**Stage II – Application for SEBI registration after receipt of SEBI prior approval**

|  |  |  |  |
| --- | --- | --- | --- |
| **SR. NO.** | **PARTICULARS** | **Submitted Y/N** | **Remarks** |
| 1 | Certified true copy of SEBI prior approval for change in control with validity of at least one month |  |  |
| 2 | Application form for registration - Form A |  |  |
| 3 | Additional information form - Annexure H-2 |  |  |
| 4 | Application Form H-3 |  |  |
| 5 | FORM - AD (Application Form for registration of Clearing Membership with SEBI) |  |  |
| 6 | Networth Certificate C-1(Annexure 1) |  |  |
| 7 | Current Partners C-3 (Annexure 2) |  |  |
| 8 | Bio-data of all the directors |  |  |
| 9 | Copy of PAN, DIN No. and educational proof of all the directors  (all directors to be not less than 21 years of age) |  |  |
| 10 | Experience certificate of all designated directors |  |  |
| 11 | CA/CS Certified Designated Partner Undertaking (Annexure 3 - Part I & Part II) |  |  |
| 12 | Current Partners holding C-6 along with DPG C-7 Dominant promoter group as on date of application as per Annexure C-6 & C7 - to be certified C.A. (Annexure 4) |  |  |
| 13 | Disclosure of PAN Details  Names and certified copies of PAN of:  a. Promoters;  b. Associate(s) / Group companies;  c. Principal officer(s) / Key management person(s);  d. All entities / persons falling within the verticals of applicant, both from bottom to top (e.g. holding company) and top to bottom (e.g. subsidiary company), irrespective of whether they are registered with SEBI or any other regulatory authority. (Annexure 5) |  |  |
| 14 | Non Defaulter Undertaking (Annexure 6) |  |  |
| 15 | Fake forged declaration (Annexure 7) |  |  |
| 16 | Undertaking Regarding Violations/Non-Adherence To Securities Market Related Regulations (Annexure 8) |  |  |
| 17 | Association-Non Association Undertaking (Annexure 9) |  |  |
|  | Declaration Regarding Association / Non-Association With Politically Exposed Persons (Annexure 10) |  |  |
| 18 | 15 Point Confirmation (Annexure 11) |  |  |
| 19 | Fit & Proper Person Undertaking. (Annexure 12) |  |  |
| 20 | Infrastructure Undertaking (Annexure 13) |  |  |
| 21 | At Least One Proposed Designated Director Or Compliance Officer Will Hold The Certificate Of Having Passed Either Securities Market (Basic) Module Test Or Compliance Officers (Brokers) Module Test Or Capital Market (Dealers) Module Or Derivatives Market (Dealers) Module, Which Is Valid As On The Date Of Application. (NA In Case Of Changes In Non-Designated Directors Only) |  |  |
| 22 | Kindly provide details in case of records if any of directors/partners/shareholders in any of the following databases.   1. [List of Companies against which orders have been passed U/s 11B of SEBI Act](http://www.sebi.gov.in/pmd/debarredco1.html) 2. [List of Companies where orders issued U/s 11B were revoked](http://www.sebi.gov.in/pmd/11bcompany.html) 3. [List of Directors where orders issued U/s 11B were revoked](http://www.sebi.gov.in/pmd/11bdirector.html) 4. [List of Promoters/Directors against whom orders have been passed U/s 11B of SEBI Act](http://www.sebi.gov.in/pmd/debardirector1.html) 5. [www.watchoutinvestors.com](http://www.watchoutinvestors.com) 6. Defaulters list of RBI as available at www.cibil.com - Suit filed cases - Suits filed of Rs.100 lakhs and above and Suits filed of Rs.25 lakhs and above (data as on March 31, 2010),   Prosecution list of CIS (data as on July 31, 2009) and non-CIS (data as on September 30, 2009) cases on the SEBI website (data as on July 31, 2009) in i)Database of prosecution launched against CIS entities and ii)Database of prosecution launched against other than CIS entities |  |  |
| 23 | Certified copy of 2 valid NCFM Certificates for FNO Segment, 2 valid NISM certificates for CDS Segment |  |  |
| 24 | Original SEBI Registration Certificates |  |  |
| 25 | LLP Agreement along with ROC form |  |  |
| 26 | Cheque of Rs. 50,000/- in favor of SEBI |  |  |
| 27 | Partners Resolution (Annexure 14) |  |  |

**FORM A**

**SECURITIES AND EXCHANGE BOARD OF INDIA**

**(Stock Brokers and Sub-Brokers) Regulations 1992**

**(Regulation 3)**

**APPLICATION FORM FOR REGISTRATION AS STOCK BROKER WITH SECURITIES AND EXCHANGE BOARD OF INDIA**

**Table 1:**

|  |  |  |
| --- | --- | --- |
| **Sl. No.** | **Particulars** | **Details** |
| 1 | Name of Member with Code No. |  |
| 2 | Trade name of Member |  |
| 3 | Name of the Stock Exchange/ segment of which the applicant is the member |  |
| 4 | Date of admission to exchange/ segment |  |
| 5 | Address of Member |  |
| 6 | Fax Number(s), Phone Number(s) of office and residence and email address |  |
| 7 | Form of Organization - Sole proprietorship, partnership, corporate body, financial institution |  |
| 8 | Net worth along with supporting document |  |

**Table 2: Details of proprietor/ partners/ directors**

|  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- |
| **Sl. No.** | **Names** | **Age** | **PAN** | **Educational Qualifications** | **Experience in derivatives trading or securities market, as applicable** |
|  |  |  |  |  |  |

**Table 3: Details of membership in other stock exchanges**

|  |  |  |  |
| --- | --- | --- | --- |
| **Sl. No.** | **Name** | **Stock Exchange with code no.** | **SEBI Registration No.** |
|  |  |  |  |

**Table 4: Details of sales personnel or approved user who has passed any certification programme**

|  |  |  |  |  |
| --- | --- | --- | --- | --- |
| **Sl. No.** | **Name** | **Date of test** | **Percentage** | **Certificate No.** |
|  |  |  |  |  |

**Other details:**

1. Please furnish a copy of the memorandum and articles of association or the partnership deed, as the case may be.

2. If the applicant is applying for self-clearing membership, the applicant must provide a letter from concerned Clearing Corporation confirming that the application is prima facie in order and approval for self-clearing membership shall be given once SEBI registration is granted as stock broker.

3. If the applicant intends to clear and settle his trades through a clearing member, the applicant is required to furnish the name and details of the clearing member along with a copy of MoU/ agreement/ contract with them for the same.

4. Whether the application is accompanied by a requisite fee as per Schedule V of the Regulations as applicable to the applicant.

**Undertaking:**

5. Whether the applicant or its director or partners, any time convicted of any economic offence? If so, furnish the details.

6. Whether the applicant or its directors or partners, declared insolvent or declared defaulter by any exchange? If so, furnish details.

7. Whether the applicant or its directors or partners at any time subjected to any proceedings or penalty by the Board under SEBI Act or any of the regulations framed under the SEBI Act? If so, furnish the details.

8. Whether any disciplinary action has been initiated/ taken or penalty has been imposed by SEBI/ stock exchange(s)/ clearing corporation(s) or any other regulatory authority? If yes, furnish details. Also provide the details of corrective steps taken thereon.

**Declaration:**

I declare that the information given in this form is true and in the event of any information furnished is false, misleading or suppression of facts, my certificate of registration is liable to be cancelled by SEBI without assigning any reasons whatsoever.

Dated \_\_\_\_\_\_\_\_\_\_\_\_ Signature

\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_

**RECOMMENDATION OF THE STOCK EXCHANGE**

This is to certify that \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_ is a member of this Stock Exchange and is recommended for registration with the Securities and Exchange Board of India.

Signature:

Name:

Designation:

**FORM AD**

**SECURITIES AND EXCHANGE BOARD OF INDIA**

**(Stock Brokers and Sub-Brokers) Regulations 1992**

**(Regulation 10A)**

**APPLICATION FORM FOR REGISTRATION AS CLEARING MEMBER WITH SECURITIES AND EXCHANGE BOARD OF INDIA**

**Table 1:**

|  |  |  |
| --- | --- | --- |
| **Sl. No.** | **Particulars** | **Details** |
| 1 | Name of Member with Code No. |  |
| 2 | Trade name of Member |  |
| 3 | Name of the Clearing Corporation of which the applicant is the member |  |
| 4 | Date of admission to Clearing Corporation |  |
| 5 | Address of Member |  |
| 6 | Fax Number(s), Phone Number(s) of office and residence and email address |  |
| 7 | Form of Organization - Sole proprietorship, partnership, corporate body, financial institution |  |
| 8 | Net worth along with supporting document |  |

**Table 2: Details of proprietor/ partners/ directors**

|  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- |
| **Sl. No.** | **Names** | **Age** | **PAN** | **Educational Qualifications** | **Experience in derivatives trading or securities market, as applicable** |
|  |  |  |  |  |  |

**Table 3: Details of membership in other clearing corporations**

|  |  |  |  |
| --- | --- | --- | --- |
| **Sl. No.** | **Name** | **Clearing Corporation with code no.** | **SEBI Registration No.** |
|  |  |  |  |

**Other details:**

1. Please furnish a copy of the memorandum and articles of association or the partnership deed, as the case may be.

2. Whether the application is accompanied by a requisite fee as per Schedule V of the regulations as applicable to the applicant.

**Undertakings:**

3. Whether the applicant or its director or partners, any time convicted of any economic offence? If so, furnish the details.

4. Whether the applicant or its directors or partners, declared insolvent or declared defaulter by any exchange? If so, furnish details.

5. Whether the applicant or its directors or partners at any time subjected to any proceedings or penalty by the Board under SEBI Act or any of the regulations framed under the SEBI Act? If so, furnish the details.

6. Whether any disciplinary action has been initiated/ taken or penalty has been imposed by SEBI/ stock exchange(s)/ clearing corporation(s) or any other regulatory authority? If yes, furnish details. Also provide the details of corrective steps taken thereon.

**Declaration:**

I declare that the information given in this form is true and in the event of any information furnished is false, misleading or suppression of facts, my certificate of registration is liable to be cancelled by SEBI without assigning any reasons whatsoever.

Dated \_\_\_\_\_\_\_\_\_\_\_ Signature

\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_

**RECOMMENDATION OF THE CLEARING CORPORATION**

This is to certify that \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_is a member of this Clearing Corporation and is recommended for registration with the Securities and Exchange Board of India.

Signature:

Name:

Designation:

**ANNEXURE – H -2**

**ADDITIONAL INFORMATION TO BE SUBMITTED AT THE TIME OF REGISTRATION OF STOCK BROKER WITH SEBI**

1. Name of the Stock Exchange

2. a) Name of the Applicant Member Broker

b) Exchange Clearing Code No. (If allotted by

the Stock Exchange)

3. Trade Name of Member

4. Address of Member

Tel. No. (O)

Tel. No. (R)

5. Form of Organisation: Please tick the relevant entity

a) Sole Proprietorship b) Partnership

c) Corproate Body I) Financial Institution

II) Others

III) Foreign Joint Ventures

(If an Indian Company is holding more than 25% of total equity in the joint venture, please give details of top five shareholders of Indian Company).

|  |  |
| --- | --- |
| Name of Indian Company |  |
|  | % Holding |
| 1. |  |
| 2. |  |
| 3. |  |
| 4. |  |
| 5. |  |
| FIPB Approval, if applicable |  |

6. A) Sole Proprietorship:

|  |  |  |  |
| --- | --- | --- | --- |
| Name of Proprietor | Educational Qualification | Age (on the date of filing of application) | Experience (specify the nature and years) |
|  |  |  |  |

B) Partnership:

|  |  |  |  |  |
| --- | --- | --- | --- | --- |
| Name of Partners | Age on the date of filing of application | Educational Qualification | Experience (specify the nature & years) | In case of Partner(s) is/are registered with SEBI, give SEBI Reg. No. |
|  |  |  |  |  |
|  |  |  |  |  |
|  |  |  |  |  |
|  |  |  |  |  |
|  |  |  |  |  |

C) Corporate Body (Financial Institution/Others) :

i) MOA Object Clause contains stock broking as one of the object in

a) Main Object

b) Other Object

c) Incidental Object

(If stock broking clause appears in other object, please attach a copy of special resolution to amend the MOA to incorporate Stock Broking in main object clause)

ii) Mention relevant Clause No.

(Please enclose copy of the relevant clause of the MOA duly certified by the Stock Exchange. If certified copy is not enclosed, application would be returned).

iii) Information regarding directors:

|  |  |  |  |  |
| --- | --- | --- | --- | --- |
| Name of directors with Designation (whether whole-time/designated/ additional | Percentage of Share holding | Educational Qualification | Experience (specify nature and years) | Whether directors in other corporate bodies engaged in capital markets (please give names and SEBI Reg. No.) |
|  |  |  |  |  |
|  |  |  |  |  |
|  |  |  |  |  |
|  |  |  |  |  |

iv) Details of top five shareholders:

|  |  |  |  |  |
| --- | --- | --- | --- | --- |
| Name of Share holders | Percentage of Share holding | Educational Qualification | Experience (specify nature and years) | Whether Share holders in other corporate bodies engaged in capital markets (please give names and SEBI Reg. No.) |
|  |  |  |  |  |
|  |  |  |  |  |
|  |  |  |  |  |
|  |  |  |  |  |

7. a) Date of admission to Membership of the Stock Exchange

b) Mode of Acquiring Membership

(Please attach old SEBI Regn. Certificate in all cases other than the case of new membership)

i) New Membership

ii) Conversion

iii) Succession

iv) Auction Purchase

(In case member has become defaulter)

v) Market Purchase

vi) Transfer of another company under same management

(please specify reasons)

vii) Others Please specify

c) Please give the following information in all the cases other than the case of new membership

i) Name of the previous holder of the card

ii) SEBI Regn. No.

iii) Date of Regn. No.

d) Whether applicant is member of more than one Stock Exchange?

YES NO

e) If yes, please give name(s) of the stock exchange(s) with Code No. and SEBI Regn. No.

Name of Exchange(s)

SEBI Regn. No.

8. a) Whether any of the Associate Companies/Partnership/Proprietorship Firm is/are having direct/indicate interest (\*as defined below) in capital market

YES NO

\* The member is deemed to have direct/indirect interest in the following conditions:

i) Where he is individual, he or any of his relative being a broker/any intermediary, he or any of his relative being a partner in a broking firm/any intermediary, he or any of his relative being a director in a broking company/any intermediary or he or any of his relative clubbed together holding substantial equity in any broking company/any intermediary engaged in capital market.

ii) Where it is partnership firm/company, the relative(s) of partner(s)/director(s) in the firm(s)/corporate body being a broker/any intermediary or being partners(s)/ director(s) in any broking/intermediary engaged in capital market.

iii) Relative shall mean husband, wife, brother, unmarried sister or any linear ascendant or descendant of any individual.

d) If yes, please give details (you may attach separate sheet, if required)

|  |  |  |  |  |
| --- | --- | --- | --- | --- |
| **Name** | **Form of Organisation** | **Type of**  **Intermediary #** | **Whether registered with SEBI (give SEBI Reg. No.)** | **Nature of interest** |
|  |  |  |  |  |
|  |  |  |  |  |
|  |  |  |  |  |
|  |  |  |  |  |

# Merchant Banker, Portfolio Manager, Registrar to Issue & Share Transfer Agent, Banker to an Issue, Mutual Fund, Venture Capital, Underwriter, Debenture Trustee, FII.

9. Disciplinary Action initiated/taken against the Associate entities, as indicated in 8(b) above. (Please state details of nature of violation, action initiated/taken and by which authority)

a) Disciplinary action taken by SEBI (If yes, please attach details mentioning nature of violation and action taken)

#### YES NO

b) Disciplinary action taken by any other authority (Please specify details of nature of violation and action initiated)

YES NO

c) Disciplinary action initiated by SEBI (please attach details of nature of violation and action initiated)

YES NO

d) Disciplinary action initiated by any other authority (please attach details of nature of violation and action initiated)

YES NO

10. a) Net-worth as per the requirement of the Exchange (Rs. In Lakhs)

b) Applicant’s net-worth in accordance with formula

Prescribed by concerned stock exchange (Rs. in Lakhs)

(Certificate from a qualified C.A. certifying the above should be enclosed)

1. Please indicate the net-worth as per the following formula (Rs. in lakhs)
2. Paid up capital
3. Free Reserves (Exclusive of Revaluation Reserves)
4. Less: Misc. Expenditure not written off

Total Net-worth (i+ii=iii)

I/We declare that the information given in this form is true to the best of my knowledge and belief.

Date : Signature

Name and address of the applicant

List of Enclosures:

1. Registration fees – DD of Rs. 50,000/- (DD No.\_\_\_\_\_\_\_\_\_\_ dated\_\_\_\_\_\_\_\_\_\_\_\_\_, drawn on \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_Bank).
2. Copy of relevant clause of MOA duly certified by the stock exchange.
3. Certificate from the qualified Chartered Accountant certifying the networth and paid up capital
4. Undertaking by applicant that he/it had not introduced through any member broker/ sub-broker of the Exchange any fake/forged/stolen shares in the Exchange/market. If yes, details thereof including action taken, if any, by the applicant.

# Certification of the Exchange

The above details have been scrutinised as per record made available to the stock exchange.

**SIGNATURE :**

**NAME :**

**DESIGNATION :**

**SEAL OF STOCK EXCHANGE :**

**Application Form H-3**

|  |  |  |  |  |
| --- | --- | --- | --- | --- |
| **ANNEXURE H-3** | | | | |
|  |  |  |  |  |
| **ADDITIONAL INFORMATION OF TRANSFEROR COMPANY TO BE SUBMITTED AT THE TIME OF REGISTRATION OF STOCK BROKER WITH SEBI** | | | | |
|  |  |  |  |  |
| 1. Name of the Transferor |  |  |  |  |
|  |  |  |  |  |
| 2. Details of the Current Directors |  |  |  |  |
| Name of directors with Designation (whether whole-time/designated/additional) | Percentage of Share holding | Educational Qualification | Experience (specify nature and years) | Whether directors in other corporate bodies engaged in capital markets (please give names and SEBI Reg. No.) |
|  |  |  |  |  |
|  |  |  |  |  |
|  |  |  |  |  |
|  |  |  |  |  |
|  |  |  |  |  |
| 3. Details of major shareholders: |  |  |  |  |
| Name of Share holders | Percentage of Share holding | Educational Qualification | Experience (specify nature and years) | Whether Share holders in other corporate bodies engaged in capital markets (please give names and SEBI Reg. No.) |
|  |  |  |  |  |
|  |  |  |  |  |
|  |  |  |  |  |
|  |  |  |  |  |
|  |  |  |  |  |
| 4. Details of the Associate Companies/Partnership/Proprietorship firms having direct/indirect interest(\*as defined below) in the capital market | | | | |
| \*(The relatives of Directors in the corporate body being a broker/any intermediary or being partners(s)/directors(s) in any broking intermediary or the same set of shareholders holding substantial equity in other broking intermediary engaged in capital market) | | | | |
| Relatives mean husband, wife, brother, unmarried, sister or any linear ascendant or descendant of an individual) | | | | |
| Name | SEBI Registration No. | | Nature of Interest | |
|  |  | |  | |
|  |  | |  | |
|  |  | |  | |

* Proof of payment of SEBI turnover fees and a confirmation that there are no outstanding SEBI fees not required if given along with the MRC application.

**Annexure 1: C-1**

**Formats for Networth certificate and computation**

**Certificate dated \_\_\_\_\_\_\_\_\_ submitted by \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_ to NSEIL/NSCCL**

**CERTIFICATE**

This is to certify that the Net worth of M/s./Mr./Ms.\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_as on \_\_\_\_\_\_\_\_\_\_\_\_\_as per the statement of computation of even date annexed to this report is Rupees\_\_\_\_\_\_\_\_\_\_\_\_\_\_ only).

We further certify that:

* M/s./Mr./Ms.\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_ is not engaged in any fund-based activities or business other than that of securities. Existing fund based assets, if any have been divested from the books of account and have not been included for the purpose of calculation of networth.
* The computation of networth based on my / our scrutiny of the books of accounts, records and documents is true and correct to the best of my / our knowledge and as per information provided to my / our satisfaction.
* The computation of networth is in accordance with NSE Circular No. 93 (Ref.No.: NSE/MEM/475) dated March 4, 1998 / the method of computation prescribed by Dr. L C Gupta Committee Report / SEBI (Stock Brokers and Sub Brokers ) (Amendment) Regulations, 2008. *(strike off whichever is not applicable)*

Place:

For (Name of Accounting Firm)

Date:

Name of Partner/Proprietor

Chartered Accountant

Membership Number

**Annexure C – 1A**

**Computation of Networth of Trading Members as part of Membership Requirements**

The trading members are required to provide the Networth Certificate as per the format provided in Annexure C - 1

The trading members have the option of calculating their networth as per any of the two methods given below. However, once a trading member chooses one of the two given methods, he will have to continue to compute his networth using the same method unless a change of method is specifically approved by the Exchange.

**Method 1:**

The networth should be computed as per this method by following a definition of networth adopted by practising Chartered Accountants for finalisation of accounts. For clarification purpose, the basic procedure to be employed in calculation of the networth and the treatment of each and every component of the balance sheet as per the book value or the books of accounts of the trading member are given in Annexure – C –1C.

**Or**

**Method 2:**

By valuation of their assets on the following basis:

A. Listed (Quoted) investments in the name of the applicant (at market value)

(Detailed list to be enclosed)

B. Margin of 30% on market value of listed (quoted) Investments

C. Net value of listed Investments (A) – (B)

D. Investments in unlisted (unquoted) companies (as per Note No. 3)

E. Margin of 50% on (D)

F. Net value of unlisted Investments (D) – (E)

G. Other Investments (at cost) like PPF, NSC at current value, Statutory deposits with the Exchange, Deposits with registered NBFCs, Bank FDs

H. Total Net Investments (C) + (F) + (G)

I. Market Value of Land & Building component of the Fixed Assets (Full details of such assets like survey number, location, address, extent of land & building to be furnished)

J. Margin on I at 50%

K. Net value of such fixed assets (I – J).

L. Debtors not exceeding 3 months + Cash & Bank balance

M. Current Liabilities

N. Long term liabilities

O. Networth (H + K + L) – (M + N)

**Notes:-**

1. For computation of loans and advances as a component of current assets, all advances / loans other than those arising out of securities dealing have to be excluded. Only such loans and advances arising due to the securities dealings are to be included as current assets for the purpose of networth computation.

2. Valuation of fixed assets for the consideration of networth would have to be certified by government approved valuers and the value would hold good for 3 years unless a fresh valuation is submitted. Only those items of land & building that are in the name of the trading member as well as in the possession of the trading member shall be included under the head (I) - Land & Building component of the Fixed Assets. Those properties that are leased out by the trading member or taken on lease shall not be included for computation of networth. Fixed Assets other than Land & Building shall not be included for the purpose of computation of networth.

3. Valuation of unlisted investments would be at “fair value” of the said investment, i.e. the average of the “earning value” and the “break up value”. For this purpose: -

a) The “break up value” means the equity capital and reserves as reduced by intangible assets and revaluation reserves, divided by the number of equity shares of the investee company.

b) The “earning value” means the value of an equity share computed by taking the average of profits after tax as reduced by the preference dividend and adjusted for extra-ordinary and non-recurring items, for the immediately preceding three years and further divided by the number of equity shares of the investee company and capitalised at the following rate :-

 In case of predominantly manufacturing company, eight percent;

 In case of predominantly trading company, ten percent; and

 In case of any other company, including an NBFC, twelve percent;

 If, an investee company is a loss making company, the earning value will be taken at zero.

(For e.g. EV for an NBFC with capitalisation rate of 12%, is earning per share multiplied by 100/12)

4. Details of items comprising investments, current assets, current liabilities and long term liabilities should be given separately.

5. Current assets should exclude loans to related entities, bad and doubtful debts and debts outstanding for more than 3 months, advance against capital assets, pledged securities / assets, prepaid expenses, bad deliveries and also intangible assets.

6. Debtors should be distinguished as debtors arising from securities operations and others.

7. Value of membership card / Deposits with any other Stock Exchange is to be excluded for the purpose of computation of networth.

1. Advance / Investment with or debts due from persons notified under Special Court (Trial of Offences Relating to Transactions in securities) Act, 1992 are to be excluded for the purpose of computation of networth.

**ANNEXURE C-1B**

**Computation of Networth of Clearing Members of Futures Segment / Currency Derivatives Segment as part of Membership Requirements**

(To be furnished only for Self Clearing / Clearing / Professional Clearing membership in Futures & Options segment and Trading / Clearing / Professional Clearing membership in Currency Derivatives Segment)

The method of computation of Networth as prescribed by Dr. L C Gupta Committee Report / SEBI (Stock Brokers and Sub Brokers) (Amendment) Regulations, 2008. *(Strike off whichever is not applicable)* is as follows:

Capital + Free Reserves

Less: Non-allowable assets viz.

1. Fixed Assets
2. Pledged Securities
3. Member’s card
4. Non-allowable securities (unlisted securities),
5. Bad deliveries
6. Doubtful Debts and Advances\*
7. Prepaid expenses, losses
8. Intangible Assets
9. 30% of Marketable securities

\*Explanation:

Includes debts/advances overdue for more than three months or given to associates.

**ANNEXUREC-1C** 

**Annexure-2: C-3**

**Certificate dated \_\_\_\_\_\_\_**

**Submitted by\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_to NSEIL**

|  |  |  |  |  |  |  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- |
| **Sr**  **No** | **Name (in full) $** | **Experience (No. of**  **years) @** | **PAN No.** | **Quali-**  **fication\*** | **Designated Partner (Yes/No)**  **#** | **Capital Contribution** | | **Date of**  **Birth** | **Residential**  **Address**  **(with Pin code)** | **Contact**  **No.** | **controlling interest in other entities** |
| **Amount** | **% of total** |
| 1 |  |  |  |  |  |  |  |  |  |  |  |
| 2 |  |  |  |  |  |  |  |  |  |  |  |
| 3 |  |  |  |  |  |  |  |  |  |  |  |

**CURRENT DETAILS OF PARTNERS AS ON \_\_\_\_\_\_\_\_\_\_\_ (date of application)**

**NOTES:**

**$** All initials to be expanded (full name to be indicated along with Father’s name).

@ Experience only in (i) securities market, (ii) as investment consultant, (iii) as portfolio manager, be indicated.

\*  Indicate also whether the partner is a ‘graduate’ or an ‘under graduate’.

# (1) Against each partner, please state whether he is designated partner or not by indicating ‘Yes’ or ‘No’.

(2) There must be atleast two designated partners. (A designated partner shall be atleast HSC by qualification (or CA, ICWA, CS, etc) and possess atleast 2 years of experience in (i) securities market, (ii) as investment consultant, (iii) as portfolio manager.

(3) Please note that a trading member may have more than 2 designated partners.

(4) Any appointment or resignation of a non-designated partner requires fee clearance of the Exchange as per SEBI circular no SEBI/MIRSD/Cir. No.03/2010 dated January 21, 2010

(5) Any appointment or resignation of a designated partner requires prior approval of the Exchange as per SEBI circular no CIR/MIRSD/2/2011 dated June 03, 2011

**We confirm that the change in partners is not accompanied with change in shareholding / control of the trading member.**

**Date:**

**Place: Director / Compliance Officer /Company Secretary**

**Name of the Person signing**

**CERTIFICATE (for corporates only)**

This is to certify that the details of partners / proprietor and their holding in \_\_\_\_\_\_\_\_\_\_\_\_\_\_ and the details of their partnerships/ controlling shareholding in other companies, as given above, based on my/ our scrutiny of the books of accounts, records and documents is true and correct to the best of my/our knowledge and as per information provided to my/our satisfaction. Further, we confirm that the change in partners is not accompanied with change in shareholding / control of the trading member.

**Place: For (Name of Certifying Firm)**

**Date:**

**Name of Partner/Proprietor**

**Chartered Accountant / Company Secretary**

**Membership Number**

**Annexure-3**

***Undertaking With Respect To Designated Partners* – Part I**

**TO WHOMSOEVER IT MAY CONCERN**

*(To be certified by a practicing chartered accountant/ practicing company secretary)*

This is with reference to the application of M/s \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_ *(Applicant LLP firm)* for seeking provisional membership of the Exchange/NSCCL and subsequent application for registration of application with SEBI in Capital Market/Wholesale Debt Market/F&O segment / Currency Derivatives Segment.

Based on the information, explanation and documents given to us, we state that the designated partners Mr./Ms. \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_ and Mr./Ms. \_\_\_\_\_\_\_\_\_\_\_\_\_ *(names of designated partners)* meet the eligibility requirements as prescribed in Securities Contracts (Regulation) Rules, 1957 (Rule 8(4A) and other relevant provisions) and SEBI (Stock Brokers & Sub-brokers) Regulations, 1992.

This confirmation has been issued on the request of the applicant firm for submitting to the NSEIL/NSCCL/SEBI.

For M/s

Chartered Accountant

Stamp and Signature

Membership No.

Place :

Date :

***Undertaking With Respect To Designated Partners* – Part II**

**TO WHOMSOEVER IT MAY CONCERN**

*(To be stamped and signed by authorised signatories/company secretary of applicant LLP firm)*

We, M/s\_\_\_\_\_\_\_\_\_\_\_\_\_\_ hereby confirm that our designated partners Mr./Ms. \_\_\_\_\_\_\_\_\_ and Mr/Ms. \_\_\_\_\_\_\_\_\_\_\_\_\_meet the eligibility requirements as prescribed in Securities Contracts (Regulation) Rules, 1957 (Rule 8(4A) and other relevant provisions) and SEBI (Stock Brokers & Sub-brokers) Regulations, 1992.

We undertake to ensure that the above individuals or whosoever is identified by the LLP as designated partners, in future, till the time corporate is registered as a member or the Exchange will continue to meet the eligibility requirements as per Securities Contracts (Regulation) Rules, 1957 and SEBI (Stock Brokers & Sub-brokers) Regulations, 1992.

For M/s

*(Name of applicant LLP Firm)*

Stamp and Signature

Place :

Date :

**Annexure-4**

*(To be provided on the Letterhead of the Member)*

**Format C-6 & C-7 (Details of Sharing Ratio & Dominant Group of LLP firm)**

**Certificate dated\_\_\_\_\_\_\_\_\_**

**submitted by \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_ to NSEIL**

**Sharing Ratio & Details of Dominant Group as on \_\_\_\_\_\_**

|  |  |  |  |  |  |  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- |
| **PART I – DOMINANT PROMOTER GROUP** | | | | | | | | | | | |
| **Sr No** | **Name of dominant partner#** | **Person (s) supporting dominant Partner** | **Relation $** | **Residential address (with Pin code) & Contact No.** | **% of Sharing Ratio** | **Total Amt.** | **% of Total @** | | **% of Total** | **PAN No.** | **CIN No. (In case of corporates)** |
|  | | | | | | | **Self** | **Relatives** |  |  |  |
| 1 | **A** |  |  |  |  |  |  |  |  |  |  |
|  |  | **A1** |  |  |  |  |  |  |  |  |  |
|  |  | **A2** |  |  |  |  |  |  |  |  |  |
|  | **Sub-total** |  |  |  |  |  |  |  |  |  |  |
| 2 | **B** |  |  |  |  |  |  |  |  |  |  |
|  |  | **B1** |  |  |  |  |  |  |  |  |  |
|  |  | **B2** |  |  |  |  |  |  |  |  |  |
|  | **Sub-total** |  |  |  |  |  |  |  |  |  |  |
| 3 | **C** |  |  |  |  |  |  | |  |  |  |
|  |  | **TOTAL DOMINANT PROMOTER GROUP HOLDING (I)** | | | | | | |  |  |  |

|  |  |  |  |
| --- | --- | --- | --- |
| **PART II – NON DOMINANT GROUP** | | | |
| **Sr.**  **No.** | **Name of the Partner #** | **Total Capital** | **% of Sharing Ratio** |
| 4 | **D** |  |  |
|  |  |  |  |
| 5 | **E** |  |  |
|  |  |  |  |
| **TOTAL NON DOMINANTGROUP HOLDING (II)** | | |  |
| **GRAND TOTAL (A) + (B)** | |  | **100%** |

**#** All initials to be expanded (full name to be indicated)

$ Please specify relation of person supporting dominant shareholder (e.g. wife, husband, brother etc.)

(If ‘X’ is dominant shareholder and ‘Y’ is extending relative support to ‘X’, then the relation of ‘Y’ to ‘X’ has to be provided in this

column. For ex., if ‘X’ is ‘Father’ and ‘Y’ is ‘Son’, then this column should show ‘Son’)

**@** For arriving at the shareholding of persons constituting the dominant group, the shareholding of close relatives, namely parents,

spouse, children, brothers and sisters only may be counted provided these relatives have given an irrevocable, unconditional

support in writing in the prescribed format to the Exchange.

**NOTES:**

1. In case of all bodies corporate in the dominant promoter group of the trading member entity, the details of their shareholding shall also be furnished in the same format as given above

2. In case of HUF, give names of Karta and co-parceners.

3. Persons holding 2% or more of the paid up capital should be shown separately and not clubbed in others.

**Date:**

**Place: Signature of Compliance Officer / Director**

**Name of Person Signing**

**CERTIFICATE**

This is to certify that the details of holding ration of all the partners and dominant group of partners M/s \_\_\_\_\_\_\_\_\_\_\_\_\_\_**(Name of Trading Member)** as given in Annexure 2.5 above, based on my/ our scrutiny of the books of accounts, records and documents are true and correct to the best of my/our knowledge and as per information provided to my/our satisfaction.

**Place: For (Name of Certifying Firm)**

**Date:**

**Name of Partner/Proprietor**

**Chartered Accountant / Company Secretary**

**Membership Number**

**If Applicable**

**Annexure: C-8**

**Certificate dated\_\_\_\_\_\_\_\_\_\_**

**submitted by\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_to NSEIL**

**UNDERTAKING FROM RELATIVE OF PERSONS CONSTITUTING**

**DOMINANT PROMOTER GROUP**

I, Mr. /Ms. /Mrs. \_\_\_\_\_\_\_\_\_\_\_, son/daughter/wife of Mr. \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_, resident of \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_ am the absolute owner of \_\_\_\_\_\_ (no.) of shares of Rs. \_\_\_ each, Rs. \_\_\_\_\_ per share paid up, which constitutes \_\_\_\_\_ % of the total paid up capital of the company \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_ private limited/ limited as on this date.

I state that I shall irrevocably and unconditionally support in respect of my shareholding, Mr/Ms. \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_, a shareholder in the above mentioned company. I further state that I have no objection to my above mentioned shareholding being clubbed with the shareholding of Mr. \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_, who is my \_\_\_\_\_\_\_\_\_\_ (give relation’s with the latter ) for the purpose of determining the dominant promoter group of the said company.

This support is irrevocable and I also undertake to give prior information to the National Stock Exchange of India Limited before selling or otherwise transferring any part or whole of my above mentioned shareholding.

WITNESS BY: SIGNATURE

Signature : Name :

Name : Place :

Address :

Date : Date :

CERTIFICATE

This is to certify that the Shareholding in \_\_\_\_\_\_\_\_\_\_\_\_\_\_ as given above, based on my/ our scrutiny of the books of accounts, records and documents is true and correct to the best of my/our knowledge and as per information provided to my/our satisfaction..

Place: For (Name of Accounting Firm)

Date:

Name of Partner

Chartered Accountant

Membership Number

**$** : For arriving at the shareholding of persons constituting the Dominant group, the shareholding of close relatives, namely parents, spouse, children and their descendants, brothers and sisters only may be counted provided these relatives give an irrevocable, unconditional support in writing on the prescribed format (Annexure C-8)

**If Applicable**

**Annexure : C-8**

**Certificate dated\_\_\_\_\_\_\_\_\_**

**submitted by\_\_\_\_\_\_\_\_\_\_\_\_ \_\_ \_to NSEIL**

UNDERTAKING FROM CORPORATES SUPPORTING

**DOMINANT PROMOTER GROUP**

We, M/s. \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_ Ltd., incorporated as a Company under the Companies Act, 1956 and having its registered office at: \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_ do state as under:

1. As per the existing norms of National Stock Exchange of India Limited (NSEIL), the shareholding of Mr./Ms.\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\* in our company in direct proportion to our shareholding in the Trading Member Company, may be reckoned for the purpose of arriving at the dominant group in M/s. \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_ (Trading Member Company).
2. We are \_\_\_\_\_\_\_% shareholder of the Trading Member Company and Mr./Ms.\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_, dominant promoters of the Trading Member Company along with his/her specified relatives i.e., \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_ are having \_\_\_\_\_\_\_% shareholding in our company.
3. Mr./Ms.\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\* have requested NSEIL to consider their shareholding in our company in the permissible proportion to arrive at the dominant shareholders in the Trading Member Company and also requested us to give an irrevocable undertaking extending unconditional support to Mr./Ms. \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_ (Name of the Dominant promoters of the Trading Member Company) to enable NSEIL to consider the aforesaid as dominant group.
4. We hereby extend our unconditional and irrevocable support in support of Mr./Ms.\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_ (Name of the Dominant promoters of the Trading Member Company) for the purpose of the determining the dominant group in the said Trading Member Company.
5. We also undertake to give prior information to the National Stock Exchange of India Limited before effecting any change in the shareholding of Mr./Ms.\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_.\*

WITNESS BY : SIGNATURE:

Signature : Name :

Name : Place:

Address : Date:

Date :

\* Name of the Dominant Promoters of the Trading Member Company along with their specified relatives having shareholding in the corporate giving the undertaking.

**CERTIFICATE**

This is to certify that the sharing ratio of M/s. \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_ is/are as mentioned below, based on our scrutiny of the books of accounts, records and documents. We further certify that the information given above is true and correct to the best of our knowledge and as per information provided to our satisfaction.

|  |  |  |  |
| --- | --- | --- | --- |
| **Sr. No.** | **Name of the partner** | **% of sharing ratio** | **Capital** |
|  |  |  |  |

Place : For (Name of Accounting Firm)

Date :

Name of Partner

Chartered Accountant

Membership Number

Note: The above certificate and Board resolution should be given along with the undertaking as given by corporate supporting the dominant promoter group

**Annexure-5**

***DISCLOSURE OF PAN DETAIL***

(On the letter head of the applicant)

|  |  |  |  |
| --- | --- | --- | --- |
| **Sr. No.** | **Category** | **Name of person/entity** | **PAN** |
| 1. | Promoters |  |  |
| 2. | Associate(s) / Group companies |  |  |
| 3. | Principal officer(s) /  Key management person(s) |  |  |
| 4. | All entities / persons falling within the verticals of applicant, both from bottom to top (e.g. holding company) and top to bottom (e.g. subsidiary company), irrespective of whether they are registered with SEBI or any other regulatory authority |  |  |

*Note: Kindly attach certified copy of PAN card for each of the PANs disclosed above.*

For M/s. (*name of applicant)*

Stamp and Signature of Applicant/Authorised Signatory

Place :

Date :

**Annexure-6**

Undertaking for Non-Defaulter Undertaking

*( To be given on the letterhead of the LLP)*

We, M/s.\_\_\_\_\_\_\_\_\_\_\_, hereby declare that we have neither been declared defaulters by any Exchange in India/ by SEBI, nor are we related or associated with any other entity/person that have been declared defaulters by any Stock Exchange in India/SEBI.

We, M/s. \_\_\_\_\_\_\_\_\_\_\_ further declare that none of the shareholders/partners of our firm have been declared as defaulters by any Stock Exchange in India/SEBI or are related or associated with any other entity/person who have been declared defaulters by any Stock Exchange in India/SEBI.

We further declare that no enquiry/investigation has been initiated/pending against M/s.\_\_\_\_\_\_\_or any of the shareholders/partners by any Stock Exchange/SEBI.

*(To be Stamped & Signed by authorised signatories)*

*Date:*

**Annexure-7**

***Undertaking for Non-introduction of fake/forged shares***

**UNDERTAKING**

*(To be given on the letterhead of the LLP)*

We, \_\_\_\_\_\_\_\_\_\_\_\_ hereby declare that we have not, at any point, introduced any fake / forged/ stolen shares in the market.

*(To be Stamped & Signed by authorised signatories)*

*Date:*

**Annexure-8**

***UNDERTAKING REGARDING VIOLATIONS/NON-ADHERENCE TO SECURITIES MARKET RELATED REGULATIONS***

(On the letter head of the applicant)

1. Are there any instances of violation or non-adherence to any securities market related regulations by the applicant or its associate(s) / group companies in India or abroad?

YES NO

1. Whether any action has been taken by a regulatory agency in this regard?

YES NO

For M/s. (*name of applicant)*

Stamp and Signature of Applicant/Authorised Signatory

Place :

Date :

*If yes, kindly provide the following additional information as an Annexure:*

* 1. *Top 10 monetary penalties in case of foreign entities and all monetary penalties in case of Indian entities, imposed against the applicant or any associate of the applicant (for irregularities/ violations in the financial services sector or for defaults in respect of shareholders / debenture holders and depositors, by any financial regulatory body or government authority or settlement arrived with any financial regulatory body during the last five years and details thereof). Penalties awarded for economic offences may be disclosed only in case of the applicant.*
  2. *Details of all cases of suspensions and cancellation of certificate of registration (for irregularities / violations in financial services sector or for defaults in respect of shareholders, debenture holders and depositors) of the applicant or any associate of the applicant shall be disclosed for the last 10 years.*

*All disclosures on penalties and action taken as per (a) and (b) above against foreign entities may be limited to the jurisdiction of the country where the principal activities (in terms of income / revenue) of the applicant / associate companies are carried out or where the headquarters is situated*

**Annexure-9**

***DECLARATION REGARDING ASSOCIATION / NON-ASSOCIATION WITH OTHER RECOGNIZED STOCK EXCHANGES / COMMODITY EXCHANGES/CLEARING CORPORATION***

**(on the letterhead of the applicant)**

**PART I**

I / We / M/s *(Name of applicant)*, hereby declare the following:

1. Are you a member of any other recognized Stock Exchange(s) or Commodity Exchange(s)?

YES NO

1. Incase yes, kindly provide the following details:

|  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- |
| **Sr. No** | **Name of Exchange** | **Trading segment** | **Authority granting registration** | **Registration number** | **Registration date** |
|  |  |  |  |  |  |
|  |  |  |  |  |  |
|  |  |  |  |  |  |

For M/s

*(name of proprietor/ firm/ company)*

Stamp and Signature

Place :

Date :

***DECLARATION REGARDING ASSOCIATION / NON-ASSOCIATION WITH OTHER RECOGNIZED STOCK EXCHANGES / COMMODITY EXCHANGES/CLEARING CORPORATION***

(on the letterhead of the applicant)

**PART II**

We M/s *(Name of applicant)*, hereby declare the following:

1. Are the partners associated with any other recognized Stock Exchange(s) or Commodity Exchange(s)?

YES NO

1. Incase yes, kindly provide the following details:

|  |  |  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- | --- | --- |
| **Sr. No** | **Name of partner** | **Trade name** | **Name of Exchange** | **Trading segment** | **Authority granting registration** | **Registration number** | **Registration date** |
|  |  |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |

For M/s. *(name of applicant)*

Stamp and Signature of Authorised Signatory

Place :

Date :

**Annexure-10**

***DECLARATION REGARDING ASSOCIATION / NON-ASSOCIATION WITH POLITICALLY EXPOSED PERSONS***

(On the letter head of the member)

We, M/s *(Name of member)*, hereby declare that none of our Partners / Associates2 are ‘Politically Exposed Persons’1 (PEP).

**OR**

We, M/s *(Name of member)*, hereby declare that our Partners / Associates2 are ‘Politically Exposed Persons’1 (PEP) as per the details given below -

|  |  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- | --- |
| **Sr. No** | **Full Name of the PEP** | **PAN of PEP** | **Address of the PEP** | **Details of Function /position held by PEP** | **Date since when position held as PEP** | **Relationship of PEP with the Member** |
|  |  |  |  |  |  |  |
|  |  |  |  |  |  |  |

For M/s. (*name of company)* For M/s. (*name of company)*

Stamp and Signature of Stamp and Signature of

Authorised Signatory3 Authorised Signatory3

Place :

Date :

**Note:**

1. *As per SEBI master circular ISD/AML/CIR-1/2010 dated February 12, 2010, ‘Politically Exposed Persons’ (PEP) are individuals who are or have been entrusted with prominent public functions in a foreign country, e.g., Heads of States or of Governments, senior politicians, senior government/judicial/military officers, senior executives of state-owned corporations, important political party officials, etc.*
2. *‘Associate’ has the same definition as given under Section 2(1)(b) of the SEBI (Intermediaries) Regulations, 2008.*
3. *The current undertaking has to be stamped & signed by two designated Partners or authorised signatory(ies) as per Resolution mentioning names and designations.*
4. *A revised undertaking stamped & signed by two designated partners or authorised signatory(ies) as per Resolution mentioning names and designations need to be submitted as and when there is change in any of the details submitted vide current undertaking.*

**Annexure-11**

**15 point confirmation**

(To be given on the letterhead of the trading member)

To, Date:

National Stock Exchange of India Ltd.

This to confirm that:

1. As on \_\_\_\_\_ (date of application), I/We, as a broker of the NSEIL, have paid fees, as applicable, to SEBI. Further, we have paid the entire outstanding principal fees and interest to SEBI in respect of our turnover on the National Stock Exchange of India Ltd. in accordance with the SEBI (Stock Brokers and Sub Brokers) Rules and Regulations, 1992 and in respect of all erstwhile entities, if any;
2. I/We have submitted the turnover details necessary to assess the fee liability to NSEIL in the prescribed manner;
3. I/We would be liable for the fees that may accrue from the date of application for prior approval till the date of change in status;
4. I/We, would be liable for all liabilities/obligations (including monetary penalties, if any) for violations, if any, of the provisions of the SEBI Act and the SEBI (Stock-brokers and Sub-brokers) Rules and Regulations, 1992 that have taken place before this change in status and constitution;
5. I/We, have\_\_\_\_ sub-brokers on the concerned exchange and he / it is not a sub-broker of the subsidiary of the concerned exchange;
6. I / We, hereby declare that we are not connected with any defaulting / expelled brokers of any Stock Exchange. We further declare that none of the shareholders or directors of our company are connected with any defaulting / expelled brokers of any Stock Exchange;
7. I/We hereby declare that we have neither been declared defaulters by any Exchange in India/ by SEBI, nor are we related or associated with any other entity/person who have been declared defaulters / expelled by any Stock Exchange in India/SEBI;
8. I/We further declare that none of the shareholders and directors of our company have been declared as defaulters / expelled by any Stock Exchange in India/SEBI or are related or associated with any other entity/person who have been declared defaulters / expelled by any Stock Exchange in India/SEBI.
9. We further declare that no enquiry/investigation has been initiated / pending against me/us or any of the shareholders/directors by any Stock Exchange/SEBI.
10. No complaint / arbitration / disciplinary proceeding is pending against us (if otherwise, details of the same);
11. The incoming whole time / qualified director is eligible to be appointed as director under the Securities Contracts (Regulation) Act,1956;
12. We, hereby confirm that our designated directors Mr. /Ms. \_\_\_\_\_\_\_\_\_ and Mr./Ms. \_\_\_\_\_\_\_\_\_\_\_\_\_meet the eligibility requirements as prescribed in Securities Contracts (Regulation) Rules, 1957 (Rule 8(4A) and other relevant provisions) and SEBI (Stock Brokers & Sub-brokers) Regulations, 1992.
13. We undertake to ensure that the above individuals or whosoever is identified by the corporate as designated directors, in future, till the time the corporate is registered as a member of the Exchange will continue to meet the eligibility requirements as per Securities Contracts (Regulation) Rules, 1957 and SEBI (Stock Brokers & Sub-brokers) Regulations, 1992.
14. We, hereby declare that we have not, at any point, introduced any fake / forged/ stolen shares in the market.
15. There is no adverse comment against us or our directors / partners / proprietors / promoters / Top five shareholders in the following:-
16. Defaulters list of RBI as available at www.cibil.com - Suit filed cases - Suits filed of Rs.100 lakhs and above and Suits filed of Rs.25 lakhs and above (as per latest data available),

b. Prosecution list of CIS (as per latest data available) and non-CIS (as per latest data available) cases on the SEBI website (as per latest data available) in

i) Database of prosecution launched against CIS entities

ii) Database of prosecution launched against other than CIS entities

c. List of companies & Directors/shareholders/ proprietors against which orders have been passed U/s 11B of SEBI Act. (As per latest data available in Vanishing Companies under Issues and Listing on www.sebi.gov.in).

Yours faithfully,

To be signed by

Along with the company stamp/seal

1. where the trading member is an Individual: by the trading member himself.
2. where the trading member is a Partnership Firm: by all the Partners of such firm.

where the trading member is a Company: by the Chairman/MD or any other Director of the Company

Annexure-12

‘FIT & PROPER PERSON’ UNDERTAKING

*(To be given on the letterhead of the applicant)*

I / We, M/s \_\_\_\_\_\_\_\_\_\_\_\_ (name of the applicant) hereby declare that I/we am/are ‘fit and proper person’ as per Securities and Exchange Board of India (Intermediaries) Regulations, 2008 We confirm the following in this regard:

(a) the applicant or the intermediary, as the case may be or its whole time partner has not been convicted by a Court for any offence involving moral turpitude, economic offence, securities laws or fraud;

(b)   no order for winding up has been passed against the applicant or the intermediary;

(c)  the applicant or the intermediary, or its whole time partners, or managing partner has not been declared insolvent and has been discharged;

(d) no order, including an order of suspension of certificate of registration as an intermediary, restraining, prohibiting or debarring the applicant or the intermediary, or its whole time partners or managing partner from dealing in securities in the capital market or from accessing the capital market has been passed by the Board or any other regulatory authority wherein a period of three years from the date of the expiry of the period specified in the order has not elapsed;

(e) no order canceling the certificate of registration of the applicant or the intermediary has been passed by the Board on the ground of its indulging in insider trading, fraudulent and unfair trade practices or market manipulation wherein a period of three years from the date of the order has not elapsed;

(f) no order withdrawing or refusing to grant any license / approval to the applicant or the intermediary, or its whole time director or managing partner which has a bearing on the capital market, has been passed by the Board or any other regulatory authority wherein a period of three years from the date of the order has not elapsed;

(g) the applicant or the intermediary, is financially sound;

(h) there is no other reason, recorded in writing by the Board, which in the opinion of the Board, renders such applicant or the intermediary, or its whole time partners or managing partner unfit to operate in the capital market.

**(Stamp and signature of authorised signatories)**

Date:

Place:

**Note:**

*1. Undertaking to be stamped & signed by two designated partners mentioning names.*

*2. In case the applicant wishes to furnish any details pertaining to the above mentioned confirmations, the same can be provided as annexure (duly stamped and signed by the authorised signatories) to the undertaking.*

**Annexure-13**

**Certificate dated\_\_\_\_\_\_\_\_\_**

**submitted by \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_ to NSEIL**

**DETAILS OF INFRASTRUCTURE / OFFICE**

|  |  |
| --- | --- |
| **MAIN DEALING OFFICE** | |
| ADDRESS |  |
| CITY |  |
| STATE: |  |
| PIN |  |
| TELEPHONE |  |
| FAX |  |
| TELEX |  |
| Carpet area of office @ sq. feet |  |
| Ownership / Leased / |  |
| Others(specify) @ sq. feet |  |
| Contact Person / Authorised Signatory and designation : |  |
| **OTHER OFFICE(S)** | |
| ADDRESS |  |
| CITY |  |
| STATE: |  |
| PIN |  |
| TELEPHONE |  |
| FAX |  |
| TELEX |  |
| Carpet area of office @ sq. feet |  |
| Ownership / Leased / |  |
| Others(specify) @ sq. feet |  |
| Contact Person / Authorised Signatory and designation : |  |

**@ : Give documentary reference**

\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_

Signature of Authorised Signatories with rubber stamp

**Annexure-14**

**PARTNERS’ RESOLUTION**

Certified true copy of the Resolution passed at the meeting of the Partners of \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_ (Name of the LLP) held on \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_ (Date) at \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_ (Venue).

Resolved that the company shall extend its unconditional and irrevocable support in favour of Mr./Ms. \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_, for the purpose of determining the dominant group in M/s. \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_ (Trading Member) and accordingly, execute necessary documents including an irrevocable undertaking to give effect to the same and submit it to National Stock Exchange of India Limited. Resolved further that Mr./Ms. \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_, Designated partner of the LLP be and is hereby authorised to execute necessary documents including such undertaking.

Certified to be true

For \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_ (Name of the Company)

\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_ (Signature)