

# Due Diligence Checklist

#	Item	Status	Comments
<b>Investor Communication</b>			
1	Investor Presentation and Pitch Deck	<input type="checkbox"/>	
2	Pitch Video (if available)	<input type="checkbox"/>	
3	Information Memorandum (applicable for businesses that are raising at a Series B+ level, or if it is a Regulated Unregistered Offer)	<input type="checkbox"/>	
4	All previous Investor Communications for prior capital raisings, including details of the raise	<input type="checkbox"/>	
<b>Corporate and Securities-related documents</b>			
5	Corporate Structure (including all related entities with their business/registered office address and Tax ID)	<input type="checkbox"/>	
6	Corporate Structure & Shareholder list including the names and addresses of all shareholders (including all Ultimate Beneficial Owners if the securities are held in in a trust, corporate or other vehicle)	<input type="checkbox"/>	



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7	Corporate documents of the Company and all related entities, including:	<input type="checkbox"/>	
(a)	Certificate of Incorporation (amalgamation, name change, etc)	<input type="checkbox"/>	
(b)	Constitution/Articles & Memorandum of Association/By-laws	<input type="checkbox"/>	
(c)	Share Purchase Agreements/Convertible Notes for debt instruments	<input type="checkbox"/>	
(d)	Resolution & Minutes of Board of Director meetings, Other Committee Meetings (e.g. Audit, HR, etc)	<input type="checkbox"/>	
(e)	Copies of all Shareholders meetings (including AGM, EGM etc)	<input type="checkbox"/>	
8	List of all jurisdictions in which the Company or related entities have offices, hold property, conduct business, have agents etc (including copies of licences/approvals to conduct business in said jurisdictions)	<input type="checkbox"/>	
9	Shareholder Agreements for all related entities (including rights, voting agreements, trusts, rights of first refusal, options, purchase plans, pledges, etc)	<input type="checkbox"/>	
10	A register of Directors & Officers of the Company and all related entities (including a brief description of their current duties and remuneration, including any bonus plans)	<input type="checkbox"/>	
11	A copy of each Director's passport and their detailed resume (including their current residential address)	<input type="checkbox"/>	
12	All material correspondence between the Company and securities regulatory authorities, if any, for the past two years	<input type="checkbox"/>	



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<b>Material Agreements and documents</b>			
13	All significant contracts and agreements including but not limited to:	<input type="checkbox"/>	
(a)	Sales & services agreements	<input type="checkbox"/>	
(b)	Product supply agreements	<input type="checkbox"/>	
(c)	Research & Development agreements	<input type="checkbox"/>	
(d)	Confidentiality agreements	<input type="checkbox"/>	
14	Loan agreements, promissory notes, indentures, guarantees, lines of credit, letters of credit, security agreements, pledges and other evidence of indebtedness	<input type="checkbox"/>	
15	Information relating to Government or Authority sponsored loans, Government or Authority assistance programs	<input type="checkbox"/>	
16	Information about guarantees, indemnities or other contingent obligations in respect of any indebtedness or any obligation with respect to the Company or related entity (other than in the ordinary course of business)	<input type="checkbox"/>	
17	Agreements with third parties obliging the Company or any related entity to fund research activities or projects	<input type="checkbox"/>	



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18	Significant capital expenditures or commitments (or anticipated) for the next 12-18 months	<input type="checkbox"/>	
19	All significant management, service, consulting or any other similar type of contracts entered into, or anticipated	<input type="checkbox"/>	
20	All agreements, contracts or commitments limiting the freedom of the Company or any related entity to engage in any line of business or to compete with any other person or body corporate	<input type="checkbox"/>	
21	Significant insurance policies and commitments (Property, Auto, Directors & Officers, Key-Person, etc.)	<input type="checkbox"/>	
22	All other agreements, contracts or commitments which might reasonably be expected to have a potential adverse impact on the business or operations of the Company or any related entities	<input type="checkbox"/>	
23	All contracts or agreements with other parties wherein any Company or related entity Director, Officer or Shareholder has more than 5% of the ownership of said third party	<input type="checkbox"/>	
<b>Real-estate Property and Environmental documents</b>			
24	Description, location and character of all real estate owned by the Company or related entities (including deeds, other title documents, surveys, insurance, mortgage documents etc)	<input type="checkbox"/>	



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25	Description, location and character of all leased and rented real estate by the Company or any related entities (including rental agreement documents, surveys, insurance, etc)	<input type="checkbox"/>	
26	Any special matters affecting real estate, including any environmental studies or exposure, together with evidence of compliance with environmental requirements/restrictions	<input type="checkbox"/>	
<b>Intellectual Property</b>			
27	A summary of the Intellectual Property portfolio of the Company or related entities (including a list of patents, trademarks, industrial designs, domain names, social networking accounts)	<input type="checkbox"/>	
28	Copies of documents relating to registered or pending trademarks in any country by the Company or related entity (including the mark, assignee, registration or application no., filing date and status of each trademark; and any agreements relating to trademarks in which the Company has rights)	<input type="checkbox"/>	
29	Copies of issued patents and pending patent applications in any country, held directly or indirectly by the Company or related entities (including a schedule providing the title, inventors, assignee, patent or application no., filing date and status of each of the patents and pending applications)	<input type="checkbox"/>	
30	Confirmation there have been no allegations of infringement of third party patents in relation to the Company's or related entity activities, or of invalidity of the Company's intellectual property; or provision of details of any such allegations	<input type="checkbox"/>	
31	Copies of any agreements, in addition to those already requested, which affect the ownership or the Company's right to use any Intellectual Property of the Company, related entities or of any third party	<input type="checkbox"/>	



#	Item	Status	Comments
<b>Litigation and Governmental regulation</b>			
32	Provide summaries re proceedings, start date, current status, relief sought and estimated cost, insurance cover, if any, and any legal opinions concerning any active, pending or threatened actions including the following:	<input type="checkbox"/>	
(a)	civil suits by private person or entities	<input type="checkbox"/>	
(b)	lawsuits; or claims, disputes, investigations etc, by any Government or quasi-Government body	<input type="checkbox"/>	
(c)	criminal actions involving the Company and related entities; or any Director, Officer or employee	<input type="checkbox"/>	
(d)	tax claims, disputes, investigations, etc. (federal, provincial, municipal)	<input type="checkbox"/>	
33	Copies of all material correspondence with any Government body	<input type="checkbox"/>	
34	Copies of all orders of courts, administrative agencies or other tribunals or of settlement agreements imposing continuing obligations or restrictions on the Company or related entities	<input type="checkbox"/>	
35	Correspondence and filings with regulatory authorities in any country with respect to approvals for the Company's or related entity products and/or services	<input type="checkbox"/>	
36	Any permits, licenses, approvals, etc. issued by a Government body to the Company or related entities together with a summary of permits, licenses, etc. which the Company or any related entity believes it may need but does not have	<input type="checkbox"/>	



#	Item	Status	Comments
<b>Finance and Tax Matters</b>			
37	Financial statements of the Company and related entities (audited and/or unaudited) for all years and interim periods, if available	<input type="checkbox"/>	
38	Detailed Financial Projections of the business or project. Monthly for the next 12 months and quarterly for 3 years. These should also be available in summary and graph/tabular form	<input type="checkbox"/>	
39	Detailed provision of key ratios of the Company and related entities that cover profitability (including margins), efficiency, returns, liquidity/solvency	<input type="checkbox"/>	
40	Notices of Assessment for tax returns filed by the Company or related entities during the last 3 years. Also, a schedule describing any ongoing tax disputes, proceedings, assessments, investigations, etc. re open years or items	<input type="checkbox"/>	
41	Any special reports by an auditor over the previous 3 years (e.g. internal control procedures, etc)	<input type="checkbox"/>	
<b>Employment, Pension and Labour information</b>			
42	Organisation charts and all agreements, contracts or commitments relating to the employment of any key person by the Company or any related entity	<input type="checkbox"/>	
43	List of any open positions and planned hires over the next 12 months, including position, department, location, title, supervisor, key skills/responsibilities, full-time/part-time, estimated salary & benefits and start date	<input type="checkbox"/>	
44	Biographies of senior management	<input type="checkbox"/>	



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45	Employee handbooks, code of conduct, summaries, guidelines and bulletins	<input type="checkbox"/>	
46	Schedules of salaried and hourly employees showing their current compensation detailing employees by geographic location, function, time with the Company or related entities, union vs. non-union, participation in employee benefit plans, part-time vs full time	<input type="checkbox"/>	
47	Insurance policies or other agreements relating to indemnification of any Officer, Director, Shareholder, employee or other agent of the Company or any related entity	<input type="checkbox"/>	
48	Details or copies of any benefit plan including ESOP for the benefit of the employees, Officers and/or Directors of the Company or related entities	<input type="checkbox"/>	
<b>Sales and Marketing Plans</b>			
49	Business plans and sales & marketing plans for the Company and its related entities	<input type="checkbox"/>	
50	Description of the markets in which the Company and related entities operate, identifying the type of customers and the size of the overall market (by value)	<input type="checkbox"/>	
51	Identify customers that account for 20%+ of annual sales of the Company and related entities, and provide detailed sales statistics, sales agreements and pricing policies	<input type="checkbox"/>	
52	Description of the sales & marketing funnel/matrix of each target market for the Company and its related entities	<input type="checkbox"/>	





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53	Details of the principal competitors and their strengths & weaknesses	<input type="checkbox"/>	
54	Current marketing and advertising programs, marketing materials, placement, and costs	<input type="checkbox"/>	
55	Detailed customer acquisition cost and lifetime value calculations	<input type="checkbox"/>	
56	Description of affiliate, referral and loyalty programs	<input type="checkbox"/>	
57	List of key suppliers, highlighting those that are considered critical to the ongoing business of the Company and its related entities	<input type="checkbox"/>	
58	Research & development plans, current status and budgets of any product and service that is offered by the Company or related entities	<input type="checkbox"/>	
59	Description of key partnerships and partnership policies & agreements entered into by the Company or its related entities	<input type="checkbox"/>	
<b>Information Technology</b>			
60	Description of all IT used by the Company and related entities, including the architecture, code type, database design, version, etc. Also include any outsourced or hosted services used to provide the key products or services (including the function, name of the service, name of the service provider)	<input type="checkbox"/>	



#	Item	Status	Comments
61	All copies of licenses for software (including email, office software, payroll, accounting, CRM, webinars, etc) and hardware, and inventory of all IT equipment owned or leased	<input type="checkbox"/>	
62	Details of historic IT development over the past 3 years and plans/road map for the next 2-3 years (include costs, timelines, risks, release versions, functionality)	<input type="checkbox"/>	
63	Details of security, backup, continuity plans, disaster recovery plans & policies	<input type="checkbox"/>	
64	Copies of all IT related agreements including hosting, external contractors or consultants, support agreements, liability insurance coverage and telecoms	<input type="checkbox"/>	
65	Historic monthly website traffic reports including page views, unique visitors, top referrers, conversion rates and estimates over the life of the sales & marketing plans (in Section 9.49 above)	<input type="checkbox"/>	
66	Description of the Company's software development process including version control, approval, model (agile, waterfall, etc), bug identification, tracking & correcting, design, coding standards, mobile development etc	<input type="checkbox"/>	
<b>Miscellaneous</b>			
67	Documents which involve any constraints on ownership to which the Company or a Subsidiary is a party or any ramifications of a change in ownership	<input type="checkbox"/>	



#	Item	Status	Comments
68	Recent analyses of the Company, its related entities or the industry/vertical prepared by bankers, engineers, management consultants, accountants etc; including marketing studies, credit and other types of reports, financial etc	<input type="checkbox"/>	
69	Press releases and significant press reports and articles that refer to the Company or related entities	<input type="checkbox"/>	
70	Any other documents or information which are significant with respect to the products or business of the Company or related entities	<input type="checkbox"/>	

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