

## POWER OF ATTORNEY

**KNOW ALL MEN BY THESE PRESENTS THAT I/WE** \_\_\_\_\_

\_\_\_\_\_

residing/ having our registered /corporate office at \_\_\_\_\_

\_\_\_\_\_

(hereinafter referred to as “the Client”)

### **SEND GREETINGS:**

WHEREAS Stewart & Mackertich Wealth Management Limited, a company incorporated under the Companies Act, 1956 and having its Registered Office at 5F ‘Vaibhav’, 4 Lee Road, Kolkata 700020 (hereinafter referred to as “the Portfolio Manager” or “PM” which expression shall include, unless repugnant to or inconsistent with the subject or context thereof, its successors and assigns) is duly authorized by the Securities and Exchange Board Of India (hereinafter referred to as “SEBI”) under the SEBI (Portfolio Managers) Regulations and Rules 1993 to provide Portfolio Management Services vide registration No. INP000004623 (hereinafter referred as the said services).

**WHEREAS** I/We have approached the Portfolio Manager to provide me/us the said SERVICE;

**AND WHEREAS** the Portfolio Manager has agreed to provide to the Client the Services and the Client has agreed to avail of the services under the terms and conditions of the Portfolio Management Agreement (“Agreement”) of even date executed by and between the Portfolio Manager and the Client. Pursuant to the said Agreement the Portfolio Manager has been appointed inter alia to manage, invest and operate the assets of the Client including, without limitation, with a power to appoint custodians, agents, representatives, banks, depository participants or service providers or other persons as the Portfolio Manager may deem fit from time to time to perform any of the functions which the Portfolio Manager is empowered / obligated to perform and to delegate to such persons the authority/power to perform any of the functions to be performed by the Portfolio Manager and provide such instructions as the Portfolio Manager may deem fit from time to time to enable such performance as has been entered between the Portfolio Manager and Client.

**NOW THESE PRESENTS WITNESS** for me/us and on my/our behalf in my /our behalf and on behalf of the survivor of me/us in my/our name and in the name or names of my/our survivor or survivors do hereby nominate, constitute and appoint Stewart & Mackertich Wealth Management Limited (being the Portfolio Manager) acting through any of its officers as my/our true and lawful attorney (hereinafter referred to as “the said Attorney”) to do all or any of the following acts, deeds and things in relation to and concerning the funds, Securities (defined below) placed by me/us with or given to or for any portfolio management scheme of the Portfolio Manager and do the following acts/deeds:

1. To make necessary application(s) on my/our behalf to any Official or authorities in India, including but not limited to, the Central Government and/or the Reserve Bank of India and/or the Income Tax authorities and/or Securities and Exchange Board of India in connection with my/our purchase/sale/transfer holding and continuing to hold Securities, and to represent me in all respects before such authority or authorities and establishment without encumbrance, the ownership of the securities in my name.

2. The term "Securities" shall include such securities as defined under section 2(h) of the Securities Contracts (Regulations) Act, 1956 but not limited to shares, scrips, stocks, bonds, government securities warrants, options, futures, derivative, convertible debentures, non-convertible debentures, fixed return investment, equity linked instruments or other marketable Securities of a like nature in or of any incorporated company or other body corporate, negotiable instruments including Bills of Exchange, deposits or other money market instruments, commercial paper, certificates of deposit, units issued by Unit Trust of India and units issued by Mutual-Funds, mortgage backed or other asset backed Securities issued by any institution or body corporate, cumulative convertible preference shares issued by any incorporated company and Securities issued by any incorporated company and Securities issued by the Central Government or a State Government for the purpose of raising public loan and having one of the forms specified in Clause (2) of Section 2 of the Public Debit Act, 1944, Relief bonds, saving bonds, any other new form of capital or money market instruments that may be issued in the future by any incorporated company/firm/institution or Government or Reserve Bank of India.
3. Pursuant to our instruction or at your own discretion, to acquire by subscribing to or by purchase of securities or Government securities and to sell, transfer and endorse the securities or any Government securities or redeem the same either through internet using the identification Number issued by any Mutual Fund from time to time and/or to sign and to execute all transfer deeds whether as transferor or transferee and such other instruments, application and papers as may be necessary for the purpose of acquiring or transferring / redeeming the same, marking pledge / lien on such securities and / or for transferring the investments in the units of Mutual Fund from one scheme to another or between Mutual funds.
4. Pursuant to our instructions or at your own Discretion, to make applications for, or to renounce and sign renunciation forms in respect of bonds/debentures, rights shares and additional shares of any Company / Body / Authority and to receive and hold such rights or additional shares, bonds or debentures.
5. To issue orders and instructions for acquisitions and disposal of investments for and on behalf of myself and to purchase or otherwise acquire, sell or otherwise dispose of and invest in securities including enter into foreign transactions required for this purpose.
6. To open and or operate new or existing safe custody account or to keep in safe custody the securities acquired pursuant to the above authority.
7. To appoint, nominate or engage any broker including Stewart & Mackertich Wealth Management Limited and/or agent for effecting purchase and sale of the securities as mentioned above and to sign and submit such documents as may be required for admission as a client of such broker.
8. To open and operate depository account with depository participant and to issue instructions relating to dematerializing or rematerializing of securities, freezing of accounts, to block and / or debit the account, to give delivery/receipt instructions, pledge instruction, pledge closure instruction, lending and borrowing instructions, and to do all such other things that may be necessary in the course of business relating to the depository account opened on my/our behalf including closure of the account if deemed necessary or expedient.

Whereas Stewart & Mackertich Wealth Management Limited has a PMS Pool Demat Beneficiary Account being Client Id. \_\_\_\_\_ maintained with Depository Participant Stewart & Mackertich Wealth

Management Limited to receive securities from the Client registered for Portfolio Management Service and keep them separate from its own securities and the said account shall also be used to receive securities from the Stock Broker on behalf of my/our account with regard to Securities Pay-In and Pay-Out obligations and margin.

9. Subject to Exchange control Regulations in India to demand, receive and give good & effectual receipt(s) and discharge(s) for all or any dividends, interest, bonuses or any other sum(s) and/or income arising from the shares, debentures, units and other investments and to sign and endorse pay orders, dividend/interest warrants or certificates, receive all debts, sums of money, principal, interest, dividend or other dues of whatever nature or account which are now or at any time be due and payable and belong to me/or us on any account(s).
10. For the purpose of the aforesaid to sign contracts, agreements, transfers, acceptances, receipts, indemnity bonds, acquaintances or other instruments, documents and forms, to accept and carry out correspondence with such person(s) or authority / authorities or department(s) and to do all lawful acts requisite for effecting the same.
11. To open, operate one or more bank account(s) on my/our behalf with any Scheduled Commercial Bank as per the discretion of the Portfolio Manager for the purpose of managing my/our portfolio. And that the said Bank account(s) shall be operated only by the Authorised signatory(ies) appointed by the Portfolio Manager from time to time.
12. To operate one or more NRE bank account on my/our behalf with any Scheduled Commercial Bank for the purpose of managing my/our portfolio and if required to make application to Reserve Bank of India and /or any other authority for repatriation of funds and holding receipts, dividends etc. in respect of my Securities. The said Bank account(s) shall be operated only by the Authorised signatory(ies) appointed by the Portfolio Manager from time to time.
13. To withdraw or transfer any sums from the Bank account(s) and close the account(s).
14. To avail the facility of electronic banking and such other services offered through electronic media by such Bank, in respect of my/our Bank account(s).
15. To prepare, sign and submit all forms, statements and declarations as may be required in respect of the bank account(s).
16. To collect cheque book(s) from the bank(s) where the account is in my/our name.
17. To make, draw, sign, endorse, negotiate, accept and release as the case may be required in respect of the bank account(s).
18. To collect and deposit the monies realized from sale of the securities and all interest / dividends on my / our behalf in my / our aforesaid account or in such accounts at the discretion of the Portfolio Manager and / or to invest the same in any other securities / units of Mutual Fund / deposits or in any other instruments which the Attorney considers best under the circumstances.

19. To negotiate with any person whether body corporate or otherwise and affect the purchase/sale or securities on such terms and at such price, as the said Attorney may consider best under circumstances.
20. To attend, vote and otherwise act as attorney or proxy at meetings of the members, creditors, debentures holders of any company in which Securities are acquired or held pursuant to this authority for and on my/our behalf and / or per my / our instructions.
21. To comply and/or cause to be complied with all statutory and other requirements attached to or arising out of these premises and for these purpose to take such steps and actions necessary or proper, including signing of affidavits, indemnity, declarations, legal documents, deeds and writings required.
22. And for all or any of the purpose aforesaid to appoint from time to time a substitute or substitutes and to revoke such substitution so that the appointment of any such substitute shall not affect or prejudice the rights or powers of the Attorney to act hereunder and the Attorney may continue to do so notwithstanding such appointments.
23. This Power of Attorney given under my/our hand is irrevocable by me / us during the tenure of my / our Portfolio Account with Stewart & Mackertich Wealth Management Limited is operational. In accordance with the terms and conditions of such portfolio(s) scheme(s) statutory regulations. And I/we hereby agree to ratify and confirm whatsoever shall be done in the premises by virtue of these presents either by the Attorney or by any substitute appointed by the Attorney.

And generally the Attorney shall have the power to do, execute and perform any other act or acts, deed or deeds, matter or thing whatsoever which in the option of my/our said Attorney ought to be done, executed and performed. And I/we further declare that with the execution of the said Power of attorney, all the powers and authorities conferred hereinabove shall be exercisable solely by the Attorney and that I/we shall not, until this Power of Attorney stands revoked subject to the satisfaction of dues under the Portfolio Management Agreement, have the right to perform any act(s) as mentioned in the said Power of Attorney, except with the prior approval of the Attorney given in writing, the authority for the performance of which has been duly conferred on the Attorney hereinabove. I/We further declare that I/we shall not at anytime act in a manner which has the effect of diluting, nullifying or vitiating the powers given to the Attorney under the said Power of Attorney including but not limited to granting the said powers to any other person(s) whilst this power of attorney is subsisting.

AND I/we do hereby for myself/ourselves, my/our heirs, executors, administrators, successors and legal representatives ratify and confirm and agree to ratify and confirm all and whatsoever acts, deeds, matters and things done or cause to be done by the Attorney or his substitute or substitutes by virtue of these presents.

AND I/we do hereby for myself/ourselves, my/our heirs, executors, administrators, successors and legal representatives ratify and confirm and agree to ratify and confirm all and whatsoever acts, deeds, matters and things done or cause to be done by the Attorney or his substitute or substitutes by virtue of these presents.

And it is hereby clarified and declared that the Attorney being a body corporate the powers hereinbefore granted may be exercised by any of its agents or employee to whom the Attorney may delegate any of the powers aforesaid and accordingly the Attorney may appoint and remove any sub agent or attorney from time to time as it may consider appropriate performed by virtue of these presents as I myself/we ourselves personally could do the same.

This document shall be subject to the jurisdiction of the Courts in Kolkata.

**IN WITNESS WHEREOF** I/We hereunto set my/our hand(s) on this \_\_\_\_ day of \_\_\_\_\_ 201\_\_ at \_\_\_\_\_.

<b>Name , Address &amp; Signature of Client / (All) Authorized Signatory (ies)</b>	<b>Name , Address &amp; Signature of Client / (All) Authorized Signatory (ies)</b>

Witnesses:

<b>Witness: Name, Address &amp; Signature</b>	<b>Witness: Name, Address &amp; Signature</b>

Accepted by:

<b>For Stewart &amp; Mackertich Wealth Management Limited</b>
<b>Authorized Signatory</b>
<b>Witness: Name, Address &amp; Signature</b>

NB: Corporate Body should have the Power of Attorney approved at a Board Meeting. Resolution of Board Meeting to be furnished.