# ANNEXURE TO COMMON APPLICATION FORM

 **A: Declaration & Undertaking:**

1. I/ We have read and understood the extant Indian laws, rules, regulations including SEBI (FPI) Regulations, 2019, FEMA Act 1999 and rules & regulations made thereunder, Depository and Depository Participants Regulations, circulars, guidelines issued therein and shall in relation to my/ our activities as FPI, at all times, comply with and subject myself/ ourselves to any other terms and conditions specified by SEBI, RBI, Depository or any other regulators from time to time.
2. I/ We undertake to provide additional information/documents (including KYC documents exempted by SEBI and RBI)/ declarations and undertakings as may be required by you/demand from any regulator/law enforcement agency/exchange without delay to ensure compliance with the Prevention of Money Laundering Act, 2002 and rules and regulations prescribed thereunder, FATF standards and circulars issued from time to time by SEBI, RBI or any other regulators in compliance with said requirement.
3. I/ We undertake to abide by operational instructions/ directives as may be issued by Securities and Exchange Board of India, Reserve Bank of India or any other authority from time to time under provisions of the Act or any other applicable law.
4. I/we acknowledge the receipt of copy of the document, “Rights and Obligations of the Beneficial Owner and Depository Participant”.
5. We authorize custodian to operate the account through Power of Attorney (POA) and not to receive credits automatically into our account.

1. We authorize custodian to send statement of account in electronic form and we will ensure the confidentiality of the password of the email, as applicable
2. We authorize custodian to maintain appropriate house account details on depository platforms for the purpose of collection of monetary corporate benefits and any other similar activities on our behalf.

8] We acknowledge and confirm on behalf of the applicant, that we understand and agree to abide by the new rules and consequences thereof as described in SEBI circular SEBI/ HO/ AFD/ AFD – PoD – 2/ CIR/ P/ 2023/ 148 dated August 24th, 2023 for “Mandating additional disclosures by Foreign Portfolio Investors (FPIs) that fulfil certain objective criteria” and the Standard Operating Procedure approved by SEBI from time to time. (Not applicable for applicants applying under Regulation 5(a)(i))

#  B: Additional information

1. **Separate registration for the purposes of hedging the ODIs with derivatives as underlying in India?(applicable only for Category I)**

 [ ]  YES [ ]  NO

1. **If segregated portfolio is maintained for each sub-funds or share classes/ equivalent structures of the applicant, names of such sub-funds or share classes/ equivalent structures that intend to invest in Indi**a. (*BO declaration is required for each fund/sub-fund/share class/equivalent structure that invests in India)*

|  |  |
| --- | --- |
| **Sr.No.** |  **Name of sub-funds or share classes/ equivalent structures that intend to invest in India** |
|  | *Please update the name of the sub funds/ share class / equivalent structure that will be investing in Indian Market.* |

1. **Details of eligible Category I entity registered under 5(a)(v)(B) of SEBI (FPI) Regulations, 2019 (as amended from time to time)**

|  |  |  |
| --- | --- | --- |
| **Name of entity** | **Country** | **Entity type as per Regulation 5(a)** |
| *Please update the name of the entity which owns at at-least 75% directly or indirectly in the FPI applicant* | *Please mention the country of the entity.*  | *Please mention the entity type i.e., Pension d, fund, appropriately regulated fund, etc* *eligible under sub clause (ii), (iii), (iv) of* *clause 5(a) of SEBI regulations 2019.* |

1. **Bank or subsidiary of bank declaration**

[ ]  We are not a bank or a subsidiary of a bank

[ ]  We are a bank or a subsidiary of a bank and we/ group companies have a branch office or representative office in India

 *(Please mention the name of the entity having a branch office or representative office in India.)*

 [ ]  We are a bank or a subsidiary of a bank and we/ group companies do not have any branch office or representative office in India

1. **Non-resident Indians (NRIs) and/or Overseas Citizen of India (OCIs) and/or Resident Indian (RI)**

#  declaration

 *(This section is not required to be completed by applicants seeking registration under regulation 5(a)(i) i.e., as Government and Government related investors such as Central Banks, Governmental Agencies, Sovereign Wealth Funds, International /Multilateral Organizations/Agencies)*

# SECTION A- I: NRI/OCI/RI – Control:

 *(Please select any one of the boxes under point 1 and point 2. Please select point 3 and point 4 if applicable.)*

1. [ ]  There is no NRI/OCI/RI who exercises control over the FPI

 OR

[ ]  NRI/OCI/RI exercise control in us and we confirm that we will meet eligibility conditions mentioned within two years from the date of registration

2. [ ]  The applicant is not controlled by an investment manager who in turn is controlled by NRI /OCI/RI

 OR

 [ ]  NRIs/OCI/RIs controlled Investment Manager (IM) is in control of the applicant and the said IM is:

 [ ]  Appropriately regulated and is registered with SEBI as a non-investing FPI.

 OR

 [ ]  Incorporated/setup under Indian laws and appropriately registered with SEBI.

 OR

3. [ ]  We are a non-investing FPI directly or indirectly fully owned and/ or controlled by a NRI/ OCI/RI.

 OR

 4. [ ]  We are an offshore fund for which no-objection certificate has been provided by SEBI in terms of SEBI

 (Mutual Funds) Regulations, 1996

# SECECTION B- II: NRI/OCI/RI – Entitlement in FPI *(Select any one of the below options)*

1. [ ]  We confirm that there are no NRI/OCI/RI who are constituents/investors in the FPI

 OR

2. [ ]  We confirm that NRIs/ OCIs/ RIs\* as investors in the FPI and contributions by single

 NRI/OCI/RI including those of NRI/OCI/RI controlled Investment Manager are below 25

 percent of the corpus of the FPI and in aggregate is below 50 percent of the corpus of FPI

 *\*Explanation: Applicant selecting this option due to investor being RIs, would need to provide additional declaration “Declaration regarding resident Indians (RIs) as constituents of FPIs”.*

 OR

3. [ ]  Investments by NRI/OCI/RI in the FPI are not meeting above condition(s) and we confirm

 that we will meet the condition(s) within two years from the date of registration.

 OR

4. [ ]  None of the above restrictions/conditions mentioned in Section A & B are applicable to us

 as we are/shall be investing only in mutual funds in India through our FPI registration

# 6. Applicants undertaking investments on behalf of its clients

## (Applicable only for entities seeking registration under regulation 5(b)(vii))

1. Clients are individuals and/or family offices.
2. Clients are eligible for registration as FPI and are not dealing on behalf of third party.
3. Applicable KYC prescribed by SEBI has been performed on the clients.
4. The complete investor details of its clients is as below and we shall provide the same on quarterly basis (end of calendar quarter by end of the following month to DDP.

|  |  |
| --- | --- |
|   | Details of client |
| Sr.No. | Name | Country | Address | Type (Individual/Family office) |
| *Please mention the number of line item, like 1, 2,* | *Name of the client*  | *Please mention the country*  | *Please mention the full address of the client*  | *Please mention the type of client i.e., Family office or Individual*  |

# 7. Does FPI wish KRAs to seek consent prior to permitting any intermediary to download their KYC information

[ ]  Yes [ ]  No

If Yes, please provide below information

|  |  |
| --- | --- |
| Name of authorized representative of FPI (optional) |  |
| Email id 1 (Mandatory) : |  |
| Email id 2 (Optional) : |  |
| Email id 3 (Optional) : |  |
| Mobile number (optional): |  |

# Information in respect of Authorized signatories to Form/ senior management of FPI applicant

|  |  |  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- | --- | --- |
| **Sr.****No.** | **Name** | **Relationship with Applicant (i.e., promoters, directors, Signatory etc.)** | **PAN (if applicable)** | **Nationality / Country of Residence** | **Date of Birth (DD/MM/YYYY)** | **Residential/Registered Address** | **Any government issued identity document number (example driving license)** |
| (1) | (2) | (3) | (4) | (5) | (6) | (7) | (8) |
| 1 |   |   |   |   |   |   |   |
| 2 |   |   |   |   |   |   |   |

## # Column 6, 7 & 8 is not applicable for Category I FPI as well as Category II FPIs with sub-category 5(b)(i) viz. ‘Appropriately regulated fund not eligible as Category I FPIs.

1. **INFORMATION REGARDING INTERMEDIATE MATERIAL SHAREHOLDER / OWNER ENTITY**

*(For determining Beneficial owner details as per circular issued by SEBI from time to time)*

*(This section is to identify ultimate beneficial owners (UBO) with respective holdings of equal or greater than 10% (in case of company, partnership firms & trust), 15% (in case of unincorporated association of persons) and 10% (for entities from high risk jurisdictions).*

*(This section is not required to be completed by applicants seeking registration under regulation 5(a)(i) i.e. as Government and Government related investors such as Central Banks, Governmental Agencies, Sovereign Wealth Funds, International /Multilateral Organizations/Agencies)*

# Details on the basis of ownership or entitlement:

*[ ]* We declare that there is no entity holding >= \_\_% of ownership/ entitlement through shares/units, economic benefit participation etc. including cumulative direct / indirect holding held through single or multiple entities.

# OR

*[ ]* Details of entities holding >=\_\_% of ownership/ entitlement through shares/units, economic

benefit participation etc. including cumulative direct / indirect holding held through single or multiple entities are provided as under:

*If the second option is selected, include details of ALL investors’ that hold direct or indirect holding of 10% / 15% in the FPI.*

|  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- |
| **Name of Beneficial owner** | **Direct / Indirect Stake** | **Names of the entity(ies) through which the stake in the FPI is held indirectly** | **Country of Incorporation/Nationality** | **Percentage stake held in the applicant** | **Individual / Non-Individual** |
| ABC1 | Indirect | ABC Company Limited | 15% |   |   |
| ABC2 | Direct | NA  | 15% |   |   |
| XYZ  | Direct  | NA  | 15% |   |   |
| XYZ | Direct  | NA  | 55% |   |   |

# Beneficial Ownership by Control:

*This section is to identify beneficial owners (BO) with control of the FPI i.e., management shares, voting rights, powers to appoint majority of directors / policy decisions etc.*

*[ ]* We declare that there is no entity who controls through means like voting rights, agreements, arrangements, etc.

# OR

*[ ]* Details of controlling entity is provided as under:

*Provide broad level details of the beneficial owners (BO) who are identified as having voting rights / management shares in the FPI, responsibility for appointment of directors, responsible for policy/investment decisions.*

|  |  |  |  |  |
| --- | --- | --- | --- | --- |
| **Name of Beneficial owner** | **Method of Control (Give Details including names of the intermediate structures, if any, through which control is exercised)** | **Country of Incorporation/Nationality** | **Percentage control on the applicant, if applicable** | **Individual / Non-Individual** |
| ABC1 | Management shares/Ownership control in the investment vehicle/entity | 50% |   |   |
| ABC2 | Majority Voting Right in the applicant legal entity and/or powers to appoint majority of Directors | 30% |   |   |
| XYZ  | “Control” shall include to control the management or policy/investment decisions including by virtue of their shareholding or management rights or shareholders agreements or voting | 80% |   |   |
|  |  |  |   |   |

***Notes***:

1. *Ultimate beneficial owner shall be as provided under the Master circular on Anti-Money Laundering Standards or Combating the Financing of Terrorism, issued by SEBI from time to time. Any natural person identified as the Ultimate Beneficial Owner should not be a legal representative, such as a nominee, legal counsel/ attorney, trustee, accountant, administrator etc. ‘Control’ as defined in rule 9(3) of Prevention of Money - laundering (Maintenance of records) Rules, 2005 as amended from time to time. Rule 9 (3) states that Control shall include the right to appoint majority of the directors or to control the management or policy decisions including by virtue of their shareholding or management rights or shareholders agreements or voting agreements.*
2. *The beneficial owners in case of Company or Trust should be identified on controlling ownership interest (also termed as ownership or entitlement basis) and control basis. Beneficial owners in case of partnership firm and unincorporated association of individuals should be identified on ownership or entitlement basis. However, beneficial owners of FPIs having General Partner/Limited Partnership structure shall be identified on ownership or entitlement basis and on control basis.*
3. *The materiality threshold for identification of beneficial owners of FPIs on controlling ownership interest (or ownership/ entitlement) basis shall be as prescribed in PMLA Rules read with the relevant SEBI / RBI requirements i.e. 10% (in case of company, partnership firms & trust), 15% (in case of unincorporated association of persons) and 10% (for entities from high risk jurisdictions).*
4. *The materiality look through basis shall be applied to identify the beneficial owner of the intermediate shareholder/ owner entity. Beneficial owner and intermediate shareholder/ owner entity with holdings equal & above the materiality thresholds in the FPI need to be identified through the look through basis. For intermediate material shareholder / owner entity/ies, name and percentage holding shall also be disclosed within the table under point 9A and 9B above.*
5. *In case the intermediate shareholder/ owner entity is eligible for registration as Category I FPI, the identification and verification of the beneficial owner of the said entity shall not be required*
6. *Beneficial owner should not be a person mentioned in United Nations Security Council’s Sanctions List notified from time to time; beneficial owner should not be from Financial Action Task Force (FATF) high risk jurisdiction.*
7. *In respect of Category I FPIs coming from “high risk jurisdictions” KYC documentation for category II FPIs would be applicable.*
8. *Non Resident Indians (NRI) and Overseas Citizens of India (OCI) shall have the same meaning as assigned to them under regulation 2 of the Foreign Exchange Management (Transfer or issue of security by a Person Resident outside India) Regulations, 2017*

# Date:

Name of Applicant:

(Signature block for Applicant)

Signature(s) of Authorized Person(s)

# UNDERTAKING FROM INVESTMENT MANAGER UNDER REGULATION 5(a)(iv)(II) or 5(a)(v)(A), AS APPLICABLE

We (***name of the investment manager***) are the Investment manager of (***name of the Applicant***) and are responsible for investment activity of the fund. We also undertake that we shall be responsible and liable for all acts of commission and omission of (***name of the Applicant***) and other deeds and things done by them under the Securities and Exchange Board of India (Foreign Portfolio Investors) Regulations, 2019. We continue to meet eligibility requirements as applicable to Category I FPI under the Securities and Exchange Board of India (Foreign Portfolio Investors) Regulations, 2019.

# Place:

# Date:

(Signature block)

# Signature(s) of Authorized Person(s)

1. **UNDERTAKING FROM ELIGIBLE CATEGORY I ENTITY UNDER REGULATION 5(a)(v)(B)**

*(Section.5. An applicant seeking registration as a foreign portfolio investor may apply as –*

*(a) "Category I foreign portfolio investor" which shall include –*

*(v) An entity*

*(B) which is at least seventy-five per cent owned, directly or indirectly by another entity, eligible under sub-clause (ii)\*, (iii)\* and (iv)\* of clause (a) of this regulation and such an eligible entity is from a Financial Action Task Force member country:*

*Provided that such an investment manager or eligible entity undertakes the responsibility of all the acts of commission or omission of the applicants seeking registration under this sub-clause.)*

*[\* (ii) Pension funds and university funds;*

*(iii)Appropriately regulated entities such as insurance or reinsurance entities, banks, asset management companies, investment managers, investment advisors, portfolio managers, broker dealers and swap dealers;*

*(iv) Entities from the Financial Action Task Force member countries which are –*

*I. appropriately regulated funds;*

*II. unregulated funds whose investment manager is appropriately regulated and registered as a Category I foreign portfolio investor:*

*Provided that the investment manager undertakes the responsibility of all the acts of commission or omission of such unregulated fund;*

*III. university related endowments of such universities that have been in existence for more than five years]*

We (***name of the entity***), undertake that we shall be responsible and liable for all acts of commission and omission of (***name of the Applicant***) and other deeds and things done by them under the Securities and Exchange Board of India (Foreign Portfolio Investors) Regulations, 2019. We continue to meet eligibility requirements as applicable to Category I FPI under the Securities and Exchange Board of India (Foreign Portfolio Investors) Regulations, 2019.

# Place:

# Date:

(Signature block)

# Signature(s) of Authorized Person(s)