**Board Resolution**

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

Certified True Copy of the Extracts of the Minutes of the Meeting of the Board of Directors of ------------------------------------Ltd , which was duly convened and where proper quorum was present, held on ------------, at ………………………( address ).

RESOLVED that the company may approach the National Commodity & Derivatives Exchange Limited (NCDEX) / National Commodity Clearing Limited (NCCL) for registration with SEBI.

RESOLVED that Shri …………………….. and …………………………… are Designated Directors and hereby 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.

It was FURTHER RESOLVED that Shri …………………….. and …………………………… are Authorised Signatory/ies are hereby jointly and severally authorised to approach the NCDEX/NCCL for the necessary action in this connection and also to execute, on behalf of the company, Strategic Trading cum Clearing Member Agreement and/ or any other document/s in favor of NCDEX/NCCL. The said directors are also severally authorised to deal with the Exchange and to give instructions to it from time to time.

It was further resolved that a copy of the above resolutions be furnished to NCDEX/NCCL, certified as True by Mr ……………………..

Certified True Copy

(Stamp/Name: …………..)

|  |  |
| --- | --- |
| Name of Designated Directors/Authorised signatories | Specimen Signature |
|  |  |
|  |  |

*(To be provided on the Letterhead of the certifying Chartered Accountant)*

**Annexure: C-1**

**Certificate dated submitted by\_\_\_\_\_\_\_\_\_\_\_\_\_to NCDEX/NCCL**

**CERTIFICATE**

This is to certify that the Net worth of M/s./Mr./Ms. \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_ as on \_\_\_\_\_\_\_\_\_\_ as per the statement of computation of even date annexed to this report is Rs. \_\_\_\_ Only (Rupees (in words) \_\_\_\_\_\_\_\_\_\_\_\_\_calculated as per L.C. Gupta method of Annexure C – 1A.

We further certify that:

* The computation of net worth 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 net worth is in accordance with method of computation prescribed by Dr. L. C. Gupta method committee report.
* We hereby confirm that we are not the related party to the aforesaid entity.

Place: For (Name of Chartered Accountant Firm)

Date: Name of the Partner/Proprietor

Chartered Accountant

CA Stamp and Membership Number

UDIN

*(To be provided on the Letterhead of the certifying Chartered Accountant)*

## **Annexure C – 1A**

Computation of Networth as on………………… prescribed by Dr. L.C. Gupta Committee is as follows:

|  |  |  |
| --- | --- | --- |
| A. | Capital |  |
| B. | Frees Reserves |  |
| C. | Less Non-allowable assets viz., |  |
|  | 1. Fixed Assets |  |
|  | 1. Pledged Securities |  |
|  | 1. Member’s card |  |
|  | 1. Non-allowable securities (unlisted securities) |  |
|  | 1. Bad deliveries |  |
|  | 1. Doubtful Debts and Advances\* |  |
|  | 1. Prepaid expenses, losses |  |
|  | 1. Intangible Assets |  |
|  | 1. 30% of Marketable securities |  |
| D. | Total Net Worth(A+B+C) |  |

\*Explanation:

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

For (Name of Chartered Accountant Firm)

Place: For (Name of Chartered Accountant Firm)

Date: Name of the Partner/Proprietor

CA stamp and Membership Number

UDIN

**Annexure C-2**

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

**Certificate dated submitted by to NCDEX/NCCL**

**Details of Stock / Commodity Exchange/clearing corporation Memberships**

|  |  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- | --- |
| **S.N** | **Name** | **Name of Stock/ Commodity**  **Exchange/clearing corporation** | **Membership**  **Since** | **Membership**  **No.** | **SEBI Registration No.** | **Type of Membership** |
| 1 |  |  |  |  |  |  |
| 2 |  |  |  |  |  |  |
| 3 |  |  |  |  |  |  |
| 4 |  |  |  |  |  |  |

**Details of NISM (series IIIA) certificate of compliance officer**

|  |  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- | --- |
| **S. N.** | **Name** | **PAN** | **Date of test** | **Expiry Date** | **Percentage** | **Certificate No.** |
|  |  |  |  |  |  |  |
|  |  |  |  |  |  |  |

Date :

Place : Authorised Signatory

**Note:**

1. *Also mention the name of Exchange/clearing corpration where new membership application is under process*
2. *Enclose the conduct Certificate / Status report from the concerned commodity/stock exchange/clearing corporation for the companies.*
3. *For each of these memberships****,*** *give details of disciplinary action, if any, taken by the Stock / Commodity Exchange/ clearing corporation or any other regulatory authority in respect of these memberships with dates in the following format:*

*• Expulsion*

*• Suspension*

*• Default*

*• Any other disciplinary action or enquiry against the member*

**Details of the Directors (in case of corporate)**

Details of all Directors as on

|  |  |  |  |  |
| --- | --- | --- | --- | --- |
| Sr. | 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. (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   1. Shares 2. Amount 3. % 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

**Details of all Partner as on \_\_\_\_\_\_\_\_\_\_\_(In case of Partnership)**

|  |  |  |  |  |
| --- | --- | --- | --- | --- |
| Sr. | 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 Partner *(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 Partner |  |  |  |
| 8. | PAN |  |  |  |
| 9. | Aadhaar No. (Optional) |  |  |  |
| 10 | DPIN No. /DIN No |  |  |  |
| 11 | Qualification of Partner (*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 | % of sharing of profit / losses in Member Entity |  |  |  |
| 17 | Whether Partner (in the capacity of director in other entity) 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

**(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% |  |  |

1Promoter 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.

**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 / Director**

**Name of Person Signing**

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

**Sharing Pattern & Details of Partner as on \_\_\_\_\_\_ (For Partnership Firms / LLP)**

**Monetary Value of Contribution of \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_ (Name of the PF/ LLP) as on \_\_\_\_\_\_\_ (Date) is Rs.\_\_\_\_\_\_\_\_ (in figures) [Rupees\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_ (in words)]**

|  |  |  |  |  |  |  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- |
| **Sr No** | **Name of partner 1** | **PAN Card No.** | **Residential address (with Pin code) & Contact No.** | **Date of Birth** | **Capital contribution** | **Sharing % in profits** | **Sharing % in loss** | **Whether Designated Partner (Y/N)** | **Experience (No. of years)2 @** | **Education** | **Directorships/ Partnerships/controlling shareholding in other cos.** |
| 1 | A |  |  |  |  |  |  |  |  |  |  |
| 2 | B |  |  |  |  |  |  |  |  |  |  |
| 3 | C |  |  |  |  |  |  |  |  |  |  |
|  |  | TOTAL PARTNERS HOLDINGS | | | | | | | | | | |

1 Partner as defined in partnership deed/LLP Agreement, 2 Applicable only in case where partner is a designated partner, All initials to be expanded (full name to be indicated).

NOTES:

@ There must be atleast two designated / managing partners. (A designated /managing partner shall be atleast HSC by qualification and possess atleast 2 years of experience in an activity related to dealing in securities or as portfolio manager or as investment consultant or as a merchant banker or in financial services or treasury, broker, sub broker, authorised agent or authorised clerk or authorised representative or remiser or apprentice or client to a member of a recognised stock exchange, dealer, jobber, market maker, or in any other manner in dealing in securities or clearing and settlement thereof).

Any change in partners not amounting to dissolution of the firm requires prior approval of the Exchange/SEBI as per SEBI circular no. CIR/MIRSD/2/2011 dated June 03, 2011 and SEBI/HO/MIRSD/DOR/CIR/P/2021/42 dated March 25, 2021.

Change in Control shall have the same meaning as defined under SEBI (Stock Broker) Regulations, 1992

**Date:**

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

**Name of Person Signing**

**CERTIFICATE**

This is to certify that the details of directors/partners/sharing pattern/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: For (Name of Certifying Firm)

**Date: Chartered Accountant**

**/ Company Secretary**

**Membership Number**

**UDIN**

(Signature under Rubber stamp of Firm)

**Date: Name of Partner/Proprietor**



**ANNEXURE I**

**Application for creation of Corporate Manager User Id and Adapter for Lease Line/Internet**

To : Membership Department

National Commodity & Derivatives Exchange Limited

Akruti Corporate Park

1st Floor, Near GE Garden

Kanjurmarg (West) Mumbai - 400078

Dear Sir,

I/We \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_ (Name of the Member) do hereby request you to permit Mr. / Ms. \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_(Name of Corporate Manager User) to act as our Approved User for trading on my/our behalf through Leased Line/Internet terminals.

|  |  |  |
| --- | --- | --- |
| 1. Address & Pin code of the office where terminal is located. | **:** | Regd. Office / Head Office / Dealing Office  Office Address: |
| **DETAILS OF THE PROPOSED USER** | | |
| 1. Name of the person for whom this application for allotment of User ID is made *(expand all initials)* | **:** |  |
| 1. Age | **:** |  |
| 1. Father’s name | **:** |  |
| 1. Address | **:** |  |
| 1. PAN |  |  |
| 1. Qualification | **:** |  |
| 1. Email Id | **:** |  |
| 1. Type of User | **:** | **Corporate Manager** |
| 1. Relationship of the proposed User with the Trading Member i.e. an employee, agent on commission basis, trainee, client or others.(pls. specify) | **:** |  |
| 1. Mode of connectivity for trading from the office where terminal is located.*(from where the proposed User would operate)* | **:** | * + Lease Line ID   + Internet |

**Details required for Creation of Nextra adapter for Admin/Drop copy and Access to Web Extranet:**

|  |  |  |  |
| --- | --- | --- | --- |
| **Particulars** | **Admin Id** | **Drop Copy Id** | **Web Extranet** |
| Email id |  |  |  |
| Mobile No. |  |  |  |

**Declaration to be given by Trading Member**

* I/We hereby agree and bind myself/ourselves to be responsible for all acts, quotations made and transactions done or effected by the said Mr. / Ms. \_\_\_\_\_\_\_\_\_\_\_ as our Approved Useron the Trading System of the National Commodity & Derivatives Exchange Limited (NCDEX).
* I/We shall ensure that he/she will not execute any order on his/her own account or on account of anyone without such order having my/our prior approval. I/We further agree that I/We shall be responsible for any risks, loss or claims/actions arising out of use of the said User ID and shall not hold NCDEX responsible for any such risk, loss, claims or liabilities arising from the use of the said User ID.
* I/We shall ensure that the proposed Approved User Mr. / Ms. \_\_\_\_\_\_\_\_\_\_\_ will not function / place orders / deal on the trading system in any manner that would represent that the trades have been placed as an Authorised Person or a sub-broker.
* In case of the said Mr./Ms. \_\_\_\_\_\_\_\_\_\_\_ ceasing to be associated with me /us as an employee, agent on commission basis, trainee, client, Approved User or in any other capacity, I/we shall communicate to you the same along with related details and seek change in the User ID so allotted against this application, as prescribed.
* I/We also confirm that the Approved User shall clear such certification as may be prescribed by the Exchange from time to time and within such period as may be prescribed by the Exchange. The User ID so allotted may be withdrawn by the Exchange at its discretion on the expiry of such period within which such Approved User fails to obtain the certification.
* I/We certify that I/we have not applied for any other User ID in the name of the said Mr. /Ms. \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_. The User ID so allotted would be used by the said Mr. / Ms. \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_ only to access the NCDEX trading system.
* I/We also understand that I/We have to pay Internet charges @ Rs. 2500 per user id per quarter, if the Corporate Manager user id or any other terminal id created in Nextra is used over Internet.
* I/We also agree to pay the user id charges @ Rs. 100 per month per ID for all additional dealer ids/terminals created by me other than the Corporate Manager and Drop Copy user ids.
* I/We hereby confirm that necessary infrastructure as mentioned below has already been installed by us for running the NEXTRA application for which this permission is being sought:

|  |  |
| --- | --- |
| System Requirement | Desktop |
| Intel(R) i3 Processor |
| Integrated Broadcom(R) 10/100/1000  LOM(BCM5787) |
| 8GB(1x1GB) NECC DDR 667MHz SDRA M  Memory |
| 8x DVD-ROM Drive,Keyboard, Mouse, Monitor. |
| 80GB SATA/SAS Hard Drive |
| OS: Microsoft(R) Windows 7 with latest windows updates Norton Antivirus Corporate Edition  Power Cord, Network Cord |
| RAM | Investor/Dealer RAM: 4 GB;  Admin RAM: 8Gb (64 GB of NT) |
| Scrips in Market Watch | 50 Scrips |
| Not Recommended OS | XP, Windows 2000,2003,2008,windows 10 and above |
| Recommended OS | Windows 7 SP1 |

Date: \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_

# Place: Stamp & Signature of the authorized signatory of the Trading Member

**DECLARATION BY THE USER (TO BE GIVEN SEPERATELY BY CORPORATE MANAGER USERS)**

I hereby declare that I am aware and shall update myself about the Rules, Bye-laws, Regulations and Circulars issued there under bythe Exchange from time to time. I agree to become an Approved User of M/s \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_ (name of Trading Member). I would intimate the Exchange upon ceasing to be an employee, agent on commission basis, trainee, client, Approved User of or ceasing to be associated in any other capacity with M/s \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_ (name of the trading member). I hereby agree to abide by the Rules, Bye-laws, Regulations and Circulars issued bythe Exchange that may be in force from time to time. I understand that appropriate action may be initiated against me by the Exchange in case of violation of the Rules, Bye-laws, Regulations and Circulars issued bythe Exchange. I certify that I have not applied for any other User ID on the same segment for which this User Id is now being applied for. I will not allow anybody else to access / use the NCDEX Trading System using the User ID so allotted to me.

I shall keep complete secrecy of the password.

Date: \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_

Place: Name and signature of User

**Annexure II** (On the letter head of the member)

**Application for accessing Web NCFE portal**

To

Membership Department

National Commodity & Derivatives Exchange Limited

Akruti Corporate Park

1st Floor, Near GE Garden

Kanjurmarg (West) Mumbai – 400078

Dear Sir,

I/We (\_\_\_\_\_\_\_\_\_\_\_, the ‘Trading Member’) have appointed Mr./Ms. \_\_\_\_\_\_\_ (Name of Corporate Manager User) son/daughter/wife of \_\_\_\_\_\_\_\_\_\_\_\_as our Corporate Manager and at our request you National Commodity & Derivatives Exchange Limited (the ‘Exchange’) have created/agreed to create and issued/agreed to issue Corporate Manager User ID accordingly.

I/We want to avail online facility made available by the Exchange for creation of new User Id’s, Change in the name of User ID, User Id deletion, change in User Id location and other related activities.

I/We confirm that the above said Corporate Manager is authorised to appoint person/s to act as Approved User/s for the Trading Member and to apply online to the Exchange for creation new User ID’s, change in the name of User ID, User Id deletion, change in User Id location and for other related activities on behalf the Trading Member on the terms and conditions as may be stipulated by the Exchange.

I/We undertake and confirm that I/we shall be responsible and bound by all transactions and activities done and arising out of use of said User ID’s created and issued at the request of Corporate Manager as aforesaid and shall not hold the Exchange responsible for any loss/claims or liabilities arising from the use of said User ID/s.

All requests submitted online by use of Corporate Manager User ID and the related password shall be deemed to be done by me/us for all purposes and all transactions, actions, activities done by use of any User ID created and issued pursuant to online requests as aforesaid and related respective password/s shall be deemed to be done by me/us and I/we shall be responsible and liable for all such transactions, actions, activities etc. and liabilities/obligations arising there from.

Date: \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_

# Place: Stamp & Signature of the authorized Signatory of the Trading Member

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

1. ***Declaration Regarding Association / Non-Association With Politically Exposed Persons***

To,

The Membership Department

NCDEX/NCCL

Akruti Corporate Park, 1st Floor

LBS Road, Kanjur Marg (West)

Mumbai 400 078

We, M/s \_\_\_\_\_\_\_\_\_\_\_\_\_ *(Name of member)*, hereby declare that none of our Directors/Partner/Proprietor/Dominant Shareholders/Associates2 are ‘Politically Exposed Persons’1 (PEP).

**OR**

We, M/s \_\_\_\_\_\_\_\_\_\_\_ *(Name of member)*, hereby declare that our Directors/Partner/Proprietor/Dominant Shareholders/Associates2 are ‘Politically Exposed Persons’1 (PEP) as per the details given below

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

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

Name & Signature of two Designated Director under rubber stamp

Place:

Date:

**Note:**

1. *As per SEBI master circular ISD/AML/CIR-1/2010 dated February 12, 2010, ‘Politically Exposed Persons’ (PEP) are individuals who are or have been entrusted with prominent public functions in a foreign country, e.g., Heads of States or of Governments, senior politicians, senior government/judicial/military officers, senior executives of state-owned corporations, important political party officials, etc.*
2. *‘Associate’ has the same definition as given under Section 2(1)(b) of the SEBI (Intermediaries) Regulations, 2008.*
3. *The current undertaking has to be stamped & signed by two designated 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. **Disclosure with respect to Associates**

To :

NCDEX/NCCL,

Regd. Office,

1st Floor, Akruti Corporate Park,

LBS Road, Kanjur Marg (West),

Mumbai - 400 078.

(hereinafter called “NCDEX” or “the Exchange” which expression shall unless it be repugnant to the context or meaning thereof be deemed to mean and include its successors and assigns)

BY

....…..................................................................................................................................……………… Regd.Office..............................................................................................................................................................................................................................................................…………………………………

(hereinafter called “The Undersigned” which expression shall unless it be repugnant to the context or meaning thereof be deemed to mean and include its successors and permitted assigns).

WHEREAS, SEBI vide its Circular No. CIR/MRD/DRMNP/65/2016 dated July 15 2016, and Circular No. SEBI/HO/CDMRD/DRMP/CIR/P/2018/52 dated March 21, 2018 directed that Clearing corporation shall not accept Fixed Deposit Receipts (FDRs) from trading/clearing members as collateral, which are issued by the trading/ clearing member themselves or banks who are associate of trading/ clearing member.

AND WHEREAS, as per Regulation 2 (b) of SECC Regulations 2012, Associate" in relation to a person shall include another person:

* 1. who, directly or indirectly, by himself, or in combination with other persons, exercises control over the first person;

1. who holds [more than] fifteen per cent shares in the paid up equity capital of the first person;
2. who is a holding company or a subsidiary company of the first person
3. who is a relative of the first person;
4. who is a member of a Hindu Undivided Family wherein the first person is also a member;
5. such other cases where the Board is of the view that a person shall be considered as an associate based on the facts and factors including the extent of control, independence, conflict of interest

AND NOW THEREFORE, to comply with the aforementioned directions issued by SEBI, the Undersigned hereby declares and confirms that:

* + 1. The Undersigned confirms that, the following entities are associated with the Undersigned as ‘Associate’ in terms of the aforesaid Regulation:

|  |  |  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- | --- | --- |
| Name | Form of organization | PAN | Address | Type of intermediary  # | Whether  registered with SEBI (give  Regd. No. ) | Whether registered with Other Regulators (RBI, MCA, IRDA etc,) or  listed – If yes,  Registration No and name of regulator may be provided. | Nature of Interest |
|  |  |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |

* + 1. The undersigned undertakes to intimate the NCDEX/NCCL immediately, in case of any change in the aforesaid information submitted to the NCDEX/NCCL with regard to ‘Associates’ and thereby, stay complied with the aforesaid Regulation / circulars (as amended from time to time)
    2. The Undersigned hereby undertakes to replace any collateral which become ineligible as per referred SEBI circular consequent to such change in its associates.
    3. The Undersigned clearly understands and agrees that the NCDEX/NCCL may take necessary Disciplinary Action against the Undersigned in the event of breach of this Undertaking.

Thanking you.

**Signed by Authorised Signatory**

**Note:**

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

1. *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 relatives clubbed together holding substantial equity in any broking company/any intermediary engaged in capital market.*
2. *Where it is partnership firm/company, the relative(s) of partner(s)/director(s) in the firm(s)/corporate body being a broker/any intermediary or being partner(s)/director(s) in any broking/intermediary or the same set of shareholders holding substantial equity in other broking / any intermediary engaged in capital market*
3. *Relative shall mean husband, wife, brother, unmarried sister or any linear ascendant or descendant of an individual.*

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

*3. $ Definition of ‘Associate’ – Please refer Regulation 2(1)(b) of the Securities Contracts (Regulation) (Stock Exchanges and Clearing Corporations) Regulations, 2012 of SEBI*

*4. Enclose copy of PAN card of associated stamp and signed by Authorised signatory*

1. **Members Undertaking For SEBI Registration**

Date:

To,

NCDEX/NCCL Membership Department

1st Floor, Akruti Corporate Park LBS Marg,

Kanjur Marg Mumbai- 400078

We, M/s. \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_, hereby undertake / declare / confirm that:

1. No enquiry/investigation/ has been initiated/pending against us or any of the shareholders/ directors/Partners/Proprietor by any Stock Exchange/clearing corporation/SEBI any other relevant authority.
2. No enquiry/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 directors. Or the details of enquiry/adjudication/prosecution initiated by SEBI or any other relevant authority against us or our associate company or our directors along with the details of corrective steps taken by us to prevent the recurrence of such irregularities or to improve our systems are enclosed.
3. No any action in respect of deviations in our stock broking operations/Commodity trading has been initiated against us by the stock exchange/clearing corporation pursuant to inspection/audit, etc. Or the details of action initiated by the Exchange/clearing corporation against us for deviations observed in our stock broking operations/ Commodity trading pursuant to inspection/audit, etc. alongwith the details of corrective steps taken by us to prevent the recurrence of such irregularities are enclosed.
4. We have not, at any point, introduced any fake / forged/ stolen shares in the market or dealt with any stolen commodities.
5. Our designated directors Mr./Ms. \_\_\_\_\_\_\_\_\_ and Mr./Ms. \_\_\_\_\_\_\_\_\_\_\_\_\_meets 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.
6. We shall ensure that the above individuals or whosoever as identified by us as designated directors/Partners/Proprietor, in future, till the time corporate is registered as a member or the Exchange will continue to meet the eligibility requirements as per Securities Contracts (Regulation) Rules, 1957 and SEBI (Stock Brokers & Sub-brokers) Regulations, 1992.
7. Necessary infrastructure like adequate office space, equipment’s and man power to effectively discharge broking activities is available with us.
8. As long as the corporate is engaged in stock broking/Commodity trading/clearing as a member of any recognized Stock Exchange/clearing corporation in India, it will engage itself in only such business as a member of a recognized Stock Exchange/clearing corporation is permitted to engage in under the securities and contracts (Regulation) Rules, 1957, and the Rules, Bye-laws & regulations of the Stock Exchange/clearing corporation.

Further, we are aware and acknowledge that if we engage in any other business the Exchange/clearing corporation will be entitled to take disciplinary action (including fine, suspension &/or expulsion) against us.

1. As and when SEBI notifies changes in the following requirements, we would comply with the same, within the time frame stipulated:
2. Certification
3. Net worth computation methodology
4. Paid up capital
5. Experience
6. Educational Qualification
7. We agree to abide by the Rules, Bye-laws and Regulations as made or amended from time to time and all notice/circulars issued by relevant authority from time to time.
8. We and none of our Directors/partners are declared defaulters by any of the stock Exchange/clearing corporation nor in anyway associated/connected with any of the defaulting members of any Exchange.
9. We and none of our directors / partners / proprietor are associated in the following two categories as per Reserve Bank of India data as on the even date (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.
10. We and none of our Directors / partners / proprietor are associated in the following four categories as per SEBI data as on the even date (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))
11. There are no adverse comments against us or any of our directors/associates/whole time directors/partners/proprietor as per the Vanishing Companies Database (Data available in Vanishing Companies on <http://www.mca.gov.in/Ministry/vanishing.html> as per the link which has been provided on [http://www.sebi.gov.in/cms/sebi\_data/attachdocs/ 1315458767512.pdf](http://www.sebi.gov.in/cms/sebi_data/attachdocs/%201315458767512.pdf)) in the following categories as per SEBI data as on even date

* [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)

**(Stamp and signature)**

Date: Place:

**Note:**

1. All pages of Undertaking to be stamped & signed by two designated directors or authorised signatory(ies) as per Board Resolution mentioning names and designations.

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

1. **Fit & Proper Person’ Undertaking**

Date:

To,

NCDEX/NCCL Membership Department

1st Floor, Akruti Corporate Park LBS Marg,

Kanjur Marg Mumbai- 400078

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

* 1. The applicant or the intermediary, as the case may be or its whole time director has not been convicted by a Court for any offence involving moral turpitude, economic offence, securities laws or fraud;

* 1. No order for winding up has been passed against the applicant or the intermediary;
  2. The applicant or the intermediary, or its whole time director, has not been declared insolvent and has been discharged;

* 1. 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 director from dealing in securities in the capital market or from accessing the capital market has been passed by the Board or any other regulatory authority wherein a period of three years from the date of the expiry of the period specified in the order has not elapsed;
  2. 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 director from dealing in Commodities in the Commodities market has been passed by FMC 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;
  3. No order canceling the certificate of registration of the applicant or the intermediary has been passed by the Board on the ground of its indulging in insider trading, fraudulent and unfair trade practices or market manipulation wherein a period of three years from the date of the order has not elapsed;
  4. No order canceling the certificate of registration of the applicant or the intermediary has been passed by the FMC 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;

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

* 1. the applicant or the intermediary, is financially sound;
  2. there is no other reason, recorded in writing by the Board, which in the opinion of the Board, renders such applicant or the intermediary, or its whole time director unfit to operate in the capital market.

**(Stamp and signature)**

Date:

Place:

**Note:**

*1. All pages of Undertaking to be stamped & signed by two designated directors mentioning names.*

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

1. ***Undertaking Regarding Violations/Non-Adherence To Securities/Commodities Market Related Regulations***

Date:

To,

NCDEX/NCCL Membership Department

1st Floor, Akruti Corporate Park LBS Marg,

Kanjur Marg Mumbai- 400078

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

YES NO

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

YES NO

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

YES NO

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

YES NO

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

Stamp and Signature by two designated directors

Date : Place :

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

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

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

1. **SUMMARY SHEET**

|  |  |  |  |
| --- | --- | --- | --- |
| Sr No | Particulars | | Remark |
|  | Name of the Applicant  Constitution | |  |
|  | Date of Birth/Incorporation/Registration | |  |
|  | Chief Executive/Chairman/Managing Partner/Proprietor | |  |
| Name: | |  |
| Qualification: | |  |
| Experience – Nature | |  |
| No. of years | |  |
| Other directorships / controlling interests | |  |
| PAN No | |  |
|  | Managing Director | |  |
| Name | |  |
| Qualification : | |  |
| Experience - Nature : | |  |
| No. of years : | |  |
| Other directorships / controlling interests | |  |
| PAN No : | |  |
|  | For all other Directors/Partners | |  |
| Name | |  |
| Qualification | |  |
| Experience-Nature | |  |
| No of Years | |  |
| Other directorships/controlling interests | |  |
| PAN No | |  |
|  | Are you, any partner/directors/dominant promoter(s)/associate company, member(s) of any Other stock / commodity exchange/clearing corporation? If so, name of the exchange/clearing corporation along with dates when they were acquired and total turnover figures for last 3 financial years (in Rs. Crores). | |  |
|  | Net worth as indicated in the application form (Rs. Lakh) :  Computed as on : | |  |
|  | Total Experience in Securities market/Derivative Trading/Commodity Derivative | |  |
|  | Level of Income (expressed in terms of percentage and amount in Rs. Lakh ) of  applicants from activities such as : | | |
| **Activity** | **Income** | **%of Total** |
| 1.Stock/Commodity Broking |  |  |
| 2.Merchant Banking & related activities |  |  |
| 3.Fund based activities (such as Leasing / Hire Purchase / Lending. etc) |  |  |
| 4.Others (please specify) |  |  |

(Stamped and Signed by two authorized signatories)

**( To be submitted on Member’s Letterhead with Designated Director’s signature and Stamp)**

**UNDERTAKING/AUTHORISATION TO BE SUBMITTED BY TRADING MEMBERS**

**To National Commodity and Derivatives Exchange Limited (NCDEX)**

This undertaking/authorization is provided on this day of ,20\_\_. By

I/We, **Member of National Commodity and Derivatives Exchange Limited (NCDEX)** (bearing Trading Member Id )

having office at ………………………………………………………….................................

(hereinafter referred to as **“Member”**, which expression, unless repugnant to the context or meaning thereof, shall be deemed to include its successors and assigns).

In favour of:

National Commodity and Derivatives Exchange Limited (NCDEX), a company incorporated under the Companies Act, 1956 having its corporate office at Ackruti Corporate Park, 1st Floor, LBS Road, Kanjurmarg (West), Mumbai – 400 078 (hereinafter referred to as “NCDEX”, which expression, unless repugnant to the context or meaning thereof, shall be deemed to include its successors and assigns).

I/We hereby solemnly declare that:

Whereas the **National Commodity and Derivatives Exchange Limited (NCDEX)** has issued circular dated January 08, 2021 on authorizing NCDEX to seek information/statement of all bank accounts maintained by members directly from Bank or through a financial technology solution provider authorised by the Exchange.

# Now, in consideration of the above, I / We do hereby agree and authorize that:

1. National Commodity and Derivatives Exchange Limited (NCDEX) is empowered/authorized to seek any information/statement of all bank accounts (maintained by me/us), opened/reported to the Exchange from time to time, from the concerned banks directly or through a financial technology solution provider authorised by the Exchange.
2. This Undertaking/Authorization shall be binding on my / our successors, legal representatives and assigns.
3. I / We declare that representations made by me/us are true and correct.

Solemnly authorized at)

this \_ day of , 20 ) (Name of Designated Director) (Name of Trading Member)

*(with rubber stamp & SEBI Registration No.)*