**Annexure-2**

**Undertaking to be submitted by Non-RIAs**

**Note:**

* **Should be executed on a Rs.100/- or more stamp paper**
* **To be signed by authorized signatories on all pages**

This Undertaking is given at this …………………………Day of ……………………20………

To,

The National Stock Exchange of India Limited,

Exchange Plaza, Bandra Kurla Complex,

Bandra East, Mumbai – 400051, India.

I/We, \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_, am/are a Mutual Fund Distributor, desirous of using the Mutual Fund Service System (hereinafter referred to as “**MFSS/ NMF II**”), provided by the National Stock Exchange of India Limited (hereinafter referred to as “**NSEIL**”)

NSEIL has made the MFSS/ NMF II available inter alia on the conditions, declarations, assurances and representations hereinafter contained:

**NOW I/WE DO HEREBY SOLEMNLY DECLARE, AGREE, CONFIRM AND UNDERTAKE AS FOLLOWS:-**

1. I/We shall abide by, comply with and be bound by the terms and conditions mentioned in the Circular dated December 19, 2013 bearing No 830/2013 issued by NSEIL, and other circulars that may be issued from time to time by NSEIL / National Securities Clearing Corporation Limited (hereinafter referred to as “NSCCL”) with regard to MFSS/ NMF II.
2. I/We shall abide by, comply with and be bound by the conditions specified in the SEBI circular bearing No. MFD/CIR/10/310/01 dated September 25, 2001 regarding the criteria specified for clearing the Association of Mutual Funds in India (hereinafter referred to as “**AMFI**”) certification examination as well as the disclosure standards mentioned in the said circular, and any such other condition/s, as may be specified by the Securities and Exchange Board of India (hereinafter referred to as “**SEBI**”) from time to time.
3. I/We shall abide by, comply with and be bound by the conditions specified in the concerned SEBI circulars/ rules/ guidelines and other legislations that are applicable to intermediaries who are engaged in the selling and marketing of mutual fund units and also abide by the Code of Conduct as may be prescribed by SEBI and/ or AMFI, from time to time, with respect to dealing in mutual fund units.
4. I/We agree to abide by the terms and conditions, rules and regulations of the Mutual Fund Scheme/s.
5. I/We undertake to disclose all the commissions (in the form of trail commission or any other mode) to the investors, payable to me/us, for the different competing schemes of various mutual funds from amongst the scheme recommended to the investors as per the concerned SEBI circular or as may be amended from time to time.
6. I / We hereby accord our consent to receive complete historical data (since inception) and mail back reports pertaining to my / our investors, being received from RTAs, through NSEs Mutual Fund Service System. Further, I / We hereby also accord our consent to receive the mail back reports executed by me / for all the transactions across all the transaction execution mechanisms.
7. I/We undertake, agree and confirm that I/We shall not hold NSEIL responsible or liable for any failure of computer systems, telecommunication network and other equipment installed at its offices and at my/our office and that NSEIL shall also not be held responsible/liable for any damage, loss, defect or any computer/system failure at my/our office or at NSEIL’s office whatsoever.
8. I/We undertake, agree and confirm that I/We shall pay the one time (non-refundable) Membership Registration fees as prescribed by NSEIL.
9. I/We undertake, agree and confirm that neither me nor any of my investors shall at any point in time make any claims and/ or be entitled to compensation/ replenishment of any kind whatsoever from the NSEIL’s Investor Protection Fund as well as from the NSCCL’s Settlement Guarantee Fund.
10. I/We agree and confirm that I/We do not possess any history of defaults/ omissions, am/are not debarred in any way by any regulatory authority/s and have never been convicted of an offence involving dishonesty and fraud, which will either disentitle me to be admitted as Mutual Fund Distributor of NSEIL or shall effect my ability to carry on the business as a Mutual Fund distributor.
11. I/We undertake, agree and confirm that I/We are not entangled in any insolvency, bankruptcy, compounding with creditors and/ or have got any other disciplinary action initiated by/ pending with any regulatory authority/s whatsoever.
12. I/We shall execute, sign and subscribe to such documents, papers, agreements, covenants, bonds and/or undertakings as may be required by NSEIL from time to time.
13. I/We undertake, agree and confirm that I/We shall conform to and abide by any other relevant laws, rules, regulations, directions and any other such statutory requirements of NSEIL as well as the NSCCL, as may be necessary for me/us to adhere to and abide by for the purpose of using/availing of the Mutual Fund Service System/ NMF II platform.
14. I/We hereby undertake to ensure compliance with all the undertakings, representations and warranties provided herein. If any of the undertakings, representations and warranties stated herein are found to be false, misrepresented or violated resulting in claims, damages or losses being suffered or brought against NSE, I/We agree and understand that NSE reserves the right to recover all such amounts arising from such misrepresentation or violation of this undertaking on our part. I/We hereby further confirm that I/We shall pay the said amounts without any dispute or demur.

This Undertaking shall be subject to and construed and interpreted in accordance with the laws of India and I/We hereby submit to the exclusive jurisdiction of the Courts at \_\_\_\_\_\_.

(SIGNED SEALED AND DELIVERED)

By the within named ………………….)

Date:

Place: