**UNDERTAKING for Purchase of Shares of Listed Stock Exchange**

I/We undertake that in case our purchasee is for such number of Equity Shares, as may result in my/our shareholding (either directly or indirectly and including existing shareholding, if any), either individually or together with person acting in concert, exceeding 5% of the post-Offer paid-up equity share capital of the Exchange (“Equity Share Capital”), I/we will submit a clear legible copy of the approval from SEBI, for such acquisition, to the trading member at least one Working Day prior to purchase date.

Further, I/we understand that all purchases by me/us shall be in accordance with such SEBI approval and that if I/we fail to submit such approval within the above time period, the trading member will not place buy order of shares of listed stock exchange.

I/We undertake that in case purchase is for such number of Equity Shares, as may result in my/our shareholding (either directly or indirectly and including existing shareholding, if any), either individually or together with person acting in concert, exceeding 2% of the Equity Share Capital, I/we will seek an approval from SEBI for such acquisition within 15 days of such acquisition.

I/We undertake that if I/we do not receive the requisite approvals from SEBI, we will forthwith divest any excess shareholding.

I/We confirm that if I/We am/are a trading or clearing member or an associate and/or agent of a trading or clearing member of a recognised stock exchange, I /We shall ensure that my/ our details are updated on the electronic interface provided by the stock exchange (i.e. the electronic member interface provided by the stock exchange to its trading members to update the relevant details relating to associates and agents, not being the bidding system), and that I/We shall be considered for Allotment on a proportionate basis in a manner such that the total shareholding in the Exchange of all trading or clearing members, their associates and agents does not exceed 49% of the Equity Share Capital on the date of allocation.

I/We hereby confirm that I/We am/are a fit and proper person in terms of Regulations 19 and 20 of the SECC Regulations 2012, as amended.

I/ We confirm the following in this regard:

1. I/ We, or our directors/ partners have not been convicted by a Court for any offence involving moral turpitude, economic offence, securities laws or fraud;
2. no order for winding up has been passed against me/ us;
3. Neither I/ We our directors/ partners, have been declared insolvent and have been discharged;
4. no order, restraining, prohibiting or debarring me/ us or our directors/ partners, from dealing in securities in the capital market or from accessing the capital market has been passed by SEBI or any other regulatory authority wherein a period of three years from the date of the expiry of the period specified in the order has not elapsed;
5. no order against me/ us or our directors/ partners, which has a bearing on the capital market, has been passed by SEBI or any other regulatory authority wherein a period of three years from the date of the order has not elapsed;
6. I/we have not been found to be of unsound mind by a court of competent jurisdiction and the finding is in force
7. I/ We are financially sound;

**Signature**

**Name**

**Client Code**

**PAN**