

## SPECIMEN FORMS OF POWER-OF-ATTORNEY

(Relevant for Companies)

### (a) General Power-of-Attorney

KNOW ALL MEN BY THIS POWER OF ATTORNEY: WHEREAS.....  
..... a Company registered under the Companies Act, 1956,  
and having its registered office at..... (hereinafter called the 'Company') has from time to time  
to institute and defend civil, criminal and revenue suits, appeals, revisions and other legal proceedings in  
various courts, offices and before other authorities in India and outside;

AND WHEREAS the Company has to enter into various agreements and contracts and execute  
various sorts of documents, including leases, guarantees and counter guarantees, indemnity bonds etc.;

AND WHEREAS it is considered necessary and expedient to execute a General Power of Attorney in  
favour of..... and....., Managing Directors of the Company;

AND WHEREAS the Board of Directors of the Company, by resolution No..... passed in  
their meeting held on..... have resolved to execute and register a General Power of Attorney  
in terms of the draft placed before the Board in favour of Shri..... and Shri.....,  
Managing Directors of the Company and have authorised Shri....., Director, to execute, sign,  
seal, register and deliver the said Power of Attorney:

#### NOW THIS POWER OF ATTORNEY WITNESSES AS FOLLOWS:

The Company hereby appoints Shri..... and Shri....., as its Attorneys  
(hereinafter collectively called "the Attorneys") so long as they or any of them are/is the Managing  
Director/..... of the Company to do severally, the following acts, deeds and things in the name  
and on behalf of the Company:

1. To take decision for instituting and defending legal proceedings and to institute and defend legal  
proceedings - civil, criminal or revenue, including Income-tax, Sales tax and Excise and confess  
judgement or withdraw, compromise, compound or refer any matter or dispute to arbitration, as they or  
either of them may think fit;

2. To sign, verify and file in all or any courts and offices in India and outside, in all or any cases,  
whether original or appellate revision or review, plaints, complaints, written statements, affidavits,  
applications, review or revision petitions, statutory returns and memoranda of appeals or cross objections;

3. To engage and appoint advocates, vakils, solicitors, pleaders and mukhtiaris, as the case may be;

4. To appoint special agents or attorneys on such terms and conditions as they or either of them may  
deem fit;

5. To appear in all or any courts and offices to represent the Company in all proceedings and make  
statement on oath or otherwise for and on behalf of the Company;

6. To file in and receive back from any or all courts or offices documents of all kinds and to give  
receipts therefor;

7. To deposit or obtain refund of stamp duty or court fee or to repay the same;

8. To deposit in or withdraw from any or all courts or other offices moneys and give receipts therefor;

9. To apply for copies of documents or other records of courts or offices;

10. To apply for inspection of and to inspect records of which inspection is allowed;

11. To execute decrees, receive moneys and obtain possession of properties in execution of decrees,  
give receipts and discharges therefor and compromise or compound any such decrees;

12. To realise and collect all outstandings and claims of the Company and to give effectual receipts and discharges;

13. To execute, sign, seal and where necessary to register all documents including deeds, leases, agreements, contracts, letters of appointments, powers of attorneys;

14. To sign, seal and execute bonds, indemnity bonds, guarantees and counter-guarantees;

15. To execute, endorse and negotiate Bills of Exchange, Hundies, promissory notes and negotiate or otherwise deal with Government Promissory Notes or any securities of the Central or State Government or any local authority;

16. To acquire, buy, purchase within limits prescribed by the Bonds, or sell, transfer pledge or otherwise negotiate shares and/or debentures held by the Company in other joint stock companies or statutory corporation and for that purpose to sign and execute transfer deeds or other instruments, collect dividends and bonuses falling due thereon and otherwise deal in such shares/debentures;

17. To sign, discharge receipts, transfer forms and any other documents required by the Post Office in connection with the Post Office National Saving Certificates;

18. And generally to do all such acts, deeds or things as may be necessary or proper for the purposes mentioned above.

AND the Company hereby agrees that all acts, deeds or things lawfully done by the said Attorneys or either of them under the authority of this power shall be construed as acts, deeds and things done by the Company and the Company hereby undertakes to confirm and ratify all and whatsoever the said Attorneys or either of them shall lawfully do or cause to be done by virtue of the powers hereby given.

IN WITNESS WHEREOF this deed has been signed and sealed by Shri....., Director, authorised in this behalf vide Board's Resolution No..... dated..... on this..... day of..... 2007, in presence of:

*WITNESSES:*

- 1.
- 2.

Director  
for (Name of the Company)