

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

1. Every application for registration as a Market Intermediary under the category of a Credit Rating Agency made under section 19A of the SEC Act by any body corporate shall be in conformity with this application form.

2. In these requirements –

"Act" means the Securities and Exchange Commission of Sri Lanka Act, No. 36 of 1987 as amended.

"Credit Rating Agency" shall have the same meaning assigned thereto in the Act.

**APPLICATION FOR THE GRANT/RENEWAL OF REGISTRATION AS AN
CREDIT RATING AGENCY**

TO: CHAIRMAN
SECURITIES AND EXCHANGE COMMISSION OF SRI LANKA.

..... (name of Applicant) of applies for registration as a Market Intermediary under the category of Credit Rating Agency under the provisions of the Securities and Exchange Commission of Sri Lanka Act, No. 36 of 1987 (as amended) and hereby undertakes, that in the event registration is granted, to comply with the provisions of the Act, Rules, Regulations and Determinations made thereunder from time to time.

CORPORATE INFORMATION

1. Registered name and address of the Applicant (please include mailing address if different):
.....
2. Telephone/Fax Nos.:
3. E-mail address:
4. Web-site of the Applicant:
5. State whether the Applicant is formed and registered under the Companies Act, No. 17 of 1982 or 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:
.....
6. The Capital Structure of the Applicant Company:

Stated Capital
Shareholder's Funds:
Financial Year End (dd/mm):

.....
7. List of names of the Holding Companies, Subsidiary Companies, Associate Companies and Partnerships in which the Applicant has an interest; and
 - (a) 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, and
 - (b) an organisational chart of the Company.

8. INFORMATION RELATING TO SHAREHOLDERS

Name of Shareholder	Percentage of Shareholding
1.	
2.	
3.	
4.	

9. INFORMATION RELATING TO DIRECTORS

Name and Residential Address of Director	Status <i>(Please indicate the Chairperson of the Board and whether the directors are executive/non-executive)</i>
1.	
2.	
3.	
4.	

9 (i). Have the Directors of the Applicant -

- (a) been declared bankrupt;
- (b) proceedings now pending in a Court of Law which may lead to a conviction for any offence involving fraud or dishonesty; and
- (c) been persons, or Directors of a Company, whose registration as a Market Intermediary or whose licence as a Stock Broker, Stock Dealer, or Managing Company of a Unit Trust has been cancelled or suspended by the Securities and Exchange Commission of Sri Lanka.

(ii) Are the Directors' of the Applicant Company functioning in the capacity of Directors of Listed Companies?

If so, please provide the names of the Listed Companies against the names of the particular Director.

.....

(iii) Are the Directors of the Applicant Company also Directors of the Holding Company/Subsidiary/ Associates?

If so please provide the names of the Companies against the name of the director

.....

(iv) Are the Directors of the Applicant Company shareholders of Listed Companies?

If so, please provide the names of the Listed Companies against the name of the particular Director.

.....

(v) 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?

If so, please provide the name of the company against the name of the particular Director.

.....

- (vi) 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?

If so please provide the name of the company and the nature of business against the name of the particular Director.

.....

10. INFORMATION RELATING TO PERSONNEL INVOLVED IN PROVIDING RATINGS
(WITH DULY AUTHENTICATED COPIES OF CERTIFICATES/DOCUMENTS TO SUPPORT SAME)

Names of Personnel	Designation/Position	Qualification and/or Experience
1.		
2.		
3.		
4.		

11. INFORMATION RELATING TO THE RATING COMMITTEE

Names of Committee Members	Designation/Position	Qualification and Experience
1.		
2.		
3.		

12. GENERAL INFORMATION

Has the Applicant:

- (a) been convicted of any offence, or are there any proceedings now pending in a Court of Law which may lead to a conviction for any offence involving fraud or dishonesty?

.....
(If so, 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 so, 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 so, please provide details)

(d) had a receiver and/or manager been appointed in respect of any of the assets of the Applicant?

.....
(if so, please provide details)

(e) had a Petition presented in a Court for its winding up?

.....
(if so, please provide details)

(f) been subjected to any form of disciplinary proceedings or action by any professional or regulatory body?

.....
(if so, please provide details)

13. DOCUMENTS RELATING TO INCORPORATION

The application constitutes of the following documents which are duly authenticated as true copies of the original:

- (1) copy of the Memorandum/Articles of Association or corresponding documents; (re-submission of documentation is not required 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 (re-submission is not required in the case of a Renewal Application); and

14. DOCUMENTS RELATING TO FINANCIAL AND OPERATIONAL REQUIREMENTS

(a) Audited Financial Statements:

(in the case of a new Applicant the 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).

(b) Interim un-audited financial report providing information relating to the revenue of the Applicant in each of the following categories (as applicable) for the current fiscal year:

- (i) revenue from determining and maintaining credit ratings;
- (ii) revenue from subscribers; and
- (iii) revenue from all other services (include descriptions of any major sources of revenue)

- (d) Details of rating methodologies/criteria adopted by the Applicant.
- (e) Business relationships, ownership interests or any other financial interest between the Applicant or any other individual associated with the Applicant.
- (f) Licence/Registration status of any other regulated activities of the Applicant and the respective regulatory authority.
- (g) A copy of the Professional Indemnity Policy from an approved insurer.

15. DECLARATIONS REQUIRED FROM THE APPLICANT

- (a) Declaration by two Directors of the Applicant that to the best of their knowledge no Director, Officer or Employee of the Applicant has been convicted of fraud or criminal breach of trust or cheating or criminal misappropriation or declared bankrupt or found guilty of contravening any provisions of the Act or any Rules or Regulations made under the Act.
- (b) Declaration by the Applicant that the promoters of the Applicant are persons of means and integrity and have special knowledge of matters which the Applicant may have to deal with as a Credit Rating Agency (re-submission is not required for a Renewal Application).
- (c) Declaration by the Applicant that no Director of the Applicant is also a Director of a corporate entity or a business firm or a shareholder holding five *per centum* or more of any corporate entity or business firm or is in any other way interested in an entity subject to rating by the Applicant.
- (d) Undertaking by the Applicant to ensure that no Director, Officer or Employee of the Applicant will communicate any information acquired by them for rating purposes, or in the course of such rating to any other person except when required under Law to do so.
- (e) Bank Receipt/Cheque No.dated the.....for Rs.....is attached, being registration fees for the year

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

NAME & SIGNATURE OF DIRECTOR

NAME & SIGNATURE OF DIRECTOR/COMPANY SECRETARY

DATE

N. B. Section 25 (1)A of the SEC Act requires a Market Intermediary that proposes to alter any particulars already furnished or undergoes or intends to undergo a change from the state

specified in the application for registration or renewal of registration as a Market Intermediary to inform the Commission forthwith of such alteration or change.