***Instruction for Submission & filling‐up documents (for Member’s reference only):***

**STAGE – 1: Submission of Documents for prior approval of SEBI**

|  |  |  |
| --- | --- | --- |
| **Document Ref. No** | **Particulars** | **Submitted**  **(Yes/No/NA** |
| 1 | Applicant details |  |
| 2 | Details of the present and proposed Directors/compliance officer/ KMPs |  |
| 3 | Details of Shareholders |  |
| 4 | SEBI Registration certificate and PAN of the applicant |  |
| 5 | PAN copies of present and proposed directors / shareholders |  |
| 6 | NOC from the sectorial regulator if any |  |
| 7 | NOCs of Exchanges / Clearing Corporations / Depositories where applicant is member / participants for change in control. |  |
| 8 | Board Resolution for change in control. |  |
| 9 | Undertaking by Applicant |  |
| 10 | Undertakings by Acquirers |  |

*\*All the documents to be submitted on the separate letterhead of the Trading Member*

1. **Applicant details:**

|  |  |  |
| --- | --- | --- |
| 1 | Application number |  |
| 2 | Name of the applicant |  |
| 4 | PAN |  |
| 5 | Details of all SEBI Registrations  Viz. MB, SB, DP |  |
| 5 | Name of exchange/depository submitting prior approval application |  |
| 6 | Details of other exchanges and Depository where applicant is Member / DP |  |
| 7 | Address of the applicant |  |
| 8 | Contact details (phone & email id |  |

Soft copy of above details should also be provided in Msword format:

## **Details of the present and proposed Directors/compliance officer/ KMPs**

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|  |  |  |
| --- | --- | --- |
| **Sr. No** | **Present Directors/KMPs – Name /Designation /PAN /DIN of director** | **Proposed Directors/KMPs – Name/ Designation /PAN /DIN of director** |
| 1 |  |  |
| 2 |  |  |
| 3 |  |  |
| 4 |  |  |
| 5 |  |  |

Soft copy of above details should also be provided in Msword format:

1. **Details of Shareholders:** The present and proposed shareholding of applicant. In case acquirer is a corporate entity, its shareholding and details of ultimate individual beneficiary owner should also be provided.

|  |  |  |  |  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- | --- | --- | --- | --- |
| Sr. No. | Name of Shareholders/PAN | Present Holding | | | | Proposed Holding | | | |
| Control  Y/N | No of Shares | Value | % | Control  Y/N | No of Shares | Value | % |
| 1 |  |  |  |  |  |  |  |  |  |
| 2 |  |  |  |  |  |  |  |  |  |
| 3 |  |  |  |  |  |  |  |  |  |
|  | Total |  |  |  |  |  |  |  |  |

Soft copy of above details may also be provided in Msword format:

1. SEBI Registration certificate and PAN of the applicant.
2. PAN copies of present and proposed directors / shareholders
3. NOC from the sectorial regulator if any.
4. NOCs of Exchanges / Clearing Corporations / Depositories where applicant is member / participants for change in control.
5. Board Resolution for change in control.
6. Separate undertaking by Applicant duly signed by existing designated directors:
   1. It has paid all the fees due to SEBI. No SEBI fee is outstanding against it.
   2. No investor complaint is pending on SEBI SCORES.
   3. There will not be any change in the Board of Directors/partners of incumbent till prior approval is granted.
   4. That it will inform all its existing investors/clients in order to enable them to take informed decision regarding their continuance or otherwise with the entity with new management.
   5. No action has been initiated/ taken/pending under SCRA/ SEBI Act or rules and regulations made there under against the applicant and directors/partners. If any action is pending/taken, details of the same shall be provided.
   6. The SEBI registered intermediary/applicant (with erstwhile shareholders) shall continue to be liable for all liabilities/ obligations (including monetary penalties, if any) for violations, if any, of the provisions of SCRA, SEBI Act, Rules, and other relevant SEBI Regulations /circulars etc. made there under that have taken place before change in control.
   7. The applicant would be liable for fee that may accrue for the period before change in control.
   8. Details of litigation if any/ No litigation is pending against applicant
7. Separate undertakings by Acquirers duly signed by proposed acquirers who will have control over the applicant entity**:**
8. No application was made in the past to SEBI seeking registration in any capacity but was not granted by the proposed acquirers.
9. No action has been initiated/ taken/pending under SCRA/SEBI Act or rules and regulations made there under against the proposed acquirers, ultimate individual beneficiary owners, directors and KMPs. If any action is taken/pending, details of the same shall be provided.
10. No Litigation / legal proceedings are pending against proposed acquirers and directors. If pending, details of the same shall be provided.
11. SEBI registered intermediary/applicant (with proposed acquirers/shareholders) would be liable for fee that may accrue for the period before change in control.
12. The proposed acquirers would be liable for all liabilities/obligations (including monetary penalties, if any) of the applicant for violations of the provision of the SCRA, SEBI Act, Rules, Regulations, Circular etc. that have taken place before change in control.
13. If any investor complaint pertaining to period before change in control, would remain pending, the acquirer shall ensure its resolution.