

## NOTICE

NOTICE is hereby given that the 10<sup>th</sup> Extra-Ordinary General Meeting of the Members of Reliance General Insurance Company Limited will be held on Friday, 12<sup>th</sup> January, 2018 at 2.00 P.M. at Reliance Centre, Off. Western Express Highway, Santacruz (East), Mumbai – 400 055 to transact the following businesses:

**SPECIAL BUSINESS:****1. RAISING OF CAPITAL THROUGH A FURTHER ISSUE OF SECURITIES**

To consider and, if thought fit, to pass with or without modification(s), the following resolution as a **Special Resolution**:-

**“RESOLVED THAT** in supersession to the resolution passed in Extraordinary General Meeting held on September 11, 2017, and subject to the approvals, consents, permissions and sanctions, required from the Insurance and Regulatory Development Authority of India, in accordance with and subject to the provisions of Section 62(1)(c) and any other applicable provisions, if any, of the Companies Act, 2013 and the rules framed thereunder (including any amendments, statutory modification(s) or re-enactment thereof, for the time being in force), (collectively referred to as the “Companies Act, 2013”) and the provisions of the Memorandum of Association of the Company and Articles of Association of the Company, and in accordance with and subject to the applicable provisions of Companies Act, 1956, to the extent in force, the Securities Contracts Regulation Act, 1956, as amended and the rules framed thereunder (“SCRA”), the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009, as amended (“SEBI ICDR Regulations”), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (“SEBI Listing Regulations”), the Insurance Regulatory and Development Authority of India Act, 1999 (“IRDAI Act”) and any other applicable laws, regulations, ordinances, rules, guidelines, policies, notifications, circulars, directions and orders if any, in India or outside India (including any amendment thereto or re-enactment thereof for the time being in force) prescribed by the Government of India, the Securities and Exchange Board of India (“SEBI”), or any other competent authority from time to time, (collectively “Applicable Laws”) and the provisions of equity listing agreements to be entered with Indian stock exchange(s) where the equity shares of the Company of face value Rs.10 each (the “Equity Shares”) are proposed to be listed (“Stock Exchanges”), and subject to the approval of relevant government, statutory and/or regulatory authorities, including the Department of Industrial Policy and Promotion, Government of India (“DIPP”), the SEBI, the Reserve Bank of India (“RBI”), the Department of Economic Affairs, Ministry of Finance, the Registrar of Companies, Maharashtra, situated at Mumbai (“RoC”), the Stock Exchanges, the Insurance Regulatory and Development Authority of India and such other relevant statutory and other authorities and departments and such other approvals, consents, permissions and sanctions, as may be necessary, consents from the third parties (including lenders of the Company), and subject to such conditions and modifications as may be prescribed

An ISO 9001:2008 Certified Company

Reliance General Insurance Company Limited.

Registered Office : H Block, 1<sup>st</sup> Floor, Dhirubhai Ambani Knowledge City, Navi Mumbai - 400710.

Corporate Office: Reliance Centre, South Wing, 4<sup>th</sup> Floor, Off. Western Express Highway, Santacruz (East), Mumbai - 400 055.

Corporate Identity Number (CIN) : U66603MH2000PLC128300. Trade Logo displayed above belongs to Anil Dhirubhai

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Tel : +91 22 3303 1000 | Fax : +91 22 3303 4662 | www.reliancegeneral.co.in

A RELIANCE CAPITAL COMPANY

or imposed by any of them while granting such approvals, permissions and sanctions, the consent, approval and sanction of the shareholders of the Company be and is hereby granted to create, offer, issue and allot for cash up to 20,395,000 Equity Shares pursuant to a fresh issue (the "Fresh Issue") together with an offer for sale by an existing shareholder of the Company, for such number of Equity Shares held by it which are eligible for offer for sale in accordance with the SEBI ICDR Regulations, and as the existing shareholder may choose to sell, (the "Offer for Sale" and such shareholders, the "Selling Shareholder"; the Offer for Sale together with the Fresh Issue, the "Offer" or the "IPO"), at such price as may be determined in accordance with the book building process under the SEBI ICDR Regulations (at par, premium or discount) and as agreed to by the Company [and the Selling Shareholder] in consultation with the book running lead managers to the IPO ("BRLMs") and on the terms and conditions as the board of directors of the Company ("Board") and the Selling Shareholder may (in consultation with the BRLMs) decide, to (i) foreign investors, such as registered foreign portfolio investors, alternative investment funds, foreign venture capital investors, non-resident Indians, (ii) mutual funds, venture capital funds, alternative investment funds, public financial institutions, scheduled commercial banks, multilateral and bilateral development financial institutions, state industrial development corporations, insurance companies registered with the Insurance Regulatory and Development Authority of India, provident funds, pension funds, national investment fund, insurance funds set up and managed by army, navy or air force of the Union of India, insurance funds set up and managed by the Department of Posts, Ministry of Communications and Information Technology, India, (iii) trusts/societies registered under the Societies Registration Act, 1860, (iv) employees and/or workers of the Company, (v) bodies corporate, any other private or public companies, or other body corporate(s) or entities, whether incorporated or not, and such other persons, including high net worth individuals, retail individual bidders or other entities, in one or more combinations thereof and/or any other categories of investors, including anchor investors, as may be permitted under Applicable Laws, whether they be holders of Equity Shares or not, provided that such number of additional Equity Shares to the extent of up to 10% of the net offer to the public or such other extent as may be permitted by the SEBI ICDR Regulations may be issued and allotted as may be required for the purposes of rounding off to the nearest integer while finalising the basis of allotment including the issue and allotment/transfer of Equity Shares to a stabilising agent pursuant to a green shoe option, if any, in terms of the SEBI ICDR Regulations, as the Board may at its discretion decide in consultation with the BRLMs and as may be permissible under Applicable Laws.

**RESOLVED FURTHER THAT** in accordance with Applicable Laws, the consent and approval of the shareholders of the Company be and is hereby granted to make available for allocation a portion of the IPO to any category(ies) of persons permitted under applicable law, including without limitation, eligible employees [and/or shareholders of listed group companies] (the "Reservation") or to provide a discount to the issue price to retail individual bidders or eligible employees (the "Discount"); and to take any and all actions in connection with any Reservation or Discount as the Board may think fit or proper in its absolute discretion, including,

without limitation, to negotiate, finalise and execute any document or agreement, and any amendments, supplements, notices or corrigenda thereto; seek any consent or approval required or necessary; give directions or instructions and do all such acts, deeds, matters and things as the Board may, from time to time, in its absolute discretion, think necessary, appropriate, or desirable; and settle any question, difficulty, or doubt that may arise with regard to or in relation to the foregoing.

**RESOLVED FURTHER THAT** the Equity Shares so allotted/transferred in the IPO shall be subject to the Memorandum of Association and the Articles of Association of the Company and shall rank pari passu in all respects with the existing Equity Shares, provided that the investors who are allotted or transferred Equity Shares pursuant to the IPO shall be entitled to participate in dividends, if any, declared by the Company after the allotments and transfer of Equity Shares pursuant to the IPO, in compliance with the Applicable Laws.

**RESOLVED FURTHER THAT** subject to Applicable Laws, the Equity Shares allotted/transferred pursuant to the IPO shall be listed at one or more recognised stock exchanges in India.

**RESOLVED FURTHER THAT** the Board be and is hereby authorised to delegate all or any of the powers herein conferred in such manner as it may deem fit for the purpose of giving effect to the above resolutions to any committee or any officers of the Company.”

**RESOLVED FURTHER THAT** the Board or a IPO committee thereof be and is hereby authorised to do such acts, deeds and things as the Board in its absolute discretion deems necessary or desirable in connection with the IPO , as applicable, including, without limitation, the following:

- (i) constituting a committee for the purposes of the issue, offer and allotment/transfer of the Equity Shares, and other matters in connection with or incidental to the IPO, including determining the anchor investor (“**Anchor Investor**”) portion and allocate such number of Equity Shares to Anchor Investors in consultation with the BRLMs and in accordance with the SEBI ICDR Regulations and to constitute such other committees of the Board, as may be required under the applicable laws, including as per the SEBI Listing Regulations;
- (ii) to decide, in consultation with the BRLMs, on the IPO size (including any reservation for employees, and/or any other reservations or firm allotments as may be permitted, green shoe option and/ or any rounding off in the event of any oversubscription), timing, pricing (price band, issue price, including to anchor investors etc.) and all other terms and conditions of the IPO, including the price, premium, discount (as permitted under Applicable Laws) and to make any amendments, modifications, variations or alterations thereto;
- (iii) to make applications to the Stock Exchanges for in-principle approval for listing of its equity shares and file such papers and documents, including a copy of the draft red

herring prospectus (“DRHP”) filed with Securities and Exchange Board of India, as may be required for the purpose;

- (iv) to take all actions as may be necessary or authorized, in connection with the Offer for Sale, including taking on record the approval of the Offer for Sale, extending the Bid/Offer period, revision of the Price Band, allow revision of the Offer for Sale portion in case any Selling Shareholder decides to revise it, in accordance with the Applicable Laws;
- (v) to invite the existing shareholders of the Company to participate in the IPO to offer for sale Equity Shares held by them at the same price as in the IPO;
- (vi) authorisation of any director or directors of the Company or other officer or officers of the Company, including by the grant of power of attorney, to do such acts, deeds and things as such authorised person in his/her/their absolute discretion may deem necessary or desirable in connection with the issue, offer and allotment/transfer of the Equity Shares;
- (vii) giving or authorising any concerned person to give such declarations, affidavits, certificates, consents and authorities as may be required from time to time;
- (viii) to appoint and enter into arrangements with the BRLMs, underwriters to the IPO, syndicate members to the IPO, brokers to the IPO, advisors to the IPO, escrow collection banks to the IPO, registrars to the IPO, refund banks to the IPO, public issue account banks to the IPO, monitoring agency, legal counsel, advertising agencies and any other agencies or persons or intermediaries to the IPO and to negotiate and finalise the terms of their appointment;
- (ix) to open and operate any bank account(s) required of the Company for the purposes of the IPO, including the cash escrow account, the public issue account, as may be required;
- (x) to seek, if required, the consent of the lenders to the Company and/or the lenders of the Company, industry data providers, parties with whom the Company has entered into various commercial and other agreements including without limitation customers, suppliers, strategic partners of the Company, any concerned Government and regulatory authorities in India or outside India, and any other consent, approval or waiver that may be required in connection with the IPO, if any;
- (xi) to approve the list of ‘group companies’ of the Company, identified pursuant to the materiality policy adopted by the Board in this regard, for the purposes of disclosure in the DRHP, RHP and the Prospectus;
- (xii) to make applications to, seek clarifications and obtain approvals from, if necessary, the RBI, the SEBI, the IRDAI or any other statutory or governmental authorities in connection with the IPO and, wherever necessary, incorporate such modifications/

amendments/ alterations/ corrections as may be required in the DRHP, the RHP and the Prospectus;

- (xiii) to make an application to IRDAI, or any other regulatory authority, as may be required, seeking approval for the IPO;
- (xiv) to negotiate, finalise, settle, execute and deliver or arrange the delivery of the BRLM's mandate or engagement letter, the offer agreement, registrar agreement, syndicate agreement, underwriting agreement, cash escrow agreement, share escrow agreement and all other documents, deeds, agreements, memorandum of understanding and other instruments whatsoever, including any amendment(s) or addenda thereto, including with respect to the payment of commissions, brokerages and fees, with the BRLMs, registrar to the IPO, legal advisors, auditors, Stock Exchanges and any other agencies/intermediaries in connection with the IPO with the power to authorise one or more officers of the Company to negotiate, execute and deliver all or any of the aforesaid documents;
- (xv) finalizing and approving DRHP, the red herring prospectus ("RHP") and the prospectus ("Prospectus") (including amending, varying or modifying the same, as may be considered desirable or expedient) and the preliminary and final international wrap for the IPO together with any addenda, corrigenda and supplement thereto as finalised in consultation with the BRLMs, in accordance with all applicable laws, rules, regulations, notifications, circulars, orders and guidelines and submit the same to SEBI, the Stock Exchanges, the RoC or any other authority as may be required.;
- (xvi) seeking the listing of the Equity Shares on any Indian stock exchange, submitting the listing application to such stock exchange and taking all actions that may be necessary in connection with obtaining such listing;
- (xvii) to issue receipts/allotment letters/confirmation of allocation notes either in physical or electronic mode representing the underlying Equity Shares in the capital of the Company with such features and attributes as may be required and to provide for the tradability and free transferability thereof as per market practices and regulations, including listing on one or more Stock Exchanges, with power to authorise one or more officers of the Company to sign all or any of the aforesaid documents;
- (xviii) to make applications for listing of the Equity Shares on the Stock Exchange for listing of the Equity Shares of the Company and to execute and to deliver or arrange the delivery of necessary documentation to the Stock Exchanges and to take all such other actions as may be necessary in connection with obtaining such listing;
- (xix) accept and appropriate proceeds of the Fresh Issue in accordance with the Applicable Laws;
- (xx) to do all such deeds and acts as may be required to dematerialise the Equity Shares of the Company and to sign and/or modify, as the case may be, agreements and/or such

other documents as may be required with National Securities Depository Limited, Central Depository Services (India) Limited, registrar and transfer agents and such other agencies, as may be required in this connection with power to authorise one or more officers of the Company to execute all or any of the aforesaid documents;

- (xxi) to authorise and approve the incurring of expenditure and payment of fees, commissions, remuneration and expenses in connection with the IPO;
- (xxii) to withdraw the DRHP or the RHP or to decide not to proceed with the IPO at any stage in accordance with the SEBI ICDR Regulations and applicable laws;
- (xxiii) to do all such acts, deeds, matters and things and execute all such other documents, etc. as it may, in consultation with the BRLMs, deem necessary or desirable for the IPO, including without limitation, determining the anchor investor portion and allocation to Anchor Investors, finalizing the basis of allocation and allotment of Equity Shares to the successful allottees and credit of Equity Shares to the demat accounts of the successful allottees in accordance with Applicable Laws;
- (xxiv) to settle all questions, remove any difficulties or doubts that may arise from time to time in regard to the IPO, including with respect to the issue, offer or allotment of the Equity Shares, terms of the IPO, utilisation of the IPO proceeds, appointment of intermediaries for the IPO and such other issues as it may, in its absolute discretion deem fit;
- (xxv) to take such action, give such directions, as may be necessary or desirable as regards the IPO and to do all such acts, matters, deeds and things, including but not limited to the allotment of Equity Shares against the valid applications received in the IPO, as are in the best interests of the Company; and
- (xxvi) to negotiate, finalise, settle, execute and deliver any and all other documents or instruments and doing or causing to be done any and all acts or things as may be deemed necessary, appropriate or advisable in order to carry out the purposes and intent of the foregoing or in connection with the IPO. Any documents or instruments so executed and delivered or acts and things done or caused to be done by the Board shall be conclusive evidence of the authority of the Board in so doing.

**RESOLVED FURTHER THAT**, the Board be and is hereby authorized to exercise all or any of the powers conferred on the Board vide this resolution, in such manner as the Board may deem fit and in the best interests of the Company, without being required to seek any further consent or approval (of the members of the Company or otherwise) to such end and intent, and that the members shall be deemed to have given their approval thereto expressly by the authority of this resolution, and that may be exercised by the Board or such committee.

**RESOLVED FURTHER THAT** for the purpose of giving effect to the above resolutions, the members of the Board and such other persons as may be authorized by the Board, on behalf of

the Company, be and are hereby severally authorised to do all such acts, deeds, matters and things and execute and deliver any and all such deeds, documents, instruments and writings and to do or cause to be done any and all acts or things as may be necessary, appropriate or advisable in their absolute discretion in order to carry out the purposes and intent of the foregoing resolutions for the IPO including to pay any fees and commission and incur expenses in relation thereto; and any such documents so executed and delivered or acts and things done or caused to be done shall be conclusive evidence of the authority of the Company in so doing and any document so executed and delivered or acts and things done or caused to be done prior to the date hereof are hereby ratified, confirmed and approved as the acts and deeds of the Company, as the case may be.

**RESOLVED FURTHER THAT** Mr. Rajendra Chitale, Director, Mr. Lav Chaturvedi, Director, Mr. Rakesh Jain, Executive Director & CEO, Mr. Hemant Jain, Chief Financial Officer and Mr. Mohan Khandekar, Company Secretary & Chief Compliance Officer be severally authorized to file necessary forms with the RoC and any other authorities and execute and sign all relevant documents including but not limited to consent letters, powers of attorney, agreements, certificates etc., as may be required in order to give effect to these resolutions.

**RESOLVED FURTHER THAT** certified copies of this resolution be provided to those concerned under the hands of a Director or the Company Secretary and Chief Compliance Officer, wherever required.

**By order of the Board of Directors**



**Mohan Khandekar  
Company Secretary &  
Chief Compliance Officer**

**Place:** Mumbai

**Date:** 12.01.2018

**NOTES:**

1. Statement pursuant to Section 102(1) of the Companies Act, 2013 relating to the special business to be transacted at the Extra-Ordinary General Meeting ("the Meeting") is annexed hereto.
2. A member entitled to attend and vote at the Meeting is entitled to appoint a proxy to attend and vote on a poll, instead of herself / himself and the proxy need not be a member of the Company. The instrument appointing the proxy in order to be effective, should be deposited at the Registered Office of the Company, duly completed and signed not less than 48 hours before commencement of the Meeting. A Proxy form is sent herewith.
3. Corporate Members intending to send their authorised representatives to attend the meeting are requested to send to the Company a certified true copy of their Board Resolution authorizing their representatives to attend and vote on their behalf at the meeting.
4. In case of joint holders attending the meeting, only such joint holder who is higher in the order of names will be entitled to vote.
5. Members who hold shares in electronic form are requested to write their DP ID and Client ID numbers and those who hold shares in physical form are requested to write their Folio number in the attendance slip for attending the Meeting to facilitate identification of membership at the Meeting.
6. Relevant documents referred to in the accompanying Notice are open for inspection by the members at the Registered office of the Company on all working days between 11.00 A.M. to 1.00 P.M. up to the date of the Meeting.
7. The route map of the venue forms an integral part of the Notice.



Note: Route Map to the Venue



**EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013, IN RESPECT OF SPECIAL BUSINESS SET OUT IN THE NOTICE CONVENING THE EXTRAORDINARY GENERAL MEETING OF RELIANCE GENERAL INSURANCE COMPANY LIMITED TO BE HELD ON FRIDAY, 12<sup>TH</sup> JANUARY, 2018 AT 2.00 P.M. AT RELIANCE CENTRE, OFF. WESTERN EXPRESS HIGHWAY, SANTACRUZ (EAST), MUMBAI – 400 055, INDIA**

**ITEM NO.1**

In supersession to the resolution passed in Extraordinary General Meeting held on September 11, 2017, the Company now proposes to create, offer, issue and allot/transfer equity shares of the Company of face value of Rs.10 each (the “**Equity Shares**”) up to 2,03,95,000 Equity Shares (“**Fresh Issue**, take on record the offer for sale, of Equity Shares by an existing shareholder of the Company, in relation to such number of Equity Shares held by it which are eligible for offer for sale (the “**Offer for Sale**” and such shareholder, the “**Selling Shareholder**”, the Offer for Sale together with the Fresh Issue, the “**Offer**” or the “**IPO**”) on such terms, in such manner, at such time and at a price to be determined by the book building process in accordance with applicable laws, including without limitation the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009, as amended (“**SEBI ICDR Regulations**”), to various categories of investors including qualified institutional buyers, retail individual investors, non-institutional investors, non-resident Indians, registered foreign portfolio investors and/ or eligible employees, as permitted under the SEBI ICDR Regulations and other applicable laws. The Equity Shares allotted/transferred shall rank in all respects *pari passu* with the existing Equity Shares of the Company.

The Equity Shares are proposed to be listed on the BSE Limited, the National Stock Exchange of India Limited and any other stock exchange as determined by the Board at its absolute discretion (together, the “**Stock Exchanges**”) and the Company will be required to enter into listing agreements with each of the Stock Exchanges.

In view of the above and in terms of Section 62(1)(c), and other applicable provisions of the Companies Act, 2013 and the rules made thereunder, as amended (the “**Companies Act**”), the approval of the shareholders of the Company is required through a special resolution.

The proceeds of the Fresh Issue are to be utilised for the purposes that shall be disclosed in the draft red herring prospectus to be filed with the SEBI in connection with the IPO. The Board has the authority to modify the objects on the basis of the requirements of the Company, subject to applicable law. The price at which the Equity Shares will be allotted through the IPO, as well as the price band within which bidders in the IPO will be able to put in bids for Equity Shares offered in the IPO shall be determined and finalised by the Company [and the Selling Shareholder] in consultation with the book running lead managers to the IPO in accordance with the SEBI ICDR Regulations, on the basis of the book building process.

The Company has not made and will not make an offer of the Equity Shares to its promoter, directors or key managerial personnel. However, the directors or the key managerial personnel may apply for the Equity Shares in the various categories under an IPO in accordance with the SEBI ICDR Regulations.

No change in control of the Company or its management is intended or expected pursuant to the IPO.

The Board recommends the resolution for your approval as a special resolution. Additionally, to the extent the above requires amendments to be made in terms of the Companies Act, the SEBI ICDR Regulations, any other law or if recommended by various advisors to the Company in connection with the IPO, the Board will make necessary amendments.

All the Directors, key managerial personnel and relatives of Directors and/or key managerial personnel (as defined in the Companies Act, 2013) may be deemed to be concerned, interested or financially in the proposed resolution to the extent of shares, which may be subscribed for and allotted in their names.

**By order of the Board of Directors**



**Mohan Khandekar  
Company Secretary &  
Chief Compliance Officer**

**Place:** Mumbai

**Date:** 12.01.2018



**GENERAL  
INSURANCE**

**Reliance General Insurance Company Limited**

Registered Office: H Block, 1<sup>st</sup> Floor, Dhirubhai Ambani Knowledge City, Navi Mumbai 400710

CIN: U66603MH2000PLC128300

Website: www.reliancegeneral.co.in

**PROXY FORM**

[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]

Name of the member(s):	
Registered address:	
E-mail Id:	
Registered Folio No :	

(\* Applicable for Members holding share(s) in electronic form)

I/We, being the member(s) of ..... shares of the above named Company, hereby appoint

1. Name: .....

Address: .....

Email Id: .....

Signature: .....

2. Name: .....

Address: .....

Email Id: .....

Signature: .....

3. Name: .....

Address: .....



**GENERAL  
INSURANCE**

3. Name: .....

Address: .....

Email Id: .....

Signature: .....

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 10<sup>th</sup> Extra Ordinary General Meeting of the Company, to be held on Friday, 12<sup>th</sup> January, 2018 at 2.00 p.m. at Reliance Centre, Off. Western Express Highway, Santacruz (East), Mumbai – 400 055 and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution no. and Matter of Resolution		For	Against
1.	To raise capital through a further issue of securities		

Signed this..... day of..... 2018.

Signature of the Shareholder(s): ..... Signature of the Proxy holder(s): .....

Affix Revenue Stamp
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**Note:** This form of Proxy in order to be effective, should be completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.



**GENERAL  
INSURANCE**

**Reliance General Insurance Company Limited**

Registered Office: H Block, 1<sup>st</sup> Floor, Dhirubhai Ambani Knowledge City, Navi Mumbai 400710

CIN: U66603MH2000PLC128300

Website: www.reliancegeneral.co.in

**ATTENDANCE SLIP**

**EXTRA ORDINARY GENERAL MEETING**

Folio No.		Name and Address of the registered Shareholder
No. of Share(s) held		

I / We hereby record my / our presence at the 10<sup>th</sup> Extra Ordinary General Meeting of the Members of Reliance General Insurance Company limited held on Friday, 12<sup>th</sup> January, 2018 at 2.00 p.m. at Reliance Centre, Off. Western Express Highway, Santacruz (East), Mumbai – 400 055.

\_\_\_\_\_  
Member's / Proxy's Signature

**Note:** Please complete this and hand it over at the entrance of the hall.