

Enclosure I

THE SECURITIES AND EXCHANGE COMMISSION OF SRI LANKA ACT NO. 36 OF 1987

01. (1) Every application for registration as a market intermediary, under the category of Clearing House made under section 19A of the Act by any body corporate shall be in conformity with Form "A" in the schedule hereto.
02. Please refer the schedule for the fee structure and the capital requirement structure.
03. In these requirements-

"Act" Means the Securities and Exchange Commission of Sri Lanka Act, No. 36 of 1987

"Clearing House" shall have the same meaning assigned thereto in the Act.

**APPLICATION FORM THE GRANT/ RENEWAL OF REGISTRATION AS A
CLEARING HOUSE**

To: DIRECTOR GENERAL
SECURITIES AND EXCHANGE COMMISSION OF SRI LANKA

..... (Name of applicant) ofhereby applies for registration as a market intermediary under the category of Clearing House in accordance with the provisions of the Securities and Exchange Commission of Sri Lanka Act, 36 of 1987 (as amended) and hereby undertake, that in the event registration is granted, to comply with the provisions of the Act, Rules, Regulations and Determinations made there under from time to time.

- 01. Registered name and address of the Applicant(please include mailing address if different):
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- 02. Telephone/ Fax Nos.:
- 03. E- Mail address:
- 04. State whether the applicant is formed and registered under the Companies Act No. 07 of 2007 of Sri Lanka or is a company incorporated outside Sri Lanka or formed in pursuance of any statute of any foreign country, Royal Charter or Letters patent or a body corporate established by or under any written law with details relating thereto including the statute under which it is formed and/ or registered and the date of such formation and/ or registration:
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- 05. The Capital Structure of the Applicant company:

Financial Year End (dd/mm):

Issued capital (Rs):

Paid- up capital (Rs):

Shareholders Fund:
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- 06. Please confirm that the Directors of the Applicant-
 - (a) Have never been declared bankrupt or that there are no proceeding now pending which may lead to a conviction for any offence involving fraud or dishonesty? :
 - (b) Have never been persons, or Directors of a company, whose registration as a market intermediary or whose license as a stockbroker, stock dealer, or managing company of a unit trust has been cancelled or suspended by the Securities and Exchange Commission

07. Are the Directors of the applicant Directors of listed companies?
If so, please provide the names of the listed companies against the names of the particular directors.
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08. Are the Directors of the Applicant shareholders of listed companies?
If so, please provide the names of the listed companies against the names of the particular directors
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09. (a) Do the Directors of the Applicant Company represent another company which has also made a similar Application to the Securities and Exchange Commission of Sri Lanka to carry on the identical business as in the present Application ?

(b) If so, Please provide the name of the company against the name of the particular Directors.

(c) Are the Directors of the Applicant Company involved in any manner in another company which carries on any business which has been licensed by or has been registered with the Securities and Exchange Commission of Sri Lanka?

(d) If so, please provide the names of the companies and the nature of business against the name of the particular Directors.

10 Has the Applicant

(a) Been convicted of any offence, or are there any proceedings now pending which may lead to a conviction for any offence involving fraud or dishonesty?
.....

(If yes please provide details)

(b) Had judgment involving findings of fraud or other dishonesty, or violence, misrepresentation, breach of contract, breach of fiduciary duty or professional negligence given against it, in any civil proceedings, or are there any proceedings now pending that may lead to such a judgment or finding?
.....

(If yes please provide details)

(c) Contravened any written law designed for protecting members of the public against financial loss due to dishonesty, incompetence or malpractice by persons concerned in the provision of financial services or the management of companies or against financial loss due to the conduct of discharged or undischarged bankrupts? (If yes, please provide details)
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- (d) Had a receiver and/or manager been appointed in respect of any of the assets of the applicant? (If yes, Please provide details)
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- (e) Had a petition presented in a court for its winding up? (If yes please provide details)
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- (f) Been subjected to any form of disciplinary proceedings or action by any professional or regulatory body? (If yes please provide details)
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11. The application constitutes of the following documents which are duly authenticated:

- (1) Copy of the Memorandum and Articles of Association or corresponding documents;
(Not necessary in the case of a renewal application unless the Memorandum and Articles have been amended by resolution)
- (2) copy of the Certificate of Incorporation and the Certificate to Commence Business, if any, or corresponding documents(not necessary in the case of a renewal application);
- (3) List of names of the Directors and their residential addresses;
- (4) List of names of Holding Companies, Subsidiary Companies, Associate Companies and Partnerships in which the applicant has an interest and
 - (a) Tree diagram depicting the following:
 - i) Group structure,
 - ii) Percentage of shareholding of each group member,
 - iii) Principal business activities of each group member
 - (b) An organizational chart of the company
- (5) License/Registration status of any other regulated activities of the applicant and the respective regulatory authority
- (6) Audited financial statements

(In the case of a new applicant audited financial statements for the immediately preceding three years, or

In the event the applicant has not been in business for three years financial information acceptable to the Commission; and

In the case of a renewal application the audited financial statements of the applicable year)

- (7) Declaration by the Applicant that a licensed stocks exchange is a shareholder of the applicant
(To be submitted in the case of a clearing house);
- (8) Declaration by the Applicant that its rules have made satisfactorily provisions on the matters
stated in item C (v) of Part V of the schedule to the SEC Act (To be submitted in the case of a
clearing house); and
- (9) Bank Receipt/ cheque no. dated the For Rs.....
is attached, being registered fees for the year

We declare that all information provided herein is true and correct that all attachment are
individually certified as being true copies and correct.

NAME & SIGNATURE OF DIRECTOR

NAME & SIGNATURE OF DIRECTOR/
COMPANY SECRETARY

DATE