



Corporate Member - Instruction for submitting the Annual Returns documents

Member Name -			
Member ID -			
Sr. No.	Documents Ref. No.	Particular	Submitted (Yes/No/NA)
I		Account and related statements – (ARC – 1 to ARC - 5)	
1		Accounts and related statements are as on 31.03.2011	
2		Certified by Designated Director	
3		Certified by CA	
4		Name of the CA firm mentioned	
5		Membership No. of the CA mentioned	
6	ARC-1	Director Report submitted	
7	ARC-2	Auditor Report submitted	
8	ARC-3	Balance Sheet submitted	
9	ARC-4	Profit & Loss A/c Submitted	
10	ARC-5	Schedule and Notes to the A/c submitted	
II	ARC-6	Networth Certificate	
1		Is as on 31.03.2011	
2		Is in Prescribed format	
3		Name of the CA firm mentioned	
4		Certified by CA of the CA Firm	
5		Membership No. of the CA mentioned	
6		Break up of Networth submitted	
7		Break up is in the prescribed format of the Exchange	
8		Compliant with networth requirement	
9		Total networth in the certificate same as the one in the break-up statement	
10		Method of Networth discernible	
11		Method of computation of Networth same as previous year.	
12		If first method chosen, amount mentioned in paid up capital matches with that of the balance sheet	
13		If second method chosen, detailed list of the listed and unlisted Investments is submitted duly certified by Chartered Accountant (separately as an annexure).	
14		If second method chosen, valuation Report of the property (in case member has shown Investment in the Land and Building component of Fixed Asset) duly certified by Government Approved Valuer is submitted.	



Corporate Member - Instruction for submitting the Annual Returns documents

Member Name -			
Member ID -			
Sr. No.	Documents Ref. No.	Particular	Submitted (Yes/No/NA)
III	ARC-7	Shareholding Pattern	
1		Is as on 31.03.2011	
2		Is in Prescribed format	
3		Is certified by CA of the CA firm	
4		Membership No. of the CA mentioned	
5		Is certified by Designated Director	
6		Paid up capital matches with Balance sheet	
7		Shareholding details matches with earlier shareholding pattern	
8		Any Changes in percentage of shareholding	
9		Any Changes in shareholders of the company	
10		If yes to point no. 8 and 9 then prior approval of the Exchange taken for the Changes	
IV	ARC-8	Details of Dominant Promoter Group (DPG)	
1		DPG is applicable	
2		Is as on 31.03.2011	
3		Is in prescribed format	
4		Is certified by CA of the CA firm	
5		Membership No. of the CA mentioned	
6		Is Certified by Designated Director	
7		Maximum 4 individuals identified as DPG	
8		DPG holders are holding more than 51% in total equity shareholding	
9		Matches with earlier DPG submission made to the Exchange	
10		Any changes in percentage of DPG	
11		Any changes in constituents of DPG	
12		If yes to point no. 10 and 11 then prior approval of the Exchange taken for the Changes	
V	ARC-9	Undertaking for Relative Support	
1		Is submitted for each constituents who are supporting DPG	
2		Is signed by the DPG constituent	
3		Is signed by witness along with the name, address, place and date.	
4		Is certified by the Chartered Accountant of the CA firm	
5		Membership No. of the CA mentioned	



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Sr. No.	Documents Ref. No.	Particular	Submitted (Yes/No/NA)
VI	ARC-10	Undertaking for Corporate Support along with Board Resolution for support	
1		Is submitted for each corporate support	
2		Is signed by the director of such corporate entities	
3		Is signed by witness along with the name, address and date	
4		Is certified by the Chartered Accountant of the CA firm	
5		Membership No. of the CA mentioned	
6		Board Resolution of the corporate entity extending support in the prescribed format of the Exchange submitted	
VII	ARC-11	Details of other Exchange Membership in the Member Company / Sister Concern / Group Company And Details of Listing on Stock Exchanges	
1		Details are as on 31.03.2011	
2		Details are in prescribed format	
3		Details are certified by Designated Director	
4		Details are filled in as per the requirement	
VIII	ARC-12	Details of Director / Society Member	
1		Details are in prescribed format	
2		Details are certified by Designated Director	
3		Any changes in Designated Director	
4		If yes to point no. 3 then prior approval of the Exchange taken for the Changes	
IX	ARC-13	Present contact details of the Member Entity	
1		Details are in prescribed format	
2		Details are certified by Designated Director	
3		Any changes in the address of the member	
X	ARC-14	Debarred and Suspended Undertaking	
1		Debarred and Suspended Undertaking on the letterhead of the member.	
2		Is Debarred and Suspended Undertaking in Format	
3		Name of the Designated Directors mentioned in the first paragraph of the Undertaking.	



Corporate Member - Instruction for submitting the Annual Returns documents

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Member ID -			
Sr. No.	Documents Ref. No.	Particular	Submitted (Yes/No/NA)
4		Undertaking is certified by Designated Directors	
5		Name of the Designated Directors are as per the application form	
6		Date and Place should be mentioned in the Debarred and Suspended Undertaking	
XI	ARC-15	Undertaking regarding status of documents submitted as on March 31, 2011	
		Undertaking is on the letterhead of the member	
		Undertaking is in prescribed format of the Exchange	
		Undertaking certified by Designated Directors	
		Undertaking is certified by Chartered Accountant	
Documents to be submitted by Inactive Members			
XII	ARC-16	Declaration cum Confirmation from Inactive Members	
1		Declaration is on the letterhead of the member	
2		Declaration is in prescribed format of the Exchange	
3		Declaration certified by Designated Directors	
XIII	ARC-6	Networth Certificate	
1		Is as on 31.03.2011	
2		Is in Prescribed format	
3		Name of the CA firm mentioned	
4		Certified by CA of the CA Firm	
5		Membership No. of the CA mentioned	
6		Break up of Networth submitted	
7		Break up is in the prescribed format of the Exchange	
8		Compliant with networth requirement	



Corporate Member - Instruction for submitting the Annual Returns documents

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Member ID -			
Sr. No.	Documents Ref. No.	Particular	Submitted (Yes/No/NA)
9		Total networth in the certificate same as the one in the break-up statement	
10		Method of Networth discernible	
11		Method of computation of Networth same as previous year.	
12		If first method chosen, amount mentioned in paid up capital matches with that of the balance sheet	
13		If second method chosen, detailed list of the listed and unlisted Investments is submitted duly certified by Chartered Accountant (separately as an annexure).	
14		If second method chosen, valuation Report of the property (in case member has shown Investment in the Land and Building component of Fixed Asset) duly certified by Government Approved Valuer is submitted.	
	Remarks:-		

(To be provided on the Letterhead of the certifying Chartered Accountant)

Networth Certificate Format

Certificate dated Submitted by to MCX (For Corporates, Partnership Firms, Individuals, Sole Proprietor, Institutions, Co-operative Societies)

CERTIFICATE

This is to certify that the Networth of M/s. / Mr. / Ms. _____ (Name of the Member) as on _____ is Rupees _____ only and the same is as per the statement of computation of even date annexed to this report.

We certify that the computation of networth is strictly as per the Method ____ (mention 1 or 2 as applicable) as prescribed by the Exchange.

It is further certified that the computation of Networth, based on my / our scrutiny of the books of accounts, records and documents, is true and correct to the best of my / our knowledge and as per information provided to my / our satisfaction.

Date:

For (Name of Certifying Firm)

Place:

Name of Partner / Proprietor

Chartered Accountant Membership No.

(Rubber stamp of CA Firm)

(To be provided on the Letterhead of the certifying Chartered Accountant)

Composition of Net worth of the Members

The Members will have the option of computing their net worth as per any of the two methods given below. However, once a Member chooses one of the two given methods, he will have to continue to compute his net worth using the same method unless a change of method is specifically approved by the Exchange.

Method 1:

The Networth should be computed either as per the formats given below:

Paid up Capital *	
Net worth calculated as follows:	
Paid up Capital	
Add: Reserve & Surplus (excluding revaluation reserves)	
Less: Accumulated losses if any	
Less: Miscellaneous Expenditure	
Total Net worth	

* Give details of capital issued after the date specified above.

Date:

For (Name of Certifying Firm)

Place:

Name of Partner / Proprietor

Chartered Accountant Membership No.

(Rubber stamp of CA Firm)

OR

(To be provided on the Letterhead of the certifying Chartered Accountant)

Method 2:

By valuation of assets on the following basis:

A.	Listed (Quoted) investments in the name of the applicant (at market value) (Detailed list to be enclosed)	
B	Margin of 30% on market value of listed (quoted) Investments	
C	Net value of listed Investments (A) – (B)	
D	Investments in unlisted (unquoted) companies (as per note no. 2)	
E	Margin of 50% on (D)	
F	Net value of unlisted Investments (D) – (E)	
G	Other Investments (at cost) with PPF and NSC at current value, Statutory deposits with MCX, Deposits with registered NBFCs, Bank FDs	
H	Total Net Investments (C) + (F) + (G)	
I.	Market Value of Land & Building component of the Fixed Assets (Full details of such assets like survey number, location, address, extent of land & building to be furnished)	
J	Margin on (I) at 50%	
K	Net value of such fixed assets (I – J).	
L	Debtors not exceeding 3 months + Cash & Bank balance	
M	Current Liabilities	
N	Long term liabilities	
O	Net worth (H + K + L) – (M + N)	

Date:

For (Name of Certifying Firm)

Place:

Name of Partner / Proprietor

Chartered Accountant Membership No.

(Rubber stamp of CA Firm)

Notes:-

1. Valuation of fixed assets for the consideration of net worth would have to be certified by government approved valuers which should not be more than 2 years old. Only those items of land & building that are in the name of the member as well as in the possession of the member shall be included under the head (I) - Land & Building component of the Fixed Assets. Those properties that are leased out by the member or taken on lease shall not be included for computation of net worth. Fixed Assets other than Land & Building shall not be included for the purpose of computation of net worth.
2. Valuation of unlisted investments would be at "fair value" of the said investment, i.e. the average of the "break up value" and the "earning value". For this purpose: -
 - a) The "break up value" means the equity capital and reserves as reduced by intangible assets and revaluation reserves, divided by the number of equity shares of the investee company.
 - b) The "earning value" means the value of an equity share computed by taking the average of profits after tax as reduced by the preference dividend and adjusted for extra-ordinary and nonrecurring items, for the immediately preceding three years and further divided by the number of equity shares of the investee company and capitalised at the following rate: -
 - In case of predominantly manufacturing company, eight percent;
 - In case of predominantly trading company, ten percent; and
 - In case of any other company, including an NBFC, twelve percent;
 - If, an investee company is a loss making company; the earning value will be taken at zero. (For e.g. earning value for an NBFC with capitalisation rate of 12%, is earning per share multiplied by 100/12)
3. Details of items comprising investments, current assets, current liabilities and long term liabilities should be given separately.
4. Current assets should exclude loans to related entities, bad and doubtful debts and debts outstanding for more than 3 months, advance against capital assets, pledged securities / assets, prepaid expenses and also intangible assets.
5. Debtors should be distinguished as debtors arising from commodity operations and others.
6. Value of membership card / Deposits with any other Stock / Commodity Exchange are to be excluded for the purpose of computation of net worth.
7. Advance / Investment with or debts due from persons / entities notified under Special Court (Trial of Offences Relating to Transactions in Securities) Act, 1992 are to be excluded for the purpose of computation of net worth.

(To be provided on the Letterhead of the Member)

SHAREHOLDING PATTERN

SHARE HOLDING PATTERN of _____ (Name of Member) as on _____ (date)

Paid up capital: _____ Rs. _____

Face value of each equity share (or any other instrument): _____ Rs. _____

Sr. No.	Name #	Number of shares held	Amount paid-up (Rs.)	% age of total
1				
2				
3				
4				
Others @				
TOTAL				100%

NOTES:

In case of body corporate, give similar details thereof separately.

@ Persons holding 5% or more of the paid up capital should be shown separately and not clubbed in others.

Date:

Place:

1. _____

Signature
Designated Director
Name -

Rubber Stamp

2. _____

Signature
Designated Director
Name -

Rubber Stamp

AUDITOR'S CERTIFICATE

This is to certify that the Shareholding of _____ (name of the member) as given above, based on my/ our scrutiny of the books of accounts, records and documents is true and correct to the best of my/our knowledge and as per information provided to my/our satisfaction.

Date:

Place:

For (Name of Certifying Firm)

Name of Partner / Proprietor

Chartered Accountant Membership No.

(Rubber stamp of CA Firm)

(To be provided on the Letterhead of the Member)

Details of Dominant Promoter Group (DPG)

Details of Dominant Promoter Group as on _____ (date)

S. No	Name	No of Shares*		Total Amount Paid*		% of total*		Total
		Self	Relative	Self	Relative	Self	Relative	
1								
2								
3								
4								

Date:

Place:

1. _____

2. _____

Signature
Designated Director
Name -

Signature
Designated Director
Name -

Rubber Stamp

Rubber Stamp

AUDITOR'S CERTIFICATE

This is to certify that the shareholding and the details of shareholding pattern of the dominant group of _____ (name of the member) as given above, based on my/ our scrutiny of the books of accounts, records and documents is true and correct to the best of my/our knowledge and as per information provided to my/our satisfaction.

Date:

For (Name of Certifying Firm)

Place:

Name of Partner / Proprietor

Chartered Accountant Membership No.

(Rubber stamp of CA Firm)

*For arriving at the shareholding of persons constituting the Dominant Promoter Group the shareholding of close relatives, namely parents, spouse, children and their descendants, brothers, sisters and associates only may also be counted provided these relatives give an irrevocable, unconditional support in writing on the prescribed format of the Exchange.

Undertaking for Relative Support

Undertaking from Relative of Persons constituting DPG (Dominant Promoter / Partner Group)

{Each relative is to submit separate copy of this disclosure in the form of Annexure}

I, Mr. /Ms. / Mrs. _____, son/daughter / wife of _____ resident of _____ declare that

I am the absolute owner of _____ (Number of shares) Shares of Rs. _____ each of Rs. _____ per share paid up, which constitutes _____ % of the total paid up capital of the company _____ Private Limited / Limited _____ as on this date.

OR*

I am partner in the Partnership Firm _____ For sharing profit and loss to the extent of _____% as _____ (Date)

* Strike out whichever is not applicable.

I state that I shall irrevocably and unconditionally support in respect of my shareholding/sharing pattern Mr. / Mrs. _____, a shareholder / partner in the above mentioned company / partnership firm. I further state that I have no objection to my above mentioned shareholding / sharing pattern being clubbed with the shareholding / sharing pattern of Mr. / Mrs. _____ who is my _____ (give relationship with the latter) for the purpose of determining the dominant promoter / partner group of the said Company / Partnership Firm

This support is irrevocable and I also undertake to give prior information to the Multi Commodity Exchange of India Limited before selling or otherwise transferring my part or whole of my above mentioned shareholding / sharing pattern.

WITNESS BY:

Signature:

Signature: _____

Name

Name:

Place

Address:

Date

Date:

C/o...

CERTIFICATE

This is to certify that details given above, based on my / our scrutiny of the books of accounts, records and documents is true and correct to the best of my/ our knowledge and as per information provided to my / our satisfaction.

Date:

For (Name of Certifying Firm)

Place:

Name of Partner / Proprietor

Chartered Accountant Membership No.

(Rubber stamp of CA Firm)

*For arriving at the shareholding of persons constituting the Dominant Promoter Group the shareholding of close relatives, namely parents, spouse, children and their descendants, brothers, sisters and associates only may also be counted provided these relatives give an irrevocable, unconditional support in writing on the prescribed format of Exchange.

Undertaking for Corporate Support along with Board Resolution for support

We, M/s _____ Limited, incorporated as a company under the Companies Act, 1956 and having its registered office at: _____ do state as under:

- (a) As per the existing norms of Multi Commodity Exchange of India Limited (MCX) the shareholding of Mr / Ms _____* in our company in direct proportion to our shareholding in the TCM company, may be reckoned for the purpose of arriving at the dominant group in M / s. _____(TCM Company).
- (b) We are _____% shareholder of the TCM Company and Mr. / Ms _____ dominant promoters of the Trading Member Company along with his / her specified relatives i.e. _____ are having _____% shareholding in our company.
- (c) Mr. / Ms _____* have requested Multi Commodity Exchange of India Limited to consider their shareholding in our company in the permissible proportion to arrive at the dominant shareholders in the TCM Company and also requested us to given an irrevocable undertaking extending unconditional support to Mr. / Ms _____ (Name of the Dominant Promoters of the TCM company) to enable Multi Commodity Exchange of India Limited to consider aforesaid as dominant group).
- (d) We hereby extend our unconditional and irrevocable support in support of Mr. / Ms _____ (Name of the Dominant Promoters of TCM company) for the purpose of the determining the dominant group in the said TCM company.
- (e) We also undertake to give prior information to Multi Commodity Exchange of India Limited before effecting any change in the shareholding of Mr. / Ms _____*

WITNESS BY:

Signature: _____

Signature: _____

Name

Name:

Place

Address:

Date

Date:

* Name of Dominant Promoters of the TCM Company along with their specified relatives having shareholding in the corporate giving the undertaking.

C/o...

CERTIFICATE

This is to certify that the shareholding of M/s _____ (name of the member) is / are as mentioned below, based on my /our scrutiny of the books of accounts, records and documents.

We further certify that the information given above is true and correct to the best of our knowledge and as per the information provided to our satisfaction.

Sr. No	Name of Shareholder	No of Shares	Paid up Share Capital	% of share holding

Date:

For (Name of Certifying Firm)

Place:

Name of Partner / Proprietor

Chartered Accountant Membership No.

(Rubber stamp of CA Firm)

Note: The above certification and Board Resolution should be given along with the undertaking as given by corporates supporting the dominant promoter group.

BOARD RESOLUTION

(CERTIFIED TRUE COPY OF THE RESOLUTION PASSED AT THE MEETING OF THE BOARD OF DIRECTORS OF
_____ (NAME OF COMPANY) HELD ON _____ (DATE) AT
_____ (PLACE OF MEETING)

Resolved that the company do extend its unconditional and irrevocable support in favour of Mr / Ms _____ for the purpose of determining the dominant promoter group in M/s _____ (Trading-cum-Clearing Member) and accordingly, execute necessary documents including an irrevocable undertaking to give effect to the same and submit it to Multi Commodity Exchange of India Limited (MCX).

Resolved further that Mr / Ms _____, Director(s) of the company) to and is / are herby authorized to execute necessary documents including undertakings as prescribed by Multi Commodity Exchange of India Limited from time to time.

Certified to be true

For _____ (Name of Company)

_____ (Signature)

Name of the person signing: _____

(Affix common seal of the company)

(To be provided on the Letterhead of the Member)

Details of other Exchange Membership in the Member Company / Sister Concern / Group Company**PART I**

Details of other exchange memberships held by member, holding company, subsidiary company, promoters, directors & partners as on 31/03/2011

Sr. No	Name	Relation @	Exchange Name	Membership No.	Member since	Segment	Mode of acquisition	Remarks
1								
2								
3								

PART II**Details of listing on stock exchanges***

Sr. No.	Name of the Stock Exchange(s) on which company is listed	Listed since (date)
1		
2		
3		

Date:

Signature of designated director _____

Name of designated director _____

Place:

NOTES:**@:**

Where member company is member of other exchange -

Where director of company is member of other exchange -

Where partnership firm is member of other exchange -

Where sole proprietor is member of other exchange -

Please Indicate:

Self

Director

Partner

Self

* Please strike off if the entity is not listed on any stock exchange.

(To be provided on the Letterhead of the Member) -

Certificate dated _____

Submitted by _____ to MCX

Details of Directors / Society Members

Sr No.	Name	Age	PAN NO.	Educational	Mobile No.	Residence telephone no	E-mail id	Residential address	Designation Since	Whether Designated Director in Member Company (Yes / No)	Experience (no. of years)	Directorship / Controlling shareholding in other Cos / entities

<p>Date</p> <p>Place</p>	<p>Signature of designated director</p> <p>Name of designated director</p> <p>Rubber Stamp of the entity</p>
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(To be provided on the Letterhead of the Member)

Certificate dated _____

Submitted by _____ to MCX

Present contact details of the Member Company

Present Registered office Address	
Telephone numbers at Registered office	
Present Correspondence office Address	
Telephone numbers at Correspondence office	
Designated Email ID	
Name of the Compliance Officer	
Contact number of Compliance Officer	
Email ID of Compliance Officer	

Signature of designated director

Name of the designated director

Rubber stamp of the company

**Debarred and Suspended Undertaking
(On the letterhead of the Member)**

Date: _____

To,
Membership Department
Multi-Commodity Exchange of India Ltd.
Exchange Square, Suren Road
Andheri (East),
Mumbai - 400 093

Dear Sir,

"I/We hereby confirm/undertake that _____ (Trade Name of the Member) and _____ (Name of Designated Director) _____ (Name of Designated Director) and constituents of dominant promoter group

- a. are not debarred/suspended/expelled/ declared defaulters by SEBI/FMC/RBI/ any recognized Stock Exchange / any recognized Commodity Exchange.
- b. are not connected with any of the defaulting/debarred/expelled/suspended member of any Stock Exchange/ Commodity Exchange
- c. there are no complaints/ disciplinary action against us at SEBI/FMC/RBI/ any recognized Stock Exchange / any recognized Commodity Exchange
- d. no investigation / enquiry by SEBI/FMC/RBI/ any recognized Stock Exchange / any recognized commodity Exchange is pending against us or undertaken against us
- e. the proprietor / Karta / Partners/ Directors of the member entity are not suspended/ expelled / declared defaulter/insolvent/bankrupt by any recognized Stock Exchange/ recognized Commodity Exchange
- f. the proprietor/karta/Partners/Directors of the member entity are not involved in any type of money laundering activities.
- g. the proprietor/Karta/Partner/Director of the member entity have not committed any act and / or have not any time convicted for any act involving threat to the public/national interest.

In case of any action/complaints/investigation/enquiry by any Statutory Agency/ Regulatory Agency/ Stock Exchange/ Commodity Exchange in future, I/ We undertake to intimate the Exchange immediately.

I/We declare that the information given above is true and any misstatement or misrepresentation or suppression of facts in connection with the above undertaking may entail rejection of our application or expulsion of our membership.

Yours faithfully,

For (Name of the Member)

1. Authorised Signatory

2. Authorised Signatory

(Name of Designated Director)

(Name of Designated Director)

Rubber stamp

Place:-

(On letterhead of member)

Undertaking regarding status of documents submitted as on March 31, 2011

After verification of the books of accounts, records and documents, we hereby confirm that as per our records, the status of the below mentioned documents as on March 31, 2011 as compared to the documents submitted by us as on March 31, 2010 are as follows:

Sr. No	Particulars	Change from previous accounting Year (Yes/No/NA)
1	Details of Directors	
2	Shareholding Pattern	
3	Details of Dominant Promoter Group	
4	Present contact details of the Member Entity	
5	Details of other Exchange Membership in the Member Company / Sister Concern / Group Company And Details of Listing on Stock Exchanges	

In case there is any change in details stated above, we are submitting updated details as per the prescribed format herewith

Date: _____ **Signature of Designated Director**

Place: _____ **Name of the signatory**

CERTIFICATE

This is to certify that the details given above, based on my/our scrutiny of the books of accounts, records and documents is true and correct to the best of my/our knowledge and as per information provided to my/our satisfaction

Date: _____ For (Name of Certifying Firm)

Place: _____ Name of Partner / Proprietor

Chartered Accountant Membership No.

(Rubber stamp of CA Firm)

Format of Declaration cum Confirmation from Inactive Member**(On the letterhead of the member)**

Date: _____

To,
 Membership Department
 Multi-Commodity Exchange of India Ltd.
 Exchange Square, Suren Road,
 Andheri (East),
 Mumbai - 400 093.

Sub: Our Membership of the Exchange Member ID: _____

Dear Sir,

With refer to your Circular no. MCX/MEM/309/2011 dated September 09, 2011, we M/s.
 _____ (Name of Member) do declare and confirm as under:

1. We have not traded on the Exchange in the financial year 2010-2011.
2. We have got our books of accounts for the financial year ended 2010-2011 audited by qualified Chartered Accountant and will arrange to submit the same as and when required by the Exchange or by auditors appointed by the Exchange and/or Forward Markets Commission.
3. We have enclosed our Networth Certificate and computation thereof as on _____ in the prescribed formats duly certified by Chartered Accountant.
4. We hereby declare that there is no change in the present contact details and if there is any change the same will be intimated to the Exchange in the prescribed format.
5. We hereby declare that there is no change in the Designated Directors, Shareholding Pattern and dominant promoter group (DPG) of the company and if there is any change the same will be intimated to the Exchange in the prescribed format.

Yours faithfully,

For (Name of the Member)

1. Authorised Signatory

2. Authorised Signatory

(Name of Designated Director)

(Name of Designated Director)

Rubber stamp

Place:-