

Annexure to Contract Note (Fit & Proper Requirement For Dealing In Listed Exchanges / Depositories)

Eligibility for acquiring or holding shares.

19. (1) No person shall, directly or indirectly, acquire or hold equity shares of a recognised stock exchange or recognised clearing corporation unless he is a fit and proper person.
- (2) Any person who, directly or indirectly, either individually or together with persons acting in concert, acquire equity shares such that his shareholding exceeds two per cent. of the paid up equity share capital of a recognised stock exchange or recognised clearing corporation shall seek approval of the Board within fifteen days of the acquisition.
- (3) A person is eligible to acquire or hold more than five per cent. of the paid up equity share capital under sub-regulation (2) of regulation 17 and sub-regulation (2) of regulation 18 may acquire or hold more than five per cent. of the paid up equity share capital of a recognised stock exchange or a recognised clearing corporation only if he has obtained prior approval of the Board.
- (4) Any person holding more than two per cent. of the paid up equity share capital of the recognised stock exchange or the clearing corporation on the date of commencement of these regulations, shall ensure compliance with this regulation within a period of ninety days from the date of such commencement.
- (5) If approval under sub-regulation (2) or (3) is not granted by the Board to any person, such person shall forthwith divest his excess shareholding.
- (6) Any person holding more than two per cent. of the paid up equity share capital in a recognised stock exchange or a recognised clearing corporation, as the case may be, shall file a declaration within fifteen days from the end of every financial year to the recognised stock exchange or recognised clearing corporation, as the case may be, that he complies with the fit and proper criteria provided in these regulations.

Fit and proper criteria.

20. (1) For the purposes of these regulations, a person shall be deemed to be a fit and proper person if—
- (a) such person has a general reputation and record of fairness and integrity, including but not limited to—
 - (i) financial integrity.
 - (ii) good reputation and character; and
 - (iii) honesty.
 - (b) such person has not incurred any of the following disqualifications—
 - (i) the person, or any of its whole-time directors or managing partners, has been convicted by a court for any offence involving moral turpitude or any economic offence or any offence against the securities laws.
 - (ii) an order for winding up has been passed against the person.
 - (iii) the person, or any of its whole time directors or managing partners, has been declared insolvent and has not been discharged;
 - (iv) an order, restraining, prohibiting or debarring the person, or any of its whole time directors or managing partners, from dealing in securities or from accessing the securities market, has been passed by the Board or any other regulatory authority, and a period of three years from the date of the expiry of the period specified in the order has not elapsed;
 - (v) any other order against the person, or any of its whole time directors or managing partners, which has a bearing on the securities market, has been passed by the Board or any other regulatory authority, and a period of three years from the date of the order has not elapsed;
 - (vi) the person has been found to be of unsound mind by a court of competent jurisdiction and the finding is in force; and
 - (vii) the person is financially not sound.

- (2) If any question arises as to whether a person is a fit and proper person, the Board's decision on such question shall be final.

Eligibility for acquiring or holding shares in a depository

6B.

1. No person shall, directly or indirectly, acquire or hold equity shares or voting rights of a depository unless he is a fit and proper person.
2. Any person who, directly or indirectly, either individually or together with persons acting in concert, acquires equity shares such that his shareholding exceeds two percent. of the paid up equity share capital of a depository, shall seek approval of the Board within fifteen days of the acquisition.
3. Any person holding more than two per cent. of the paid up equity share capital of the depository on the date of commencement of the Securities and Exchange Board of India (Depositories and Participants) (Amendment) Regulations, 2012, shall seek approval of the Board within a period of ninety days from the date of such commencement.
4. If approval under sub-regulation (2) or (3) is not granted by the Board to any person, such person shall forthwith divest his excess shareholding.
5. Any person holding more than two per cent. of the paid up equity share capital in a depository shall file a declaration within fifteen days from the end of every financial year to the depository that he complies with the fit and proper criteria.
6. Save as otherwise provided in these regulations, the shareholding or voting rights of any person in a depository shall not exceed the limits specified in these regulations at any point of time.
7. For determining the shareholding of any person in a depository as specified in these regulations, any instrument held, owned or controlled, directly or indirectly, by him that entitles him the voting rights or provides for entitlement to voting rights or equity shares or any other rights over equity shares at any future date, shall also be included.

Criteria for fit & proper person as specified in Schedule II of the SEBI (Intermediaries) Regulations,2008

For the purpose of determining as to whether an applicant or the intermediary is a 'fit and proper person' the Board may take account of any consideration as it deems fit, including but not limited to the following criteria in relation to the applicant or the intermediary, the principal officer and the key management persons by whatever name called – (a) integrity, reputation and character; (b) absence of convictions and restraint orders; (c) competence including financial solvency and networth (d) absence of categorization as a willful defaulter