CHANGE IN NON-DESIGNATED DIRECTOR

Instruction for Submission & filling-up documents (for Member's reference only)

Document Ref. No.	Particulars	Compliance (Yes / No / NA)
CND-1	**Application for change in Non-Designated Director(s) of the company due to Resignation / Appointment.**	
CND-2	**Board Resolution(s), as applicable**	
	1. CND-2(a): Suggested format of Board Resolution for Resignation as DIRECTOR (additional / Whole Time / Managing etc.) 2. CND-2(b): Suggested format of Board Resolution for Appointment as DIRECTOR (additional / Whole Time / Managing etc.)	
CND- 3	**Certified* PAN Card copy of Incoming Director(s)**	
a)	*Self-certified copy / Authorised signatory/ Compliance officer certified	
CND-4	**Standard Undertaking**	
a)	If 'Yes' is mentioned in any of the points of standard undertaking, then details are mentioned in "Annexure to Undertaking"	
b)	Each page of standard undertaking has to stamped and signed.	
c)	In case there is no change in the details of the undertaking please submit the certified true copy of the Undertaking not older than 3 months (*certified by Authorised Signatory/ compliance officer)	
d)	Fit and Proper Undertaking	
CND–5A	**Details of Directors (before change)**	
a)	To be submitted in the specified format, duly **certified by a Chartered Accountant / Company Secretary in Practice**, only if there are changes since the last approved by the Exchange / Clearing Corporation and present details of directors.	
b)	In case of no changes from the last approved details of directors, submit the certified copies (by continuing Designated Director / Compliance officer/ Authorised Signatory (ies) (as authorized by Board Resolution) under rubber stamp.	
c)	Date should not be later than the date of the earliest board resolution.	
CND-5B	**Details of all directors (with proposed changes)**	
a)	To be signed by Designated Director(s) / Authorised Signatory (ies) (as authorized by Board Resolution)/ Compliance officer under rubber stamp of company for proposed changes. ***Note: Certification by Chartered Accountant / Company Secretary in Practice is not required for proposed changes***	
b)	Shareholding details of all directors should match with the latest shareholding pattern as approved by the exchange.	
CND-6	**Details of Shareholding and Directorship of Directors in other entities**	
CND-7	**PEP Undertaking**	
CND-8	Copy of e-form DIR -12, MBP-1, DIR-8, DIR-2 filed with the Registrar of Companies along with copy of payment challan (duly signed by continuing designated director / Authorised Signatory/ Compliance officer) for post facto changes	
CND-9	Processing Fees to be paid as applicable. Penalty (if applicable) for change in Non-Designated Directors without prior approval of the Exchange / Clearing Corporation.	

(On the letter head of the Member)

	Member will authorize to debit the designated account linked with the Exchange (s) towards processing fees along with applicable taxes for each change in non-designated director.	
CND-10	Resignation letter of the outgoing Non-Designated Director (Death Certificate in case of death of Non-Designated Director)	
MGT 7	Annual Returns submitted with the ROC.	
NOTE 1	If any document, proof or affidavit is submitted in regional language apart from English and Hindi, the translated copy duly notarized by the notary is submitted.	
NOTE-2	**Updation /Uploading of Exchange / Clearing Corporation (as applicable) Portal- Member has to update the proposed changes in respective Exchange portal.**	

STAGE – 2: Submission of Documents for effecting the change in Non-Designated Director/s in records of the Exchange / Clearing Corporation, post approval of the Exchange/Clearing Corporation for Stage 1:

1.	**Letter duly signed by Designated Director / Authorised Signatory** confirming implementation of proposed change(s) in Director(s) / Designated Director(s)- as approved by the Exchange / Clearing Corporation.	Yes / No
CND-5B	**Details of Directors after implementation of the proposal as per the specified format,** duly signed by Designated Director/Authorised Signatory/ Compliance officer of the company under the rubber stamp along with the certification of Chartered Accountant / Company Secretary in practice.	Yes / No
	Other Documents:	Yes / No
a)	Copy of e-form DIR -12, MBP-1, DIR-8, DIR-2 filed with the Registrar of Companies (duly signed by continuing designated director / Authorised Signatory/ Compliance officer)	Yes / No
b)	Other documents (if any) as mentioned in the NOC issued by the Exchange for prior approval of change in Non-Designated Directors.	Yes / No
c)	Changes made in Exchange Portal for Change in Non-Designated Directors	Yes / No

(On the letter head of the Member)

CND-1

Application for Changes in Non - Designated Director(s)

Date: _____

To,
(Name of the Stock Exchange/s where member is registered)

Sub: Change in Non - Designated Director(s)

Ref: SEBI Registration No.: INZ_____

Membership details :

Member ID	**Name of the Exchange / Clearing Corporation / Depositories**

We, _____ *(Name of the Member),* hereby seek your prior - approval / post – facto approval for change in non-designated director(s) as per the details given below:

Sr. No.	**Particulars of Changes**	**Name of the Director**	**Applicable (Yes / No / NA)**	**Proposed / Post-facto***
1	Appointment of Non – Designated Director			
2	Resignation of Non – Designated Director			
3	Cessation due to death			

** Post-facto changes are the changes already effected by the member at MCA without obtaining prior approval from the Exchange / Clearing Corporation. It should be noted that, post facto changes carried out by the member shall attract penalty / disciplinary actions as specified in Circulars issued by Exchange(s) / Clearing Corporation(s) from time to time.*

Further, we confirm that:

1. The Incoming director is not an Authorised Person of any member of the Exchange.

2. Change in director(s) is not accompanied with change in shareholding pattern and change in control*. (if there is any change in shareholding pattern and change in control, then please make separate application for the same to the Exchange).*

3. We, (including previous names, if any) and its directors / shareholders is / are not connected with any of the defaulting brokers of any Exchange / Clearing Corporation.

4. We have paid fees, as applicable, to SEBI as on date of application.

(On the letter head of the Member)

5. The incoming non - designated director (s) hereby declare that I / we am / are 'fit and proper person' as per SEBI (Intermediaries) Regulations, 2008 and SEBI (Stock Brokers) Regulations, 1992.

6. There is no change in details of directors compared to last approved by the Exchange / Clearing Corporation vide its approval letter no. _____dated _____ .
   or;
   There is no change in details of directors since the date we obtained membership of Exchange/Clearing Corporation*. (Strike off whichever is not applicable)*

7. We have updated the change request details on Exchange Portal and have uploaded this document along with supporting documents.

For any further communication in this regard, please contact the undersigned or Mr. / Ms. / Mrs. _____ *(name of the contact person)* on _____ *(contact numbers)*.

Yours faithfully,
For _____ (name of the member)

_____
Name and Signature of Designated Director(s) / Compliance officer/Authorised Signatory (ies) (as authorized by Board Resolution) under rubber stamp of the member.

Place:

(On the letter head of the Member)

CND-2(a)

Suggested format of Board Resolution for Resignation as *DIRECTOR - Non-Designated (additional / Whole Time / Managing etc.)*

Certified True Copy of the Extracts of the Minutes of the ____ (number of the Meeting) Meeting of the Board of Directors of _____ (name of the company), held on ____ (dated of meeting), at Registered Office of the Company at _____ (address where the meeting was held) at ____ (time of the Meeting).

Resignation of Mr. / Ms. _____ (name of the resigning director) from the Directorship

"RESOLVED THAT pursuant to the provisions of Section 168 of the Companies Act, 2013, the Companies (Appointment and Qualifications of Directors) Rules, 2014 and other applicable laws for the time being in force, the resignation of Mr. / Ms. _____ as director of the company be and is hereby accepted subject to the prior-approval of Exchange (s) / Clearing Corporation (s).

RESOLVED FURTHER THAT Mr. / Ms. _____ (*Name of Director) (DIN -____)* and Mr. / Ms. ____ (*Name of Company Secretary)* be and are hereby authorized to do all such acts, deeds and things as may be necessary to give effect to the aforesaid resolution."

Certified True Copy
For _____ (Name of the Member)

_____
Name and Signature of Designated Director / Authorised Signatory / Company Secretary of the Member (if any)
Under Rubber Stamp of the Member Entity

Designation: _____
Date: _____

(On the letter head of the Member)

CND-2(b)

Suggested format of Board Resolution for Appointment as *DIRECTOR – Non-Designated (additional / Whole Time / Managing etc.)*

Certified True Copy of the Extracts of the Minutes of the ____ (number of the Meeting) Meeting of the Board of Directors of _____ (name of the company), held on ____ (dated of meeting), at Registered Office of the Company at _____ (address where the meeting was held) at ____ (time of the Meeting).

Appointment of Mr. / Ms. _____ (name of the incoming director) from the Directorship

"RESOLVED THAT pursuant to the provisions of Section 152 of the Companies Act, 2013, the Companies (Appointment and Qualifications of Directors) Rules, 2014 and other applicable laws for the time being in force, the appointment of Mr. / Ms. _____ as director of the company be and is hereby accepted subject to the prior-approval of Exchange (s) / Clearing Corporation (s).

RESOLVED FURTHER THAT Mr. / Ms. _____ (*Name of Director) (DIN -____)* and Mr. / Ms. ____ (*Name of Company Secretary)* be and are hereby authorized to do all such acts, deeds and things as may be necessary to give effect to the aforesaid resolution."

Certified True Copy
For _____ (Name of the Member)

_____
Name and Signature of Designated Director / Authorised Signatory / Company Secretary of the Member (if any)
Under Rubber Stamp of the Member Entity

Designation: _____
Date: _____

(On the letter head of the Member)

CND-4

Standard Undertaking

Date:_____

Sr. No.	Particulars	Confirmation by Member*
1.	Whether there is any enquiry / investigation / disciplinary action(s) initiated / pending by SEBI / Exchange / Clearing Corporation / RBI / any other regulatory authority against entity / directors / Promoters / KMPs.	Yes ☐ No ☐
2.	Whether there is any enquiry / adjudication / prosecution or any action including penalty, consent proceedings, administrative warning, caution or advisory letter etc., by SEBI / Exchange / Clearing Corporation have been initiated against entity or any of our associates.	Yes ☐ No ☐
3.	Whether there are any complaints / arbitration cases pending against entity / directors by the Exchange / Clearing Corporation or referred by SEBI. *(If yes, then provide the details in separate Annexure)*	Yes ☐ No ☐
4.	Whether there is any action in respect of deviations in the broking operations initiated by the Exchange / Clearing Corporation pursuant to inspection / audit, etc. against the entity.	Yes ☐ No ☐
5.	Whether the entity / directors / Promoters / KMPs or its associate have been involved in any type of money laundering activities or have been debarred / suspended / expelled / declared defaulters / willful defaulters / insolvent / bankrupt, by SEBI / Court / RBI / Exchange / Clearing Corporation / any other regulatory authority.	Yes ☐ No ☐
6.	Whether the entity / directors or its associate have, at any point of time, committed any act and / or have been convicted for any act involving threat to the public / national interest.	Yes ☐ No ☐
7.	Whether the entity / directors or its associate have been convicted of any economic offence.	Yes ☐ No ☐
8.	Whether the entity / directors has been rejected for Membership by any Exchange / Clearing Corporation.	Yes ☐ No ☐
9.	Whether there is provisional liquidator or receiver or official liquidator appointed by a competent court against the Member / directors.	Yes ☐ No ☐
10.	Whether there are any adverse comment against the Member / directors / shareholders and associates in the following databases: a. defaulter list of RBI as available at Cibil (www.cibil.com) i.e. suits filed of Rs. 100 lakhs and above & suits filed of Rs. 25 lakhs and above. b. following list as per SEBI data on the SEBI website (www.sebi.gov.in): i. list of cases resulted in compounding in the prosecution filed. ii. list of cases resulted in convictions in the prosecutions filed. iii. list of cases dismissed/accused discharges in the prosecution filed. iv. list of cases in which accused declared as proclaimed offenders in the prosecutions filed.	Yes ☐ No ☐

(On the letter head of the Member)

Sr. No.	Particulars	Confirmation by Member*
	v. Prosecution list / database of CIS cases (prosecution launched against CIS entities) and non CIS cases (prosecution launched against other than CIS entities). vi. List of Companies & Directors debarred from associating with Capital Market for a period of five years – Companies / Directors. c. Vanishing Companies database of Ministry of Corporate Affairs (MCA). d. Database of IOSCO. e. List of United Nation Sanctions.	
11.	Whether the entity / directors have any financial liability which is due and payable in terms of the SEBI Act, the Securities Contracts (Regulation) Act, 1956 or Rules and Regulations there under.	Yes ☐ No ☐
12.	Whether there are any instances of violation or non-adherence to any securities, market related regulations by the entity or its associate(s) / group companies in India or abroad and any action has been taken by a regulatory agency in this regard. If yes, the entity may be advised to provide the following additional information: a. Top 10 monetary penalties in case of foreign entities and all monetary penalties in case of Indian entities, imposed against the entity or any associate of the entity (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 Member. b. 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 Member or any associate of the Member shall be disclosed for the last 10 years. c. 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 entity / associate companies are carried out or where the headquarters is situated.	Yes ☐ No ☐
13.	Whether the entity has been subjected to disciplinary proceedings under the Rules, Regulations, Business-Rules and Bye-laws of Exchange and / or Clearing Corporation, or enforcement action under securities laws, with respect to his business as a stock-broker involving either itself or any of its directors / shareholders or employees.	Yes ☐ No ☐
14.	Whether the entity / directors has been convicted by a Court of competent jurisdiction for an offence involving moral turpitude, economic offence, securities laws or fraud.	Yes ☐ No ☐
15.	Whether any order for winding up has been passed against the entity.	Yes ☐ No ☐

(On the letter head of the Member)

Sr. No.	Particulars	Confirmation by Member*
16.	Whether any order, including an order of suspension of certificate of registration as an intermediary, restraining, prohibiting or debarring the Member / director from dealing in commodities / capital market or from accessing the commodity market / capital / securities 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.	Yes ☐ No ☐
17.	Whether any order cancelling the certificate of registration of the entity 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.	Yes ☐ No ☐
18.	Whether any order withdrawing or refusing to grant any license / approval to the entity / director which has a bearing on the capital/ securities 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.	Yes ☐ No ☐

if yes in any of the above mentioned points, then please submit the details of the same in the prescribed format given below as "Annexure to Undertaking")

Further, We / I also hereby declare that:

Sr. No.	Particulars
1.	We are financially sound.
2.	We confirm that they have necessary infrastructure like adequate office space, equipment and man power to effectively discharge the broking activities as per SEBI (Stock brokers) Regulation, 1992.
3.	We and the directors undertake to intimate the Exchange/Clearing Corporation immediately in case of any action / complaints / investigation / enquiry by any Statutory Agency / Regulatory Agency / Exchange / Clearing Corporation / Court / Tribunal, in future.
4.	Our designated directors or whosevers identified as designated directors will continue to meet the eligibility requirements as prescribed in Securities Contracts (Regulation) Rules, 1957 and SEBI (Stock Brokers) Regulations, 1992.
5.	We will notify the Exchange and / or Clearing Corporation of any subsequent change in our details and to take SEBI and / or Exchange and / or Clearing Corporation approval for such changes wherever applicable as per Rules, Business Rules / Regulations & Bye-laws of the Exchange and / or Clearing Corporation and SEBI.
6.	The Member confirms that as long as the Member is engaged in broking/clearing as a member of any recognized Exchange / Clearing Corporation, it will engage itself in only such business as a member of Recognized Exchange / Clearing Corporation permitted to engage in under the Securities Contracts (Regulation) Rules 1957 and the Rules, Bye-Laws & Regulations of the Stock Exchange / Clearing Corporation. The Member is aware and acknowledge that if it engages in other Business, the Exchange / Clearing Corporation will be entitled to take disciplinary action (including fine, suspension & / or expulsion) against us.
7.	We and the directors, promoters and the Key Management Persons ("KMPs") are 'fit and proper person' as per Schedule II of SEBI (Intermediaries) Regulations, 2008 and SEBI (Stock Brokers) Regulations, 1992 as amended till date including with reference to following criteria: i) integrity, reputation and character; ii) absence of conviction and restraint orders; iii) competence including financial solvency and net worth;

(On the letter head of the Member)

Sr. No.	Particulars
	iv) absence of categorization as a wilful defaulter.
8.	We confirm that as on date we have cleared all our dues to SEBI in respect of all the SEBI registrations that we hold including SEBI fees, and that we do not have any dues to SEBI outstanding for payment in respect of all our SEBI registrations, if applicable.
9.	We confirm to abide by the Rules, Bye-Laws, Regulations / Business Rules and Circular issued by the Exchange / Clearing Corporation from time to time.
10.	We confirm to be liable for all contracts and transactions in the Exchange entered by them or by our authorized representatives and comply with all requirements of the Clearing Corporation relating to settlement thereof and also confirm to abide by all decisions of the Exchange and / or Clearing Corporation with respect to the operation on the Exchange and / or Clearing Corporation and would perform accordingly in meeting our financial, regulatory and operational responsibility as decided by the Exchange and / or Clearing Corporation from time to time.
11.	We and the directors are aware that if at any time directly or indirectly through Member / our associate, agents or with any other persons acting in concert, acquire or hold the equity shares of Exchange, they shall adhere to the norms stipulated by SEBI from time to time with respect to the shareholding in a recognized Stock Exchange, including the provisions of its circular no. CIR/MRD/DSA/01/2016 dated January 01, 2016 and further undertake that my / our shareholding shall not exceed beyond the threshold limit as per the norms issued by SEBI from time to time.
12.	We will ensure that the Compliance Officer appointed by us will obtain the required certification(s) as prescribed by SEBI / Exchange from time to time.

The Member declares that the information given above is true, correct and complete to the best of our knowledge and information and any mis-statement or misrepresentation or suppression of facts in connection with the above undertaking may entail disciplinary action / expulsion of my / our Membership.

_____

Signature of Designated Directors under rubber stamp

Place:
Date:

<u>Note</u>: Please ensure that all the pages of Standard Undertaking should be signed by Designated Directors.

(On the letter head of the Member)

Annexure to Undertaking

Sr. No.	Reference to Undertaking point no.	Month / Year	Details of violations / observations / matters requiring attention or action	Regulatory / Relevant Authority (FMC / SEBI / Exchange / Others**)	Action taken	Corrective Steps taken by thereupon in respect of observations	Status	Amount (if any)

**Other relevant authorities for e.g. EoW / CBI / Tax Departments, FIU, etc.

_____

Signature of Designated Directors under rubber stamp

(On the letter head of the Member)

"**FIT AND PROPER PERSON" UNDERTAKING**

To, Date: _____

(Name of the Stock Exchange/s where member is registered)

We hereby declare and undertake that:

1. The applicant/member and following persons as referred in substituted Schedule II of SEBI (Intermediaries) (Third Amendment) Regulations, 2021 are fit and proper person as per requirement laid in in aforesaid schedule:

    (a) the Applicant;

    (b) the Principal Officer, the Directors or Managing Partners, the Compliance Officer and the Key Management Persons (KMPs) of the Applicant by whatever name called; and

    (c) 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.

2. The Applicant and persons referred in point 1 above bear integrity, honesty, ethical behaviour, reputation, fairness and character of the person;

3. 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) (Third Amendment) Regulations, 2021:

    i) 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;

    ii) charge sheet has been filed against such person by any enforcement agency in matters concerning economic offences and is pending;

    iii) 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;

    iv) recovery proceedings have been initiated by the Board against such person and are pending;

    v) an order of conviction has been passed against such person by a court for any offence involving moral turpitude;

    vi) any winding up proceedings have been initiated or an order for winding up has been passed against such person;

(On the letter head of the Member)

vii) such person has been declared insolvent and not discharged;

viii) such person has been found to be of unsound mind by a court of competent jurisdiction and the finding is in force;

ix) such person has been categorized as a wilful defaulter;

x) such person has been declared a fugitive economic offender;

4. 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 SEBI.

5. No notice to show cause has been issued for proceedings under SEBI (Intermediaries) (Third Amendment) Regulations, 2021 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.

We hereby undertake that the above declaration is true and correct and any change in the above shall be immediately intimated to Exchange (s).

Yours faithfully,
For (Name of the Member)

_____
Name & Signature of all the Existing and Proposed Designated Director under Rubber Stamp

(On the letter head of the Member)

CND-5A

Details of the Directors before change

Details of all Directors as on _____ (date should not be later than the date of the earliest board resolution)

Sr. No.	Particulars	1	2	3
1.	Name	First Name: Middle Name: Surname:	First Name: Middle Name: Surname:	First Name: Middle Name: Surname:
2.	Father Name			
3.	Designated Director *(minimum two)*	Yes / No*	Yes / No*	Yes / No*
4.	Citizenship Details			
5.	Passport No. (in case of Foreign Individuals)	Place of Issue: Valid till:	Place of Issue: Valid till:	Place of Issue: Valid till:
6.	Date of Birth			
7.	Date of Appointment as Director			
8.	PAN			
9.	Aadhaar No.			
10.	DIN No			
11.	Qualification of Director (*minimum HSC)*[$]			
12.	Experience** (in years) *(add annexures if multiple)*	Name of Organisation: Designation: Field / Activity: From: To:	Name of Organisation: Designation: Field / Activity: From: To:	Name of Organisation: Designation: Field / Activity: From: To:
13.	Residence Address City: District State / Union Territory: Pin code: Tel No(s): Fax No(s):			
14.	Mobile No.:			
15.	Email ID:			
16.	Equity Shareholding in Member Entity a) Shares b) Amount c) % of Total			
17.	Whether Director is disqualified under section 164 of Companies Act, 2013? *If yes, provide details of action u/s 167 of Companies Act, 2013*	Yes / No	Yes / No	Yes / No

_____

Signature of Designated Directors/ Compliance officer/ Authorised signatory under rubber stamp

(On the letter head of the Member)

<table>
<tr><td colspan="2">Certificate
This is to certify that the details of _____ (name of Member entity) and the details of their Directorships / controlling interest in other companies / entities, as provided by _____ (name of Member entity) 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, based on the information, explanation and documents given to us, we state that the designated director(s) as mentioned above meet the eligibility requirements as prescribed in Securities Contracts (Regulation) Rules, 1957 (rule 8(4A) and other relevant provisions) and, SEBI (Stock Brokers) Regulations, 1992.</td></tr>
<tr><td>Date:</td><td>For (Name of Certifying Firm)</td></tr>
<tr><td>Place:</td><td>

Name of the partner / proprietor
Chartered Accountant / Company Secretary
Membership No.:
CP No.:
UDIN -
(Rubber Stamp of Firm)</td></tr>
</table>

Notes:

1. *If the aforesaid document exceeds more than one page, please take the signature of designated directors /Compliance officer/ Authorised signatory and practicing CA/CS on all the pages.
2. #. If Directorship / Controlling shareholding in other Cos / entities is provided as separate Annexure, then it should be certified by Designated Director/ Compliance officer/ Authorised signatory along with sign and stamp of the practicing CA / CS (as applicable).

(On the letter head of the Member)

CND-5B

Details of the Directors (proposed changes)

Sr. No.	Particulars	1	2	3
1.	Name	First Name: Middle Name: Surname:	First Name: Middle Name: Surname:	First Name: Middle Name: Surname:
2.	Father Name			
3.	Designated Director *(minimum two)*	Yes / No*	Yes / No*	Yes / No*
4.	Citizenship Details			
5.	Passport No. (in case of Foreign Individuals)	Place of Issue: Valid till:	Place of Issue: Valid till:	Place of Issue: Valid till:
6.	Date of Birth			
7.	Date of Appointment as Director			
8.	PAN			
9.	Aadhar No. (Optional)			
10.	DIN No			
11.	Qualification of Director (*minimum HSC)*[$]			
12.	Experience** (in years) *(add annexures if multiple)*	Name of Organisation: Designation: Field / Activity: From: To:	Name of Organisation: Designation: Field / Activity: From: To:	Name of Organisation: Designation: Field / Activity: From: To:
13.	Residence Address City: District State / Union Territory: Pin code: Tel No(s): Fax No(s):			
14.	Mobile No.:			
15.	Email ID:			
16.	Equity Shareholding in Member Entity a) Shares b) Amount c) % of Total			
17.	Whether Director is disqualified under section 164 of Companies Act, 2013? *If yes, provide details of action u/s 167 of Companies Act, 2013*	Yes / No	Yes / No	Yes / No

_____

Signature of Designated Directors/ Compliance officer/ Authorised signatory under rubber stamp

(On the letter head of the Member)

Certificate

This is to certify that the details of _____ (name of Member entity) and the details of their Directorships / controlling interest in other companies / entities, as provided by _____ (name of Member entity) 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, based on the information, explanation and documents given to us, we state that the designated directors as mentioned above meet the eligibility requirements as prescribed in Securities Contracts (Regulation) Rules, 1957 (rule 8(4A) and other relevant provisions) and, SEBI (Stock Brokers) Regulations, 1992.

Date:	For (Name of Certifying Firm)
Place:	Name of the partner / proprietor Chartered Accountant / Company Secretary Membership No.: CP No.: UDIN - (Rubber Stamp of Firm)

Notes:

1. *If the aforesaid document exceeds more than one page, please take the signature of designated directors /Compliance officer/ Authorised signatory and practicing CA/CS on all the pages.
2. #. If Directorship / Controlling shareholding in other Cos / entities is provided as separate Annexure, then it should be certified by Designated Director/ Compliance officer/ Authorised signatory along with sign and stamp of the practicing CA / CS (as applicable).

CND-6

Details of Shareholding and Directorship of Directors in other entities:

a) Shareholding/sharing pattern in <name of entity>* (*name of the other corporate SEBI registered entity)

Sr No	Name of Director (s)	Name of the corporate	Pan Card No. of the corporate	CIN NO of the corporate	Whether Promoter in the corporate (Y/N)	From Date	No. of shares held	Face value per share (Rs.)	Total Amt paid up @	% of Total @		% of Total
										Self	Relatives	
1												

b) Interests in any other company as Director

Sr No	Name of the Director (s)	Name of the corporate	Pan Card No. of the corporate	CIN NO of the corporate	Whether Designated Director/WTD in the corporate (Y/N)	Date of appointment as director in the mentioned corporate
1						
2						
3						

c) Has ever been/ is a member of any Stock Exchange?

Sr No.	Name (Member Name)	SEBI Registration Number	Mapped to the following Exchanges (NSE/BSE/MSEI/MCX/NCDEX/ICEX)	Present Status of Membership (Active / Inactive / Deactivated due disciplinary action /Surrendered / Ceased/ Suspended /Expelled /Declared Defaulter)
1				
2				
3				

Signature of Designated Director(s) / Compliance officer/Authorised Signatory (ies) under rubber stamp **Date: _____**

(On the letter head of the Member)

CND-7

Undertaking related to Politically Exposed Persons (PEP)

Directors /Shareholders /Associates who are Politically Exposed Persons' (PEP) (*If applicable*)

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

_____

Signature of Designated Directors/ Compliance officer/ Authorised signatory **Date: _____**

Notes:

1. As per SEBI master circular SEBI/HO/MIRSD/DOP/CIR/P/2019/113 dated October 15, 2019 , '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. The additional norms applicable to PEP as contained in the para 2.2.5 of the said SEBI circular shall also be applied to the accounts of the family members or close relatives of PEPs. .
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 directors/ compliance officer/ authorised signatory (ies) as per Board Resolution mentioning names and designations.
4. 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
5. In case Directors /Shareholders /Associates are not Politically Exposed Persons' (PEP), then kindly submit this undertaking duly signed by designated directors/ Compliance officer/ Authorised signatory mentioning "Not Applicable".

CND-9

DEBIT INSTRUCTION FOR PROCESSING CHARGES FOR CHANGE IN NON-DESIGNATED DIRECTOR

Date: _____

To,
(Name of the Stock Exchange/s and/or Clearing Corporation/s where member is registered)

Dear Sir / Madam,

Subject: Debit Instruction

Kindly debit my designated account linked with the Exchange (s) towards processing fees along with applicable taxes for each change in non-designated director.

_____
Signature of Designated Director(s) / Compliance officer/Authorised Signatory (ies) (as authorized by Board Resolution) under rubber stamp or Member / Clearing Member

(On the letter head of the Member)

CND-10

Resignation Letter (Suggested format) of outgoing director

Date:

To,

The Board of Directors
(Name of Member Entity)

Re: Resignation from the office of the Director of the Company

Dear Sir/s,

I, Mr/Ms. (Director's Name) hereby tender my resignation from the post of Director of the (Name of Member Entity) w.e.f. from (date). Kindly accept this letter as my resignation.

Thank you

Yours Faithfully

Mr./Ms (Name and Signature of Director)

(On the letter head of the Member)

CND-5B(ii)

Details of the Directors after change

Details of all Directors as on _____

Sr. No.	Particulars	1	2	3
1.	Name	First Name: Middle Name: Surname:	First Name: Middle Name: Surname:	First Name: Middle Name: Surname:
2.	Father Name			
3.	Designated Director *(minimum two)*	Yes / No*	Yes / No*	Yes / No*
4.	Citizenship Details			
5.	Passport No. (in case of Foreign Individuals)	Place of Issue: Valid till:	Place of Issue: Valid till:	Place of Issue: Valid till:
6.	Date of Birth			
7.	Date of Appointment as Designated Director			
8.	PAN			
9.	Aadhaar No.			
10.	DIN No			
11.	Qualification of Director (*minimum HSC)*[$]			
12.	Experience** (in years) *(add annexures if multiple)*	Name of Organisation: Designation: Field / Activity: From: To:	Name of Organisation: Designation: Field / Activity: From: To:	Name of Organisation: Designation: Field / Activity: From: To:
13.	Residence Address City: District State / Union Territory: Pin code: Tel No(s): Fax No(s):			
14.	Mobile No.:			
15.	Email ID:			
16.	Equity Shareholding in Member Entity a) Shares b) Amount c) % of Total			
17.	Whether Director is disqualified under section 164 of Companies Act, 2013? *If yes, provide details of action u/s 167 of Companies Act, 2013*	Yes / No	Yes / No	Yes / No

_____

Signature of Designated Directors/Authorised signatory/ Compliance officer under rubber stamp

(On the letter head of the Member)

Certificate	
This is to certify that the details of _____ (name of Member entity) mentioned above and their Directorships / controlling shareholding in other companies / entities, as provided Member entity, 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, based on the information, explanation and documents given to us, we state that the designated directors as mentioned above meet the eligibility requirements as prescribed in Securities Contracts (Regulation) Rules, 1957 (rule 8(4A) and other relevant provisions) and SEBI (Stock Brokers) Regulations, 1992.	
Date:	For (Name of Certifying Firm)
Place:	Name of the partner / proprietor Chartered Accountant / Company Secretary Membership No. : CP No.: UDIN - (Rubber Stamp of Firm)

Notes:

a. *If the aforesaid declaration exceeds in more than one page, please take the signature of designated director / compliance officer/ authorized signatory and practicing CA on all the pages.
b. **No. of years in capital market is minimum 2 years for Designated Director.
c. $ For Designated Director, the qualification should be minimum HSC. Further, if there is a minor mismatch of name on the educational certificate as compared to PAN, then kindly provide affidavit. In case of name change, then kindly provide copy of gazette.
d. #. If Directorship / Controlling shareholding in other Cos / entities is provided as separate Annexure, then it should be certified by Designated Director/ compliance officer/ authorized signatory along with sign and stamp of the practicing CA / CS (as applicable).
e. Any appointment / resignation of a designated director requires prior approval of Exchange/ Clearing Corporation.