



**SECURITIES AND EXCHANGE COMMISSION, NIGERIA**

**APPLICATION FORM FOR THE REGISTRATION OF VENTURE CAPITAL FUND MANAGER UNDER THE INVESTMENTS AND SECURITIES ACT 2007**

1. Registered Name:.....

2. State if Private/Public Company/Partnership:.....

3. Registered Address:.....

.....

4. Present Address: (if different from (3) above).....

.....

5. Date of Incorporation/Registration.....

6. Type of registration required (Tick whichever is applicable)

(i) Venture Capital Fund Manager i.e. (Bank Subsidiary)

(ii) Venture Capital Company (Fund Manager)

Any other category (specify).....

7. Is the Company/firm engaged in other activities?.....if yes, state particulars.....

8. Have you any Branch Office?.....if yes, state particulars.....

9. Are you applying for registration of any branch?.....

If yes, give particulars.....

.....

10. CAPITAL STRUCTURE

(i) Authorised.....Shares of N.....

**FORM SEC 3B**

(To be completed in duplicates and blocked letters)

- Each amounting to N.....
- (ii) Issued.....Shares of N.....
- Each amounting to N.....
- (iii) Paid up.....Shares of N.....
- Each amounting to N.....

**11. NAME AND ADDRESSES OF MEMBERS/PARTNERS HOLDING 5% OR MORE OF THE CAPITAL OF THE FIRM/COMPANY**

<b>Serial No</b>	<b>Name and Address</b>	<b>Amount (N)</b>	<b>% Held</b>
	(a) Nigerian		
	(b) Foreign		

**12. PARTICULARS OF DIRECTORS/PARTNERS**

<b>Name and Address</b>	<b>Qualification and Experience</b>	<b>Previous Employment and Date (if any)</b>	<b>Reasons for leaving</b>

(To be completed in duplicates and blocked letters)

**13. PARTICULARS OF EXECUTIVE AND SENIOR STAFF/MANAGEMENT TEAM**

Name	Qualification with date	Designation

**14. STATE NOMINAL AND MARKET VALUES OF YOUR INVESTMENTS IN OTHER COMPANIES AS AT THE DATE OF THIS APPLICATION**

Security	Nominal Value (N)	Market Value (N)
Ordinary Shares: Preference Shares: Debentures: Other Fixed Interest Bearing Securities		

(i) Please furnish details of interest/sharing agreement(s) (if any) you have entered into with your incubatees/start-ups

Name of incubatee/start-up	Address	Basis of Computation	Year(s)
.....	.....	.....	.....
.....	.....	.....	.....
.....	.....	.....	.....
.....	.....	.....	.....
.....	.....	.....	.....
.....	.....	.....	.....
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(To be completed in duplicates and blocked letters)

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 .....

15. State the build-up of the following items over the last five years or since incorporation if less than five years.

Debtors:	Year N	Year N	Year N	Year N	Year N
Short Term Loan (Assets).....					
Equities held in:-					
Quoted Companies:.....					
Unquoted Companies:.....					
Other Short-Term Assets:.....					
Creditors:.....					
Short Term Loans (Liabilities)					
Other Short Term Liabilities					

16. ANSWER THE FOLLOWING QUESTIONS:

(i) How many staff are under your employment?.....  
 Give details in your own sheet and attach hereto (list of names, address, nature of employment and other details).....

.....  
 .....

(ii) Is there subsisting between you and any of the incubatee/start-up technical/management agreement.....if yes, give details.....

.....  
 .....

17. Has the applicant or any of its affiliates been denied registration or expelled from membership of any Government agency, Securities Exchange or Association of Securities Dealers or any other SRO?.....if yes, give details.....

.....

(To be completed in duplicates and blocked letters)

18. Has your membership or that of any affiliates in any of the institutions mentioned in (17) at any time been revoked, suspended withdrawn?.....if yes, give reasons.....

.....

19. Has the applicant or any of its affiliates, to the best of the applicant's knowledge and belief operated under and carried on business under any name other than as shown in this application?.....

20. Is any depository holding any of the assets of the Company/Firm?.....

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21. Has any person or Company undertaken to act as a guarantor in relation to the financial or other Undertakings of SME(s) under your incubation?.....if yes, give details

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.....

22. Has a subordinated agreement been executed by the creditor(s) in relation to loans owing by your incubatee(s)?.....if yes, give details .....

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23. Has your company/firm or any of its affiliates been subject to any winding up order/receivership agreement?.....if yes, give details.....

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24. Has your company/firm or any of its affiliates been involved in any litigation within ten years preceding this application over:

i. filling of any application for registration?

ii. your activity in capital market?

iii. any offence relating to the code of conduct of the business of a Broker/Dealer, Investment Adviser, Bank or Insurance?

iv. any Criminal Offence?

v. any civil Liability?

(To be completed in duplicates and blocked letters)

vi. Where the answer to any of the items in 24 (i) – (v) if yes, give details.....

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.....

25. Has any of your incubates any fidelity bond for the loans?..... If yes, give details.....

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i. Describe modalities for handling application, processing them, collection and accounting for funds

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ii. Enclose a copy of typical contract with your incubates/start ups.....

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iii. List of clients incubates/start-ups, (corporate clients only) being nurtured by you. Name.....

Types of Funding.....

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.....

iv. If financed by loan, state number of year(s) for repayment.

v. State the interest charged on loans to incubatees.

vi. Any other information considered relevant to the nature of services rendered by the company

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**26. ANNUAL AUDIT OF THE BANK/COMPANY/PARTNERSHIP**

i. State the name(s) and address(es) of the auditor(s) of the applicant

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.....

ii. Has there been any change over the past five years? ..... If yes, why?

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(To be completed in duplicates and blocked letters)

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.....

iii. Is the auditing firm to the best of your knowledge and belief, also responsible for the auditing of any of your affiliates and subsidiary?

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iv. Is the auditing firm, to the best of your knowledge and relief, also responsible for the auditing of any of the (SMEs) being funded by you?

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.....

v. State the basis of remuneration for services rendered

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.....  
.....

vi. Has there been any adverse comment by the auditor on the value/mix of the securities in your investment portfolio over the past five years? .....  
if yes, why?

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.....  
.....

vii. Is the auditing firm or any of the partners or principal officers, to the best of your knowledge and belief holding any substantial securities in the companies within your investment portfolio, or is any of them holding a directorate seat in the company? .....  
if yes, give details?

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(To be completed in duplicates and blocked letters)

**AFFIDAVIT**

I.....Residing at.....

*Name in full*

Make oath and state as follows:

- i. That I am a Director/Partner/Officer of the applicant company/firm;
- ii. That I am duly authorized by the company/firm to sign this application;
- iii. That the statements of facts made in this application and any exhibit attached thereto are to the best of my knowledge and belief true.
- iv. That I have enclosed the appropriate Registration fees as stipulated by the Securities and Exchange Commission (SEC)

.....  
**DEPONENT**

SWORN at the .....court this.....Day of .....Year.....

**BEFORE ME**

.....  
**COMMISSIONER FOR OATHS**



NOTE:

- i. Each application file must be accompanied by:
  - a. Audited financial statement for the latest one year
  - b. Detailed profit and loss for the same period under (a);
  - c. Copy of Certificate of Incorporation;
  - d. Copy of Memorandum and Article of Association/Partnership Deed certified by the Corporate Affairs Commission;
  - e. Sworn undertaking to keep proper records and render returns;
  - f. Fidelity Bond representing 20% of paid up capital?
  - g. Copy of form CO7 certified by the CAC (see attached)
  
- ii. An affiliate for the purpose of this form is a Company or Partnership in which the applicant has at least 20% ownership interest however so called.