

# 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, including but not limited to, Corporate credit cards, 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 along with 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 above mentioned 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 othe 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 ii. above; 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 Accounts(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 the approval of the Board be and is hereby given to the Company to avail corporate credit card facility, from the Bank upto an amount not exceeding INR \_\_\_\_\_ Million (Indian Rupees \_\_\_\_\_ Only) on such terms and conditions as may be advised/by the Bank from time to time.

**FURTHER RESOLVED THAT** following Designated Signor(s) are authorised (jointly/severally)

- To sign any agreements, documents, declaration, schedules, application forms to avail the Corporate Credit Card services from the Bank;
- To sign on the application form on behalf of the Company that is submitted to the Bank for availing of the Corporate Credit Card for self-use as well as for the other employees of the company;
- To appoint and remove such other person(s) for administrative activities related to the Corporate Credit Card services;
- To authorise payments towards the outstanding charges due on corporate credit card account from the operative accounts of the Company held with the Bank.

(g) FURTHER RESOLVED THAT, the Company also wishes to avail the Business Debit Card facilities/services and related PIN to authorised person(s) (called the **"Delegates"**, whose details will be provided to the Bank through the Alternate Channels application form) who have been authorised to operate the Company's account, and who are responsible to keep the aforesaid Business Debit Card in his/her custody. We on our as well as such Delegates behalf 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](http://www.hsbc.co.in)) and agree to be bound by the same.

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 along with 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: