

ADDITIONAL DIRECTOR	DIRECTOR	MANAGING DIRECTOR
SECTION 161 OF THE COMPANIES ACT, 2013	SECTION 152 OF THE COMPANIES ACT, 2013	SECTION 196 OF THE COMPANIES ACT, 2013
<p>A person cannot be appointed directly as a Director of the Company by the Board in the Board Meeting. However a person can be appointed as an Additional Director by passing a Board Resolution and shall hold office only up to the date of the next annual general meeting of the company.</p> <p>Additional Directors attends Board meeting of a company and participate in the matters put before the Board.</p>	<p>An Additional Director appointed by the Board in the Board Meeting holds office only up to the next annual general Meeting. In the Annual General Meeting, shareholders appoint him as a Director. Directors attends Board meeting of a company and participate in the matters put before the Board. These directors are neither Whole time Directors nor Managing Directors.</p>	<p>Managing Director is a director who, by virtue of an agreement with the company or of a resolution passed by the company in general meeting or by its Board of directors or, by virtue of its Memorandum or Articles of Association, is entrusted with substantial powers of management which would not otherwise be exercisable by him, and includes a director occupying the position of a managing director, by whatever name called.</p>
<p>An Additional Director is not a Key Managerial Personnel (KMP) as per Companies Act, 2013.</p>	<p>A Director is not a Key Managerial Personnel (KMP) as per Companies Act, 2013.</p>	<p>Managing Director is a Key Managerial Personnel (KMP) as per Companies Act, 2013.</p>
<p><u>Procedure for appointment:</u></p> <p>1) Convene a Board Meeting after giving due notices & agenda to all the Directors of the Company for passing a Board Resolution for appointment of Additional Director.</p> <p>2) Filing of Form DIR-12 with Registrar of Companies within 30 days of passing Board Resolution. (Documents required to be attached with DIR-12/to be taken from proposed Director)</p> <p>a) DIR-2 b) DIR-8 c) Letter of Appointment d) MBP-1</p> <p>3) Enter the name of Director in</p>	<p><u>Procedure for appointment:</u></p> <p>1) Convene a Board Meeting after giving due notices & agenda to all the Directors of the Company for passing a Board Resolution for appointment of Additional Director.</p> <p>2) Filing of Form DIR-12 with Registrar of Companies within 30 days of passing Board Resolution. (Documents required to be attached with DIR-12/to be taken from proposed Director)</p> <p>a) DIR-2 b) DIR-8 c) Letter of Appointment d) MBP-1</p> <p>3) Filing of Form DIR-12 for</p>	<p><u>Procedure for appointment:</u></p> <p>1) Convene a Board Meeting after giving due notices & agenda to all the Directors of the Company for:</p> <p>a) Approving the terms and conditions on which the Managing Director is proposed to be appointed.</p> <p>b) Approving draft notice for Convening of General Meeting.</p> <p>2) Hold General Meeting after giving 21 days clear notice to all the members and pass special resolution.</p> <p>3) Filing of Form MGT-14 within 30 days of passing of special resolution in General Meeting.</p> <p>4) Filing of Form DIR-12 and MR-1 within 30 days of passing of special</p>

<p>the Register of Director & KMP</p>	<p>regularization/change in designation of Director within 30 days of AGM (if appointed in AGM). (Documents required to be attached with DIR-12 a)CTC of special resolution.</p> <p>4) Enter the name of Director in the Register of Director & KMP</p>	<p>resolution in General Meeting. (Documents required to be attached with DIR-12/to be taken from proposed Director) a)DIR-2 b)DIR-8 c)Letter of Appointment d)MBP-1 e)CTC of Special Resolution</p> <p>5)Enter the name of Managing Director in the Register of Directors & KMP</p>
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