

POWER OF ATTORNEY BY A COMPANY TO ITS BRANCH MANAGER

TO ALL TO WHOM THESE PRESENT SHALL COME, M/s A & B Co. Ltd., a company registered under the Companies Act, 1956, and having its registered office at (hereinafter referred to as the 'Company) send GREETINGS;

WHEREAS the Company is carrying on business of manufacturing and selling pharmaceutical products of various types.

AND WHEREAS the Company has several branches in India including a Branch at ... having Mr. ... as Manager of the said Branch at present.

AND WHEREAS in order to facilitate the business carried on at the said branch the Company proposes to appoint the said Mr. ... as a Constituted attorney of the Company with following specific powers and authority.

NOW KNOW YOU ALL AND THESE PRESENTS WITNESS that the Company does hereby appoint, and constitute the said Mr. ... as true and lawful attorney or agent of the Company with full powers and authority to do and execute all acts, deeds, and things as hereinafter mentioned on behalf of, in the name of and for the Company viz.

1. To manage the said branch of the company efficiently and faithfully and in a manner conducive to the interest of the company.
2. To maintain proper control on and discipline An the staff employed in the said Branch and to initiate disciplinary proceedings against any member of the staff for any act of indiscipline or misconduct or any other offence prescribed by the service rules made by the Company.
3. To pay the monthly salaries and other emoluments of the members of the-staff in the said Branch as sanctioned by the Company and to obtain receipt for the same.
4. To keep a muster roll for the staff and to register the daily attendance of the members of the staff particularly the time of arrival in the Branch Office, absence in any day and the time of departure.

5. To consider the applications for leave of any nature made by any member of the staff and to make his recommendations to grant or not to grant the same to the Head Office of the Company for final orders.
6. To communicate all the orders, circulars and instructions issued by the Company to the members of the staff for information and compliance.
7. To open one or more accounts of the Company in the name of the Company with one or more Banks as may be approved by the Head Office and to operate the same for and on behalf of the Company by drawing, accepting, endorsing negotiating, releasing, paying and or satisfying any promissory notes, bills of exchange, cheques, drafts, hundies or orders for payment of moneys and delivery of securities, goods, or effects or other negotiable instruments and mercantile documents which may be deemed necessary or proper in respect of the business of the Company or its offices at the said Branch.
8. Subject to prior approval of the Head Office of the Company, to sign any deed or document or other paper required to be executed by or in favour of the Company including a Deed of Conveyance or a Deed of Mortgage, hypothecation or pledge or a lease or a leave and licence agreement or any other document required to be executed by the Company.
9. To lodge for registration any document executed by or in favour of the Company in relation of any property situate In the said district in which the said Branch Office Is situate and to admit execution thereof and do all acts and things required to be done for registration of such deed.
10. To accept any moneys on fixed deposit according to the scheme made by the Company for accepting fixed deposits and to issue and sign fixed deposit receipts in the form prescribed by the Company.

11. To appoint agents or retail dealers in the said District for sale of the pharmaceutical products manufactured by the Company on terms and conditions prescribed by the Company and to sign necessary letters or agreements for such appointments.
12. To take on monthly tenancy basis or lease licence basis godowns, storerooms or other suitable premises for storing the products sent by the Company to the said branch and to pay the rent thereof
13. To advertise the products of the Company by publishing advertisements in local newspapers or periodicals by sponsoring cultural programmes and sports events and by holding seminars on allied subjects and by doing other acts and things beneficial to promote the sale of the Company's products provided that total expenses to be incurred are within the budget sanctioned by the Company.
14. To demand, receive, recover, accept, exercise or utilise any claim, things, right, or any object to which the Company is entitled and to make and give receipts and discharges for the moneys and other property received for and on behalf of the Company.
15. To carry on correspondence with the customers of the Company including prospective customers, agents, brokers, dealers and other trade agents in connection with the business of the company and to represent the company at any programmes or meetings in connection with or with a view to promote the business of the Company.
16. Subject to the previous sanction of the Company, to commence and prosecute any suit or other legal action or proceedings in relation to the business of the Company and for recovery of any moneys, goods or other property of the Company or establishing a right related to the business of the Company and to defend any suit or legal proceeding against the Company by any person and in the courts within the District in which the Branch Office is situated and for that purpose to sign, affirm or declare plaints, statements of defences,

petitions. affidavits and other papers as may be required to be done and to appoint any advocate or solicitor for the said purpose as well as to obtain legal advice from them.

17. To insure all the goods of the company wherever stocked and the office furniture and other articles and things at the Branch Office for such sum and for such risks as the Head Office may direct and to pay the premium in respect thereof from time to time.

18. To appear before any officer of the Government or any local authority in connection with the transactions of the Company and to represent the Company's interest.

19. If any dispute arises in connection with the business of the Company with any person, then subject to prior approval of the Company, to agree to refer the same to arbitration of one or more arbitrators as the said attorney may think fit or the company may direct and to attend to such arbitration personally or through advocate and to produce all relevant documents before the Arbitrator and file statements of claims or defences and to do all other acts and things for proceeding with and conducting the proceedings.

20. With the prior permission of the Company to negotiate with any party for settlement of any dispute or claim and to compromise or compound the same in the best interest of the Company.

21. To receive moneys and other property payable to the Company by way of sale of the products, commissions or on any other account from customers, agents, shop keepers and other persons whatsoever and to pass valid receipts for the same and to credit the moneys so received in the Bank Account of the Company.

22. To pay the rents and other dues payable to the Company in respect of the premises taken by the Company for business and to pay all expenses reasonably incurred by the Branch Office in connection with the said branch and the business of the Company.

23. And generally, to do all acts and things incidental to the powers hereinbefore mentioned and all other acts and things necessary for carrying on the business of the Company at the said Branch.

Provided that notwithstanding anything hereinbefore contained the said attorney shall always act within and not outside the Instructions or directions received by him from the Head Office of the Company and the Company agrees to ratify all acts and things lawfully done by the said attorney pursuant to the powers hereinbefore contained.

IN WITNESS WHEREOF the Company has put its seal this ... day of..., 2000

The common seal of the said M/s A & B Co. Ltd., is hereto affixed pursuant to the resolution of the Board of Directors dated in the presence of Mr.a Director duly authorised in that behalf, in the presence of ...