

**THE GAZETTE OF INDIA**

**EXTRAORDINARY**

**PART – III – SECTION 4**

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**SECURITIES AND EXCHANGE BOARD OF INDIA**

**NOTIFICATION**

**Mumbai, the 02nd December, 2011**

**SECURITIES AND EXCHANGE BOARD OF INDIA**

**{KYC (Know Your Client) REGISTRATION AGENCY} REGULATIONS, 2011**

No. LAD-NRO/GN/2011-12/29/36772—In exercise of the powers conferred by section 30 of the Securities and Exchange Board of India Act, 1992 (15 of 1992) the Securities and Exchange Board of India hereby makes the following regulations, namely: -

**CHAPTER I**

**PRELIMINARY**

**Short title & commencement**

1. (1) These regulations may be called the Securities and Exchange Board of India {KYC (Know Your Client) Registration Agency} Regulations, 2011.
- (2) They shall come into force on the date of their publication in the Official Gazette.

**Definitions**

2. (1) In these regulations, unless the context otherwise requires, the terms defined herein shall bear the meanings assigned to them below -
  - (a) “Act” means the Securities and Exchange Board of India Act, 1992 (15 of 1992);
  - (b) “Board” means the Securities and Exchange Board of India established under section 3 of the Act;
  - (c) “Certificate” means a certificate of registration granted by the Board under these regulations;

(d) “Client” means a person seeking to do/has done his KYC through intermediary with KRA;

<sup>1</sup>[(da) “change in control”, in relation to a KRA, means: —

(i) if its shares are listed on any recognised stock exchange, change in control within the meaning of regulations framed under clause (h) of sub-section (2) of section 11 of the Act;

(ii) in any other case, change in the controlling interest;

**Explanation.** — For the purpose of sub-clause (ii), the expression “controlling interest” means,

(A) an interest, whether direct or indirect, to the extent of at least fifty-one percent of voting rights; or

(B) right to appoint majority of the directors or to control the management directly or indirectly;]

(e) “Inspecting authority” means any one or more person appointed by the Board to exercise powers conferred under chapter IV;

(f) “Intermediary” means an entity associated with securities market and registered under sub-section (1A), (1B) and (1) of Section 12 of the Act; who is required to do KYC of its clients;

(g) “Intermediaries Regulations” means Securities and Exchange Board of India (Intermediaries) Regulations, 2008;

(h) “KYC Registration Agency (KRA)” is a company formed and registered under the <sup>2</sup>[Companies Act, 2013 (18 of 2013)] and which has been granted a certificate of registration under these regulations which hereinafter shall be deemed to be an intermediary in terms of the provisions of the Act;

(i) “KYC” means the procedure <sup>3</sup>[specified] by the Board for identifying and verifying the Proof of Address, Proof of Identity and compliance with rules, regulations, guidelines and circulars issued by the Board or any other authority for Prevention of Money Laundering from time to time;

(j) “Operating Instructions” means operating instructions made by a KRA under Regulation 15;

<sup>4</sup>[\*\*\*]

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<sup>1</sup> Inserted by the Securities and Exchange Board of India {KYC (Know Your Client) Registration Agency} (Amendment) Regulations, 2022, w.e.f. 28-01-2022.

<sup>2</sup> The words and symbols “Companies Act, 1956” substituted with “Companies Act, 2013 (18 of 2013)” by the Securities and Exchange Board of India {KYC (Know Your Client) Registration Agency} (Amendment) Regulations, 2022, w.e.f. 28-01-2022.

<sup>3</sup> The word “prescribed” substituted with “specified” by the Securities and Exchange Board of India {KYC (Know Your Client) Registration Agency} (Amendment) Regulations, 2022, w.e.f. 28-01-2022.

<sup>4</sup> Omitted by the Securities and Exchange Board of India {KYC (Know Your Client) Registration Agency} (Amendment) Regulations, 2022, w.e.f. 28-01-2022. Prior to omission, clause (k) read as under:

“(k) “Rules” means Prevention of Money Laundering Rules, 2005;”

<sup>5</sup>[\*\*\*]

<sup>6</sup>[(2) All other words and expressions used but not defined in these regulations shall have the same meaning as have been assigned to them under the Act or the Securities Contracts (Regulation) Act, 1956 (42 of 1956), or the Depositories Act, 1996 (22 of 1996), or the Companies Act, 2013 (18 of 2013), or Prevention of Money Laundering Act, 2002 (15 of 2003) or any rules or regulations made thereunder or any statutory modification or re-enactment thereto, as the case may be.]

## **CHAPTER II**

### **REGISTRATION OF KRA**

#### **Application for grant of certificate of <sup>7</sup>[\*\*\*] registration**

3. An application for the grant of a certificate of registration as a KRA shall be made to the Board in Form as specified in Schedule I and shall be accompanied by such fees and in such manner as specified in Schedule II of these regulations.

#### **Application to conform to the requirements**

4. An application, which is not complete in all respects and does not conform to the instructions prescribed in the Form and the requirements specified therein or the information, is false or misleading in any manner shall be rejected by the Board.

Provided that before rejecting any such application, the applicant shall be given, in writing, an opportunity to remove, within thirty days of the date of communication in this regard, such objections as may be indicated by the Board.

Notwithstanding anything contained in the first proviso, the Board may, on being satisfied that it is necessary, extend the time period by such further time, as it deems fit, in order to enable the applicant to remove the objections indicated by the Board.

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<sup>5</sup> Omitted by the Securities and Exchange Board of India {KYC (Know Your Client) Registration Agency} (Amendment) Regulations, 2022, w.e.f. 28-01-2022. Prior to omission, clause (1) read as under:

“(1) “Prescribed” means prescribed by a general or special order or circular issued under the Act or these regulations.”

<sup>6</sup> Substituted by the Securities and Exchange Board of India {KYC (Know Your Client) Registration Agency} (Amendment) Regulations, 2022, w.e.f. 28-01-2022. Prior to substitution, sub-regulation (2) read as under:

“(2) All other words and expressions used but not defined in these regulations shall have the same meaning as have been assigned to them under the Act or the Securities Contracts (Regulation) Act, 1956, (42 of 1956) or the Companies Act, 1956 (1 of 1956), or Prevention of Money Laundering Act (PML), 2005 or the PML Rules, 2005 or any statutory modification or reenactment thereto, as the case may be.”

<sup>7</sup> The word “initial” was omitted by the Securities and Exchange Board of India (Change In Conditions Of Registration Of Certain Intermediaries) (Amendment) Regulations, 2016 w.e.f. 08-12-2016.

### **Furnishing of information, clarification and personal representation**

5. (1) The Board may require the applicant to furnish such further information or documents or clarifications as the Board considers necessary for the purpose of consideration of the application.

(2) The applicant or his authorized representative shall, if so required, appear before the Board for personal representation in connection with the grant of certificate of registration.

### **Consideration of application for grant of certificate of <sup>8</sup>[\*\*\*] registration**

6. (1) The Board shall not consider an application, unless the applicant is a fit and proper person to the satisfaction of the Board and belongs to one of the following categories, namely:

(a) a wholly owned subsidiary of a recognized stock exchange, having nation-wide network of trading terminals, or;

(b) a wholly owned subsidiary of a depository or any other intermediary registered with the Board or;

(c) a wholly owned subsidiary of a Self Regulatory Organization (SRO) registered under SEBI (Self Regulatory Organization) Regulations, 2004,

Provided that any conflict of interest does not exist between the role of the applicant as KRA and other commercial activities of the applicant, its associates and group companies.

Provided further that the applicant shall have to satisfy to the Board about the organizational capabilities, technology and systems and safeguards for maintaining data privacy and preventing unauthorized sharing of data.

Notwithstanding the aforementioned, the Board shall have the power to examine any possible case of conflict of interest in applications.

(2) The applicant as mentioned in sub regulation (a) to (c) of regulation 6(1) above shall have a net worth of at least Rs 25 crore on a continuous basis.

### **Grant of certificate of <sup>9</sup>[\*\*\*] registration**

7. (1) The Board, on being satisfied that the applicant is eligible, shall send intimation to that effect to the applicant, for the grant of certificate of <sup>10</sup>[\*\*\*] registration, and grant a certificate in the Form as specified in Schedule I.

<sup>11</sup>[(1A) The KRA which has already been granted certificate of registration by the Board, prior to the commencement of the Securities and Exchange Board of India (Change in Conditions of

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<sup>8</sup> The word "initial" was omitted by the Securities and Exchange Board of India (Change In Conditions Of Registration Of Certain Intermediaries) (Amendment) Regulations, 2016 w.e.f. 08-12-2016.

<sup>9</sup> The word "initial" was omitted by the Securities and Exchange Board of India (Change In Conditions Of Registration Of Certain Intermediaries) (Amendment) Regulations, 2016 w.e.f. 08-12-2016.

<sup>10</sup> The word "initial" was omitted by the Securities and Exchange Board of India (Change In Conditions Of Registration Of Certain Intermediaries) (Amendment) Regulations, 2016 w.e.f. 08-12-2016.

<sup>11</sup> Inserted by the Securities and Exchange Board of India (Change In Conditions Of Registration Of Certain Intermediaries) (Amendment) Regulations, 2016 w.e.f. 08-12-2016.

Registration of Certain Intermediaries) (Amendment) Regulations, 2016 shall be deemed to have been granted a certificate of registration, in terms of sub-regulation (1).]

<sup>12</sup>[(2) The certificate of registration granted under sub-regulation (1) shall be valid unless it is suspended or cancelled by the Board.]

(3) The grant of certificate of <sup>13</sup>[\*\*\*] registration shall be subject to the payment of such fees and in such manner as specified in Schedule II of these regulations.

<sup>14</sup>[(4) The KRA shall immediately intimate the Board, details of changes that have taken place in the information that was submitted, while seeking registration.]

<sup>15</sup>[(5) Where the KRA proposes change in control, it shall obtain prior approval of the Board for continuing to act as such after the change.]

## 8. <sup>16</sup>[\*\*\*]

### **Criteria for fit and proper person**

9. For the purpose of determining whether an applicant is a fit and proper person, the Board may take into account the criteria specified in Schedule II of Intermediaries Regulations.

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<sup>12</sup> Substituted by the Securities and Exchange Board of India (Change In Conditions Of Registration Of Certain Intermediaries) (Amendment) Regulations, 2016 w.e.f. 08-12-2016. Prior to substitution, it sub-regulation (2) read as under:

“(2) The certificate of initial registration granted under sub-regulation (1) shall be valid for a period of five years from the date of its issue to the applicant.”

<sup>13</sup> The word “initial” was omitted by the Securities and Exchange Board of India (Change In Conditions Of Registration Of Certain Intermediaries) (Amendment) Regulations, 2016 w.e.f. 08-12-2016.

<sup>14</sup> Inserted by the Securities and Exchange Board of India (Change In Conditions Of Registration Of Certain Intermediaries) (Amendment) Regulations, 2016 w.e.f. 08-12-2016.

<sup>15</sup> Inserted by the Securities and Exchange Board of India {KYC (Know Your Client) Registration Agency} (Amendment) Regulations, 2022, w.e.f. 28-01-2022.

<sup>16</sup> Omitted by the Securities and Exchange Board of India (Change In Conditions Of Registration Of Certain Intermediaries) (Amendment) Regulations, 2016 w.e.f. 08-12-2016. Prior to omission regulation 8 read as under:

#### **“Grant of certificate of permanent registration**

8. (1) The KRA which has been granted a certificate of initial registration under regulation 7 may, three months before the expiry of the period of certificate of initial registration, make an application for grant of certificate of permanent registration in the Form as specified in Schedule I.

(2) An application under sub-regulation (1) shall be accompanied by such fees and in such manner as specified in Schedule II of these regulations.

(3) The application for grant of a certificate of permanent registration shall be accompanied by details of the changes that have taken place in the information that was submitted to the Board while seeking initial registration, as the case may be, and a declaration stating that no changes other than those as mentioned in such details have taken place.

(4) The application for permanent registration made under sub-regulation (1) shall be dealt with in the same manner as if, it were a fresh application for grant of a certificate of initial registration.

(5) The Board, on being satisfied that the applicant is eligible, shall send intimation to that effect, to the applicant and shall grant a certificate of permanent registration in the format as specified in Schedule I.

(6) The grant of certificate of permanent registration shall be subject to payment of such fees and in such manner as specified in Schedule II of these regulations.”

### **KRA to abide by code of conduct**

10. The KRA holding a certificate of registration shall at all times abide by the Code of Conduct as specified in Schedule III of these regulations.

### **Procedure where certificate of registration is not granted**

11. (1) Where an application for the grant of certificate of <sup>17</sup>[\*\*\*] registration does not satisfy the requirements specified in regulation 6 & 9, the Board shall reject the application after giving the applicant an opportunity of being heard.

(2) The decision of the Board to reject the application shall be communicated to the applicant in writing within thirty days of such decision, stating therein the grounds on which the application has been rejected.

(3) Any applicant, aggrieved by the decision of the Board, may apply within a period of thirty days from the date of receipt of such intimation to the Board for reconsideration of its decision.

(4) The Board shall reconsider an application made under sub-regulation (3) and communicate its decision thereon, as soon as possible in writing to the applicant.

### **12. <sup>18</sup>[\*\*\*]**

### **Surrender of certificate of registration**

13. (1) A KRA, who has been granted a certificate of registration under the Act or the regulations made there under, desirous of giving up its activity and surrender the certificate, may make a request for such surrender to the Board.

(2) While disposing a surrender request under these regulations, the Board may require the KRA to satisfy the Board about the factors, as it deems fit, including but not limited to the following

- a. the arrangements made by KRA for maintenance and preservation of records and other documents required to be maintained under these regulations;

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<sup>17</sup> The words “initial or permanent” omitted by the Securities and Exchange Board of India (Change In Conditions Of Registration Of Certain Intermediaries) (Amendment) Regulations, 2016 w.e.f. 08-12-2016.

<sup>18</sup> Omitted by the Securities and Exchange Board of India (Change In Conditions Of Registration Of Certain Intermediaries) (Amendment) Regulations, 2016 w.e.f. 08-12-2016. Prior to omission regulation 12 read as under:

**“Effect of refusal to grant certificate of permanent registration**

12. A KRA whose application for grant of certificate of permanent registration has been refused by the Board, on and from the date of the receipt of the communication, shall cease to carry on any activity as a KRA; Provided that the Board may, in the interest of the investors of the securities market, permit KRA to carry on activities undertaken prior to the receipt of the intimation of refusal subject to such condition as the Board may specify.”

- b. redressal of investor grievances;
  - c. transfer of records of its clients;
  - d. the arrangements made by it for ensuring continuity of service to the clients;
  - e. defaults or pending action, if any.
- (3) While accepting the surrender, the Board may impose such conditions upon the KRA, as it deems fit, for protection of the interests of investors and the securities market, and such person shall comply with such conditions.
- (4) On and from the date of the surrender or cancellation of the certificate, the KRA shall-
- (a) return the certificate of registration so cancelled to the Board and shall not represent itself to be a holder of the certificate for carrying out the activity for which such certificate had been granted;
  - (b) cease to carry on any activity in respect of which the certificate had been granted;
  - (c) transfer its activities to another entity holding a valid certificate of registration to carry on such activity and allow its clients to withdraw any assignment given to it, without any additional cost to such client;
  - (d) make provisions as regards liability incurred or assumed by it;
  - (e) take such other action including the action relating to any records or documents that may be in custody or control of such person, within the time period and in the manner, as may be required under the these regulations, or as may be directed by the Board.

### **CHAPTER III**

#### **FUNCTIONS AND OBLIGATIONS OF KRA AND INTERMEDIARY**

##### **Documents to be obtained by the KRA for the purpose of KYC**

14. The KRA shall obtain the KYC documents of the client from the intermediary <sup>19</sup>[\*\*\*] in terms of the rules, regulations, guidelines and circulars issued by the Board or any other authority for Prevention of Money Laundering, from time to time.

##### **Functions and obligations of the KRA**

15. The KRA has the following functions and obligations –

- (a) KRA may prepare the Operating Instructions in co-ordination with other KRA(s) and issue the same to implement the requirements of these regulations.
- (b) KRA(s) shall have electronic connectivity and with other KRA(s) in order to establish inter-operability among KRAs.

**Explanation:** Inter-operability means the ability of the KRA to determine whether the KYC documents of the client are in the custody of another KRA.

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<sup>19</sup> The words and symbols “; as prescribed by the Board and” omitted by the Securities and Exchange Board of India {KYC (Know Your Client) Registration Agency} (Amendment) Regulations, 2022, w.e.f. 28-01-2022.

(c) KRA shall have a secure data transmission link with other KRA(s) and with each intermediary that uploads the KYC documents on its system and relies upon its data.

(d) KRA shall be responsible for storing, safeguarding and retrieving the KYC documents and submit to the Board or any other statutory authority as and when required.

<sup>20</sup>[(da) KRA shall carry out an independent validation of the KYC records uploaded onto its system by the intermediary in such a manner as specified by the Board from time to time.]

(e) KRA shall retain the <sup>21</sup>[\*\*\*] KYC documents of the client, in <sup>22</sup>[\*\*\*] electronic form for the period specified by <sup>23</sup>[rules made under the Prevention of Money Laundering Act, 2002 (15 of 2003)], as well as ensuring that retrieval of KYC information is facilitated within stipulated time period.

(f) Any information updated about a client shall be disseminated by KRA to all intermediaries that avail of the services of the KRA in respect of that client.

(g) KRA shall ensure that the integrity of the automatic data processing systems for electronic records is maintained at all times.

(h) KRA shall take all precautions necessary to ensure that the KYC documents/records are not lost, destroyed or tampered with and that sufficient back up of electronic records is available at all times at a different place.

(i) KRA shall have adequate mechanisms for the purposes of reviewing, monitoring and evaluating its controls, systems, procedures and safeguards.

(j) KRA shall cause an audit of its controls, systems, procedures and safeguards to be carried out periodically and take corrective actions for deficiencies, if any and report to Board.

(k) KRA shall take all reasonable measures to prevent unauthorized access to its database and have audit of its systems and procedures at regular intervals <sup>24</sup>[as specified by the Board from time to time].

(l) KRA shall have checks built in its system so that an intermediary can access the information only for the clients who approach him.

(m) KRA shall appoint a compliance officer who shall be responsible for monitoring the compliance of the Act, rules and regulations, notifications, guidelines, instructions, etc., issued by the Board or the Central Government and for redressal of client's grievances. The compliance officer shall immediately and independently report to the Board any non-compliance observed by him.

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<sup>20</sup> Inserted by the Securities and Exchange Board of India {KYC (Know Your Client) Registration Agency} (Amendment) Regulations, 2022, w.e.f. 28-01-2022.

<sup>21</sup> Omitted by SEBI {KYC (Know Your Client) Registration Agency} (Amendment) Regulations, 2013 w.e.f. 22-03-2013.

<sup>22</sup> *ibid.*

<sup>23</sup> The word "Rules" substituted with "rules made under the Prevention of Money Laundering Act, 2002 (15 of 2003)" by the Securities and Exchange Board of India {KYC (Know Your Client) Registration Agency} (Amendment) Regulations, 2022, w.e.f. 28-01-2022.

<sup>24</sup> The words "as prescribed by the Board" substituted with "as specified by the Board from time to time" by the Securities and Exchange Board of India {KYC (Know Your Client) Registration Agency} (Amendment) Regulations, 2022, w.e.f. 28-01-2022.



(n) KRA shall send a letter to each client after receipt of the KYC documents from the intermediary, confirming the client's details thereof.

(o) KRA shall take adequate steps for redressal of the grievances of the clients within one month of the date of receipt of the complaint and keep the Board informed about the number, nature and other particulars of the complaints from such investors.

<sup>25</sup>[(p) KRA shall maintain an audit trail of any upload/ modification /download regarding the KYC records of each client.]

### **Functions and obligations of an Intermediary**

16. The Intermediary has the following functions and obligations –

<sup>26</sup>[(a) The intermediary shall perform the initial KYC/due diligence of the client, upload the KYC information with proper authentication on the system of the KRA, furnish the scanned images of the KYC documents to the KRA, and retain the physical KYC documents:

Provided that in the case of clients of a mutual fund, the Registrar to an Issue and Share Transfer Agent appointed by the mutual fund may perform the initial KYC/due diligence of the client, upload the KYC information with proper authentication on the system of the KRA, and furnish the scanned images of KYC documents to the KRA.]

<sup>27</sup>[(aa) The intermediary or the mutual fund, as the case may be, shall furnish the physical KYC documents or authenticated copies thereof to the KRA, whenever so desired by the KRA.]

<sup>28</sup>[(b) When the client approaches another intermediary subsequently, the intermediary shall verify and download the client's details from the system of KRA:

Provided that upon receipt of information on change in KYC details and status of the clients by the intermediary or when it comes to the knowledge of the intermediary, at any stage, the intermediary shall be responsible for uploading the updated information on the system of KRA and retaining the physical documents.]

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<sup>25</sup> Inserted by the Securities and Exchange Board of India {KYC (Know Your Client) Registration Agency} (Amendment) Regulations, 2022, w.e.f. 28-01-2022.

<sup>26</sup> Substituted by the SEBI {KYC(Know Your Client) Registration Agency} (Amendment) Regulations, 2013 w.e.f. 22-03-2013 for the following:

(a) The intermediary shall perform the initial KYC/due diligence of the client, shall upload the KYC information on the system of the KRA and send the original KYC documents to KRA forthwith from the date of account opening or within the time as prescribed by the board from time to time. However, in case of mutual funds, an RTA appointed by the mutual fund may also undertake the KYC of the client and send the original documents to the mutual fund or KRA.

<sup>27</sup> Inserted by the SEBI {KYC(Know Your Client) Registration Agency} (Amendment) Regulations, 2013 w.e.f. 22-03-2013

<sup>28</sup> Substituted by the SEBI {KYC(Know Your Client) Registration Agency} (Amendment) Regulations, 2014 w.e.f. 13-03-2014 for the following:

(b) When the client approaches another intermediary subsequently, it will be optional for the intermediary to verify and download the client's details from the system of KRA or to take fresh KYC as per existing system. However, upon receipt of information on change in KYC details and status of the clients by the intermediary or when it comes to the knowledge of the intermediary, at any stage, the intermediary shall be responsible for uploading the updated information on the system of KRA and <sup>28</sup>[retaining the physical documents].

(c) An intermediary shall not use the KYC data of a client obtained from the KRA for purposes other than it is meant for; nor shall it make any commercial gain by sharing the same with any third party including its affiliates or associates.

(d) The intermediary shall have the ultimate responsibility for the KYC of its clients, by undertaking enhanced KYC measures commensurate with the risk profile of its clients.

<sup>29</sup>[(e) The intermediary shall integrate its systems with the KRA to facilitate seamless movement of KYC documents to and from the intermediary to the KRA.]

### <sup>30</sup>[Sharing of KYC information in the financial sector.

16A. (1) The entities, regulated by other regulators in the financial sector specified by the Board from time to time, may access the system of KRA for undertaking KYC of their clients who engage them for financial services.

(2) The provisions of these regulations shall, mutatis mutandis, apply to the entities regulated by other regulators specified in sub-regulation (1).

(3) The system of KRA may be connected with any central KYC registry authorised by the Central Government for the purpose of collation and sharing of the KYC information in the financial sector.]

### **Power of the Board to issue clarifications**

17. In order to remove any difficulties in the application or interpretation of these regulations, the Board shall have the power to issue clarifications and guidelines in the form of notes or circulars which shall be binding on the KRA and the intermediaries.

## **CHAPTER IV INSPECTION of KRA**

### **Board's right to inspect**

18. (1) The Board may appoint one or more persons as inspecting authority to undertake inspection of the books of accounts, records, documents, infrastructure, systems and procedures, of a KRA, for any purpose specified in sub-regulation (2).

(2) The Board may inspect a KRA for the following purposes:

(a) that the books of accounts, records and KYC documents, <sup>31</sup>[as specified by the Board from time to time], are being maintained by the KRA;

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<sup>29</sup> Inserted by the Securities and Exchange Board of India {KYC (Know Your Client) Registration Agency} (Amendment) Regulations, 2022, w.e.f. 28-01-2022.

<sup>30</sup> Inserted by the SEBI {KYC (Know Your Client) Registration Agency} (Second Amendment) Regulations, 2014, w.e.f. 11-8-2014.

<sup>31</sup> The words “as prescribed by the Board” substituted with “as specified by the Board from time to time” by the Securities and Exchange Board of India {KYC (Know Your Client) Registration Agency} (Amendment) Regulations, 2022, w.e.f. 28-01-2022.

- (b) to look into the complaints received by the KRA from clients or any other person;
- (c) to ascertain whether the provisions of the Act and these regulations are being complied with;
- (d) to ascertain whether the systems, procedures and safeguards being followed by a KRA are adequate;
- (e) to ensure that privacy of clients' data is maintained and the same is not shared with any other agency/associates in violation of these regulations;
- (f) to ensure that the affairs of a KRA are being conducted in a manner which are in the interest of the investors and securities market.

### **Notice before inspection**

19. (1) Before undertaking an inspection under regulation 19, the Board shall give not less than 10 days notice to the KRA, for that purpose.
- (2) Notwithstanding anything contained in sub-regulation (1), where the Board is satisfied that in the interest of the investors no such notice should be given, it may, by an order in writing direct that the inspection of the affairs of the KRA be taken up without such notice.
- (3) On being empowered by the Board, the inspecting authority shall undertake inspection and the KRA against whom an inspection is being carried out shall be bound to discharge his obligations as provided under regulation 20.

### **Obligations upon inspection by the Board**

20. (1) It shall be the duty of the KRA whose affairs are being inspected, and of every director, officer and employee thereof, to produce to the inspecting authority such books, accounts, records and other documents in its custody or control and furnish him with such statements and information relating to its activities as a KRA, within such reasonable period as the inspecting authority may require.
- (2) The KRA shall allow the inspecting authority to have reasonable access to the premises occupied by it or by any other person on their behalf and also extend reasonable facility for examining any books, records, documents and computer data in the possession of the KRA or any other person on their behalf and also provide copies of the documents or other materials which, in the opinion of the inspecting authority are relevant for the purposes of the inspection.
- (3) The inspecting authority, in the course of inspection, shall be entitled to examine or to record the statements of any director, officer or employee of the KRA.
- (4) It shall be the duty of every director, officer or employee of the KRA to give to the inspecting authority all assistance in connection with the inspection, which the inspecting authority may reasonably require.

### **Submission of Report to the Board**

21. The inspecting authority shall, as soon as possible, on completion of the inspection, submit a report to the Board:

Provided that if directed to do so by the Board the inspecting authority shall submit interim reports.

#### **Communication of findings, etc.**

22. (1) The Board shall, after consideration of the inspection report, communicate the findings of the inspecting authority to the KRA, seek its comments on the same and if required, give it an opportunity of being heard.

(2) On receipt of the reply, if any, from the KRA, the Board may call upon him to take such measures, as the Board may deem fit, in the interest of the securities market and for due compliance with the provisions of the Act, and these regulations.

#### **Action on inspection report**

23. The Board shall after consideration of the inspection report take such action as provided under Chapter V of the Intermediaries Regulations and in terms of the Act.

#### **Appointment of Auditor**

24. (1) The Board shall have the power to appoint a qualified independent auditor to inspect, into the books of accounts, records, documents, infrastructures, systems and procedures of a KRA.

(2) The Board shall be entitled to recover from the KRA such expenses including fees paid to the auditors, as may be incurred by it for the purposes of inspecting the books of accounts, records, documents, infrastructures, systems and procedures of the KRA.

## **CHAPTER V**

### **PROCEDURE FOR ACTION IN CASE OF DEFAULT**

#### **Liability for action in case of default**

25. A KRA shall be liable for action if it –

- (a) contravenes any of the provisions of the Act, and these regulations;
- (b) fails to furnish any information relating to its activity as a KRA as required under these regulations;
- (c) does not co-operate in any inspection or investigation or enquiry conducted by the Board;
- (d) fails to comply with any direction of the Board;
- (e) fails to pay the requisite fees to the Board;

and shall be dealt with in the manner provided under the Chapter V of the Intermediaries Regulations.

## <sup>32</sup>[CHAPTER VI

### **POWER TO RELAX STRICT ENFORCEMENT OF THE REGULATIONS**

#### **Exemption from enforcement of the regulations in special cases.**

**26.** (1) The Board may, exempt any person or class of persons from the operation of all or any of the provisions of these regulations for a period as may be specified but not exceeding twelve months, for furthering innovation <sup>33</sup>[\*\*\*] relating to testing new products, processes, services, business models, etc. in live environment of regulatory sandbox in the securities markets.

(2) Any exemption granted by the Board under sub-regulation (1) shall be subject to the applicant satisfying such conditions as may be specified by the Board including conditions to be complied with on a continuous basis.

Explanation. — For the purposes of these regulations, "regulatory sandbox" means a live testing environment where new products, processes, services, business models, etc. may be deployed on a limited set of eligible customers for a specified period of time, for furthering innovation in the securities market, subject to such conditions as may be specified by the Board.]

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<sup>32</sup> Inserted by the SEBI (Regulatory Sandbox) (Amendment) Regulations, 2020, w.e.f. 17-04-2020.

<sup>33</sup> The words "in technological aspects" omitted by the Securities and Exchange Board of India (Regulatory Sandbox) (Amendment) Regulations, 2021, w.e.f. 03-08-2021.

## ***SCHEDULE I***

### **SECURITIES AND EXCHANGE BOARD OF INDIA**

#### **{ KYC (KNOW YOUR CLIENT) REGISTRATION AGENCY } REGULATIONS, 2011**

[Regulation 3]

#### ***FORM A***

#### **Application for grant of certificate of <sup>34</sup>[\*\*\*] registration**

#### ***INSTRUCTIONS FOR FILLING UP FORM –***

1. Applicants must submit to the Board a completed application form together with appropriate supporting documents and applicable application fees. Supporting documents should be attested as true by a notary public.
2. This application form should be filled in accordance with the regulations.
3. Application for registration will be considered, only if it is complete in all respects.
4. All answers must be typed.
5. Information which needs to be supplied in more detail may be given on separate sheets which should be attached to the application form.
6. All signatures on the application must be original.
7. Every page of the form as well as every additional sheet must be initialed by the authorised signatory of the applicant.

#### **Part I**

#### **1. General details of the applicant and its affiliates: Management Compliance**

##### Matrix/Structure

- 1.1. Name of the applicant:
- 1.2. Address of the registered office, address for correspondence, telephone numbers, fax numbers, e-mail, website, name and telephone number of the contact person, address of branch office, if any:
- 1.3. Date and place of incorporation/establishment and registration number given by the Registrar of Companies or any other authority:
- 1.4. Legal status of the applicant and the law, under which it is incorporated, established or registered, if any including where the applicant is a listed entity, the details of the exchanges (whether in India or abroad) where the applicant is listed:
- 1.5. Brief description of the principal activity of the applicant: (along with copies of the constitutional documents of the applicant)

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<sup>34</sup> The words “initial or permanent” Omitted by the Securities and Exchange Board of India (Change In Conditions Of Registration Of Certain Intermediaries) (Amendment) Regulations, 2016 w.e.f. 08-12-2016.

1.6. Year of commencement of such activities ( if applicable):

1.7. Shareholding pattern of the applicant (please set out the names of all such persons who hold whether directly or indirectly more than 5% of the shareholding or voting rights in the company):

Name of the shareholder	No. of Shares	[% of shareholding] / [% of voting rights]

Where control over the applicant is exercised by a person by way of an agreement or arrangement, details and documentation in relation to such agreement or arrangement as the case may be.

1.8. Details of significant affiliates of the applicant operating in India or abroad and activities carried out by them including details as regards the legal status of each such affiliates and the law, under which it is incorporated, established or registered, if any.

Legal Status and details of registration	
Name	
Address	
Telephone no	
Fax No	
E mail address	

1.9 The Category to which the applicant belongs in terms of Regulation 6:

1.10 Networth of the applicant for the past three financial years(enclose copy of balance sheet and a copy of the latest networth certified by a practicing chartered accountant <sup>35</sup>[having a valid certificate of practice under sub section (1) of section 6 of the Chartered Accountants Act, 1949 (38 of 1949)])

1.11 Whether any disciplinary /penal action has been taken by SEBI/any other statutory authority in the last five years against the applicant or its parent company: If so, furnish details including status of the proceedings and whether the penalty has been paid

**FORM B**

SECURITIES AND EXCHANGE BOARD OF INDIA

{KYC (KNOW YOUR CLIENT) REGISTRATION AGENCY} REGULATIONS, 2011

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<sup>35</sup> Inserted by the Securities and Exchange Board of India {KYC (Know Your Client) Registration Agency} (Amendment) Regulations, 2022, w.e.f. 28-01-2022.

[Regulations 7 <sup>36</sup>[\*\*\*]]

### **Certificate of Registration**

**I.** In exercise of the powers conferred by sub-section (1A) of section 12 of the Securities and Exchange Board of India Act, 1992, read with the regulations made thereunder the Board hereby grants an <sup>37</sup>[\*\*\*] certificate of registration to \_\_\_\_\_ as a KYC Registration Agency, subject to the conditions specified in the Act and in the regulations made thereunder.

**II.** Registration Number for the KYC Registration Agency is IN/...../...../...../....

**III.** <sup>38</sup>[This certificate of registration shall be valid unless it is suspended or cancelled by the Board.]

Date:

Place: Mumbai

By Order  
For and on behalf of  
Securities and Exchange Board of India  
Authorised Signatory

### **SCHEDULE II**

#### **PAYMENT OF FEES**

#### **SECURITIES AND EXCHANGE BOARD OF INDIA (KYC REGISTRATION AGENCY)**

#### **REGULATIONS, 2011**

[Regulations 7 <sup>39</sup>[\*\*\*] ]

#### **PART A**

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<sup>36</sup> The words “and 8” Omitted by the Securities and Exchange Board of India (Change In Conditions Of Registration Of Certain Intermediaries) (Amendment) Regulations, 2016 w.e.f. 08-12-2016.

<sup>37</sup> The words “initial/permanent” omitted by the Securities and Exchange Board of India (Change In Conditions Of Registration Of Certain Intermediaries) (Amendment) Regulations, 2016 w.e.f. 08-12-2016.

<sup>38</sup> Substituted by the Securities and Exchange Board of India (Change In Conditions Of Registration Of Certain Intermediaries) (Amendment) Regulations, 2016 w.e.f. 08-12-2016. Prior to substitution paragraph III read as under: “III.This certificate of registration shall be valid from .... to ..../ for permanent , unless suspended or cancelled by the Board.”

<sup>39</sup> The words “and 8” omitted by the Securities and Exchange Board of India (Change In Conditions Of Registration Of Certain Intermediaries) (Amendment) Regulations, 2016 w.e.f. 08-12-2016.



## **APPLICATION FEES, REGISTRATION FEES AND ANNUAL FEES**

S.N		Amount in Rupees
1	Application fees (non-refundable) payable by KRA for initial and permanent registration	50000
2	<sup>40</sup> [***] Registration fees payable by KRA	100000
3	Annual fees payable by KRA	100000

### *PART B*

#### **Manner of Payment of Application, Registration and Annual Fees**

##### **Fees to be paid by KRA**

**Manner of payment** –<sup>41</sup> [The fees shall be paid by way of direct credit in the bank account through NEFT/RTGS/IMPS or any other mode allowed by RBI or by] demand draft or bankers cheque payable to the "Securities and Exchange Board of India" at Mumbai or at the respective regional office.

The application fee referred to in Part A shall be paid at the time of filing application. The registration fee referred to in Part A shall be paid by the KRA within fifteen days from the date of receipt of intimation from the Board. The Annual fee shall be paid within 30 days of the end of the financial year.

### **SCHEDULE - III**

#### **CODE OF CONDUCT**

#### **SECURITIES AND EXCHANGE BOARD OF INDIA {KYC (KNOW YOUR CLIENT) REGISTRATION AGENCY} REGULATIONS, 2011**

[Regulation 10]

1. A KRA shall make all efforts to protect the interest of its clients.
2. A KRA shall maintain high standards of integrity, dignity and fairness in the conduct of its business.
3. A KRA shall fulfill its obligations in a prompt, ethical and professional manner.

<sup>40</sup> The words "initial and permanent" omitted by the Securities and Exchange Board of India (Change In Conditions Of Registration Of Certain Intermediaries) (Amendment) Regulations, 2016 w.e.f. 08-12-2016.

<sup>41</sup> Inserted by the SEBI (Payment of Fees and Mode of Payment) (Amendment) Regulations, 2017, w.e.f. 6-3-2017.

4. A KRA shall at all times exercise due diligence, ensure proper care and exercise independent professional judgment.
5. A KRA shall ensure that any change in registration status/any penal action taken by Board or any material change in financial position which may adversely affect the interests of clients is promptly displayed on its website.
6. A KRA shall not divulge to anybody either orally or in writing, directly or indirectly, any confidential information about the clients which has come to its knowledge, without taking prior permission of its clients, except where such disclosures are required to be made in compliance with any law for the time being in force.
7. A KRA shall not indulge in any unfair competition.
8. A KRA shall display on its website adequate and appropriate information about its business, including contact details of persons and services available to clients.
9. A KRA shall ensure that grievances of clients are redressed in a timely and appropriate manner;
10. A KRA shall make reasonable efforts to avoid misrepresentation and ensure that the information provided to the clients and intermediaries is not misleading.
11. A KRA shall abide by the provisions of the Act and the rules, regulations issued by the Government and the Board, from time to time, as may be applicable.
12. A KRA shall not make untrue statement or suppress any material fact in any documents, reports, papers or information furnished to the Board.
13. A KRA shall ensure that the Board is promptly informed about any action, legal proceeding, etc., initiated against it in respect of any material breach or non-compliance by it, of any law, rules, regulations and directions of the Board or of any other regulatory body.
14. (a) A KRA or any of his employees shall not render, directly or indirectly, any investment advice about any security in the publicly accessible media.  
(b) A KRA shall not make a recommendation to any client who might be expected to rely thereon to acquire, dispose of or retain any securities.
15. A KRA shall ensure that any person it employs or appoints to conduct business is fit and proper and otherwise qualified to act, in the capacity so employed or appointed including having relevant professional training or experience.
16. A KRA shall have internal control procedures and financial and operational capabilities which can be reasonably expected to protect its operations, its clients from financial loss arising from theft, fraud, and other dishonest acts, professional misconduct or omissions.
17. A KRA shall be responsible for the acts or omissions of its employees in respect to the conduct of its business.
18. A KRA shall provide adequate freedom and powers to its compliance officer for the effective discharge of its duties.
19. A KRA shall ensure that the senior management, particularly decision makers have access to all relevant information about the business on a timely basis.

20. A KRA shall ensure that good corporate policies and corporate governance are in place.

21. A KRA should have adequately trained staff and arrangements to render fair, prompt and competence services to its clients.

22. A KRA shall develop its own internal code of conduct for governing its internal operations and laying down its standards of appropriate conduct for its employees and officers in the carrying out of their duties. Such a code may extend to the maintenance of professional excellence and standards, integrity, confidentiality, objectivity, avoidance of conflict of interests, disclosure of shareholdings and interests, etc.

23. A KRA shall not be party to—

(a) creation of false market;

(b) price rigging or manipulation;

(c) passing of unpublished price sensitive information in respect of securities which are listed and proposed to be listed in any stock exchange to any person or intermediary.

24. A KRA shall maintain proper inward and outward system for all types of mail received and dispatched in all forms.

25. A KRA shall follow maker-checker concept in its activities to ensure accuracy of data.

26. A KRA shall not indulge in manipulative, fraudulent practices in the process of identification, verification and updation of a Client's KYC information with a view to distort market equilibrium or making personal gains.

**U. K. SINHA**

**CHAIRMAN**

**SECURITIES AND EXCHANGE BOARD OF INDIA**