

DRAFT FORMAT OF BOARD RESOLUTION

CERTIFIED TRUE COPY OF THE RESOLUTION DULY PASSED AT THE MEETING OF THE BOARD OF DIRECTORS HELD ON ___ DAY OF _____, _____ AT _____.

The Board discussed the requirement of opening bank account(s) in the name of the M/s. _____ (the '**Company**') with The Hongkong and Shanghai Banking Corporation Limited (the '**Bank**').

Further the Board was also informed of Global Liquidity and Cash Management (GLCM), E-channel and other services being offered by the Bank. The Board further noted all the documents, terms and conditions pertaining to the opening of bank account including availing GLCM and other services from the Bank.

RESOLVED THAT:

- (a) _____ account(s) be opened in the name of _____ with the Bank.
- (b) FURTHER RESOLVED THAT, for the purposes of **ACCOUNT OPENING**, the Company hereby authorises _____ and _____ (the '**Designated Signor(s)**') to sign, seal and execute the Account Opening Form and/or any other form(s)/documents as prescribed by the Bank. The signing mandate for the same will be:
- Jointly
- Severally
- Others, please specify _____
- (c) FURTHER RESOLVED THAT, the Company hereby note the difference in features, the associated charges and average quarterly balance requirements between the different Account types.
- (d) FURTHER RESOLVED THAT, for the purposes of **ACCOUNT OPERATION** the Company hereby authorises _____ and _____ hereinafter referred to as the '**Authorised Signatory(ies)**', whose specimen signatures would be submitted alongwith the Account Opening Form, to instruct the Bank to make deposits, honour all cheques, bills of exchange, promissory notes or other orders which may be drawn by/ accepted/made by or on behalf of the Company and to act on any instructions so given relating to the operation of the said Account(s) whether the same be overdrawn or not and/or any other instructions relating to the transactions of the Company in relation to the Account, including giving indemnity, declarations, agreement and any other document, as may be necessary of the abovementioned Authorised Signatories hereby authorised to sign and such signature shall bind the Company in all transactions between the Bank and the Company. The signing mandate for the same will be:
- Jointly
- Severally
- Others, please specify _____
- (e) FURTHER RESOLVED THAT:
1. Approval of the Board be and is hereby accorded for obtaining Global Liquidity and Cash Management and other services enabled via E-channel platform or otherwise (the '**Services**') offered by the Bank.
 2. The Designated Signor(s), as mentioned above, be and are hereby authorised:
 - i. to execute and deliver all documents/agreements/supplementary agreements/schedules and forms regarding subscription and withdrawal of Services offered by the Bank;
 - ii. to appoint and remove such other person(s) to access, transact and to give instructions to the Bank and/or any other member of the HSBC Group in respect of all matters regarding the E-Channels, including, without limitation, to add, to amend or delete any Accounts and or Services (if applicable) relating to the Company in the E-channel profile;
 - iii. to appoint and remove additional signatories from time to time who will have the same powers as the Authorised Signatories as delegated in this resolution under point 2. Above for E-Channels; and

iv. to appoint an agent in respect of the Accounts (called the '**Customer Agent**') in order that they may access electronic banking channels and enable that Customer Agent to access and transact on the Account(s) through such E-Channels as well as agree terms that relate to such access and use on Company's behalf.

- (f) FURTHER RESOLVED THAT, That the Bank is hereby authorised and requested to issue Business Debit Card and related PIN to authorised person(s) (called 'Delegates', whose details have been provided in the Application Form along with access details) who have been authorised to operate the Customer's account, and who are responsible to keep the aforesaid Business Debit Card in his/her custody. We authorise the Bank to transfer funds from my/our account through the ATM, subject to the Bank's policies, to third party beneficiaries as specified during operation of the ATM. We confirm having read and understood the terms and conditions of usage of the Debit Card (a copy of which is available on www.hsbc.co.in) and agree to be bound by the same. We undertake to intimate the Bank and surrender the Business Debit Card before any of the Authorised Signatories proceed overseas on permanent employment and/or emigrating and/or upon changing of his/her Nationality.
- (g) Further Resolved that, That the Bank be and is hereby authorised and requested to provide 'Mobile Alert' facility (term as defined in the 'Mobile Alert' terms and conditions) and SMS'Alerts' (term as defined in 'Mobile Alert' terms and conditions) on the mobile phone number(s) provided in the Application Form as per the terms and conditions related to the mobile alert services. The Bank may, at its absolute discretion, discontinue the aforesaid service completely or partially without any notice to us. The Bank may debit our Account for service charges as per the prevailing tariff from time to time. We accept and agree to be bound by the abovementioned terms and conditions (a copy of which is available on www.hsbc.co.in) and to any changes made therein from time to time in the future. We undertake to intimate the Bank immediately in the event of any change in the mobile phone number provided in the table below. We also understand that the SMS Alerts under this service may contain certain personal and/or Account information. We also understand and acknowledge that while the Bank will make all reasonable efforts to ensure that the my/our personal/Account information is kept confidential, the SMS alerts cannot be guaranteed to be completely secure and the Bank shall have no liability in this regard.

That a certified true copy of these resolutions be provided to the Bank and other members of the HSBC Group as appropriate which shall remain in force until modified and a certified copy thereof shall have been received by the Bank and other members of the HSBC Group as appropriate.

All the information provided to the Bank for Account opening and operation purposes alongwith all the Terms and Conditions for various Services (as mentioned above) were tabled at the meeting and are hereby approved and accepted in all respects.

**Signature of Chairman/Managing Director/Company Secretary/Director
(not authorising himself or herself)/Trustees (with rubber stamp)**

Place: _____

Date: _____