital c Total number of reference shares Total amount of preference shares (in ru s Number of classes ass o Number of reference shares Nominal value er share inru s Total amount of preference Shares (in (c) Unclassified share capital eul Total amount of unclassified shares (d) Break-up of paid-up share capital 17 Class of Shares Equity .shares At the beginning of the year Increase during the year i. Pubic Issues ii. Rights issue iii. Bonus issue iv. Private Placement/ Preferential allotment v. ESOPs vi. Sweat equity shares allotted vii. Conversion of Preference viii. Conversion of Debentures ix. GDRs/ADRs x. Others, Specify Decrease during the year i. Buy-back of shares ii. Shares forfeited iii. Reduction of share capital iv- Others, Specify At the end of the year Number of Total Nominal Total Paid-up Total shares Amount premium amount 18 (ii) THE GAZETTE OF INDIA : EXTRAORDINARY Preference shares At the beginning of the year Increase during the year i. Issues of shares ii. Re-issue of forfeited shares iii. Others, S eci Decrease during the year i. Redemption of shares ii. Shares forfeited iii. Reduction of share capital iv. Others, S i At the end of the ear [PART 11—SEC. Details of stock split/consolidation during the year (for each class of shares) Class of shares Number of shares Before split/ Consolidation Face value per share Number of shares After split/ consolidation Face value per share (ii) (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 Medial o Yes ONO o Not applicable Separate sheet attached for details of transfers o Yes o No Note : In case list of transfer exceeds IO, option for submission as a separate sheet attachment or submission in a CD/Digital Media may be shown. 11-avg 3 Oate of Previous AGM Date of Registration of Transfer of Shares Type of Transfer Number of Shares,' Debentures Transferred Ledger Folio of Tiansferor Transferor's Name Ledger Folio Of Transferee Transferee's Name name Date of Registration of Transfer of Shares Type of Transfer Number of Shares/ Debentures Transferred Ledger Folio of Transferor Transferor's Name Ledger Folio of Transferee Transferee's Name - Equity, 2- Preference Shares,3 Amount per Share (in Rs.) ddle 1 - Equity, 2- Preference Shares, 3 Amount per Share (in Rs.) iddle Name 19 - Debentures, 4 - Stock • Debentures. 4 - Stock rst arne (iv) *Indebtedness including debentures (Outstanding as at the end of financial year) Particulars Non-convertible debentures Partly convertible debentures Number of units Nominal value Total value per unit 20 THE GAZETTE OF INDIA : EXTRAORDINARY Fully convertible debentures Secured Loans excluding deposits Unsecured Loans excluding deposits Deposit Total Details of debentures Class of Debentures Non-convertible

debentures Partly convertible debentures Fully convertible debentures Outstanding as at the beginning of the year Increase Decrease during the year (v) Securities (other than shares and debentures) the year Paid up Value of each Unit [PART 11—SEC. 3(i)] Outstanding as at the end of the year Total Paid up Value Type Of Securities Total Number of Securities Nominal Value of each Unit Total Nominal Value 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. 1. 2. 3. 4. 5. 6

8. Category Individual/HUF i Indian (ii) Non-resident Indian (iii) Foreign national (other than NRD Government i Central Government ii State Government iii Government companies Insurance companies Banks Financial institutions Foreign institutional investors Mutual funds Venture capital Indian Foreign Number of Percentage Number of Percentage shares shares 21 9. IO. Body corporate not mentioned above Others Total Total number of shareholders (b) *SHARE HOLDING PATTERN - Public Indian s. No. 2. 3. 4. 5. 6. 7. 8. 9. IO. Category Individual/HUF (i) Indian (ii) Non-resident Indian (NRI) (iii) Foreign national (other than NRI) Government (i) Central Government (ii) State Government (iii) Government companies Insurance companies Banks Financial institutions Foreign institutional investors Mutual funds Venture capital Body corporate (not mentioned above) Others Total Foreign Number of Percentage Number of Percentage shares shares Total number of shareholders Total number of shareholders (Promoters + Public) (c) *Details of Foreign institutional investors' (Ells) holding shares of the company Z] Name of the FIJ 3700 Address Country of Date of Incorporation Incorporation Number of shares held % of shares held 22 THE GAZETTE OF INDIA : EXTRAORDINARY Vil. *NUMBER OF PROMOTERS, MEMBERS, DEBENTURE HOLDERS Details Promoters Members (other than promoters) Debenture holders As at beginning of the year Addition during the year Cessation during the year VIII. DETAILS OF DIRECTORS AND KEY MANAGERIAL PERSONNEL *Composition of Board of Directors (A) [PART 11—SEC. 3(i)] As at end of the year Percentage of shares held by directors as at the end of year Executive Non- executive Category A. Promoter B. Non-Promoter Non- Independent Independent C. Nominee Directors represent Banks & FIS (ii) Investing institutions (iii) Government (iv) Small share holders (v) Others Total Number of directors at the beginning of the year Executive Non-executive Number of directors at the end of the year Executive Non- executive Number of Directors and Key managerial personnel (who is not director) as on the financial year end date [ZZZZ] (B) (i) *Details of directors and Key managerial personnel as on the closure of financial year Name DIN/PAN Designation Number of equity Date of cessation (after closure of shares held : If financial (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) 23 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 Total Number of meeting Members entitled Attendance Number of members % of total attended shareholding Attendance B. BOARD MEETINGS *Number of meetings held S. No. Date of meeting 2 C. COMMWPEE MEETINGS to attend meeting Total Number of directors as on the date of meeting Number of % of Number of meetings held S. Type of meeting No. Date of Total Number meeting of Members as on the date of meeting directors attended attendance Attendance Number of members % of total attended Committee Meetings No. of No. of shareholding D. S. No. 37eo *ATTENDANCE OF DIRECTORS Name Board Meetings of the No of No. of % of Director Meetings attendance Meetings Meetings attendance attended which were entitled to attend Meetings attended Held Whether attended last AGM held on (Y/N/NA) 24 THE GAZETTE OF INDIA : EXTRAORDINARY [PART II—SEC. 3(i)] X. *REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL Nil A. Number of Managing Director, Whole-time Directors and/or Manager whose remuneration details to be entered S. Name No

1. Total Designation Gross salary Stock Option/ Sweat equity Others Total Amount B. Number of CEO, CFO and Company secretary whose remuneration details to be entered S. Name No. Total Designation Gross salary Commission Stock Option/ Sweat equity Others C. S. No

**1. Number of other directors whose remuneration details to be entered Name Total Designation
Gross salary Commission Stock Option/ Others Sweat equity Total Amount Total Amount**

M.MATTERS RELATED TO CERTIFICATION OF COMPLIANCES AND DISCLOSURES A.

CERTIFICATION OF COMPLIANCES Whether company has made all compliances and disclosures during the year o Yes o 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 CI Nil Name of the company/ Name of the court/ directors/ officers Authority Date of Name of the act and section under which penalized / punished Details of penalty/ punishment Details of appeal (if any) including present Status 25 (B) DETAILS OF COMPOUNDING OF OFFENCES Name of the company/ Name of the court/ Date of Name of the act and CD Particulars of offence Amount of compounding (in rupees) directors/ officers Authority section under which offence committed 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 SUBSECTION (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. (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: 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. All the required attachments have been completely and legibly attached to this form

2. 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.²⁶

THE GAZETTE OF INDIA: EXTRAORDINARY
[PART 11—SEC. 3(i)] To be digitally signed by Director DIN of the director To be digitally signed by o
Company Secretary Company Secret in ractice 0 Membership number Attachments I. list of share holders,
debenture holders; 2. Approval letter for extension of AGM; 3. Copy of MGT-8; 4. Optional
Attachement(s). if any. Certificate of practice number List of attachments 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] 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. Printed by the Manager, Government of India Press,
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