**Application Form for Membership of National Stock Exchange of India Ltd/** **NSE Clearing Limited (*Formerly known as National Securities Clearing Corporation Limited*) – (Format applicable to Partnership Firms)**

*(On the letterhead of the applicant)*

To,

The Managing Director

National Stock Exchange of India Ltd/NSE Clearing Limited

Exchange Plaza, Bandra-Kurla Complex

Bandra (E), Mumbai – 400 050.

Dear Madam/Sir,

We are desirous to become the Member of the National Stock Exchange of India Ltd and/or NSE Clearing Limited and submit requisite details as under:

|  |  |  |
| --- | --- | --- |
| **Type of membership applying for** | | **Normal Alpha** |
| **Sr.** | **Segment of membership applying for** | **Category of Membership {(Trading/ / Trading cum self-clearing(TMSCM)/ Trading cum clearing(TMCM) / Professional Clearing(PCM)}** |
| 1. | Capital Market | TM TMSCM TMCM  PCM |
| 2. | Futures & Options | TM TMSCM TMCM  PCM |
| 3. | Currency Derivatives | TM TMSCM TMCM  PCM |
| 4. | Debt | TM TMSCM TMCM  PCM |
| 5. | Commodity Derivatives | TM TMSCM TMCM  PCM |

# Tick wherever applicable

**I. APPLICANT DETAILS:**

|  |  |  |
| --- | --- | --- |
| **Sr.** | **Particulars** |  |
| 1. | Name of Applicant |  |
| 2. | Trade name of Applicant |  |
| 3. | Form of Organization | Partnership Firm |
| 4. | Permanent Account No. of the Applicant |  |
| 5. | Date of Registration , as applicable (DD/MON/YYYY) |  |
| 6. | Brief description of principal activity of the applicant |  |
| 7. | Brief description of group, if any, to which the applicant belongs |  |

**II. OFFICE DETAILS:**

|  |  |  |  |
| --- | --- | --- | --- |
| **Type of office** | **Registered Office** | **Correspondence Office** | **Branch Office** |
| Address |  |  |  |
| City |  |  |  |
| District |  |  |  |
| State/Union Territory |  |  |  |
| Pincode |  |  |  |
| STD Code |  |  |  |
| Telephone No. |  |  |  |
| Fax |  |  |  |
| E-mail ID |  |  |  |
| Website |  |  |  |

**III. PERSONNEL DETAILS:**

Details of the Chief Executive Officer /Managing Partner and Compliance Officer:

|  |  |
| --- | --- |
| **Particulars** | **CEO/Managing Partner** |
| Name |  |
| Designation |  |
| Tel. No. |  |
| Fax No. |  |
| Mobile No. |  |
| E-mail ID |  |
| PAN |  |

|  |  |
| --- | --- |
| **Particulars** | **Compliance Officer** |
| Name |  |
| Qualification |  |
| Tel. No. |  |
| Fax No. |  |
| Mobile No. |  |
| E-mail ID |  |
| PAN |  |
| Date of appointment |  |
| Correspondence address |  |

**IV. ASSOCIATION DETAILS**

1. Disclosure of PAN details:

|  |  |  |  |  |
| --- | --- | --- | --- | --- |
| **Sr.** | **Category** | **Name of person/entity** | **PAN** | **CIN (Applicable for Corporate entities only)** |
| 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 co.) and top to bottom (e.g. subsidiary co.), whether they are registered with SEBI or any other regulatory authority |  |  |  |

2. Whether, the applicant entity/ partners or any associate of the applicant is/are associated with any recognized Stock Exchange(s) / Clearing Corporation(s) or Commodity Exchange(s) or have any other direct/indirect interest\* in securities market?

YES / NO:

In case yes, kindly provide the following details: (you may attach a separate sheet, if required, duly signed.

|  |  |  |
| --- | --- | --- |
| **Particulars** | **1** | **2** |
| Name of the person/ entity interested |  |  |
| Nature of Interest |  |  |
| Relationship with the applicant |  |  |
| Type of organisation |  |  |
| Type of the intermediary # |  |  |
| Name of the Exchange, if applicable |  |  |
| Trade Name, if applicable |  |  |
| Trading Segments, if applicable |  |  |
| Authority granting registration |  |  |
| Registration No. |  |  |
| Registration Date |  |  |

(#) Merchant Banker, Portfolio Manager, Registrar to Issue & Share Transfer Agent, Banker to an Issue, Mutual Fund, Venture Capital, Underwriter, Debenture Trustee, FII, Investment Advisor, Research Analyst, Sub-broker, Authorised Person, Remisier, etc.

(\*) 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/ limited liability partnership, the relative(s) of partner(s)/director(s) in the firm(s)/corporate body/ limited liability partnership 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.

3. Whether there are any instances of violation or non-adherence to any securities market related regulations by the applicant entity partner or its associate(s) / group companies in India or abroad or any associate of the applicant as indicated in above point 2. YES / NO:

If yes, whether any action has been taken by Exchange/Clearing Corporation/SEBI or other regulatory agency in this regard. If yes, kindly state the nature of violation, action initiated/ taken and by which authority, and the details of corrective steps taken thereon. Further, kindly provide the following 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.

4. Is the applicant entity listed on any stock exchange?

YES / NO: In case yes, kindly provide following details:

|  |  |  |  |  |
| --- | --- | --- | --- | --- |
| Sr. | Name of Stock Exchange where listed | Date since when Listed | Current Status (Active/ Suspended/ Delisted | Date of Suspension/ Delisting, if applicable |
|  |  |  |  |  |

**V. FINANCIAL DETAILS**

1. Net-worth as per the requirement of the Exchange (*Rs.in Lakhs*):

2. Name and address of the bankers and the facilities availed from such banks. (Please enclose reference letters from each bank)

**VI. OTHER INFORMATION/DISCLSOURE:**

Please give the following details of the applicant (If Yes, please provide complete details)

| **Sr.** | **Particulars** | **Yes/No** |
| --- | --- | --- |
| a) | In case you have been engaged as principal or employee in any business other than that of securities, whether you have compounded with its creditors for less than full discharge of debts? |  |
| b) | Have you committed any act which may render you liable to be wound – up? |  |
| c) | Have you had a provisional liquidator or receiver or official liquidator appointed to it by a competent court? |  |
| d) | Are you aware that on admission of membership of the Exchange/Clearing Corporation the applicant will have to severe connection with any fund based business/ business other than that of securities? |  |
| e) | Whether the applicant or its partner have been at any time convicted of any economic offence? |  |
| f) | Whether the applicant or its partner, have been declared insolvent or declared defaulter by any exchange? |  |
| g) | Whether the applicant or its partner, have been rejected by any Stock exchange for membership? |  |

**VII. DECLARATION**

We hereby undertake / declare / confirm that:

1. No enquiry/investigation/ has been initiated/pending against the applicant or any of the Partners/compliance officer/key management persons/associates by any Stock Exchange/SEBI.
2. No enquiry/investigation/disciplinary action/adjudication/prosecution or any other action including consent proceedings, administrative warning, caution or advisory letter, etc., have been initiated against us or any of our associate company or any of our Partners/compliance officer/key management persons by any stock exchange/SEBI/any other regulatory authority. *(If Yes, please provide complete details alongwith the details of corrective steps taken)*
3. No action in respect of deviations in our stock broking operations has been initiated against us by the stock exchange pursuant to inspection/audit, etc. *(If Yes, please provide complete details along with the details of corrective steps taken)*
4. We have not, at any point, introduced any fake / forged/ stolen shares in the market.
5. 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 shall ensure that such requirements are met by the above individuals or whosoever as identified by us as designated partners, in future, on a continuous basis.
6. Necessary infrastructure like adequate office space, equipment’s and man power to effectively discharge my/our activities is available with us.
7. As long as the firm is engaged in stock broking as a member of any recognized Stock Exchange in India, it will engage itself in only such business as a member of a recognized Stock Exchange is permitted to engage in under the Securities and Contracts (Regulation) Rules, 1957, and the Rules, Bye-laws & regulations of the Stock Exchange. We are aware and acknowledge that if we engage in any other business the Exchange will be entitled to take disciplinary action (including fine, suspension &/or expulsion) against us.
8. M/s. \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_ and their partners is/ are not associated in the following two categories as per Reserve Bank of India data as on today: (www.cibil.com <http://www.cibil.com>)
   * Suit Filed Accounts of Rs. 100 Lakhs and above
   * Suit Filed Accounts (Wilful Defaulters) of 25 Lakhs and above
   * No proceeding has been initiated against applicant and partners/compliance officer/key management persons for declaring them as willful defaulter by any bank or financial institution.
9. M/s. \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_ and their partners is/are not associated in the following four categories as per SEBI data as on today: (www.sebi.gov.in <http://www.sebi.gov.in>)
   * List of Companies & Directors debarred from associating with Capital Market for a period of five years - Companies (<http://www.sebi.gov.in/pmd/debarredco1.html>)
   * List of Companies & Directors debarred from associating with Capital Market for a period of five years - Directors (<http://www.sebi.gov.in/pmd/debardirector1.html>)
   * Database of Prosecution cases launched against CIS Entities across the country (<http://www.sebi.gov.in/cis/cis_prosecution_data.html>)
   * Database of the Prosecution cases launched other than Collective Investment Schemes (CIS) across the country ([http://www.sebi.gov.in/cis/ noncisdata.html](http://www.sebi.gov.in/cis/%20noncisdata.html))
10. There are no adverse comments against M/s. \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_,any of its their partners/compliance officer/key management persons/associate as per the Vanishing Companies Database (Data available in Vanishing Companies on <http://www.mca.gov.in/Ministry/vanishing.html>) in the following categories as per SEBI data as on today:

* [List of Companies against which orders have been passed U/s 11B of SEBI Act](http://www.sebi.gov.in/pmd/debarredco1.html)
* [List of Companies where orders issued U/s 11B were revoked](http://www.sebi.gov.in/pmd/11bcompany.html)
* [List of Directors where orders issued U/s 11B were revoked](http://www.sebi.gov.in/pmd/11bdirector.html)
* [List of Promoters/Directors against whom orders have been passed U/s 11B of SEBI Act](http://www.sebi.gov.in/pmd/debardirector1.html)

1. There are no adverse comments against the M/s. \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_,any of its partners/compliance officer/key management persons/associate as per the Watchout Investors Database as on today. (www.watchoutinvestors.com < http://www.watchoutinvestors.com/>)
2. I/We am / are ‘fit and proper person’ as per SEBI (Intermediaries) Regulations, 2008 and confirm the following in this regard:
3. the applicant or the intermediary, as the case may be or its whole time partners has not been convicted by a Court for any offence involving moral turpitude, economic offence, securities laws or fraud;
4. no order for winding up has been passed against the applicant or the intermediary;
5. the applicant or the intermediary, or its whole time partners or managing partners, has not been declared insolvent and has been discharged;
6. 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 partners, from dealing in securities in the capital market or from accessing the capital market has been passed by SEBI 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;
7. no order canceling the certificate of registration of the applicant or the intermediary has been passed by SEBI 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;
8. no order withdrawing or refusing to grant any license / approval to the applicant or the intermediary, or its whole time partners or managing partners, which has a bearing on the capital market, has been passed by SEBI or any other regulatory authority wherein a period of three years from the date of the order has not elapsed;
9. the applicant or the intermediary, is financially sound;
10. there is no other reason, recorded in writing by SEBI , which in the opinion of SEBI, renders such applicant or the intermediary, or its whole time partners or managing partners, unfit to operate in the capital market.
11. Our Partners/Compliance Officer/Associates2 are not ‘Politically Exposed Persons’1 (PEP). If yes, please provide following details:

|  |  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- | --- |
| **Sr.** | **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 Member** |
|  |  |  |  |  |  |  |
|  |  |  |  |  |  |  |

**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. *A revised undertaking stamped & signed by two designated directors or authorised signatory(ies) as per Board Resolution mentioning names and designations need to be submitted as and when there is change in any of the details submitted vide current undertaking.*
4. We shall ensure that the Compliance Officer appointed by us will obtain the required Certification (s) as prescribed by SEBI/Exchange from time to time.

15. We have disclosed and reported all the details in regard to inquiry / investigation, if any, that has been conducted by any authorities including government agencies against applicant / promoters / partners etc., during past 10 years and the findings of the concerned agencies available with us have been disclosed fully along with this application.

16. We shall pay the required fee and deposits to the Exchange and submit the necessary documents as required by the Exchange for our seeking the trading and/or clearing membership of the Exchange/Clearing Corporation and as required from time to time.

17. We will notify the Exchange/Clearing Corporation within 15 days of any change in information provided in the application.

18. We have as of date cleared all our dues to SEBI in respect of all the SEBI registrations that we hold including SEBI fees, sub broker fee etc, and that we do not have any dues to SEBI outstanding for payment in respect of all our SEBI registrations, if applicable. We also conform to and to abide by the Partnership Deed and the Rules, Bye-Laws, Regulations, Business-Rules, Circular, Notifications and office orders, issued by the Exchange/Clearing Corporation from time to time. We also conform to be liable for all contracts and transactions in the exchange entered by us or by our authorized representatives and comply with all requirements of the Exchange relating to settlement thereof and also confirm to abide by all decisions of the Exchange/Clearing Corporation with respect to the operation of the Exchange/Clearing Corporation and would perform accordingly in meeting our financial, regulatory and operational responsibility as decided by the Exchange/Clearing Corporation from time to time.

19. The information given in this form is true, correct and complete to the best of our knowledge and information and there is no misstatement or misrepresentation or suppression of facts in connection with this application or breach of any undertaking or condition of admission to trading and/or clearing membership or of trading cum clearing membership that entails rejection of application. In the event of any information furnished found to be false, misleading or suppression of facts; our certificate of registration is liable to be cancelled by the Exchange / Clearing Corporation / SEBI without assigning any reasons whatsoever.

20. There is no financial liability which is due and payable in terms of the Act, the Securities Contracts (Regulation) Act, 1956 or rules and regulations there under *(If yes, please provide complete details)*

21. Applicant has not been subjected to disciplinary proceedings under the rules, and bye-laws of a stock exchange, or enforcement action under securities laws, with respect to his business as a stock-broker involving either himself or any of his partners, directors or employees *(If Yes, please provide complete details alongwith the details of corrective steps taken)*

22. There is no outstanding fee payable by any of the sub-brokers of the associate of the applicant as member of any stock exchanges.

23. Neither the applicant nor any of its Partners/Compliance Officer/ key management persons have been declared defaulters by any stock exchange or are associated with any stock brokers/person/entity who have been declared defaulters by any stock exchange in India.

24. The applicant is eligible to be admitted as the member of Exchange/Clearing Corporation/Clearing House as per provisions of SC(R)A, SC(R)R, bye-laws of the exchange and circulars issued by Government of India and SEBI, in particular the GOI guidelines dated Nov 09, 1989 and SEBI circular dated May 14, 1993.

25. No complaints/arbitration cases are pending against the applicant and its Partners/Compliance Officer/ key management persons and all the complaints received by Exchange/Clearing Corporation/Clearing House or referred by SEBI have been settled to the satisfaction of the Exchange/Clearing Corporation/Clearing House.

Affix photo and also sign across the photo

Affix photo and also sign across the photo

Stamp:

Date:

Place:

Sign: \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_ \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_

Name of the signatory: \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_ \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_

Note: Should be signed by the designated partners

**(Undertaking addressed to SEBI to be provided in the letter head of the applicant)**

**Undertaking**

We hereby declare and undertake that:

1. The applicant and following persons as referred in Clause 2 of Schedule II of SEBI (Intermediaries) Regulations, 2008 are fit and proper person as per requirement laid in in aforesaid schedule:
   1. the applicant;
   2. the principal officer, the directors or managing partners, the compliance officer and the key management persons of the applicant by whatever name called; and
   3. the promoters or persons holding controlling interest or persons exercising control over the applicant, directly or indirectly:

(Provided that in case of an unlisted applicant or intermediary, any person holding twenty percent or more voting rights, irrespective of whether they hold controlling interest or exercise control, shall be required to fulfill the ‘fit and proper person’ criteria.)

***Explanation***– For the purpose of this sub-clause, the expressions “controlling interest” and “control” in case of an applicant or intermediary, shall be construed with reference to the respective regulations applicable to the applicant or intermediary.

1. The applicant and persons referred in point 1 above bear integrity, honesty, ethical behaviour, reputation, fairness and character of the person;
2. The applicant and persons referred in point 1 above are not incurring following disqualifications mentioned in Clause 3(b) of Schedule II of SEBI (Intermediaries) Regulations, 2008:
   1. criminal complaint or information under section 154 of the Code of Criminal Procedure, 1973 (2 of 1974) has been filed against such person by the Board and which is pending;
   2. charge sheet has been filed against such person by any enforcement agency in matters concerning economic offences and is pending;
   3. an order of restraint, prohibition or debarment has been passed against such person by the Board or any other regulatory authority or enforcement agency in any matter concerning securities laws or financial markets and such order is in force;
   4. recovery proceedings have been initiated by the Board against such person and are pending;
   5. an order of conviction has been passed against such person by a court for any offence involving moral turpitude;
   6. any winding up proceedings have been initiated or an order for winding up has been passed against such person;
   7. such person has been declared insolvent and not discharged;
   8. such person has been found to be of unsound mind by a court of competent jurisdiction and the finding is in force;
   9. such person has been categorized as a wilful defaulter;
   10. such person has been declared a fugitive economic offender.
3. The applicant or any other person mentioned in point 1 above have not been declared as not ‘fit and proper person’ by an order of the Board.
4. No notice to show cause has been issued for proceedings under SEBI(Intermediaries) Regulations, 2008 or under section 11(4) or section 11B of the SEBI Act during last one year against the applicant or any other persons referred in point 1 above.

Name: Date:

Designation:

Stamp and Signature