(On the letter head of the Member)

Change in Shareholding Pattern with Change in Control – Corporates

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

STAGE – 1: Submission of Documents for NOC of Exchanges / Clearing Corporation

Document Ref. No	Particulars	Submitted (Yes / No / NA)
CCSHC-1	**Request letter for obtaining prior- approval for change in shareholding pattern with change in control.** (To be submitted for any change in shareholding pattern and change in composition of Promoter Group of Member entity / Corporate Promoter / Holding Company / Ultimate Holding Company leading to change in control)	
CCSHC-2	**Shareholding Pattern and Details of Promoter Group (Before Change in Control)**	
i.	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 shareholding pattern. Else;	
ii.	To be submitted for Member entity / Corporate promoter / Holding Company / Ultimate Holding Company.	
iii.	In case of HUF, the details of the Karta and the Co-Parceners should be provided separately on the letter head of the HUF	
iv.	Persons holding 2% or more of the paid-up capital should be shown separately and not to be clubbed in others	
v.	Preference shareholding, if any, in Member entity / Corporate promoter / Holding Company / Ultimate Holding Company to be provided in the similar format.	
vi.	In case of multiple changes since the Shareholding Pattern last approved by the Exchanges/Clearing Corporations, all such changes need to be covered with supporting.	
CCSHC-2	**Shareholding Pattern and Details of Promoter Group (After Change-Proposed)**	
i.	To be signed by Designated Director(s) / Authorised Signatory (ies) (as authorized by Board Resolution) under rubber stamp of company for proposed changes. ***Note: Certification by Chartered Accountant / Company Secretary in Practice is not required for proposed changes.***	
CCSHC-3	**Details of Directors (Present & Proposed) of the Member**	
i.	In case of change in present Designated Directors since last approved by the Exchange/Clearing Corporation: Application to be made for obtaining approval for change in Designated Director/s alongwith the application for prior approval for change in control.	

(On the letter head of the Member)

ii.	<u>In case of change in present Non-Designated Directors since last approved by the Exchange / Clearing Corporation:</u> Application to be made for intimation to Exchange for change in Non-Designated Director/s	
CCSHC- 4	**Board Resolution (BR) for Proposed Changes to be carried out**	
i.	Certified True Copy of the Board Resolution for the Changes carried out in the Shareholding Pattern / Promoter Group of the Member entity / Corporate Promoter Group-/ Holding Company / Ultimate Holding Company.	
	Separate Board resolution to be provided in case of reclassification of Promoter.	
CCSHC-5	**Standard Undertaking**	
i.	If 'Yes' is mentioned in any of the points of standard undertaking, then details for such points are to be mentioned in "Annexure to Undertaking".	
ii.	Each page of undertaking has to stamped and signed.	
iii.	In case there is no change in the details of the undertaking, please submit the certified true copy* of the Undertaking already submitted to the Exchange/Clearing Corporation if the same is not older than 3 months (*certified by Authorised Signatory).	
CCSHC - 6	**'Additional Undertaking'**	
i.	To be submitted on the letterhead of the Member duly signed, mentioning the date and place of signing.	
CCSHC – 7	**Networth Certificate and Computation of Networth**	
i.	Networth Certificate should not be of a date later than a period of 6 months from the date of Application.	
ii.	Certified True Copy (signed by Designated Director / Authorised Signatory) of the Networth Certificate and Computation of Networth to be provided, in case the same has been submitted as a part of yearly / half yearly compliance.	
CCSHC – 8	**Politically Exposed Persons (PEP) Undertaking**	
CCSHC- 9	Fit and Proper Undertaking	
MGT- 7	Annual returns Submitted with ROC	
i.	To be submitted after mentioning Not Applicable, in case not applicable	
	Processing Fees Processing Fees to be paid as applicable. Penalty (if applicable) for change in control without obtaining approval of the Exchange / Clearing Corporation. Member will authorize the Exchange (s) on their letterhead to debit relevant account towards Processing fees /Penalty plus applicable taxes for the said Member.	

(On the letter head of the Member)

CCSHC - 1

APPLICATION FOR CHANGE IN SHAREHOLDING PATTERN INVOLVING CHANGE IN CONTROL

Date: _____

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

Sir / Madam,

Subject: Application seeking NOC for Change in Shareholding Pattern involving Change in Control.

Ref : SEBI Registration No. INZ_____

Other Membership details :

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

We,_____, ***(Name of the Member),*** hereby apply for prior / post- facto approval for change in shareholding pattern involving change in control in terms of SEBI Circular SEBI/HO/MIRSD/ MIRSD-PoD-2/P/CIR/2022/163 dated November 28, 2022. The details of changes are as under:

1. Reason for change in control: _____.

2. Name of the Lead / Designated Exchange/ Designated Clearing Corporation for submitting the application for SEBI's prior approval : **<Name of the Exchange>_____.**

We confirm that:

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

b) We are aware that we are selected for inspection(s) by Exchange /Clearing Corporation/ SEBI. We hereby undertake to co-operate for inspection(s) and all post inspection related activities and bear all such fines, penalties, expenses and consequences those may arise due to or incidental to the said inspection(s). **(strike out if not applicable)**

c) There is no change in shareholding pattern compared to last approved by the Exchange / Clearing Corporation vide its approval letter dated _____ and hereby attached certified copies of the last submissions made.

OR

There are changes in shareholding pattern since last approved by Exchange / Clearing Corporation and we submit shareholding pattern duly certified by authorised signatory / designated director and CA / CS.

(On the letter head of the Member)

d) There is no change in Designated Directors /Directors with respect to last approved / noted by Exchange / Clearing Corporation vide its approval letter no. / E-mail _____ dated _____ and hereby attached certified copies of the last submissions made.

OR

There are changes in the details of directors since last approved by Exchange / Clearing Corporation and please find enclosed application for approval for change in Designated Directors / Directors.

Further, we confirm that:

1. None of our directors are Authorised Persons of any Member of the Exchange.
2. There will be at least two Designated Directors after the proposed changes.
3. We satisfy the eligibility criteria in terms of provisions of Securities Contract (Regulation) Rules, 1957 & SEBI (Stock Brokers) Regulations, 1992 the Rules, Bye-Laws, Business Rules and Circulars issued from time to time if any.
4. There is no Foreign Holding in the Member / Holding Company / Ultimate Holding Company.
   (In case there is Foreign Holding in the present/proposed structure, provide the confirmation mentioned below)

Name of the Member / Holding Company* / Ultimate Holding Company*					
Sr. No	Name of Foreign	Nature/Type of Foreign holder **	No. of Shares	Amount paid up	% of holding
1					

* Separate details to be given in case of holding Company / Ultimate Holding Company (including all layers) In case of applicability only.

** Please specify whether the holder is 1) Foreign Company 2) Foreign Individual 3) Non-Resident Indian (NRI) 4) Overseas Corporate Body (OCB) 5) Foreign Institutional Investor (FII) 6) Person of Indian Origin (PIO) 7) Non Resident – Limited Liability Partnership

We undertake that all the necessary approvals for allotment of shares to foreign shareholders have been obtained from the appropriate/relevant authorities including that of Foreign Investment Promotion Board (FIPB). **(strike out if not applicable)**

We undertake to intimate and update Exchange / Clearing Corporation as and when there is any change in the aforesaid information related to Foreign Holding.

In view of the above submission, we hereby request Exchange / Clearing Corporation to grant prior approval for change in shareholding leading to change in control and we hereby attach the following documents along with this application form:

Sr. No.	Name of the Document	Annexure
1.	Shareholding Pattern and Details of Promoter Group (Before Change and Proposed-After Change in control)	CCSHC-2
2.	Details of Directors (Present & Proposed) of the Member	CCSHC-3
3.	Board Resolution for proposed changes	CCSHC-4
4.	Standard Undertaking and Annexure to Undertaking	CCSHC-5
5.	Additional Undertaking	CCSHC-6

(On the letter head of the Member)

6.	Certified Networth Certificate along with Computation of Networth (if submitted as a part of Half Yearly / Annual Return Submission) OR Latest Networth Certificate along with Computation of Networth (not more than 6 months old)	CCSHC–7
7.	Undertaking related to Politically Exposed Persons (PEP)	CCSHC–8
8.	Fit and Proper Undertaking	CCSHC–9

We satisfy the eligibility criteria in terms of provisions of Securities Contract (Regulation) Rules, 1957 & SEBI (Stock Brokers) Regulations, 1992 the Rules, Bye-Laws, Regulations, Business Rules and Circulars issued by the **Exchange/Clearing Corporation** from time to time if any.

For any further communication in this regard, please contact the undersigned or Mr. / Ms. _____ (Name of the contact person) on_____ (contact numbers) or e-mail at _____.

Yours faithfully,
For _____ (name of the member)

_____
Name and Signature of Designated Director / Authorised Signatory as per board resolution
Under the rubber stamp

Place:

Date:

(On the letter head of the Member)

CCSHC-2

(Details of Shareholding Pattern & promoter/non promoter group of Corporates)

Certificate dated_____

Share Holding Pattern of _____ (Name of the Entity) as on _____ (Date)

Total Equity Share capital : Rs._____ (In figures), Rs._____ (In words).

Total Paid up Equity Share capital : Rs._____ (In figures), Rs._____ (In words).

Face value of each equity share (or any other instrument): Rs._____ (In figures) Rs._____ (In words)

PART I –PROMOTER GROUP									
Sr No.	**Name of promoter [1]**	**Under what capacity [2]**	**Residential address (with Pin code) & Contact No**	**No. of shares held**	**Face value per share (Rs.)**	**Total Amt paid up**	**% shareholding**	**Pan Card No.**	**CIN NO (In case of corporates)**
1	**A**								
2	**B**								
3	**C**								
		TOTAL PROMOTER GROUP HOLDING (A)							

PART II – NON PROMOTER GROUP							
Sr No.	**Name of the non promoter**	**No. of shares held**	**Face value per share (Rs.)**	**Total Amt paid up**	**% shareholding**	**Pan Card No.**	**CIN NO (In case of corporates)**
4							
5							
6	**OTHERS**						
TOTAL NON PROMOTER GROUP HOLDING (B)							
GRAND TOTAL (A) + (B)					**100%**		

[1] Promoter as defined under SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 for Listed companies and as per Section 69 of companies Act 2013 for unlisted companies. Persons having controlling interest in terms of SEBI (Stock broker) Regulations 1992 shall also form part of the Promoter/Promoter Group.

[2] as defined in **SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018** for Listed companies and as per Section 69 of companies Act 2013 for unlisted companies and/or having controlling interest in terms of SEBI (Stock broker) Regulations 1992 and Persons Acting in concert as defined under 2 (q) of Chapter I of SEBI (SAST) Regulations, 2011

(On the letter head of the Member)

NOTES:

1. In case of all body corporate in the 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 less than 2% of the paid up capital (not covered in the definition of promoter) may be clubbed and shown as 'others' under Non promoter group
4. Persons Acting in concert should be included in the list of promoters and should be mentioned as 'PAC' under the head' Under what capacity'
5. All initials to be expanded (full name to be indicated)

Date:
Place:

Signature of Compliance Officer / Designated Director
Name of Person Signing

CERTIFICATE

This is to certify that the details of shareholding pattern and promoter group of M/s _____**(Name of Trading Member)** as given in above Annexure, 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:
Date:

For (Name of Certifying Firm)
Name of Partner/Proprietor
Chartered Accountant / Company Secretary
Membership Number
UDIN
(Signature under Rubber stamp of Firm)

(On the letter head of the Member)

CCSHC-3

DETAILS OF CHANGES IN THE DIRECTORS AS ON _____

Sr. No.	Current Director details				Proposed Director Details						
	Name of the Director	Designated Director (Y/N)	PAN	Aadhaar No.	Name of the Director*	Designated Director (Y/N)	PAN	Aadhaar No.	Date of Birth	Educational Qualification	Relevant Experience (no. of years)
1											
2.											
3.											

*** Please specify Directorships or controlling shareholding in other Companies / partners in other firms in the below format:**

Sr.	Name of the Proposed Director	Name of the entity in which the proposed director is acting as a director.	PAN of the entity

_____
Name and Signature of Designated Director / Compliance Officer/ Authorised Signatory
Under the rubber stamp

Date:_____
Place: _____

Note :

In case of change in Designated Directors :

Application to be made for obtaining Exchange's prior approval for change in Designated Director/s

In case of change in Non-Designated Directors :

Application to be made for obtaining Exchange's prior approval / intimation to Exchange for change in Non-Designated Director/s

(On the letter head of the Member)

CCSHC-4

(ON THE LETTERHEAD OF THE COMPANY)

SUGGESTED FORMATS FOR BOARD RESOLUTION

CERITIED TRUE COPY OF THE RESOLUTION PASSED BY THE BOARD DIRECTORS OF <COMPANY NAME> HEREIN AFTER REFERERED TO AS THE "COMPANY" AT THE MEETING HELD ON _____ AT THE REGISTERED OFFICE <ADDRESS OF THE COMPANY> OF THE COMPANY.

"RESOLVED THAT company be authorized to apply to <name of **Exchange/Clearing Corporation** > to obtain necessary approvals required for the purpose of increase in authorized Share Capital of the Company from Rs._____ (Rupees _____) divided into _____ (_____) Equity/preference Shares of the face value of Rs.10/- each to Rs._____ (Rupees_____) divided into _____ (_____) Equity/preference Shares of the face value of Rs.10/- each.

RESOLVED FURTHER THAT company be further authorized to apply to <name of **Exchange/Clearing Corporation** > to increase in subscribed and paid-up share capital of the company from Rs._____ (Rupees _____) Equity/Preference Shares of the face value of Rs.10/- each to Rs._____ (Rupees _____) equity/Preference shares of the face value of Rs. 10/- each and that the shares shall be issued to existing as well as new shareholders as per following details

Sr. No.	Name of the Shareholder	No. of additional shares issued

RESOLVED FURTHER THAT company be further authorized to apply to <name of **Exchange/Clearing Corporation** > for transferring of _____ (no. of shares) equity/preference shares of face value Rs.10/- each to be transferred as per following details

Sr. No.	Name of the Transferor	No. of Shares	Name of the Transferee	No. of Shares

RESOLVED FURTHER THAT company be further authorized to apply to <name of **Exchange/Clearing Corporation** > for transmission of _____ (no. of shares) equity/preference shares of face value Rs.10/- each to be transmitted as per following details

Sr. No.	Name of the Transferor (deceased)	No. of Shares	Name of the Transferee	No. of Shares.

RESOLVED FURTHER THAT Mr. _____ and _____, Designated Directors of the company be hereby authorized to make representations before, <name of **Exchange/Clearing Corporation** > and to do all such acts, deeds and things in order to obtain necessary approvals. The above changes are subject to approvals from <name of **Exchange/Clearing Corporation** > and SEBI.

For <Company Name>

_____

Signature of Designated Directors under rubber stamp

CCSHC - 5

(On the letter head of the Member)

Undertaking cum Declaration

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 Member or its existing / proposed directors /promoters/KMP.	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 Member or any of associates of the Member.	Yes ☐ No ☐
3.	Whether there are any complaints / arbitration cases pending against Member / directors by the Exchange / Clearing Corporation or referred by SEBI.	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 Member.	Yes ☐ No ☐
5.	Whether the Member or its existing / proposed directors / promoters/KMP or its associate have been involved in any type of money laundering activities or have been debarred / suspended / expelled / declared defaulters / wilful defaulters/ insolvent / bankrupt, by SEBI / Court / RBI / Exchange / Clearing Corporation / any other regulatory authority.	Yes ☐ No ☐
6.	Whether the Member or its existing / proposed directors and promoters 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 Member or its existing / proposed directors and promoters or its associate have been convicted of any economic offence.	Yes ☐ No ☐
8.	Whether the Member or its existing / proposed directors and promoters have 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 or its existing / proposed directors and promoters..	Yes ☐ No ☐
10	Whether there are any adverse comment against the Member or its existing / proposed directors and promoters 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. v. Prosecution list / database of CIS cases (prosecution launched against CIS entities) and non CIS cases (prosecution launched against other that 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).	Yes ☐ No ☐

(On the letter head of the Member)

Sr. No.	Particulars	Confirmation by Member*
	d. Database of IOSCO. e. List of United Nation Sanctions.	
11	Whether the Member or its existing / proposed directors and promoters 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 Member 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 Member 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 Member or any associate of the Member (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 Member / associate companies are carried out or where the headquarters is situated.	Yes ☐ No ☐
13	Whether the Member 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 existing / proposed directors and promoters or employees.	Yes ☐ No ☐
14	Whether the Member 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 Member.	Yes ☐ No ☐
16	Whether any order, including an order of suspension of certificate of registration as an intermediary, restraining, prohibiting or debarring the Member or its existing / proposed directors and promoters 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 ☐

(On the letter head of the Member)

Sr. No.	Particulars	Confirmation by Member*
17	Whether any order cancelling the certificate of registration of the Member 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 Member or its existing / proposed directors and promoters 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 (Stockbrokers) 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.	We confirm 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. We are 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 existing/proposed 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; 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

(On the letter head of the Member)

Sr. No.	Particulars
	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 Exchanges, 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:

Note: Please ensure that all the pages of Standard Undertaking should be signed by Designated Directors

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)

CCSHC– 6

ADDITIONAL UNDERTAKING

Date: _____

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

Dear Sir,

We _____ (name of the all Existing designated directors) and _____ (name of all proposed designated director/s) hereby confirm/declare/undertake that:

1. We would be liable for fee that may accrue from date of application for prior approval (change in shareholding pattern) till the date of change in status.
2. We would be liable for all liabilities/obligations (including monetary penalties, if any) for violations of the provision of the SEBI Act and SEBI (Stock-brokers) Regulations, 1992 that have taken place before change in status and constitution.
3. There will not be any change in the Board of Directors of incumbent, till the time prior approval is granted by Exchange / SEBI.
4. We shall inform all existing constituents / clients in order to enable them to take informed decision regarding their continuance or otherwise with the entity with new management.
5. The incoming whole time /qualified director is eligible to be appointed as director under the Securities Contracts (Regulation) Act, 1956 and the Rules made thereunder.
6. Further, we shall make an application to SEBI for prior approval in terms of SEBI Circular No. CIR/MIRSD/14/2011 dated August 02, 2011 after obtaining NOC from the Exchange(s) and also that we would designate one of the Exchange for forwarding our application to SEBI for obtaining its prior approval.
7. No application was made in the past to SEBI seeking registration in any capacity which was not granted. *(if Yes mention details thereof)*
8. No action has been initiated /taken under SCRA/SEBI Act or rules and regulations made thereunder. *(if Yes mention details thereof along with corrective action taken to avoid such violations in the future.)*
9. No investor complaint is pending. *(if Yes, then steps taken and confirmation that the acquirer shall resolve the same)*
10. No litigation is pending. *(if Yes mention details thereof)*

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)

CCSHC-7

(*To be provided on the Letterhead of the certifying Chartered Accountant/ Company Secretary in Practice****)***

NETWORTH CERTIFICATE

NETWORTH CERTIFICATE

Member Name: _____

Member Applicable Networth* *(Higher of 'Base Networth' or 'Variable Networth'):*

1. Base Networth is (in Rs.)

NSE	
BSE	
NCDEX	
MCX	
MSE	

2. Variable Networth is Rs. _____/-

*(Reason in case Variable Networth is "Nil / Not Applicable"): _____

_____

This is to certify that the Networth of M/s./Mr./Ms._____(Name of Member) as on _____as per the statement of computation of even date annexed to this report is Rs. _____ only).

We further certify that:

- M/s./Mr./Ms. _____ (Name of Trading Member) is not engaged in any fund-based activities or business other than that of securities or commodity derivatives. 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 method of computation prescribed by Schedule VI of SEBI (Stock Brokers) (Amendment) Regulations, 2022.

- The computation of Variable Networth is in accordance with the method of computation prescribed by SEBI as per SEBI Gazette Notification No. SEBI/LAD-NRO/GN/2022/73 dated February 23, 2022 on revised Networth requirement or as amended from time to time*.

- We hereby confirm that we are not the related party to the aforesaid entity.

- The computation of Networth is based on company's standalone financial statements and based on audited /unaudited financial statements.

(On the letter head of the Member)

Place:
Date:

For (Name of Certifying Firm)
PAN no. of CA/CS Firm
UDIN:

Name of Partner/Proprietor
Chartered Accountants / Company Secretaries
PAN no. of Partner/Proprietor
Membership Number

Name and PAN of all Directors/Partners of certifying Chartered Accountant/Company Secretary firm

Sr no	Name of Director/Partner	PAN of Director/Partner

*Shall be read with amendments, circular, notification issued in this regard till date.

(On the letter head of the Member)

Method of computation of Networth as per Schedule VI of SEBI (Stock Brokers) (Amendment) Regulations, 2022

The method of computation of Networth as prescribed by Schedule VI of SEBI (Stock Brokers) (Amendment) Regulations, 2022 is as follows:

Sr. No.	Particulars	Amount in Rs.
A.	Capital	
B.	Free Reserves	
C.	**Less: Non-allowable assets viz.,**	
	(a) Fixed Assets	
	(b) Pledged Securities	
	(c) Member's card	
	(d) Non-allowable securities (unlisted securities)	
	(e) Bad deliveries	
	(f) Any Debts and Advances (except trade debtors of less than 3 months)	
	(g) Prepaid expenses, losses	
	(h) Intangible Assets	
	(i) 30% of Marketable securities	
D.	**Total Amount (A + B - C)**	

Place:
Date:

For (Name of Certifying Firm)
PAN no. of CA/CS Firm
UDIN:

Name of Partner/Proprietor
Chartered Accountants / Company Secretaries
PAN no. of Partner/Proprietor
Membership Number

(On the letter head of the Member)

CCSHC – 8

Undertaking related to Politically Exposed Persons (PEP)

Directors /Promoters /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 all Designated Directors/Authorized Signatory as per the board resolution under rubber stamp

Date:

Notes:

1. As per SEBI 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 or 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 /Promoters/Associates are not Politically Exposed Persons' (PEP), then kindly submit this undertaking duly signed by designated directors mentioning "Not Applicable".

(On the letter head of the Member)

CCSHC- 9

Fit and Proper 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:

   (a) the applicant;

   (b) the principal officer, the directors or managing partners, the compliance officer and the key management persons 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) Regulations, 2008:

   (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;

   (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 wilul defaulter;

   (x) such person has been declared a fugitive economic offender.
4. The stock broker is not associated with any defaulting member of any exchange.
5. No complaint /arbitration/ disciplinary proceeding is pending against the stock broker.
6. No enquiry/investigation proceeding is pending/ initiated against stock broker by any exchange.

(On the letter head of the Member)

7. No outstanding fees from the broker.
8. 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.
9. 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.

Yours faithfully,
For (Name of the Member)

_____
Name & Signature of all the Existing, Proposed Designated Director/s and Promoter/s under Rubber Stamp

Date:

Note- If the incoming promoter is a body corporate, then the said undertaking to be provided separately on the letterhead of the body corporate.