



LICENSING CRITERIA

Investment Adviser (Restricted) Licence – SEC-2.5

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 investors and service providers with respect to the requirements before applying for a Licence.
4. The Commission recommends that in submitting an application, an applicant should be conversant with the relevant provisions laws, guidelines and Circulars which the Commission has issued or may issue from time to time.
5. The Commission will require that all applications be accompanied by a cover letter and by the information and/or documentation prescribed in the proposed Licensing Criteria.
6. **Incomplete applications received by the Commission may be returned to the applicant.**
7. The Commission, upon inadequate or no response within two (2) months from the date of its last query, shall not proceed further with the application. After these two months, the applicant will have to submit a fresh application.

**Information/Documents to be submitted with respect to application for an Investment Adviser
(Restricted) Licence**

A. Relevant Forms /Documents

1 Formal application under Section 30 of the Securities Act 2005 for an Investment Adviser (Restricted) Licence and duly filled-in, dated and signed [Application Form](#).

2. Duly filled-in, dated and signed [Form C](#) (if applying for a GBL 1).

Submission of prescribed processing/annual fees

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Licence	Code	Fees	
		Processing	Annual
Investment Adviser (Restricted) Licence	SEC-2.5	USD 500	USD 1000
		MUR 5000	MUR 15 000

4 Duly filled in [authority form](#) and written and signed consent of each promoter, officer or controller.

5 Details of any other licence(s) /registration(s) which the Applicant holds and name of the licence(s) and issuing authority and any restriction imposed.

6 Statutory filings lodged with the Registrar of Companies for the Incorporation/Registration of the Applicant in Mauritius.

B. Activity			
7	<p>Detailed Business Plan including but not limited to the following:</p> <ul style="list-style-type: none"> • Introduction and background of director(s)/beneficial owner(s)/shareholder(s); • Business objective, strategy and proposed activity - The Applicant has to demonstrate that the proposed activity is in line with Section 30 of the Securities Act 2005 and Rule 5 of Securities (Licensing) Rules 2007); • Organisation chart; • Target market and client profile; • Source of funding; • 3 years' financial forecasts (Profit & Loss, Cash Flow and Balance sheet); and • Any other relevant information. 		
C. Fitness and Propriety of Shareholder(s)/ Beneficial Owner(s)			
8	<table border="0"> <tr> <td style="vertical-align: top;"> <p>Shareholder(s)/ Beneficial owner(s)</p> </td> <td> <p>Individual:</p> <ul style="list-style-type: none"> • 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)]. <p>Corporate Body:</p> <ul style="list-style-type: none"> • 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. </td> </tr> </table>	<p>Shareholder(s)/ Beneficial owner(s)</p>	<p>Individual:</p> <ul style="list-style-type: none"> • 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)]. <p>Corporate Body:</p> <ul style="list-style-type: none"> • 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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	Shareholder(s)/ Beneficial owner(s)	<p>Trust:</p> <ul style="list-style-type: none"> • 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 - <ul style="list-style-type: none"> (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. <p>Limited Partnership:</p> <ul style="list-style-type: none"> • 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. <p>Société:</p> <ul style="list-style-type: none"> • 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		
9	Directors	<ul style="list-style-type: none"> • CV Details; • PQ Form; • Valid passport copy or NID; • 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)]; and • Demonstrate compliance with Circular Letter CL 280313 on Directorship.

10	Officers	The Applicant shall ensure that it has at all times two officers based full time and who are conversant with the operations of an investment adviser.
11	Investment Advisory Team	<ul style="list-style-type: none"> • Composition of the members of the investment advisory team together with submission of PQ form and CV demonstrating relevant competence, experience and proficiency. • For domestic companies: Please indicate who will be appointed as Representative of Investment Adviser (Restricted) and submit application and relevant fees.
12	Auditor	<ul style="list-style-type: none"> • The Applicant should seek the approval of the Commission with respect to the appointment of auditor pursuant to section 107 of Securities Act 2005. • The audit firm should be approved by the Financial Reporting Council (FRC). • Details on the signing partner within the audit firm should also be provided and the latter should be registered with The Mauritius Institute of Professional Accountants (MIPA). (Please note that the name of the signing partner should be as per the Financial Reporting Council list).
E Prudential and safeguarding Requirements		
13	Draft copy of standard material contract(s) and agreement(s) to be executed in connection with the operation of the business activity.	
14	Draft copy of the Operations and Compliance Manual.	
15	Indication as to who will be responsible to conduct due diligence checks on clients of the Applicant and confirmation that same will be kept at its registered office address.	
16	An indication of the amount of professional indemnity insurance cover that the applicant intends to subscribe to, along with a quote from the insurer.	

17	Detailed description of measures to be put into place with regards to infrastructure, confidentiality, security and safety of client information and records.
18	Details of IT infrastructure to support the day to day operations of the Applicant.
19	Draft copy of the Disaster Recovery and Business Continuity Plan.
19	Procedures for complaints handling and indication as to who will be responsible to handle complaints & the time frame within which complaints will be handled.
21	<p>Minimum capital requirement</p> <p>The Applicant shall maintain a minimum stated unimpaired capital (as per Securities (Licensing) Rules 2007).</p> <p>For a GBC 1, the following should be submitted:</p> <ul style="list-style-type: none"> • Undertaking that the Applicant shall at all times maintain a minimum stated unimpaired capital (as per Securities (Licensing) Rules 2007). • Undertaking that the Applicant will not start its operations, trade, or incur any liabilities prior to meeting its minimum unimpaired stated capital (as per Securities (Licensing) Rules 2007). • Undertaking that within one month of the licence being issued evidence that the proceeds of the share issue (as per Securities (Licensing) Rules 2007) or its equivalent have been credited to the Applicant's bank account will be submitted to the Commission. <p>For a domestic company applying for an Investment Adviser (Restricted) Licence, the following should be submitted:</p> <ul style="list-style-type: none"> • The Applicant should ensure that stated capital (as per Securities (Licensing) Rules 2007) is injected prior to the licence being issued. • Statutory filings lodged to the Registrar of Companies with respect to the share capital.

F.	Others
22	Details of the registered office address and draft copy of the lease agreement.
23	Certified copy of the resolution of the board of directors authorizing two members of the board to sign the application and appointing an officer responsible and a manager responsible for any branch office (not applicable to a GBL1).
24	In the case the Applicant is part of a group of companies, provide details on the systems and procedures put in place to prevent the circulation of non-public information to other members of the group.

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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