



## LICENSING CRITERIA

### Crowdfunding – FS 1.19

#### Note to the Applicant:

1. The objective of the Licensing Criteria is to ensure the continuous and efficient collaboration between the Commission and the Applicant for a licence in order to ease the licensing process.
2. It should be noted that the proposed Licensing Criteria neither derogate nor restrict the powers vested upon the Commission by statute, and should be read together with the relevant Acts, regulations, rules, guidelines, circulars and codes.
3. The Licensing Criteria aim to provide guidance to Applicants when applying for a Licence.
4. The Commission recommends that at the time of submitting an application to the Commission, an applicant should be conversant with the relevant provisions of laws, guidelines and Circulars which the Commission has issued or may issue from time to time.
5. The Commission requires that all applications be accompanied by a cover letter and by the information and/or documentation set out in the Licensing Criteria.
6. **Incomplete Applications received by the Commission may be returned to the Applicant.**
7. The Commission, upon receipt of inadequate or no response within two (2) months from the date of its last query, shall not proceed further with the application. The Applicant will, thereafter, have to submit a fresh application.

## Information/Documents to be submitted with respect to application for a Crowdfunding Licence

### A. Relevant Forms / Documents

- 1 Formal application under Section 14 of the Financial Services Act 2007 for a Crowdfunding Licence and duly filled-in, dated and signed [Application Form](#).

Submission of prescribed processing/annual fees:

Licence	Code	Fees		
		Processing	Fixed Annual Fee	Variable Annual Fee
Crowdfunding	FS-1.18	MUR 40,000 (USD 1000)	MUR 80,000 (USD 2,000)	0.35% of gross fees from Crowdfunding activities

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- 3 Duly filled in [authority form](#) and written and signed consent of each promoter or controller.
- 4 Statutory filings lodged with the Registrar of Companies for the Incorporation of the Applicant in Mauritius.

### B. Activity

Detailed Business Plan including but not limited to the following:

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  - Introduction and background of promoter(s)/shareholder(s)/ beneficial owner(s);
  - Business objective, strategy and proposed activity;
  - Target market and client profile;
  - Indication of fees to be charged;
  - Location of the Crowdfunding platform;
  - Group Structure;
  - Organisation structure and capacity building plan for the next three years of operation;
  - Mode of Financing and Sources of funding;
  - Three years' financial forecasts (Balance Sheet, Profit and Loss Account, and Cash Flow Statement); and
  - Any other relevant information.

## C. Fitness and Propriety of Promoter(s)/Shareholder(s)/ Beneficial Owner(s)

### **Individual:**

- CV details;
- [PQ Form](#);
- Valid passport copy or NID; and
- Proof of address [E.g. A recent utility bill issued or a recent bank or credit card statement or a recent bank reference (Bank reference must not be more than 6 months old)].

### **Corporate Body:**

- Certificate of Incorporation;
- Certificate of Current Standing (where applicable);
- Certified true copy of any licence/registration/authorisation held by the promoter;
- List of controlling shareholders and directors;
- Latest audited financial statements;
- Corporate Profile - in case latest audited accounts are not available; and
- Structure chart showing details of group structure and immediate and ultimate beneficial owners.

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**Promoter(s)/Shareholder(s)/Beneficial owner(s)**

### **Trust:**

- A copy of the Trust Deed (if available);
- Name of the trust, its date and place of registration;
- An indication of the value of assets held by the trust;
- CDD documents on the -
  - (a) settlor/contributor and the trustee;
  - (b) beneficiaries, or confirmation from the management company/trustee(s) that it holds on records comfort on the beneficiaries, that has been obtained from a recognized source; and
- For a discretionary trust, a written confirmation from the Management Company/trustee to the effect that it has adequate arrangements in place with the trustee of the trust to make available to the Management Company, CDD documents on the beneficiaries at the time of distributions to beneficiaries of the trust and that it is comfortable that these arrangements will enable it to satisfy its obligation under Section 4.1 of the Code on the Prevention of Money Laundering and Terrorist Financing.

**Limited Partnership:**

- Certificate of Registration/Establishment/Good Standing of the Limited partnership and its General Partner;
- Latest audited financial statements of the Limited Partnership and its General Partner;
- Corporate profile – in case latest audited accounts are not available; and
- Confirmation from the Management Company to the effect that it holds on records CDD documents on the significant Limited Partners of the Limited Partnership and that these will be made available to the Commission upon request.

**Société:**

- Profile of the Société (including a copy of the acte de société); and
- CDD on the principals, administrators or gérants of the société

**D Human Resources and Staffing**

		The Applicant shall be managed by a board of directors consisting of a minimum of 3 directors, of which at least - (i) 30 per cent shall be independent directors; and (ii) one shall be resident in Mauritius.
7	<b>Directors and Key Officers</b>	<ul style="list-style-type: none"><li>• CV Details;</li><li>• <a href="#">PQ Form</a>;</li><li>• Valid passport copy or NID; and</li><li>• Proof of address [E.g. A recent utility bill issued or a recent bank or credit card statement or a recent bank reference (Bank reference must not be more than 6 months old)].</li></ul>
8	<b>Staffing Plan</b>	The Applicant shall employ staff appropriate to the size, nature and complexity of its business activity.
9	<b>Compliance Officer</b>	<ul style="list-style-type: none"><li>• CV Details;</li><li>• <a href="#">PQ Form</a>;</li><li>• Valid passport copy or NID; and</li><li>• Proof of address [E.g. A recent utility bill issued or a recent bank or credit card statement or a recent bank reference (Bank reference must not be more than 6 months old)].</li></ul>
10	<b>MLRO and DMLRO</b>	<ul style="list-style-type: none"><li>• CV Details;</li><li>• <a href="#">PQ Form</a>;</li><li>• Valid passport copy or NID; and</li><li>• Proof of address [E.g. A recent utility bill issued or a recent bank or credit card statement or a recent bank reference (Bank reference must not be more than 6 months old)].</li><li>• Statement of Declaration as per Competency Standards.</li></ul>

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|---------------------|--|------|-----------|----|
| <b>11 Secretary</b> | <ul style="list-style-type: none"> <li>• Approval Companies</li> <li>• CV details</li> </ul> | from | Registrar | of |
|---------------------|--|------|-----------|----|

## E Undertakings

- 12** Undertaking from the Directors that the Applicant shall not allow a reporting issuer to seek funding on its crowdfunding platform
- 13** Undertaking from the Directors that the Applicant shall ensure that a retail investor does not invest an amount exceeding MUR 350,000 on the crowdfunding platform over a 12 months period.
- 14** Undertaking from the Directors that the Applicant shall ensure that an issuer does not raise an amount exceeding MUR 15 million on a crowdfunding platform over a 3 year period or such other period as may be approved by the FSC.
- 15** Undertaking from the Directors that the Applicant shall open and maintain one or more appropriately identified bank accounts for keeping the funds received and such accounts shall be separate from any account which the applicant may open and maintain for the keeping of its own funds.

## F Prudential and safeguarding Requirements

- 16** The Applicant shall have a minimum unimpaired stated capital of 2 million rupees or its equivalent in any other currency, or such higher amount as the Commission may determine.
- 17** Draft copy of standard material contract(s) or agreement(s) to be executed with and between issuers, investors and other relevant parties.
- 18** Details of the separate dedicated bank accounts for keeping funds received from investors.
- 19** Details of the arrangements to be put in place with respect to the day-to-day administration and management.
- Draft copy of the Internal Control Manuals which shall include but not limited to the following:
- Operations and Compliance Manuals;
  - Details of the client monies handling procedures
  - Corporate governance arrangements;
  - Conflict of interest Policy and Measures taken to resolve any conflict of interest; and
  - Policies and Procedures to combat money laundering and financing of terrorism.
- 20**
- 21** Details of arrangements to ensure confidentiality, security and reliability of client(s) information.
- 22** Details of the Cybersecurity measures to ensure that information technology systems are resilient

- 23 Details of Information Technology infrastructure that will support the day to day operations of the Applicant
- 24 Details of the Risk Management Framework
- 25 Procedures for complaints handling (including an indication as to who will be responsible to handle complaints and the time-frame within which complaints will be handled).
- 26 Draft copy of the Disaster recovery and business continuity plan.
- 27 A detailed description of the systems and procedures set up by the Applicant to protect the interests of clients.
- 28 Draft of the Risk Acknowledgement Form

#### G. Others

- 29 An indication of the balance sheet date of the Applicant.
- 30 Details of the registered office address/Office in Mauritius together with a copy of leasing agreement (if any).
- 31 Details of any Outsourcing arrangements including which activities will be outsourced, persons or firms to whom the activities will be outsourced, draft outsourcing agreements, management and controls over outsourced activities.

***Disclaimer: The above list is provided for guidance and is not exhaustive. The Commission will assess the information provided on its own merits and may require additional information to determine the application.***

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