

Draft approval for opening of Liaison Office (on branch letterhead)

Ref: Axis Bank/NFC/2017-2018.
Date: 31/07/2017

To,
Keystone Human Services International.
D-11, LGF Maharani Bagh,
New Delhi-110065.

Dear Sir,

UIN:
Permission to establish a Liaison Office in India – M/s Keystone Human Services International.

Please refer to your application in Form FNC dated 05/November/2015 for establishing a Liaison Office in India.

2) Having noted from the documents furnished therewith that your entity is engaged in Improving the lives of people with disabilities across India and to fuel a change movement which will work towards a more inclusive, just Indian society where all are valued and all belongs, Axis Bank Ltd. hereby grants you permission for establishing a Liaison Office in India at New Delhi, subject to the condition that the Liaison Office shall be established within 6 months from the date of this permission letter.

3) Please note that this permission has been granted also subject to the following conditions:

- (i) The company will not generate income in India and will not engage in any trade/commercial activity and undertake only permissible activities as mentioned in Schedule II of FEMA Notification no. 22 (R)/RB-2016 dated March 31, 2016 as amended from time to time.
- (ii) The company will restrict its activities to those given in Para 4 (iii) (a) of Form FNC submitted by you.
- (iii) The company will function as per conditions mentioned in Annexure 1
- (iv) The company will represent only the applicant company and approach the Authorised Dealer for prior approval if it wants to represent any group company.

4) It may be noted that Keystone Human Services International has been allotted UIN NDLO17008112 by the Reserve Bank of India which should be quoted in all future correspondences.

5) This approval is valid upto 3 year from the approval date. Your company will approach us well in advance before expiry of the validity for seeking extension / renewal of permission if so required.

6) Kindly acknowledge receipt.

Yours faithfully,
For AXIS BANK LTD.

BRANCH HEAD

Name:

Designation:


SHEEBA UPPAL
AVP & Branch Head
Emp. Code: 22418, S.S. No: 11538
New Friends Colony, New Delhi-25

M/s Keystone Human Services International

Terms and conditions of approval for establishment of Liaison Office in India

1. Approval has been granted from the foreign exchange angle under the provisions of Foreign Exchange Management Act, 1999 and Notification No. FEMA 22 (R)/2016-RB dated March 31, 2016 (Establishment in India of a branch office or liaison office or project office or any other place of business) and should not be construed to convey the approval by any other statutory authority or Government under any other laws/regulations. If further approval or permission is required from any other regulatory authority or Government under the relevant laws/regulations, the applicant should take the approval of the concerned agency before effecting the transaction. Further, it should not be construed as regularizing or validating any irregularities, contravention or other lapses, if any, under the provisions of any other laws/regulations, including the provisions of any other laws/regulations, including the provisions of Sections 592 to 597 of the Companies Act, 1956.
2. The Liaison Office shall be established within 6 months of this permission. The Liaison Office shall be opened for a period of 3 years, for the purpose of undertaking solely liaison work for the Head Office, as mentioned below;
 - 1) Representing in India the parent company
 - 2) Promoting export and import from/to India
 - 3) Promoting technical/financial collaborations between parent/group companies and companies in India
 - 4) Acting as a communication channel between the parent company and Indian companies

The Liaison Office should approach the designated AD Category I Bank or any other authority as may be notified by the Reserve Bank from time to time, well in advance before expiry of the validity of 3 years for seeking extension / renewal of permission, failing which it will result in the Liaison Office functioning without a valid permission, in violation of Regulation 3 of Notification No. FEMA 22 (R)/2016-RB dated March 31, 2016.

3. In the event of shifting the Liaison Office to any other city in India, prior approval of the designated AD Bank may be sought. Approval to shift office to new place/s will be given solely on the discretion of the bank.
4. Please note to furnish the postal address of the Liaison Office to us for record within 6 months. The Liaison Office should also confirm having obtained ROC Registration and PAN.
5. Except the proposed liaison work, the office in India shall not undertake any activity of a trading, commercial or industrial nature nor shall it enter into any business contracts in its own name without prior permission of the Reserve Bank.
6. No commission/fees shall be charged or any other remuneration received / income earned by the office in India for the liaison activities / services rendered by it or otherwise in India.

7. The entire expenses of the office in India will be met exclusively out of the funds received from abroad through normal banking channels.
8. The office in India shall not borrow or lend any money from/to a person in India without prior permission of the Reserve Bank.
9. The office in India shall not acquire, hold (otherwise than by way of lease for a period not exceeding five years, and extending it, if the office obtains an extension of validity beyond that period), transfer or dispose of any immovable property, as specified in Regulation 5 of Notification no. FEMA 21/2000-RB dated May 3, 2000.
10. The office in India will furnish to us (on an yearly basis) a certificate from the auditor, in accordance with instructions contained in A.P. (Dir Series) Circular no. 69 dated May 12, 2016, that the Liaison Office has complied with the terms and conditions stipulated in the letter of approval issued by the AD Bank / Reserve Bank and that all the expenses are met by way of inward remittances, a copy of the certificate should be submitted to the Directorate General of Income Tax, New Delhi. The office shall also file information with the Director General of Police of the state concerned within 5 working days of being functional (applicable for applicants from Bangladesh, Sri Lanka, Afghanistan, Iran, China, Hong Kong, Macau or Pakistan).
11. In case of winding up of the Liaison Office, you may approach us with the documents required in terms of Regulation 4.m of Notification No. FEMA 22 (R)/2016-RB dated March 31, 2016 which are detailed below:
 - a. Copy of the AD Bank / Reserve Bank's permission for establishing the office in India
 - b. Auditor's certificate :
 - (i) Indicating the manner in which the remittable amount has been arrived at and supported by a statement of assets and liabilities of the applicant, and indicating the manner of disposal of assets;
 - (ii) Confirming that all liabilities in India including arrears of gratuity and other benefits to employees, etc. of the office have been either fully met or adequately provided for;
 - (iii) Confirming that no income accruing from sources outside India (including proceeds of exports) has remained unrepatriated to India.
 - c. Confirmation from the applicant/parent company that no legal proceedings in any Court in India are pending against the office and there is no legal impediment to the remittance.
 - d. A report from the Registrar of Companies regarding compliance with the provisions of the Companies Act, 2013, in case of winding up of the branch office/liaison in India.
 - e. Any other document/s, specified by the Reserve Bank/Authorised Dealer Category-I bank while granting approval.
12. The office in India will not render any consultancy or any other services directly / indirectly with or without any consideration.
13. The office in India will not have signing / commitment powers, except than those which are required for normal functioning of the office, on behalf of the Head Office.
14. The Office must approach us, being the designated AD Bank in India, to open an account to receive remittances from Head Office outside India and it may be noted that the office will not maintain more than one account at any given time without the prior permission of Reserve Bank of India. The permitted debits and credits to the account shall be;

a. Credits

- (i) Funds received from Head Office through normal banking channels for meeting the expenses of the office.
- (ii) Refund of security deposits paid from LO's account or paid directly by the Head Office through normal banking channels.
- (iii) Refund of taxes, duties etc., paid from LO's bank account.
- (iv) Sale proceeds of assets of the LO where such assets are disposed of at a price equal to or less than the book value as on date of sale, supported by a value's / CA's certificate.

b. Debits

- (i) Only for meeting the local expenses of the office..

15. The activities/affairs of the office/s may be verified / examined by the Bank by carrying out a scrutiny as and when found necessary.

For AXIS BANK LTD.

SHEETA LIPAL
AVP, General Head
Emp. Code: 22418, S/O No: 11533
New Friends Colony, New Delhi-25