# Change in Sharing Pattern with Change in Control – LLP / Partnership Firm

***Instruction for Submission & filling‐up documents (for Member’s reference only):***

**STAGE – 1: Submission of Documents for prior approval of SEBI and Exchange**

| **Document Ref. No.** | **Particulars** | **Submitted** **(Yes/ No/NA)** |
| --- | --- | --- |
| **CSHLP-1** | **Request letter for obtaining prior approval for change in sharing pattern without change in control** |  |
|  | To be submitted for any change in sharing pattern of Member Entity.To be submitted for any change in sharing pattern and change in composition of Promoter Group of Member entity / Corporate Partner / Holding Company / Ultimate Holding Company leading to change in control) |  |
|  | In case there is a change in Designated Partners/ Managing Partners (as applicable) , Additional Documents to be submitted as per the formats for change in Designated Partners(in case of LLPs)/ Managing Partner(in case of Partnership Firms).  |  |
| **CSHLP-2** | **Sharing Pattern (Before Change)** |  |
|  | 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 and present shareholding pattern and Promoter holdings.

Else;* In case of no changes from the last approved, submit the certified copies (by continuing Designated Partners/ Managing Partners (as applicable) , Authorised Signatory (ies) (under rubber stamp).
 |  |
|  | To be submitted for Member Entity / Corporate Partner / Holding Company / Ultimate Holding Company. |  |
|  | In case of HUF, the details of the Karta and the Co-Parceners should be provided separately on the letter head of the HUF |  |
|  | Preference shareholding, if any, in Corporate Partner entity / Holding Company / Ultimate Holding Company to be provided in the similar format. |  |
|  | In case of multiple changes since the sharing pattern last approved by the Exchange, separate application to be given for each Change. |  |
|  | Minimum two partners should be identified as Designated Partners/Managing Partners. |  |
| **CSHLP-2** | **Sharing Pattern (Proposed-After change in Control)** |  |
|  | To be signed by Designated Partner (s) / Managing Partner (s) [as applicable] under rubber stamp of the entity for proposed changes.***Note: Certification by Chartered Accountant / Company Secretary in Practice is not required for proposed changes.*** |  |
| **CSHLP-3** | **Certified true copy of the draft of modified Supplementary Deed to be submitted duly signed by the Designated Partners / Managing Partners (as applicable)** |  |
|  | To be executed and submitted to Exchange only after receiving No Objection from SEBI/Exchange. |  |
| **CSHLP-4** | **Standard Undertaking**  |  |
|  | If yes is mentioned in any of the points of standard undertaking, then details are mentioned in “Annexure to Undertaking” |  |
|  | Each page of standard undertaking has to stamped and signed. |  |
| **CSHLP-5** | Undertaking from all the Partners Authorizing Designated Partners |  |
| **CSHLP-6** | Networth Certificate and Computation of Networth as per L. C. Gupta Format. |  |
|  | Networth Certificate should not be of a date later than a period of 6 months from the date of Application. |  |
|  | Certified True Copy of the Networth Certificate and its Computation to be provided duly signed by Designated / Managing Partner, in case the same has been submitted as a part of yearly / half yearly compliance.) |  |
| **CSHLP-7** | **Details of Partners (Present & Proposed) of the Member**  |  |
| **i.** | In case of change in present Designated / Managing Partners since last approved by the Exchange/Clearing Corporation:Application to be made for obtaining Exchange’s approval for change in Designated/Managing Partners alongwith the application for prior approval for change in control. |  |
| **ii.** | In case of change in present Non-Designated/Non-Managing partners since last approved by the Exchange / Clearing Corporation:Application to be made for intimation to Exchange for change in Non-Designated / Managing Partners. |  |
| **iii.** | *(Please refer checklist and formats at* www.msei.in |  |
|  **CSHLP-8** | **‘Additional Undertaking’** |  |
|  | To be submitted on the letterhead of the Member duly signed, mentioning the date and place of signing. |  |
| **CSHLP-9** | Cheque/Demand Draft No.\_\_\_\_\_\_ dated \_\_\_\_\_\_ drawn on \_\_\_\_\_\_\_\_ (Name of Bank and Branch) for Rs.1,29,800/- (inclusive 18% G.S.T.) payable at par in Mumbai in favour of Metropolitan Stock Exchange of India Limited towards transfer fee of Rs.1,00,000/- and processing fees of Rs.10,000/- for change in partnership pattern with change in controlOnline Payment of fees can also be made in the following bank account:HDFC BANK LTD, FORT, Mumbai, IFSC Code: HDFC0000060, A/c. No. 00990680013757 |  |
| **CSHLP-10** | PEP Undertaking |  |

**STAGE – 2:**

**Stage 2– Documents for application for SEBI Registration and post SEBI Registration are to be submitted in the format prescribed at** [**www.msei.in**](http://www.msei.in) **Registration**

**CSHLP-1**

**APPLICATION FOR CHANGE IN SHARING PATTERN INVOLVING CHANGE IN CONTROL**

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

To,

Membership Department

Metropolitan Stock Exchange of India Limited,

205A, 2nd Floor, Piramal Agastya Corporate Park, Kamani Junction,

L.B.S Road, Kurla West, Mumbai - 400 070

**Ref :** SEBI Registration No. INZ\_\_\_\_\_\_\_\_\_\_\_\_\_

Other Membership details :

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

We, \_\_\_\_\_\_\_\_\_\_, *(Name of the Member),* hereby seek your approval for changes in the Sharing Pattern / Promoter group of member company as per the details given below:

|  |  |  |  |
| --- | --- | --- | --- |
| **Sr.****No.** | **Particulars of change** | **Applicable (Yes / No / NA)** | **Proposed / Post-facto\*** |
| 1 | Change in Sharing Pattern |  |  |

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

We confirm that:

1. We have paid fees, as applicable, to SEBI as on date of application.
2. There will be no change in composition of Designated Partners/ Managing Partners (as applicable), pursuant to the change in Sharing Pattern. Also, there will be at least two Designated Partners / Managing Partners (as applicable) after the proposed changes in the sharing pattern.
3. \*There is no change in sharing pattern compared to last approved by the *Exchange* vide its approval letters dated \_\_\_\_\_\_\_

*OR;*

\*There is no change in sharing pattern since the date we obtained membership of *Exchange.*

*\*(Strike off whichever is not applicable)*

1. None of our partners are Authorised Persons of any Member of the Exchange.
2. None of our partners have interests in any other membership of the exchangeI and are not Proprietor / Partner / Director in any other membership of the Exchange.
3. There is no Foreign Holding in the Member / Corporate Promoter Group.

(In case there is Foreign Holding, provide the confirmation mentioned below)

We undertake that all the necessary approvals for investment by foreign partner have been obtained from the appropriate/relevant authorities including that of Foreign Investment Promotion Board (FIPB).

|  |
| --- |
| Name of the Member / Corporate Promoter Group\*  |
| Sr. No | Name of Foreign holder | Nature/Type of Foreign holder \*\* | No. of Shares held | Amount paid up in Rs. | % of holding |
| 1 |  |  |  |  |  |
| 2 |  |  |  |  |  |
| \* Separate details to be given in case of Corporate Promoter Group (including all layers) In case of applicability only\*\* Please specify whether the holder is 1) Foreign Company 2) Foreign Individual3) 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 |

1. Details of post-facto changes being applied are as under (f applicable) :

|  |  |  |  |
| --- | --- | --- | --- |
| Sr. No. | Particulars of Change | Date of Change | Remarks, if any |
|  |  |  |  |

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

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

|  |  |  |
| --- | --- | --- |
| **Sr. No.** | **Name of the Document** | **Annexure**  |
|  | Sharing Pattern and Details of Partners (Present and Proposed) | CSHLP-2 |
|  | Draft of supplementary/modified deed. | CSHLP-3 |
|  | Standard Undertaking and Annexure to Undertaking | CSHLP-4 |
|  | Undertaking from all the Partners Authorizing Designated /Managing Partners | CSHLP-5 |
|  | Certified Networth Certificate along with Computation of Networth (if submitted as a part of Half Yearly / Annual Return Submission)ORLatest Networth Certificate along with Computation of Networth (not more than 6 months old) | CSHLP-6 |
|  | Details of Partners (Present & Proposed) of the Member | CSHLP-7 |
|  | Additional Undertaking | CSHLP-8 |
|  | Undertaking from all the Partners Authorizing Designated Partners for obtaining prior approval from the Exchange and SEBI. | CSHLP-9 |
|  | Undertaking related to Politically Exposed Persons (PEP) | CSHLP-10 |
|  | Cheque/Demand Draft No.\_\_\_\_\_\_ dated \_\_\_\_\_\_ drawn on \_\_\_\_\_\_\_\_ (Name of Bank and Branch) for Rs.1,29,800/- (inclusive 18% G.S.T.) payable at par in Mumbai in favour of Metropolitan Stock Exchange of India Limited |  |

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

For (Name of Member)

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

Name and Signature of Designated Partner(s) /Managing Partner(s)/Authorised Signatory/Compliance Officer under rubber stamp

**CSHLP- 2**

**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 2** | **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 remisier 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** Designated Partner / Managing Partner / Compliance Officer

 **Name of Person Signing**

**CERTIFICATE**

This is to certify that the details of sharing pattern 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: Name of Partner/Proprietor**

 **Chartered Accountant / Company Secretary**

**Membership Number**

**UDIN**

(Signature under Rubber stamp of Firm)

# CSHLP- 4

**Standard Undertaking**

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

| **Sr. No.** | **Particulars** | **Confirmation by Member\*** |
| --- | --- | --- |
|  | Whether there is any enquiry / investigation / disciplinary action(s) initiated / pending by SEBI / Exchange / Clearing Corporation / RBI / any other regulatory authority against Member / Directors/Partners.  | Yes No |
|  | 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 |
|  | Whether there are any complaints / arbitration cases pending against Member / Directors/Partners by the Exchange / Clearing Corporation or referred by SEBI. | Yes No |
|  | 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 |
|  | Whether the Member / Directors/Partners or its associate have been involved in any type of money laundering activities or have been debarred / suspended / expelled / declared defaulters / insolvent / bankrupt, by SEBI / Court / RBI / Exchange / Clearing Corporation / any other regulatory authority. | Yes No |
|  | Whether the Member / Directors/Partners 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 |
|  | Whether the Member / Directors/Partners or its associate have been convicted of any economic offence.  | Yes No |
|  | Whether the Member / Directors/Partners have been rejected for Membership by any Exchange / Clearing Corporation.  | Yes No |
|  | Whether there is provisional liquidator or receiver or official liquidator appointed by a competent court against the Member / Directors/Partners.  | Yes No |
|  | Whether there are any adverse comment against the Member / Directors/Partners / shareholders and associates in the following databases:1. defaulter list of RBI as available at [Cibil](http://www.cibil.com)([www.cibil.com](http://www.cibil.com))i.e. suits filed of Rs. 100 lakhs and above & suits filed of Rs. 25 lakhs and above.
2. following list as per SEBI data on the SEBI website (www.sebi.gov.in):
3. list of cases resulted in compounding in the prosecution filed.
4. list of cases resulted in convictions in the prosecutions filed.
5. list of cases dismissed / accused discharges in the prosecution filed.
6. list of cases in which accused declared as proclaimed offenders in the prosecutions filed.
7. Prosecution list / database of CIS cases (prosecution launched against CIS entities) and non CIS cases (prosecution launched against other that CIS entities).
8. List of Companies & Directors debarred from associating with Capital Market for a period of five years – Companies / Directors.
9. Vanishing Companies database of Ministry of Corporate Affairs (MCA).
10. Database of IOSCO.
11. List of United Nation Sanctions.
 | Yes No |
|  | Whether there are any adverse comment against the Member / Directors/Partners / shareholders and associates in the following databases: | Yes No |
|  | 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:1. 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.
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 Member or any associate of the Member shall be disclosed for the last 10 years.
3. 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 |
|  | 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 Directors / Partners/ shareholders or employees. | Yes No |
|  | Whether the Member/Partners has been convicted by a Court of competent jurisdiction for an offence involving moral turpitude, economic offence, securities laws or fraud. | Yes No |
|  | Whether any order for winding up/dissolution has been passed against the Member. | Yes No |
|  | Whether any order, including an order of suspension of certificate of registration as an intermediary, restraining, prohibiting or debarring the Member / Directors/Partners 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 |
|  | 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 |
|  | Whether any order withdrawing or refusing to grant any license / approval to the Member / Directors/Partners 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** |
| --- | --- |
|  | We are financially sound. |
|  | 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.  |
|  | We and the Directors/Partners 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. |
|  | Our designated directors/Partners or whoever is identified as designated directors/partner will continue to meet the eligibility requirements as prescribed in Securities Contracts (Regulation) Rules, 1957 and SEBI (Stock Brokers) Regulations, 1992. |
|  | 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. |
|  | 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. |
|  | 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:1. integrity, reputation and character;
2. absence of conviction and restraint orders;
3. competence including financial solvency and net worth;
4. absence of categorization as a wilful defaulter.
 |
|  | 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.  |
|  | We confirm to abide by the Rules, Bye-Laws, Regulations / Business Rules and Circular issued by the Exchange / Clearing Corporation from time to time. |
|  | 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. |
|  | We and the directors/ partners 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. |
|  | 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 Partner / Managing Partner (as applicable) under rubber stamp

Place:

Date:

**Note: Please ensure that all the pages of Standard Undertaking should be signed by** Designated Partner / Managing Partner **(as applicable)**

**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 Partner/Managing Partner (as applicable) under rubber stamp

**CSHLP-5**

**UNDERTAKING FROM ALL THE PARTNERS AUTHORIZING THE DESIGNATED / MANAGING PARTNER**

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

**To,**

Membership Department

Metropolitan Stock Exchange of India Limited,

205A, 2nd Floor, Piramal Agastya Corporate Park, Kamani Junction,

L.B.S Road, Kurla West, Mumbai - 400 070

Sir / Madam,

We­­, partners of \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_ (Names of Member) hereby authorize Mr. / Ms. \_\_\_\_\_\_and Mr. / Ms. \_\_\_\_\_\_ (Names of Designated Partners/Managing Partners) to be the Designated Partners/Managing Partners of the Firm/LLP for all matters related to <Name of the **Exchange** .

Further, Mr. / Ms. \_\_\_\_ AND / OR Mr. / Ms. \_\_\_\_ of the <**Name of the member entity>** are also authorized to sign jointly, singly or severally all documents / agreements on behalf of the **Name of the member entity>** for operations of Name of the **Exchange**.

|  |  |
| --- | --- |
| **Name of all Partners / Authorised Signatories** | **Signature** |
|  |  |
|  |  |
|  |  |

Date:

Place:

**CSHLP-6**

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

**PROVISIONAL NETWORTH CERTIFICATE**

This is to certify that the Net worth of M/s. \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_ (Name of the Entity) as on \_\_\_\_\_\_\_\_\_\_ is Rs. \_\_\_\_\_\_\_\_\_\_\_\_\_\_ /- (Rupees \_\_\_\_\_\_\_\_\_\_\_\_ only) and the same is as per the statement of computation.

The computation of Networth is in accordance with the method of computation prescribed by SEBI as per Schedule VI of Securities and Exchange Board of India (Stock Brokers) Regulations 1992 or as amended from time to time. We further certify that we are not the related party to the aforesaid entity.

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.

**Computation of Networth of M/s \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_ (name of the entity)**

|  |  |  |
| --- | --- | --- |
| **Sr. No.** | **Particulars** | **Amount** |
|  | Capital |  |
|  | Free Reserves |  |
|  | Less: Non-allowable assets viz. |  |
|  | 1. Fixed Assets
 |  |
|  | 1. Pledged Securities
 |  |
|  | 1. Value of Member’s card
 |  |
|  | 1. Non-allowable securities (unlisted securities)
 |  |
|  | 1. Bad deliveries
 |  |
|  | 1. Doubtful Debts and Advances (debts or advances overdue for more than three months or debts or advances given to the associate persons)
 |  |
|  | 1. Prepaid expenses, losses
 |  |
|  | 1. Intangible Assets
 |  |
|  | 1. 30% Value of Marketable securities
 |  |
|  | **Total Amount (A + B - C)** |  |

Date: For (Name of Certifying Firm)

Place Name of Partner / Proprietor

**Chartered Accountant / Company Secretary (In Practice)** Membership No.

 UDIN:\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_

 Signature under Rubber stamp of Firm

**CSHLP-7**

**DETAILS OF CHANGES IN THE PARTNERS AS ON \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_**

|  |  |  |
| --- | --- | --- |
| **Sr. No.** | **Current Partner details** | **Proposed Partner Details** |
| **Name of the****Partner** | **Designated / Managing Partner****(Y/N)** | **PAN** | **Aadhaar No.** | **Name of the****Partner\*** | **Designated / Managing Partner****(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 Partner(s)** | **Name of the entity in which the proposed Partner is acting as a director / partner** | **PAN of the entity**  |
|  |  |  |  |
|  |  |  |  |

$ All initials to be expanded (full name to be indicated)

# Identify atleast two Managing partners (who is atleast 21 years old, 12th pass (HSC) by qualification and possesses atleast 2 years of experience pertaining to securities market. They, essentially, look after the stock market operations of a trading member entity. Every trading member corporate/firm should have atleast 2 such partners who meet the aforesaid norms.)

**Date:**

**Place:**

**\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_**

**Name & Signature of Designated Partner / Managing Partner/Authorized Signatory/Compliance Officer under rubber Stamp of the firm**

Note:

**In case of change in Designated Partners:**

Application to be made for obtaining Exchange’s prior approval for change in Designated Partner/s

*(Please refer checklist and formats at www.msei.in*

# CSHLP–8

**ADDITIONAL UNDERTAKINGS TO BE SUBMITTED BY THE MEMBER ON THE LETTER HEAD**

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

**To,**

Membership Department

Metropolitan Stock Exchange of India Limited,

205A, 2nd Floor, Piramal Agastya Corporate Park, Kamani Junction,

L.B.S Road, Kurla West, Mumbai - 400 070

Dear Sir,

We \_\_\_\_\_\_\_\_\_\_\_\_\_\_ (name of the all Existing Designated Partners) and \_\_\_\_\_\_\_\_\_\_\_\_\_ (name of all proposed Designated / Managing Partners) hereby confirm/declare/undertake that:

1. We would be liable for fee that may accrue from date of application for prior approval (change in sharing 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 Partners 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 partners are eligible to be appointed as partners 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 / Managing Partners under Rubber Stamp

**CSHLP-10**

**Undertaking related to Politically Exposed Persons (PEP)**

**Partners/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 Partner / Managing Partner/Authorized Signatory/Compliance Officer

**Notes:**

1. As per SEBI master circular CIR/ISD/AML/3/2010 dated December 31, 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. The additional norms applicable to PEP as contained in the para 5.5 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 / Partners /Compliance Officer or authorized 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 Partners/Associates are not Politically Exposed Persons’ (PEP), then kindly submit this undertaking duly signed by designated / managing partners mentioning “Not Applicable”.