

Instruction Kit for webform MR-2
(Form of application to the Central Government for approval of
appointment of managing director or whole-time director or manager)

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ABOUT THIS DOCUMENT

This Instruction Kit is designed as a step-by-step guide to assist the user in filling up the webform. This document provides references to law(s) governing the webform, guidelines to access the application, instructions to fill the webform at field level and important check points while filling up the webform along with other instructions to fill the webform.

User is advised to refer to the respective instruction kit for filing of webform.

This document is divided into following sections:



Part I – Law(s) governing the webform



Part II – Accessing the webform MR-2



Part III – Instructions to fill the webform



Part IV – Key points for successful submission

Click on any section link to refer to the particular section.

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1 PART I – LAW(S) GOVERNING THE WEBFORM

Pursuant to Section **196, 201 and Schedule V** of the Companies Act, 2013 read with Rule **7** of the Companies (Appointment and Remuneration of Managerial Personnel) rules, 2014.

1.1 Purpose of the webform

A company can seek approval from Central Government through ‘MR-2’ webform for approval of appointment of managing director or whole-time director or manager in certain special circumstances as mentioned in Schedule V of the Companies Act, 2013.

1.2 Important Check Points while filling up the webform

- ✓ Please read instructions and guidelines carefully before filling online application form.
- ✓ Please attach the required mandatory supporting documents in the specified format only.
- ✓ Please ensure that applicant of the webform is registered at the MCA portal before filing the webform.
- ✓ Please note that the company for which the webform is being filed shall be registered with MCA and shall have a valid and approved CIN.
- ✓ Please ensure that the DSC attached in the webform is registered on MCA portal against the DIN/DPIN/PAN/Membership number as provided in the form.
- ✓ Please note that the signing authority of the webform shall have valid and non-expired/non-revoked DSC and an approved DIN/DPIN or a valid PAN/Membership number, as applicable.
- ✓ Please ensure that a valid and approved SRN of ‘MGT-14’ webform, if any, of the respective company is available with the user while filling up this webform. Further, the purpose of passing the resolution in ‘MGT-14’ webform should be same as mentioned while filling up this webform.
- ✓ Please note that in case of resubmission, application of ‘MR-2’ shall be available in the application history of the user and T+15 days (where T is the date of marking the application as ‘Resubmission Required’) should not have elapsed.
- ✓ 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 webform.
- ✓ Please check for any alerts that are generated using the “Notifications and alerts” function under the ‘My Workspace’ page in the FO user dashboard on the MCA website.

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2 PART II – ACCESSING THE WEBFORM MR-2

2.1 Application process for webform MR-2

2.1.1 Initial Submission

2.1.1.1 Option 1

STEP 1: Access MCA homepage

STEP 2: Login to MCA portal with valid credentials¹

STEP 3: Select “MCA services” and further select “E-Filing”

STEP 4: Access “Company Forms Download”

STEP 5: Navigate to the header “Appointment / Change related filings”

STEP 6: Access “Form of application to the Central Government for approval of appointment of managing director or whole-time director or manager (MR-2)”

STEP 7: Enter CIN information²

STEP 8: Search CIN using the search option (optional)³

STEP 9: Select CIN from the dropdown option (optional)⁴

STEP 10: Fill up the application

STEP 11: Save the webform as a draft (optional)⁵

STEP 12: Submit the webform

STEP 13: SRN is generated upon submission of webform (The SRN can be used by the user for any future correspondence with MCA.)

STEP 14: Affix the DSC

STEP 15: Upload the DSC affixed pdf document on MCA portal

STEP 16: Pay Fees (In case the user does not successfully upload the DSC affixed PDF within 15 days of SRN generation and complete the payment within 7 days of successful upload of DSC affixed document or due date of filing of the webform + 2 days, whichever is earlier, the SRN will be cancelled)

STEP 17: Acknowledgement is generated

2.1.1.2 Option 2

STEP 1: Access MCA homepage

STEP 2: Access webform MR-2 through search bar on MCA homepage (website search)⁶

STEP 3: Login to MCA portal with valid credentials

STEP 4: Enter CIN information²

STEP 5: Search CIN using the search option (optional)³

STEP 6: Select CIN from the dropdown option (optional)⁴

STEP 7: Fill up the application

¹ In case Option 1 is selected, the user will have an option to either login immediately after accessing the MCA homepage, or login after selecting “Form of application to the Central Government for approval of appointment of managing director or whole-time director or manager (MR-2)” in case the user is not already logged in.

² In case the user filling the webform is a company user then, CIN and company name will be auto populated based on the user id from which the user logs in.

³ In case the user filling the webform is a professional user, a search option will be provided on the page allowing the user to search for the CIN basis the name of the company.

⁴ In case the user filing the webform is any other business user, a dropdown option containing a list of all the CIN and corresponding company name for companies where the user is associated shall be displayed.

⁵ The option to save the webform as a draft shall be enabled once the user enters CIN.

⁶ In case Option 2 is selected, the user will have an option to either login immediately after accessing the MCA homepage or login after performing the website search.

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STEP 8: Save the webform as a draft (optional)⁵

STEP 9: Submit the webform

STEP 10: SRN is generated upon submission of webform (The SRN can be used by the user for any future correspondence with MCA.)

STEP 11: Affix the DSC

STEP 12: Upload the DSC affixed pdf document on MCA portal

STEP 13: Pay Fees (In case the user does not successfully upload the DSC affixed PDF within 15 days of SRN generation and complete the payment within 7 days of successful upload of DSC affixed document or due date of filing of the webform + 2 days, whichever is earlier, the SRN will be cancelled)

STEP 14: Acknowledgement is generated

2.1.2 Resubmission

2.1.2.1 Option 1

STEP 1: Access MCA homepage

STEP 2: Login to MCA portal with valid credentials

STEP 3: Access application history through user dashboard

STEP 4: Select webform MR-2 application with status as 'Resubmission required'

STEP 5: Fill up the application

STEP 6: Save the webform as a draft (optional)⁵

STEP 7: Submit the webform

STEP 8: SRN is updated

STEP 9: Affix the DSC

STEP 10: Upload the DSC affixed PDF document on MCA portal⁷

STEP 11: Resubmission of webform (In case the user does not complete re-submission of the form and upload the DSC affixed PDF document within 24 hours of the SRN update, a SMS and email reminder will be sent to the user daily for 15 days OR till the time this is submitted, whichever is earlier)

STEP 12: Acknowledgement is generated

2.1.2.2 Option 2

STEP 1: Click on the link provided in the notification email sent (received for resubmission)

STEP 2: Login to MCA portal with valid credentials

STEP 3: Fill up the application

STEP 4: Save the webform as a draft (optional)⁵

STEP 5: Submit the webform

STEP 6: SRN is updated

STEP 7: Affix the DSC

STEP 8: Upload the DSC affixed PDF document on MCA portal⁷

STEP 9: Resubmission of webform (In case the user does not complete re-submission of the form and upload the DSC affixed PDF document within 24 hours of the SRN update, a SMS and email reminder will be sent to the user daily for 15 days OR till the time this is submitted, whichever is earlier)

STEP 10: Acknowledgement is generated

⁷ For the SRN's that are marked 'Resubmission required', the user is required to update the details in the webform and complete submission including the upload of DSC affixed PDF within 15 days from the date the BO user has sent the SRN back for resubmission.

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3 PART III – INSTRUCTIONS TO FILL THE WEBFORM

3.1 Specific instructions to fill the webform MR-2 at Field Level

Instructions to fill webform MR-2 are tabulated below at field level. Only important fields that require detailed instructions are explained. Self-explanatory fields are not explained.

Field No.	Field Name	Instructions
1	Corporate Identity Number (CIN)	i. In case of company users, CIN of company shall be pre-filled based on the user id. ii. In case of professional users, a search option shall be provided to search the CIN basis the company name. Either full name of the company or partial name can be used to search the company. iii. In case of other business users, a dropdown option is provided containing the list of CIN with which the user is associated.
2 (d)	Number of stock exchange(s) on which it is listed	i. This field shall be enabled and mandatory in case 'Yes' is selected in field number 2 (c) i.e., 'Whether the company is a listed company'. ii. Enter the number of stock exchange(s) on which the company is listed and accordingly, fields shall be regenerated.
4 (a)	Name	List of Key Managerial Personnel ('KMP') associated with CIN provided in field number 1 i.e., "Corporate Identity Number (CIN)" shall be available in the dropdown values for the selection by the user.
4(b)	Director Identification number (DIN) or income-tax permanent account number (PAN) or membership number	These fields shall be prefilled and non-editable based on the dropdown value selected in field number 4 (a) i.e., "Name" by the user.
4(c)	Designation	
4(d)	Father's name	
4(e)	Nationality	
5	In case the proposed appointee is a foreign citizen, furnish the following details also:	i. These fields shall be displayed and mandatory in case checkbox selected in field number 3 i.e., "This form is being filed for seeking Central Government's approval for:" is 'Person is a Non-Resident Indian'. ii. Enter country, passport number, validity of passport, and occupation details.
5 (a)	Country	
5 (b)	Passport number	
5 (c)	Validity of passport	
5 (d)	Occupation	
6 (a)	Which of the clause(s) of Part I of Schedule V to the Companies Act, 2013 is or are not satisfied	i. This field shall be displayed and mandatory in case checkbox selected in field number 3 i.e., "This form is being filed for seeking Central Government's approval for:" is 'Appointment without complying with the Part I of Schedule V'. ii. The user can select multiple checkbox options in this field.
6 (b)	Section and the Act under which the appointee was convicted or detained	

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Field No.	Field Name	Instructions
9 (b)	SRN of MGT-14 filed	Enter a valid and approved SRN of 'MGT-14' webform filed for passing the resolution for which the application is being filed in 'MR-2' webform.
11	Application has not been filed in time. Please provide SRN of CG-1	i. This field shall be displayed and mandatory in case application is being filed in 'MR-2' webform after ninety days of appointment of KMP in 'DIR-12' webform. ii. Enter a valid and approved SRN of 'CG-1' webform filed for seeking approval from Central Government.
	Attachments:	All the attachments shall be either in PDF or .jpg format. The size of each individual attachment can be up to 2MB.
(a)	Certified copy of resolution passed by the Nomination and Remuneration Committee along with its minutes. The composition (i.e. the name and designation of each member including Chairman) of the Nomination and Remuneration Committee (i.e. member including Chairman as an Executive or Non-Executive Director or Independent Non-Executive Director or Non-Independent Non-Executive Director of the Company) - as applicable	This attachment shall be mandatory in case company filing the webform is a listed company.
(b)	Certified copy of the resolution passed by the Board of Directors in favor of proposal	This is a mandatory attachment.
(c)	Copy of each of the notices preferably paper cutting, published in the daily English Newspaper in English Language and daily Vernacular Language Newspaper in Principal Language of the district in which the Registered Office of the Company is situated in pursuance of Section 201 (2) of the Companies Act, 2013	This is a mandatory attachment.
(d)	Certified copy of Passport and Employment Visa/OCI/PIO Card in respect of the appointee for the period of his tenure in India, if the appointee is a foreign national	This is a mandatory attachment.

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Field No.	Field Name	Instructions
(e)	Copy of the Central Government earlier approval or rejection letter(s) etc., if any, in respect of the preceding three years	This is an optional attachment.
(f)	Certified copy of the Shareholders' Resolution of the Company in favour of proposal along with notice and explanatory statement pursuant to Section 102 of the Act	This is a mandatory attachment.
(g)	Certified copy of the Scrutinizers Report on the Postal Ballot (including e-voting) results under Section 108 of the Companies Act, 2013 read with Rule 20(4) of the Companies (Management and Administration) Rules, 2014 (In case, the members' resolution passed through electronic mode)	This is an optional attachment.
(h)	Certified copy of the consent for holding general meeting on shorter notice under Section 101 read with Section 136 of the Companies Act, 2013 along with list of shareholders' of the Company (In case, the general meeting of the company was not held within clear twenty one day's notice either in writing or through electronic mode in such manner as may be prescribed)	This is a mandatory attachment.
(i)	Optional attachment(s) - if any	i. This field can be used to provide any other information. ii. Please note that the user has an option to upload up to five optional attachments.
	Declaration by Company Secretary of the Company / Company Secretary in whole time practice	Enter a valid membership number of the company secretary signing the webform.
	To be digitally signed by	
	Membership Number	
	I am authorised by the Board of Directors of the Company vide resolution no.	i. Enter the board resolution number and date of the board resolution via which the signatory of this form is authorised. ii. Date entered in this field should be less than or equal to system date and equal to or greater than incorporation date.
	dated	

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Field No.	Field Name	Instructions
	(DD/MM/YYYY) 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.	
	To be digitally signed by	
	Designation	i. Select one of the options from the drop-down list – 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	ii. In case the person digitally signing the webform is a Director - Enter the approved DIN. iii. In case the person digitally signing the webform is Manager, Chief Executive Officer (CEO) or Chief Financial Officer (CFO) – Enter approved DIN or a valid income tax PAN. iv. In case the person digitally signing the webform is a Company Secretary – Enter a valid membership number. v. Disqualified director shall not be able to sign the form.
	Certificate by Practicing Professional	
	Chartered Accountant (in whole-time practice) or	i. This certificate is optional in case the company for which the webform is being filed is an OPC or a small company.
	Cost Accountant (in whole-time practice) or	ii. The webform shall be certified by a chartered accountant (in whole-time practice) or cost accountant (in whole-time practice) by digitally signing the webform.
	Company Secretary (in whole-time practice)	iii. Select the relevant category of the professional and whether he/she is an associate or fellow.
	Whether Associate or Fellow	iv. In case the professional is a chartered accountant (in whole-time practice) or cost accountant (in whole-time practice) then enter the membership number.
	Membership number	v. In case the practicing professional is a company secretary (in whole-time practice) then enter the certificate of practice number.
	Certificate of practice number	

3.2 Other instructions to fill webform MR-2

Buttons	Particulars
Choose File	i. Click the ‘Choose File’ button to browse and select a document that is required to be attached as a supporting to webform MR-2. ii. All the attachments should be uploaded in PDF or .jpg format . The total size of the document being submitted can be up to 10 MB . iii. The user has an option to attach multiple files as attachments within the webform.

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Buttons	Particulars
Remove	The user has an option to remove files from the attachment section using the “Remove” option provided against each attachment.
Download	The user has an option to download the attached file(s) using the “Download” option provided against each attachment.
Save	- Click on Save button for saving the application in a draft form at any given point in time prior to submitting the webform. - This is an optional field and the “Save” option will be enabled only after entering the CIN. - On saving the webform, all the information filled in the webform will be saved and can be edited/updated till the time webform is submitted. - The previously saved drafts can also be accessed (at a later point in time) using the application history functionality.
Submit	- This is a mandatory field. - When the user clicks on the submit button the details filled in the webform are auto saved and the system verifies all the webform, incase errors are detected the user will be taken back to webform and all the relevant error messages shall be displayed. - In case at the submission of webform no errors are detected by the system the submission will be successful.

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4 PART IV – KEY POINTS FOR SUCCESSFUL SUBMISSION

4.1 Fee rules

S#	Purpose of webform	Normal Fee	Additional (Delay Fee)	Logic for Additional Fees	
				Event Date	Time limit (days) for filing
1	Application to the Central Government	The Companies (Registration Offices and Fees) Rules, 2014	NA	NA	NA

Fee payable is subject to changes in pursuance of the Act, or any rule or regulation made, or notification issued thereunder.

4.1.1 The Companies (Registration Offices and Fees) Rules, 2014 Table 1

S#	Application made	Other than OPC & Small company (INR)	OPC & Small company (INR)
1	By a company having an authorized share capital of:		
	a) Up to INR 25,00,000	INR 2,000	INR 1,000
	b) Greater than INR 25,00,000 but up to INR 50,00,000	INR 5,000	INR 2,500
	c) Greater than INR 50,00,000 but up to INR 5,00,00,000	INR 10,000	INR 10,000
	d) Greater than INR 5,00,00,000 but up to INR 10 crore or more	INR 15,000	INR 15,000
	e) Greater than INR 10 crore	INR 20,000	INR 20,000
2	By a company limited by guarantee but not having a share capital	INR 2,000	NA
3	By a company having a valid license issued under section 8 of the Act (Section 8 Company)	INR 2,000	NA

4.2 Processing Type

Webform MR-2 shall be processed in non-STP mode.

4.3 Useful links

- Link to access webform MR-2: <https://www.mca.gov.in/content/mca/global/en/mca/e-filing/company-forms-download.html>
- FAQs related to e-filing: <https://www.mca.gov.in/MinistryV2/efiling.html>
- Payment and Fee related Services: <https://www.mca.gov.in/MinistryV2/paymentservices.html>