

Bank's Mandate form

For companies, corporate entities, partnerships and unincorporated associations

About this form

This form:

- is an important part of our process in connection with the products and services that we provide you and will help us with documenting your authorised persons in our systems
- will tell us what transactions and services offered by the Bank have been approved for your organisation
- will help us to identify persons authorised to act on your behalf in connection with the products and services that we provide you
- will provide us with a copy of the specimen signatures for your Approving Persons and will allow us to manage and authenticate your instructions
- does **NOT** need to be submitted where you have already provided us with your separate mandate or other evidence of your authority – Please contact us if you wish to present or otherwise rely solely on your own mandate. We may also, from time to time, contact you in relation to the refreshing of your mandate

This Bank's Mandate form has four (4) parts:

- Part A – Mandate** – provide an extract of the basic resolutions necessary for the Bank to accept instructions from you and to provide you the relevant products and services
- Part B – Additional Mandate – Section I:** provide additional resolutions necessary for the Bank to provide you with services relating to Financial Markets Transactions; **AND Section II:** provide additional shareholders' resolutions necessary for the Bank to provide you with services relating to lending transactions and/or creation of security
- Part C – Declaration** – this section is to be signed by your relevant representative(s) who can certify the Mandate form
- Part D – List of Approving Persons** – identify, complete and provide us with the specimen signatures for each of your Approving Persons

How to fill in this form

- Please use **BLOCK LETTERS** to complete this form
- Any field marked with an "*" must be completed
- Leave boxes blank if they do not apply to you
- If you make a mistake, please print a fresh page
- Please keep a copy of the completed form for your records
- If you require more than four (4) Approving Persons or require more space under Additional Instructions, please ask for a List of Approving Persons – Schedule form. The List of Approving Persons – Schedule form should be attached to this form and signed by the same persons who have certified or signed this form under Part C. Alternatively, Part D of this form can be reprinted with the number of pages that have been reprinted clearly stated under Additional Instructions

Guidance Notes to this form

A. GENERAL

We may clarify any incomplete or inconsistent information in relation to your request under this form

B. PART A – MANDATE

- SCB entity** – you may have more than one relationship with entities under the Standard Chartered Group – please insert the relevant Standard Chartered entity to which you will be submitting this form
- Client name** – insert your FULL legal name. This will help us connect the details under this form to the relevant Client entity
- Approved Transactions** – The mandate will:
 - approve the core products and services which the Bank may make available to you, including accounts, cash management services, trade related services, lending services, Financial Markets Transactions and electronic banking (including Straight2Bank Web) services; and
 - approve you acting as agent for and on behalf of your group members

Note: Certain services (e.g. domestic notional pooling and cross-border / domestic sweeping services) require additional certification. Where relevant, we shall provide you with the relevant form to be completed.
- Powers of Approving Persons** – The mandate will confirm the powers of the Approving Persons in connection with the Approved Transactions, including execution of documentation, providing notices and instructions to the Bank, general communications with the Bank, making certain appointments and amending terms of any documentation or transaction from time to time

Note: The Bank may require an authorised dealers list for Financial Markets Transactions in certain circumstances. Where this authorised dealers list is required, we will let you know. Otherwise this authorised dealers list is not required.
- Appointing Representatives or Agents for the Client** – the Approving Persons may also appoint additional persons to be your representative or agent in connection with certain products / services, including:
 - *Straight2Bank services* – to designate person(s) to: (1) be the "administrator(s)" with full powers to administer and manage, including to set, assign and/or amend functions, approving powers, authorisation limits, product functionalities and other parameters (including data access) for your organisation; and/or (2) perform various other roles with such functions and powers to access and use such services as may be assigned by the "administrator(s)" from time to time. The administrator(s) may also appoint persons described in (2) (i.e. to access and use such services)

- **Liquidity Management services** – to designate person(s) for the purposes of interest optimisation, netting, aggregation, cash sweeping, cash pooling arrangement or other liquidity management service (whether notional or actual) with the Bank and/or any affiliate of the Bank, with powers to: (1) instruct the Bank to apply balances on the Client's accounts with the Bank; (2) apportion interest calculated between the accounts of the Client and the accounts of other participants; and (3) approve and accept the addition or removal of yourself or any Client Group Member as a participant

Note: Where you appoint an agent to act for and on your behalf (in respect of paragraph (v) above), we will require you to complete and submit a separate Appointment of Agent form or the equivalent to identify the agent and provide particulars, including the agent's scope of powers.

C. PART B – ADDITIONAL MANDATE

- (i) **Section I: To be completed ONLY if you require product and services relating to Financial Markets Transactions**

NOTE: This format is applicable only to companies incorporated in India. For other entities, such as partnerships or sole proprietorships, separate format is available.

- (ii) **Section II: To be completed ONLY if you are a public limited company incorporated in India and require services relating to lending transactions**

D. PART C – DECLARATION

- (i) **Primary and Secondary Signatory** – This form represents the Bank's standard requirement for a certified extract of a resolution. We will require person(s) who are qualified to certify that this is a true extract of the relevant resolution to execute this form. This should be in accordance with the memorandum and articles of association, partnership agreement, limited liability partnership agreement, rules, charter or constitution of the entity or equivalent, and laws of the jurisdiction of incorporation or establishment of the entity, if any

E. PART D – LIST OF APPROVING PERSONS

- (i) **Approving Persons** – These are persons who are authorised to act on your behalf in accordance with the mandate. Note that the Approving Persons are an "Authorised Person" (as defined under our Standard Terms, General Banking Terms and Conditions or equivalent) or an equivalent person. You will need to provide us the relevant details of the Approving Persons (including their specimen signature) as part of our set-up of the authorised persons in our systems

- (ii) **Additional Instructions** – You may include additional instructions applicable to Approving Persons under this section. Some examples include:

- Signing instructions:

Any two [2] Approving Persons are required to jointly: (i) [execute the Documents]; (ii) [provide instructions, notices or other directions to the Bank]; (iii) [carry out the purpose and intent of any foregoing resolution for and on behalf of the Client]; (iv) [etc.]

- Accounts:

The Approving Persons listed below shall have the authority to handle the following accounts for the Client:

Account Number	Currency	Account name	Approving Person(s)

- Limitations to the power and authority of the Approving Persons:

The Approving Persons listed below shall be limited to the following power, authority or limits:

Name:	Power, Authority and \$ limit
[example: John Adams]	[example: operating the bank accounts of any type with the Bank up to USD1 million per transaction]

provided that each Approving Person shall retain the full power and authority to appoint any person, representative or agent to act for and on behalf of the Client in connection with the Straight2Bank services (including full and unrestricted powers to administer, manage and appoint users for the Straight2Bank services)

IMPORTANT NOTE:

1. **Limitations** – any limitations which you impose on an Approving Person may potentially impact our product functionalities.
2. **Straight2Bank set-up** – For Straight2Bank, you will need to submit to us a completed and signed Straight2Bank Setup & Maintenance Form. In that form, you will need to appoint users and set, assign and amend the applicable approving powers and authorisation limits; if you subsequently wish to make changes, you will need to submit to us a new Straight2Bank Setup & Maintenance Form (where system functionality permits, these may also be done through your designated administrator(s)). It is your responsibility to ensure that Straight2Bank Setup & Maintenance Forms submitted by you do not conflict with any additional instructions given in this form.

We would strongly suggest that you discuss any proposed limitations with the Bank before including these under the Additional Instructions section

Supplementary forms

- **List of Approving Persons – Schedule form** – please use this form as a continuation sheet for Part D if required
- **List of Approving Persons – Amendment form** – please use this form should you need to amend the List of Approving Persons from time to time
- **Authorised Dealers List** – please use this form only where we require you to do so; otherwise you are not required to complete this form
- **Additional certification for Domestic Notional Pooling and Cross-border/Domestic Sweeping Services** – please use this form to provide the additional certification required for Domestic Notional Pooling and Cross-border/Domestic Sweeping Services. This is **only** applicable if you are applying for such services. You will only be required to provide this form prior to your application of these Services
- **Straight2Bank Setup & Maintenance Form** – please use this form to apply for Straight2Bank services and provide setup instructions, including adding, amending and/or deleting accounts, and service and/or user entitlements on Straight2Bank

Part A – Mandate

To* <i>(Insert the name of the SCB entity providing the product/service) (the “Bank”)</i>	Standard Chartered Bank India Branch
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At a meeting of the board of directors/members/trustees/partners of and in accordance with the constitutional documents of:
(Please complete the following section)

Name of the Company / Institution / Partnership / Business (the “Client”)* <i>(Insert FULL legal name)</i>	
Registration Number (if applicable)	
Date of the meeting and resolutions*	

EXTRACT OF RESOLUTIONS

The Client has considered and resolved the following:

1. **Approved Transactions:** The Client is authorised to, and shall hereby enter into, the following transactions and services offered by the Bank from time to time on the Bank’s terms and conditions, for which the Client accepts to be in its best interests and for its benefit:
 - (a) the **“Transaction(s)”**:
 - (i) **Account(s)** – opening, operating and closing accounts of any type with the Bank, with or without overdraft facilities;
 - (ii) **Cash** – any cash management services with the Bank, including collections, payments and liquidity management services (including any interest optimisation, notional or actual netting, aggregation, cash sweeping or cash pooling arrangement);
 - (iii) **Trade** – any trade related services with the Bank, including letters of credit, guarantees, letters of indemnity, import loans, import invoice financing, receivables purchase, receivables discounting and/or factoring, documentary collections, supply chain financing, pre-shipment financing and warehouse finance;
 - (iv) **Lending** – any credit facilities with the Bank, including general lending products (such as overdrafts and short term loans);
 - (v) **Channels** – any electronic banking (such as Straight2Bank Web) and/or other channel services with the Bank, including self-administration and currency conversion functionalities within such services;
 - (vi) **Client appointed as an agent** – where the Client has been authorised by its affiliates and/or subsidiaries (**“Client Group Member(s)”**), acting in connection with any Transactions for and on behalf of the relevant Client Group Member(s); and
 - (vii) **Ancillary activities** – any ancillary services, activities or transactions deemed necessary by the Bank in connection with any of the above transactions and services, including granting any security or guarantee or other credit support in favour of the Bank and any spot currency conversion; and
 - (b) the **“Financial Markets Transaction(s)”**: any foreign exchange transactions of a type from time to time offered by the Bank, limited to Spot Transactions and Forward Transactions.

2. **Powers of Approving Persons:** Each Approving Person designated by the Client in the List of Approving Persons (set out in Part D and as may be amended or supplemented from time to time) is authorised, for and on behalf of the Client, to:
 - (a) in relation to **Transactions**:
 - (i) **Execute transaction documents** – complete, execute and deliver any agreements, notes, deeds, forms, instruments, guarantees, security documents, notices, certificates, declarations, letters and other documents (the **“Document(s)”**) required by the Bank in connection with the Transaction(s) and on such terms and conditions as such Approving Person may deem necessary or desirable in connection with the Transaction(s);
 - (ii) **Notices and instructions** – provide binding instructions, notices or other directions in connection with the Transaction(s) and take any other action which such Approving Person may deem necessary or desirable in connection with the Transaction(s);
 - (iii) **Form of acceptance / communications** – use any means of communications acceptable to the Bank to enter into, accept the terms of or provide instructions, notices or other directions in connection with the Transaction(s) (including oral, writing, electronic or any other forms of communications through available systems, media or channels);
 - (iv) **Amending terms** – agree, amend, supplement, restate or vary the terms of any Document(s) or Transaction(s);
 - (v) **Amending the List of Approving Persons** – amend the List of Approving Persons and/or provide the Bank with an updated List of Approving Persons;
 - (vi) **Client delegating to a representative or agent** – (i) appoint any person, representative or agent to act for and on behalf of the Client in connection with the Transaction(s), including delegating to such person, representative or agent full powers to administer, manage and appoint users for Straight2Bank services and/or liquidity management services, and (ii) revoke any such appointment;
 - (vii) **Client appointed as an agent** – carry out the purposes and intent of the resolutions set out herein for and on behalf of the relevant Client Group Member(s); and
 - (viii) **General** – do any other acts or things to carry out the purposes and intent of the resolutions set out herein; and
 - (b) in relation to **Financial Markets Transactions**:
 - (i) **Execute transaction documents** – complete, execute and deliver the Terms and Conditions for Foreign Exchange Business, 2002 ISDA Master Agreement and Generic Risk Disclosure Statement as provided by the Bank, copies whereof are presented to and approved by the meeting of the board of directors/members/trustees/partners of the Client, and all Documents incidental thereto between the Bank and the Client, or otherwise required by the Bank from time to time in connection with the Financial Markets Transaction(s) and on such terms and conditions as such Approving Person may deem necessary or desirable in connection with the Financial Markets Transaction(s);

- (ii) **Amending terms** – agree, amend, supplement, restate or vary in writing the terms of the Terms and Conditions for Foreign Exchange Business, 2002 ISDA Master Agreement, Generic Risk Disclosure Statement and any related Documents, other than confirmations or any other ancillary transactional documents required to carry out or otherwise complete Financial Markets Transaction(s);
 - (iii) **Amending the List of Approving Persons** – amend the List of Approving Persons and/or provide the Bank with an updated List of Approving Persons; and
 - (iv) **General** – do any other acts or things to carry out the purposes and intent of the resolutions set out herein.
3. **Common Seal:** If required, the Common Seal of the Client be affixed on any Document(s) in such form as is appropriate or required in accordance with its constitutional documents.
 4. **Ratification:** Any action taken by any person on behalf of the Client in connection with the Transaction(s), Financial Markets Transaction(s) or Document(s) prior to the passing of the aforesaid resolutions be ratified, confirmed and approved in all respects.

Part B – Additional Mandate

(Section I: required ONLY if the Client requires services relating to Financial Markets Transactions)

At a meeting of the board of directors/members/trustees/partners of and in accordance with the constitutional documents of:

Name of the Company (the “Client”)* (Insert FULL legal name)	
Registration Number (if applicable)	
Date of the meeting and resolutions*	

EXTRACT OF RESOLUTIONS

In addition to the resolutions set out in Part A – Mandate, the Client has considered and resolved the following:

5. **Powers of Approving Persons:** Each Approving Person designated by the Client in the List of Approving Persons (set out in Part D and as may be amended or supplemented from time to time) is authorised, for and on behalf of the Client, to:
- (a) **Written notices and instructions** – provide in writing, binding instructions, requests, elections, acknowledgments or other directions in connection with the Financial Markets Transaction(s) and take any other action which such Approving Person may deem necessary or desirable in connection with the Financial Markets Transaction(s); and
 - (b) **Form of acceptance / communications** – use any means of written (including electronic) forms of communications acceptable to the Bank to enter into, accept the terms of or provide instructions, notices or other directions in connection with the Financial Markets Transaction(s) (including written communications through available systems, media or channels).
6. **Without limitation to the foregoing, the Client has also considered and resolved as follows:**

“RESOLVED THAT the Board of Directors of the Company, having satisfied that it is for the benefit and in the interests of the Company for the purpose of carrying on its business, and having fully understood the risks involved in foreign exchange forward transactions, the approval be and is hereby given for the Company to undertake and enter into any foreign exchange forward transactions (“Transactions”) with Standard Chartered Bank (the “Bank”) through any of its branches in India. It is hereby further confirmed that this approval is given in pursuance of the provisions of the Memorandum and Articles of Association of the Company.”

“RESOLVED FURTHER THAT authority be and is hereby given to the person(s) / officer(s) specified in the Authorised Dealers List (“Authorised Dealers”) to individually, enter into, undertake, transact and/or cancel, revoke, extend for and on behalf of the Company, all/any Transactions, whether orally, in writing or through an electronic messaging or dealing system and whether in regular business hours or in late hours/ undertake late hours dealings; and in respect and pursuance thereof from time to time, to accept the terms and conditions stipulated by the Bank in that behalf; and certify the copies of documents evidencing underlying exposure in respect of Transactions and that the Transactions and the terms agreed by any such person for each Transaction shall be binding on the Company.”

“RESOLVED FURTHER THAT authority be and is hereby given to the person(s) / officer(s) of the Company specified in List of Approving Persons – Schedule Form (“Authorised Signatories”) to sign for and on behalf of and in the name of the Company, by any [one / two]¹ of such person(s) and to receive/accept, with or without the stamp of the Company (a) the confirmations of Transactions, extensions, cancellation notes (b) instructions in writing in respect of the cancellations, settlement or performance of Transactions, including, without limitation, notices exercising any option or other right of election under any Transaction, and authorise and request the Bank to act upon any written instruction or notice, (c) indemnities including indemnity for facsimile and/or telephonic instructions, authority/confirmation letters for late hours dealings with the Bank and ratifying and confirming such late hours dealings with the Bank, (d) online treasury services agreement and related documents; (e) receipts and other attendant / related documentation as may be required by the Bank or be necessary in respect of the Transactions as advised by the Bank; and (f) certify the copies of documents evidencing underlying exposure in respect of Transactions.”

“RESOLVED FURTHER THAT [_____] ² be and [is hereby severally / are hereby jointly]³ authorised to revoke powers given to Authorised Dealers and/or Authorised Signatories named in the Resolution herein and to appoint any person as Authorised Dealers and/or Authorised Signatories and to communicate such revocation or appointment promptly to the Bank.”

“RESOLVED FURTHER THAT any actions taken by the Authorised Dealers and/or Authorised Signatories or by any person authorised on behalf of the Company in connection with Transactions or documents in relation to the Transactions prior to the passing of the aforesaid resolution be ratified, confirmed and approved in all respects.”

“RESOLVED FURTHER THAT wherever required the aforesaid documents, indemnity/ies, writings, deeds, papers and letters be executed under the common seal of the Company which may be affixed thereto, in the presence of [_____] ⁴ in accordance with the provisions of Articles of Association of the Company.”

“RESOLVED FURTHER THAT a copy of the above resolutions be furnished to the Bank certified as true copy by the [Managing Director / Director / Company Secretary]⁵ and that the Bank is authorised to act and rely upon these resolutions until the Bank actually receives written notice from the Company of their revocation.”

¹ Please select the applicable option and delete the other.

² Please specify the name and designation of the person(s) authorised by the Client.

³ Please select the applicable option and delete the other.

⁴ Please specify the name and designation of the person(s) authorised by the Client.

⁵ Please select the applicable option and delete the others.

The following resolutions are **OPTIONAL**. Please check the relevant boxes if the circumstances in the footnotes are satisfied.

- ⁶“RESOLVED FURTHER THAT the authority is hereby given to the Authorised Signatories to create charge and security over movable and immovable property of the Company in favour of the Bank in respect of the Transactions by any [one / two]⁷ of such Authorised Signatories to execute, sign and deliver mortgage deeds, indenture of mortgage, deeds of charge and all such security documents, undertakings, filings, writings and instruments as the Bank may require from time to time in connection with the Transactions and do all such things and matters necessary or required by the Bank in relation to the said Transactions.”
- ⁸“RESOLVED FURTHER THAT the Company understands, appreciates and acknowledges the risks associated with the same person(s) acting as a dealer and signatory and confirm that the Company has authorised such person(s) to act as dealers and also signatories on behalf of the Company and that this is in accordance with the risk management policy of the Company.”
- ⁹“RESOLVED FURTHER THAT that the Company will be solely responsible to comply with its internal requirements, monetary limits and/or any other limitations as set out in the Resolution, or otherwise and it is not intended or required in any case that the Bank is to verify or confirm the same. The Company further confirms that the Transactions entered with the Bank shall remain valid and binding obligations of the Company notwithstanding a breach of any applicable monetary limits.”
- ¹⁰“IT IS CONFIRMED THAT the Board of Directors of the Company have adopted and approved a properly documented risk management policy which permits the Company to enter into forward foreign exchange transactions as hedge transactions where the currency of hedge is different from the currency of the underlying exposure.”

⁶ To be retained only if a security document is to be executed by the Client in respect of foreign exchange forward transactions.

⁷ Please select the applicable option and delete the other.

⁸ To be retained only if same persons have been authorised as dealers and signatories by the Client.

⁹ To be retained only if monetary limits are mentioned in the resolution.

¹⁰ To be retained only if the Client's risk management policy provides clauses permitting entering into third currency hedges.

Part B – Additional Mandate

(Section II: required ONLY if the Client requires services relating to lending transactions and/or creation of security)

At a general meeting of the shareholders of and in accordance with the constitutional documents of:

(Please complete the following section)

Name of the Company (the “Client”)* (Insert FULL legal name)	
Registration Number (if applicable)	
Date of the meeting and resolutions*	

EXTRACT OF SHAREHOLDERS’ RESOLUTIONS

It was resolved as a special resolution of the shareholders of the Client that:

“RESOLVED THAT in accordance with the provisions of Section 180(1)(c) of the Companies Act, 2013 and other applicable provisions, if any, of the Companies Act, 2013, including any statutory modifications or re-enactments thereof, approval of the Members of the Company be and is hereby accorded to the Board of Directors of the Company to borrow from time to time, any sum or sums of money for the purpose of the business of the Company which, together with monies already borrowed by the Company (apart from temporary loans obtained or to be obtained from the Company’s bankers in the ordinary course of business), may exceed the aggregate of the paid-up share capital of the Company and its free reserves, that is to say, reserves not set apart for any specific purpose, provided that the total amount so borrowed by the Board and outstanding at any time shall not exceed the sum of [Rs. _____] (Rupees [_____] only).”

“RESOLVED FURTHER THAT pursuant to the provisions of Section 180(1)(a) and other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), and that of the Articles of Association of the Company, consent of the Company is hereby accorded to the Board of Directors of the Company for creation of mortgage, charge, hypothecation, pledge and/or any other security interest, by the Board of Directors of the Company, over all or any movable and immovable properties of the Company both present and future or the whole or substantially the whole of the undertaking(s) of the Company in favour of banks/financial institutions/companies and trustees for the holders of debentures/bonds/other instruments as per applicable law or for securing any loans of the Company or any other group companies or obtaining any other facility, together with all interest thereon, principal amounts of the Facility, premia on prepayment, any fee, costs, charges, expenses and other monies and amounts payable by the Company, provided that the principal amount of such financial assistance shall not exceed the limits specified under the shareholders resolution under section 180(1)(c) of the Act.”

“RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board be and is hereby authorised to finalise, settle and execute such documents/deeds/writings/papers/agreements as may be required and to do all such acts, deeds, matters and things, as it may in its absolute discretion deem necessary, proper or desirable and to resolve any question, difficulty or doubt that may arise in relation thereto or otherwise considered by the Board to be in the best interest of the Company.”

Part C – Declaration

We hereby certify that the resolutions in Part A and Part B are a true extract from the resolutions of the Client. These resolutions will remain in force unless and until the Client delivers to the Bank new resolution(s) revoking, amending and/or superseding these resolutions and the Bank has had a reasonable opportunity to update its records.

Date of this certification*	
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Primary signatory *

Full name

Title / Position within the Client

Signature – please ensure signature remains within the box

Secondary signatory (if required)

Full name

Title / Position within the Client

Signature – please ensure signature remains within the box

Note: Please ensure that person(s) who are qualified to certify that this is a true extract of the relevant resolution signs the Declaration.

Part D – List of Approving Persons

Please select one.

Any one to sign

Any two to sign

Other (insert details below)

If you tick "Other", describe the alternative method of operation in the Additional Instructions area below.

Approving Person*

Approving Person

Full name

Title / Position within the Client

Contact details – Tel and Email

Signature – please ensure signature remains within the box

Approving Person

Full name

Title / Position within the Client

Contact details – Tel and Email

Signature – please ensure signature remains within the box

Approving Person

Full name

Title / Position within the Client

Contact details – Tel and Email

Signature – please ensure signature remains within the box

Full name

Title / Position within the Client

Contact details – Tel and Email

Signature – please ensure signature remains within the box

Additional Instructions

Notes:

- (a) Please give details of any additional instructions applicable to the Approving Persons
- (b) **IMPORTANT NOTE** – any limitations which you impose on an Approving Person may impact our product functionalities. For Straight2Bank, you will need to submit to us a completed and signed Straight2Bank Setup & Maintenance Form. In that form, you will need to appoint users and set, assign and amend the applicable approving powers and authorisation limits; if you subsequently wish to make changes, you will need to submit to us a new Straight2Bank Setup & Maintenance Form (where system functionality permits, these may also be done through your designated administrator(s)). It is your responsibility to ensure that Straight2Bank Setup & Maintenance Forms submitted by you do not conflict with any additional instructions given here.