

Ace Derivatives and Commodity Exchange Limited

CHANGE IN SHAREHOLDING PATTERN INVOLVING CHANGE IN DPG

BODY CORPORATE

Checklist

Sr. no.	Annexure	Particulars	Compliance (Yes/No.)
1	A1	Application for change in shareholding pattern	
2	A2	Shareholding pattern and DPG <i>(Present and proposed)</i>	
3	A3	Undertaking for relative support <i>(in case of any)</i>	
4	A4	Undertaking for corporate support <i>(in case of any)</i>	
5	A5	Shareholding pattern of Body corporate supporting in DPG <i>(in case of any)</i>	
6	-	Board resolution for change in shareholding pattern <i>(Details of changes to be mentioned in the resolution)</i>	
7	A6	Details of foreign holding <i>(If no foreign holding then submit with the details mentioned as "NA")</i>	
8	A7	Undertaking for foreign holding <i>(in case of any foreign holding)</i>	
9	A8	Declaration by Directors	
10		Shareholding pattern, DPG, undertaking for support in DPG, Details of foreign holding and Undertaking for foreign holding of holding company <i>(in case of any)</i>	
11		Processing fees of Rs. 5000/- plus service tax as per Circular No:-ACE /MEM-007/2010/050 dated 29/12/2010	

Please feel free to call /write to us for queries, if any:

Membership Department

Ace Derivatives and Commodity Exchange Limited

6th Floor- Zone II, Kotak Infinity, Building No. 21,

Infinity IT Park, General A K Vaidya Marg,

Dindoshi, Malad (E), Mumbai – 400 097

E-mail: membership@aceindia.com

APPLICATION FOR CHANGE IN SHAREHOLDING PATTERN
(On the letterhead of the company)

To,

Membership Department
Ace Derivatives and Commodity Exchange Limited
 6th Floor- Zone II, Kotak Infinity, Building No. 21,
 Infinity IT Park, General A K Vaidya Marg,
 Dindoshi, Malad (E), Mumbai – 400 097
 Dear Sir,

Reference: Member ID: _____

We, _____, the member of the Exchange hereby seek your approval for changes in the Shareholding Pattern/ Dominant Promoter Group of the Member Company/ holding company, _____ (as applicable) as per the details given below:

Sr. No.	Particulars of change	Applicable (Yes/No)	Proposed/post facto
1.	Issue of equity shares		
2.	Transfer of equity shares		
3.	Transmission of shares		
4.	Issue of bonus shares		
5.	Split/consolidation of equity shares		
6.	ESOP's, GDR's etc.		
7.	Buy back of equity shares		
8.	Conversion of bonds/ preference shares to equity shares		
9.	New relative support added or existing support withdrawn		
10.	Any other changes, please specify		

Details of post-facto changes:

Sr. No.	Particulars of change	Date of change	Remarks, if any

In case of any clarification, Name of the contact person: _____
Telephone No _____ Mobile No _____ email
id _____

For _____ (Name of Member)

Signature and seal of the member

Authorised Signatory

Place: _____

Date: _____

**SHAREHOLDING PATTERN AND DETAILS OF DOMINANT PROMOTER GROUP
(FOR CORPORATES)
(ON COMPANY'S LETTER HEAD)**

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

Paid up capital: Rs. _____ (In figures)

Paid up capital: Rs. _____ (In words)

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

Details of shareholding pattern and Dominant Promoter Group (Present and Proposed)						
Sr. No.	Name of the shareholder	Relationship (specify relation – In case of indirect Support)	Present shareholding as on _____ (date)		Proposed shareholding as on _____ (date)	
			No. of shares	Percentage of Total	No. of shares	Percentage of Total
DPG – Direct						
1						
2						
3						
DPG Indirect (support)						
1						
2						
3						
Non DPG						
1						
2						
3						

Please take signatures and stamp of Designated Director & Chartered Accountant on this page

NOTE:

Give similar details thereof separately only in case of indirect support taken through the body corporate

Give similar details thereof separately in case of holding company

@ Persons holding 5% or more of the paid up capital should be shown separately and not clubbed in Others.

Signature and seal of the member

Signature and seal of the member

Authorised Signatory

Authorised Signatory

Place: _____

Date: _____

AUDITOR'S CERTIFICATE

This is to certify that the Shareholding in _____ (name of the entity) as given above is based on my/ our scrutiny of the books of accounts, records and documents. Further, the proposed shareholding pattern and dominant promoter group as given above is based on the board resolution as provided by the management. The above statements are true and correct to the best of my/our knowledge and as per information provided to my/our satisfaction.

Date:

For (Name of Accounting Firm)

Place:

Name of the Partner/Proprietor

Membership Number

Rubber stamp of firm

Annexure A3

Undertaking from Relative of Persons constituting DPG (Dominant Promoter Group)

{Each relative is to submit separate copy of this disclosure in the form of Annexure}

I, Mr./Ms./Mrs. _____, son / daughter / wife of _____ resident of _____ declare that

I am the absolute owner of _____ (Number of shares) Shares of Rs. _____ each of Rs. _____ each which constitutes _____ % of the total paid up capital of the company _____ as on this date.

I state that I shall irrevocably and unconditionally support in respect of my shareholding Mr/ Mrs _____, a shareholder in the above mentioned company. I further state that I have no objection to my above mentioned shareholding being clubbed with the shareholding of Mr. / Mrs. _____ who is my _____ (give relationship with the latter) for the purpose of determining the dominant promoter group of the said Company.

This support is irrevocable and I also undertake to give prior information to the Ace Derivatives and Commodity Exchange Limited before selling or otherwise transferring my part or whole of my above mentioned shareholding.

Date: _____ Signature: _____

Place: _____ (Name of the Relative of Persons constituting DPG)

WITNESS BY:

Name: _____ Name: _____
Address: _____ Address: _____

Signature: _____ Signature: _____

Place: _____ Place: _____
Date: _____ Date: _____

Note: For arriving at shareholding of person constituting the dominant promoter group the dominant promoter's parents, spouse, children and their descendants, brothers and sisters only may be counted as specified / close relatives provided these relatives give an irrevocable, unconditional support in writing in the prescribed format.

**UNDERTAKING FROM CORPORATES SUPPORTING DPG
(Dominant Promoter Group)**

We, M/s _____ Limited, incorporated as a company under the Companies Act, 1956 and having its registered office at _____ do state as under:

(a) As per the existing norms of Ace Derivatives and Commodity Exchange Limited (Ace) the shareholding of Mr. / Ms _____* in our company in direct proportion to our shareholding in the Member company, may be reckoned for the purpose of arriving at the dominant group in M/s. _____ (Name of Member Company).

(b) We are having _____% shareholding in the Member Company and Mr. / Ms _____ dominant promoters of the Member Company along with his / her specified relative's i.e. _____ are having _____% shareholding in our company.

© Mr. / Ms _____* have requested Ace Derivatives and Commodity Exchange Limited to consider their shareholding in our company in the permissible proportion to arrive at the dominant shareholding in the Member Company and also requested us to give an irrevocable undertaking extending unconditional support to Mr. / Ms _____(Name of the Dominant Promoters of the Member Company) to enable Ace Derivatives and Commodity Exchange Limited to consider aforesaid as dominant group

(d) We hereby extend our unconditional and irrevocable support to Mr. / Ms _____ (Name of the Dominant Promoters of Member company) for the purpose of determining the dominant promoter group in the said member company.

(e) We also undertake to give prior information to Ace Derivatives and Commodity Exchange Limited before effecting any change in the shareholding of Mr. / Ms _____*

Date: _____ Signature: _____

Place: _____ Name of the Director: _____

WITNESS BY:

Name: _____ Name: _____

Address: _____ Address: _____

Signature: _____ Signature: _____

Place: _____ Place: _____

Date: _____ Date: _____

* Name of Dominant Promoters of the member company along with their specified relatives having shareholding in the corporate giving the undertaking.

(On letter-head of the body corporate)

To,
 Membership Department
Ace Derivatives and Commodity Exchange Limited
 6th Floor- Zone II, Kotak Infinity, Building No. 21,
 Infinity IT Park, General A K Vaidya Marg,
 Dindoshi, Malad (E), Mumbai – 400 097

Shareholding pattern of M/s _____ as on _____

Paid Up Capital Rs. _____

Equity/ Preference (Please indicate and use separate sheets for equity/ preference shares)

Sr. No.	Name of the shareholder	Number of shares held	Face value per share	Amount Paid up (Rs. in lacs)	% of total
1					
2					
3					
4					
5					
Others					
TOTAL					100%

Note:

1. Each page of this annexure is to be signed and stamped by CA / CS

Signature and seal of the body corporate Signature and seal of the body corporate

Authorised Signatory

Authorised Signatory

Place:

Date:

CERTIFICATE

(To be given by a practicing Chartered Accountant/Company Secretary)

This is to certify that the Shareholding in _____ as given above, based on my/ our scrutiny of the books of accounts, records and documents is true and correct to the best of my/our knowledge and as per information provided to my/our satisfaction.

Place:

For (Name of the firm)

Date:

Name of the Partner / Proprietor

Membership Number

Rubber stamp

**Details of foreign holding
(On letter head of the member)**

To,

Membership Department
Ace Derivatives and Commodity Exchange Limited
 6th Floor- Zone II, Kotak Infinity, Building No. 21,
 Infinity IT Park, General A K Vaidya Marg,
 Dindoshi, Malad (E), Mumbai – 400 097
 Dear Sir,

Subject: Details of foreign holding

Foreign holding details as required by the Exchange are furnished as follows:

Name of the Applicant					
Sr. No	Name of Foreign holder	Nature/Type of Foreign holder **	No. of Shares held	Amount paid up in Rs.	% of holding
1					
2					
3					
4					

* In case your company is a subsidiary company, then the foreign holdings of your (ultimate) parent/holding company is also to be furnished
 ** 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 to intimate and update the Exchange as and when there is any change in the aforesaid information.

Signature and seal of the member

Signature and seal of the member

Authorised Signatory

Authorised Signatory

Place: _____

Date: _____

Format of Foreign Holding Undertaking
(on the Letterhead of the Member)

To,

Membership Department
Ace Derivatives and Commodity Exchange Limited
6th Floor- Zone II, Kotak Infinity, Building No. 21,
Infinity IT Park, General A K Vaidya Marg,
Dindoshi, Malad (E), Mumbai – 400 097

Dear Sir,

“We hereby confirm and undertake 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) to deal in commodities futures contracts by us”.

I/We declare that the information given above is true.

Thanking you,

Yours faithfully,

Signature and seal of the member

Signature and seal of the member

Authorised Signatory

Authorised Signatory

Place: _____

Date: _____

(On the letterhead of the Member)

To,

Membership Department
Ace Derivatives and Commodity Exchange Limited
6th Floor- Zone II, Kotak Infinity, Building No. 21,
Infinity IT Park, General A K Vaidya Marg,
Dindoshi, Malad (E), Mumbai – 400 097

Dear Sir,

“I/We hereby confirm/undertake that _____ (Trade Name of the Member) and _____ (Name of Designated Directors) _____ (Name of Designated Directors) and constituents of dominant promoter group

- a. Are not debarred/suspended/declared defaulters by SEBI/FMC/RBI/any recognized Stock Exchange/Commodity Exchange
- b. Are not connected with any of the defaulting/ suspended member of any recognized Stock Exchange/Commodity Exchange.
- c. There are no complaints/disciplinary action against us at SEBI/FMC/RBI/any recognized Stock Exchange/Commodity Exchange.
- d. Have no investigation/ enquiry by SEBI/FMC/RBI/any recognized Stock Exchange/Commodity Exchange is pending against us or undertaken against us.

In case of any action/complaints/investigation/enquiry by any Statutory Agency/Regulatory Agency/Stock Exchange/Commodity Exchange or any statutory body in future, I/We undertake to intimate the Exchange immediately.

I/We declare that the information given above is true.

Thanking you,

Yours faithfully,

Signature and seal of the member

Signature and seal of the member

Authorised Signatory

Authorised Signatory

Place: _____

Date: _____