FUTURE CAPITAL INVESTMENT PRIVATE LIMITED

4th March, 2020

To,

Dept. of Corporate Services (CRD) BSE Limited Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai- 400 001

BSE Scrip Code: 533400

Listing Department
The National Stock Exchange of
India Limited
Exchange Plaza,
Bandra- Kurla Complex,
Bandra (East),
Mumbai- 400 051

NSE Symbol: FCONSUMER

Dear Sir,

<u>Sub: Annexure-II Disclosure of reason for encumbrance (In addition to Annexure I prescribed by way of circular dated August 05,2015)</u>

With reference to above subject, we are enclosing herewith Annexure-II, Disclosure of reason for encumbrance (In addition to Annexure I prescribed by way of circular dated August 05,2015).

Kindly take the above on your record.

Thanking you,

Yours faithfully,

For Future Capital Investment Private Limited

Authorised Signatory

Encl: as above

C.C. To:

The Company Secretary
Future Consumer Limited
Knowledge House, Shyam Nagar
Off Jogeshwari Vikhroli Link Road,
Jogeshwari (East)
Mumbai 400 060

Annexure - II Disclosure of reasons for encumbrance

(In addition to Annexure - I prescribed by way of circular dated August 05, 2015)

Name of listed company	Future Consumer Limited
Name of the recognized stock exchanges where the shares of the	BSE Limited
company are listed	National Stock Exchange of India Limited
Name of the promoter(s) / PACs whose shares have been	Future Capital Investment Private Limited
encumbered	Future Corporate Resources Private Limited
Total promoter shareholding in the listed company	No. of shares – 889,183,098
	% of total share capital - 46.28%
Encumbered shares as a % of promoter shareholding	91.02
Whether encumbered share is 50% or more of promoter	YES
shareholding	
Whether encumbered share is 20% or more of total share capital	YES
	and the second s

Page No. 1



Details of all the existing events/ agreements pertaining to encumbrance

Details of all the existing events/ agreements pertaining to encur	mbrance					
Encumbrance Serial Number	1	2	3	4	5	6
Date of Creation of encumbrance	30-06-2016	13-01-2020	20-12-2019	25-02-2020	06-09-2018	21-01-2020
T						
Type of encumbrance (pledge, lien, negative lien, non-disposal	51.1	No. I	Die Lee	DL 1	DI - I	DI - 1
undertaking etc. or any other covenant, transaction, condition or	Pledge	Pledge	Pledge	Pledge	Pledge	Pledge
arrangement in the nature of encumbrance)						
No. of shares encumbered	2,640,000	90,844,724	169,042,114	4,565,000	9,400,000	
% of shares encumbered	0.14	4.73	8.80	0.24	0.49	
Specific details about the encumbrance						
Name of the entity in whose favour shares encumbered (X)	RBL Bank Ltd.	Vistra ITCL India Ltd	Vistra ITCL India Ltd	Ambit Finvest Pvt. Ltd.	RattanIndia Finance Pvt Ltd	IDBI Trusteeship Services Limited
Whether the entity X is a scheduled commercial bank, public	Scheduled Commercial Bank	Entity X is not scheduled	Entity X is not scheduled	NBFC	NBFC	Entity X is not scheduled
financial institution, NBFC or housing finance company? If No,		commercial bank;	commercial bank;			commercial bank;
provide the nature of the business of the entity.		Debenture Trustee;	Debenture Trustee;			Debenture Trustee;
provide the nature of the business of the entity.		besentare trustee,	besentare trastee,			,
Names of all other entities in the agreement	Listed company and its group	Listed company and its group	Listed company and its group	Listed company and its group	Listed company and its group	Listed company and its group
	companies (if any) –	companies (if any) –	companies (if any) –	companies (if any) –	companies (if any) –	companies (if any) –
	1 Future Capital investment Pvt Ltd	1 Future Capital investment Pvt Ltd	1. Future Corporate Resources	1. Future Corporate Resources	1. Future Corporate Resources	1. Future Corporate Resources
			Private Limited	Private Limited		Private Limited
			2. Ryka Commercial Ventures	2. Future Capital Investment Private	2. Future Capital Investment Private	2. Future Capital Investment Privat
			Private Limited	Limited	Limited	Limited
		*	3.Central Departmental Stores	3.Central Departmental Stores		3.Central Departmental Stores
			Private Limited	Private Limited		Private Limited
			4. Future Capital Investment Private	Tivate Limited	Trivate Ellintes	Throte Emilies
			Limited			
			Limited			
	Other entities (if any) -	Other entities (if any) -	Other entities (if any) -	Other entities (if any) -	Other entities (if any) -	Other entities (if any) -
	1	1	1	1	1	
Whether the encumbrance is relating to any debt instruments viz.	No	Yes	Yes	No	No	Yes
debenture, commercial paper, certificate of deposit etc.? If yes,						
provide details about the instrument, including credit rating						
provide details about the instrument, including create rating						
1. Name of the issuer	NA	Future Corporate Resources Pvt.	Future Corporate Resources Pvt.	NA	NA	Future Corporate Resources Pvt.
		Ltd.	Ltd.			Ltd.
2. Details of the debt instrument	NA	Non-Convertible Debentures	Non-Convertible Debentures	NA	NA	Non-Convertible Debentures
2 10 1 1 1 1 1 2 2 2 2 2 2 2 2 2 2 2 2 2	l.,.	N	No.	NA.	NA	No
3. Whether the debt instrument is listed on stock exchanges?	NA	No	No	NA	NA	INO .
4. Credit Rating of the debt instrument	NA	PPMLD BBB (Outlook Negative)	NA	NA	NA	NA
5. ISIN of the instrument	NA NA	INE370107233, INE370107241	INE370107266, INE370107258,	NA NA	NA NA	INE241Z07040
3. ISIN OF the instrument	INA .	INES/010/255, INES/010/241	INE370107290, INE370107282	NA .	NA .	1142241207040
			114E370107290, 114E370107282			
Security Cover / Asset Cover						
	47 200 000	2 340 600 000	2 966 711 186	220 340 000	700 260 000	700 070 00
	47,200,000	2,340,600,000	2,966,711,186	220,340,000	700,260,000	700,070,00
Value of shares on the date of event / agreement (A)	47,200,000	2,340,600,000	2,966,711,186	220,340,000		
	47,200,000 500,000,000	2,340,600,000 4,032,000,000	2,966,711,186 6,000,000,000	220,340,000	700,260,000 575,000,000	
Value of shares on the date of event / agreement (A)					575,000,000	700,070,000 1,350,000,000
Value of shares on the date of event / agreement (A) Amount involved (against which shares have been encumbered)				250,000,000		1,350,000,000
Value of shares on the date of event / agreement (A) Amount involved (against which shares have been encumbered) (B)	500,000,000	4,032,000,000	6,000,000,000	250,000,000	575,000,000	1,350,000,000
Value of shares on the date of event / agreement (A) Amount involved (against which shares have been encumbered) (B) Ratio of A / B	500,000,000	4,032,000,000	6,000,000,000	250,000,000	575,000,000	1,350,000,00
Value of shares on the date of event / agreement (A) Amount involved (against which shares have been encumbered) (B) Ratio of A / B End use of money Borrowed amount to be utilized for what purpose —	500,000,000	4,032,000,000	6,000,000,000	250,000,000	575,000,000 1.22	1,350,000,000
Value of shares on the date of event / agreement (A) Amount involved (against which shares have been encumbered) (B) Ratio of A / B End use of money Borrowed amount to be utilized for what purpose — (a) Personal use by promoters and PACs	500,000,000	4,032,000,000	6,000,000,000	250,000,000	575,000,000	1,350,000,00
Value of shares on the date of event / agreement (A) Amount involved (against which shares have been encumbered) (B) Ratio of A / B End use of money Borrowed amount to be utilized for what purpose — (a) Personal use by promoters and PACs (b) For the benefit of listed company	500,000,000	4,032,000,000	6,000,000,000	250,000,000	575,000,000 1.22	1,350,000,000
Value of shares on the date of event / agreement (A) Amount involved (against which shares have been encumbered) (B) Ratio of A / B End use of money Borrowed amount to be utilized for what purpose — (a) Personal use by promoters and PACs (b) For the benefit of listed company Provide details including amount, purpose of raising money by	500,000,000 0.09 Yes	4,032,000,000 0.58 Yes	6,000,000,000 0.49 Yes	250,000,000 0.88 Yes	575,000,000 1.22 Yes	1,350,000,000 0.9 Yes
Value of shares on the date of event / agreement (A) Amount involved (against which shares have been encumbered) (B) Ratio of A / B End use of money Borrowed amount to be utilized for what purpose — (a) Personal use by promoters and PACs (b) For the benefit of listed company	500,000,000	4,032,000,000 0.58 Yes Refinancing of existing debt availed	6,000,000,000 0.49 Yes Refinancing of existing debt availed	250,000,000 0.88 Yes	575,000,000 1.22 Yes Towards Working Capital	1,350,000,000 0.5 Yes Towards Working Capital
Value of shares on the date of event / agreement (A) Amount involved (against which shares have been encumbered) (B) Ratio of A / B End use of money Borrowed amount to be utilized for what purpose — (a) Personal use by promoters and PACs (b) For the benefit of listed company Provide details including amount, purpose of raising money by	500,000,000 0.09 Yes	4,032,000,000 0.58 Yes	6,000,000,000 0.49 Yes	250,000,000 0.88 Yes	575,000,000 1.22 Yes Towards Working Capital Requirements and general	1,350,000,00 0.: Yes

Encumbrance Serial Number	T		1			1	
Date of Creation of encumbrance	7	8	9	10	11	12	13
Date of Creation of encumprance	31-10-2019	04-11-2019	02-01-2018	22-10-2019	24-12-2019	24-12-2019	29-02-2020
Type of encumbrance (pledge, lien, negative lien, non-disposal undertaking etc. or any other covenant, transaction, condition or arrangement in the nature of encumbrance)	Pledge and other covenant	Pledge and other covenant	Pledge	Pledge	Pledge	Pledge	Pledge and other covenant
No. of shares encumbered		28,072,144	32,685,031	5,800,000		52,549,134	47.884.000
% of shares encumbered		1.46			-	2.74	
Specific details about the encumbrance	Yes Bank Ltd.		Catalyst Trusteeship Limited-L&T	IDBI Trusteeship Services Ltd.			
Name of the entity in whose favour shares encumbered (X)	res Bank Ltd.	Yes Bank Ltd.	Finance Ltd	Avendus Finance	Clix Finance India Private Limited	Clix Capital Services Private Limited	Indusind Bank Ltd
Whether the entity X is a scheduled commercial bank, public	Scheduled Commercial Bank	Scheduled Commercial Bank	Entity X is not scheduled	Entity X is not scheduled	NBFC	NBFC	Scheduled Commercial Bank
financial institution, NBFC or housing finance company? If No,			commercial bank;	commercial bank;			
provide the nature of the business of the entity.			Debenture Trustee;	Debenture Trustee;			
Names of all other entities in the agreement	Listed company and its group companies (if any) –	Listed company and its group companies (if any) –	Listed company and its group companies (if any) –	Listed company and its group companies (if any) –	Listed company and its group companies (if any) –	Listed company and its group companies (if any) –	Listed company and its group companies (if any) –
	Future Corporate Resources Private Limited Ryka Commercial Ventures Private Limited S. Central Departmental Stores Private Limited Future Capital Investment Private Limited	1.Basuti Sales and Trading Private Limited 2. Future Corporate Resources Private Limited 3. Ryka Commercial Ventures Private Limited 4. Future Capital Investment Private Limited	Future Corporate Resources Private Limited Future Capital Investment Private Limited	Limited	Future Capital Investment Private Limited	Future Capital Investment Private Limited	Future Corporate Resources Private Limited Ryka Commercial Ventures Private Limited Future Capital Investment Private Limited
	Other entities (if any) -	Other entities (if any) -	Other entities (if any) -	Other entities (if any) -	Other entities (if any) -	Other entities (if any) -	Other entities (if any) -
	1	1	1	1		1	
Whether the encumbrance is relating to any debt instruments viz. debenture, commercial paper, certificate of deposit etc.? If yes, provide details about the instrument, including credit rating	No	No	No	No	No	No	No
1. Name of the issuer	NA	NA	NA	NA	NA	NA	NA
2. Details of the debt instrument	NA	NA	NA	NA	NA	NA	NA
3. Whether the debt instrument is listed on stock exchanges?	NA	NA	NA	NA	NA	NA	NA
4. Credit Rating of the debt instrument	NA	NA	NA	NA	NA	NA	NA
5. ISIN of the instrument	NA	NA	NA	NA	NA NA	NA	NA
Security Cover / Asset Cover Value of shares on the date of event / agreement (A)	656,364,264	656,231,822	1,220,844,974	205,800,000	899,515,500	1,132,080,000	1,031,550,000
Amount involved (against which shares have been encumbered) (B)	5,200,000,000	2,841,401,544	1,750,000,000	1,150,000,000	320,000,000	580,000,000	2,000,000,000
Ratio of A / B	0.13	0.23	0.70	0.18	2.81	3.54	0.5.
End use of money							
Borrowed amount to be utilized for what purpose –							
The same of the sa	Yes	Yes	Yes	Yes	Yes	Yes	Yes
(a) Personal use by promoters and PACs (b) For the benefit of listed company	ies	res	tes	ies	res	les	tes
Provide details including amount, purpose of raising money by							
(c) Any other reason (please specify)	Payment of purchase consideration for acquisition of Assets and	Purchase of movable fixed assets for business of the Borrower	Refinancing of existing debt and general corporate purposes	Refinancing of existing facility and general corporate purpose.	Refinancing of existing debt and general corporate purposes	Refinancing of existing debt and general corporate purposes	To finance purchase of movable assets for business of the Borrower
	Business.	L				L	

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Encumbrance Serial Number							
	14	15	16	17	18	19	20
Date of Creation of encumbrance	30-03-2017	07-08-2019	04-10-2019	03-03-2020	20-02-2020	10-10-2019	18-09-2015
Type of encumbrance (pledge, lien, negative lien, non-disposal							
undertaking etc. or any other covenant, transaction, condition or	Pledge and other covenant	Pledge	Pledge	Pledge	Pledge	Pledge	Pledge
arrangement in the nature of encumbrance)	Treage and other covenant	ricage	ricage	ricage	ricage	1 icage	rieuge
No. of shares encumbered	11,500,000	9,600,000	32,233,000	5,354,000	62,950,000	29,425,000	19,000,000
% of shares encumbered	0.60	0.50	1.68	0.28	3.28	1.53	0.99
Specific details about the encumbrance	IndusInd Bank Ltd	IDBI Trusteeship Services Limited	RBL Bank Ltd	RBL Bank Ltd	1.5	1. 5	IFCI Ltd.
Name of the entity in whose favour shares encumbered (X)	indusing Bank Ltd	IDBI Trusteeship Services Limited	KBL Bank Ltd	KBL Bank Ltd	Axis Finance Ltd.	Axis Finance Ltd.	IFCI Lta.
Whether the entity X is a scheduled commercial bank, public	Scheduled Commercial Bank	Entity X is not scheduled	Scheduled Commercial Bank	Scheduled Commercial Bank	NBFC	NBFC	NBFC
financial institution, NBFC or housing finance company? If No,		commercial bank;					
provide the nature of the business of the entity.		Debenture Trustee;					
		7					
Names of all other entities in the agreement	Listed company and its group	Listed company and its group	Listed company and its group	Listed company and its aroun	Listed company and its group	Listed company and its group	Listed company and its group
Mantes of all other chities in the agreement	companies (if any) –	companies (if any) –	companies (if any) –	Listed company and its group companies (if any) –	companies (if any) –	companies (if any) –	companies (if any) -
	Companies (i) any) –	companies (i) any) –	companies (i) uny) =	companies (i) uny) =	companies (i) uny) =	Companies (i) uny) =	companies (i) uny) -
		1. Future Corporate Resources	1. Future Corporate Resources	1. Future Corporate Resources	1 Future Capital Investment Pvt.	1 Future Capital Investment Pvt.	1 Future Capital Investment Pvt.
	Private Limited	Private Limited	Private Limited	Private Limited	Ltd.	Ltd.	Ltd.
	2. Ryka Commercial Ventures	2. Future Capital Investment Private	2. Ryka Commercial Ventures	2. Ryka Commercial Ventures	2.Future Outdoor Media Solution	2. Future Corporate Resources Pvt.	2. Future Brands Limited
	Private Limited	Limited	Private Limited	Private Limited	Limited	Ltd.	
	3.Central Departmental Stores	3. Ryka Commercial Ventures	3.Central Departmental Stores	3.Central Departmental Stores			
	Private Limited	Private Limited	Private Limited	Private Limited			
	4. Future Capital Investment Private		4. Future Capital Investment Private	4. Future Capital Investment Private	i		
	Limited		Limited	Limited			
	Other entities (if any) –	Other entities (if any) -	Other entities (if any) -	Other entities (if any) –	Other entities (if any) -	Other entities (if any) –	Other entities (if any) -
	Other entities (ii arry) =	Other entitles (if any) =	Other entities (if any) =	Other entities (if any) =	Other endities (if any) =	Other entities (if any) =	Other entities (ii arry) =
Whether the encumbrance is relating to any debt instruments viz.	No	Yes	No	No.	No	No.	No 1
debenture, commercial paper, certificate of deposit etc.? If yes,	110	res	No	No	INO .	IND	140
provide details about the instrument, including credit rating							
provide details about the instrument, including credit rating							
1. Name of the issuer	NA	FLFL Lifestyle Brands Limited	NA	NA	NA	NA	NA
2. Details of the debt instrument	NA	Non-Convertible Debentures	NA	NA	NA	NA	NA
3. Whether the debt instrument is listed on stock exchanges?	NA	NA	NA	NA	NA	NA	NA
A C PIG. CH. LLL.							
Credit Rating of the debt instrument ISIN of the instrument	NA NA	NA NA	NA NA	NA .	NA	NA	NA
5. ISIN OF the instrument	NA .	NA .	NA	NA	NA	NA	NA
					i e	'	
Security Cover / Asset Cover	333,500,000	269,760,000	786,800,000	400,040,000	1,419,200,000	341,040,000	647,588,031
Value of shares on the date of event / agreement (A)	333,300,000	209,700,000	788,800,000	400,040,000	1,413,200,000	341,040,000	647,388,031
value of shares of the date of eventy agreement (A)							
Amount involved (against which shares have been encumbered)	1,231,069,934	4,500,000,000	2,000,000,000	66,660,000	1,000,000,000	500,000,000	3,000,000,000
(B)			, , ,				
Ratio of A / B	0.27	0.06	0.39	6.00	1.42	0.68	0.22
End use of money		*	0.00	0.00	2.11		
Borrowed amount to be utilized for what purpose –							
	V	V			V		
(a) Personal use by promoters and PACs	Yes	Yes	Yes	Yes	Yes	Yes	Yes
(b) For the benefit of listed company							
Provide details including amount, purpose of raising money by							
(c) Any other reason (please specify)	For payment of business and	Payment of obligations owed by	For payment of business and	For working capital requirement	General Corporate Purposes	For Repayment of existing	Corporate Loan for creation of new
	deposit.	Affiliate entity.	deposit.			promoter group facility	assets and office infrastructure



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Encumbrance Serial Number Date of Creation of encumbrance	21 31-10-2019	22 19-12-2019	23 19-12-2019	24 14-10-2019	25 20-11-2019	26 16-11-2015	27 13-01-2020
	31-10-2019	15-12-2015	19-12-2019	14-10-2019	20-11-2019	16-11-2015	13-01-2020
Type of encumbrance (pledge, lien, negative lien, non-disposal							
undertaking etc. or any other covenant, transaction, condition or	Pledge and other covenant	Pledge	Pledge	Pledge	Pledge	Pledge	Pledge
arrangement in the nature of encumbrance)						17 and 18	
No. of shares encumbered	253,800			3,770,547		4,441,902	187,352,500
% of shares encumbered	233,800			0,20		0.23	9.75
Specific details about the encumbrance							
Name of the entity in whose favour shares encumbered (X)	Kotak Mahindra Prime Ltd	Catalyst Trusteeship Services Ltd.	Catalyst Trusteeship Services Ltd.	BNP Paribas Ltd	BNP Paribas Ltd	Axis Bank Ltd	Vistra ITCL (India) Limited
Whether the entity X is a scheduled commercial bank, public	NBFC	Entity X is not scheduled	Entity X is not scheduled	NBFC	NBFC	Scheduled Commercial Bank	Entity X is not scheduled commercial bank,
financial institution, NBFC or housing finance company? If No,		commercial bank;	commercial bank;	The contract of the contract o	The control of the co	Scheduled Commercial Bank	Debenture Trustee;
provide the nature of the business of the entity.		Debenture Trustee;	Debenture Trustee;				Debendie Hustee,
French and metal e or the basiness or the citally.		Jesemaie Huster,	Dependire Hustee,				
Names of all other entities in the agreement	Listed company and its group	Listed company and its group	Listed company and its group	Listed company and its group	Listed company and its group	Listed company and its group	Listed company and its group companies (if
	companies (if any) -	companies (if any) –	companies (if any) -	companies (if any) -	companies (if any) -	companies (if any) –	any) –
	companies (i) uny) =	companies (y uny) –	companies (if any) =	companies (i) any) -	Companies (ij any) -	Companies (ij any) =	uny) =
	1 Future Capital Investment Pvt.	1. Future Corporate Resources	1. Future Corporate Resources	1. Future Corporate Resources	1. Future Corporate Resources	Future Corporate Resouces Pvt.	1 Future Capital Investment Private
	Ltd.	Private Limited	Private Limited	Private Limited	Private Limited	Ltd.	Limited
	L.u.	2. Ryka Commercial Ventures	2. Ryka Commercial Ventures	2. Ryka Commercial Ventures	2. Ryka Commercial Ventures	ctu.	2. Future Corporate Resources Private
		Private Limited	Private Limited	Private Limited	Private Limited		Limited
		3.Central Departmental Stores	3.Central Departmental Stores	3.Central Departmental Stores	3.Central Departmental Stores		Limited
		Private Limited	Private Limited	Private Limited	Private Limited		
		4. Future Capital Investment	4. Future Capital Investment	4. Future Capital Investment	4. Future Capital Investment		
		Private Limited	Private Limited	Private Limited	Private Limited		
		Frivate Limited	Private Limited	Private Limited	Private Limited		
	Other entities (if any) —	Other entities (if any) –	Other entities (if any) –	Other entities (if any) –	Other entities (if any) –	Other entities (if any) -	Other entities (if any) –
	1	1	1	1	1		1
Whether the encumbrance is relating to any debt instruments	No	Yes	Yes	No	No	No	Yes
viz. debenture, commercial paper, certificate of deposit etc.? If							
yes, provide details about the instrument, including credit rating							
1. Name of the issuer	NA	Future Corporate Resources Pvt.	Future Capital Investment Pvt. Ltd.	NA	NA	NA	
		Ltd.					Future Capital Investment Private Limited
2. Details of the debt instrument	NA	Non-Convertible Debentures	Non-Convertible Debentures	NA	NA	NA	Non Convertible Debentures
3. Whether the debt instrument is listed on stock exchanges?	NA	NA	NA	NA	NA	NA	
							No
4. Credit Rating of the debt instrument	NA	NA	NA	NA	NA	NA	NA
5. ISIN of the instrument	NA	INE241Z07032	INE708Z07014	NA	NA	NA	
							INE708Z07048
Security Cover / Asset Cover	374,373,540	535,697,400	127,547,000	473,318,162	327,681,838	119,391,844	
Value of shares on the date of event / agreement (A)	374,373,340	333,037,400	127,547,000	4/3,318,102	327,081,838	113,331,844	3,781,725,300
value of shares on the date of event, agreement (A)							
Amount involved (against which shares have been encumbered)	187,500,000	4,000,000,000	2,500,000,000	650,000,000	450,000,000	360,000,000	4,900,000,000
(B)							4,500,000,000
Ratio of A / B	2.00	0.13	0.05	0.73	0.73	0.33	0.77
End use of money							
Borrowed amount to be utilized for what purpose –							
(a) Personal use by promoters and PACs	Yes	Yes	Yes	Yes	Yes	Yes	Yes
(b) For the benefit of listed company		777					
Provide details including amount, purpose of raising money by							
(c) Any other reason (please specify)	General Corporate Purposes	Refinancing of existing	Refinancing of existing	Repayment of	Repayment of Loans/Investments	General Corporate Purposes	General Corporate Purposes
3.0. 3 W 14. 14		debt/liabilities	debt/liabilities	Loans/Investments		ENT On	
					1121		
					11632	1311	

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Signature of Authorise

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