**SECURITIES AND EXCHANGE COMMISSION**

**SEC FARMS SUBMISSION CHECKLIST**

**GENERAL INSTRUCTION**

1. **Use of Form SEC FARMS Submission Checklist**

This form **SEC FARMS Submission Checklist** shall form part of the application for registration of securities under Section 8 and 12 of the Securities Regulation Code (SEC FARMS) under the jurisdiction of the Markets and Securities Regulation Department (“MSRD”) pursuant to **Memorandum Circular No. 08, Series of 2023.**

1. **Preparation of Form**
2. All fields in this form must be filed up.
3. Put **N/A** if information or exhibit is not applicable in the Exhibit Number column
4. All Exhibits must be submitted unless if not applicable
5. Manually signed by named officers
6. Must be notarized
7. Insert additional rows if necessary
8. **These general instructions are not to be filed with application.**
9. **Filing and Review**
10. For initial application and review: Email *digital copies* of the documents required under to **msrdsubmission@sec.gov.ph in PDF and word format.** Only complete documents will be accepted for review and processing.
11. In case of the incompleteness of the required documents, the application shall *not be cleared for receiving by the Department.* Please complete the required documents and present for re-evaluation (including this Pre-evaluation Checklist) by the handling specialist.
12. All emails receive not later than 11:59 pm from Monday to Friday shall be considered deemed filed within the day. Submissions made on Saturdays, Sundays, and non-working holidays shall be considered filed on the immediately succeeding business day.
13. **Any undertaking to submit any document(s) required to be submitted** will **not be accepted** and considered or deemed incomplete, except for undertaking to pay the remaining registration fees application under the Shelf Registration no later than thirty (30) business days prior to the expiry of the three (3) year period of effectivity of the registration statement[[1]](#footnote-1).
14. Each of the exhibits required in the exhibit table shall be filed or incorporated by reference from its previously filed reports provided such information is readily available and downloadable form the company’s website and as part of the registration statement.
15. If application is accepted, MSRD will compute the required registration fee and issue a Payment Assessment Form (PAF).
16. Registrant shall pay the assessed registration fee[[2]](#footnote-2), and send via email scan copy of any proof of payment made, to initiate the 28-day review and evaluation process.
17. Upon approval of the application, registrant shall submit **two (2) complete sets of the *hard copies of all documents[[3]](#footnote-3)*** to MSRD located at the 17th Floor SEC Headquarters, Makati Avenue, Salcedo Village, Brgy. Bel-Air, Makati City, National Capital Region
18. Registrant shall immediately upload digital copy of the **final prospectus** in its website.
19. **Amendment to the prospectus**

In filing of an amended/updated prospectus in compliance with MSRD’s findings on the registration statement, the registrant shall submit:

(1) a letter reply specifying its responses to the findings

(2) an amended prospectus addressing/incorporating therein the findings of MSRD and upload the same in its website

(3) a certified list of the changes made in the amended prospectus and/or exhibits

(4) all clearances required under **Exhibit 29**(a) to (e) from CGFD, CRMD, EIDP, OGC.

1. **Request for Confidential Treatment and/or Exemptive Relief**

All request for confidential treatment[[4]](#footnote-4) and/or exemptive relief[[5]](#footnote-5) in relation to the application shall be filed simultaneously with the application for registration and pay the required fee of ₱50,000.00 per issue and per company plus UP Legal Research Fee.



**MARKETS AND SECURITIES REGULATION DEPARTMENT**

Securities Registration Division

**SEC FARMS SUBMISSION CHECKLIST**

 **RS APPLICATION** # SEC Use Only

Click or tap to enter a date.

1. **REGISTRANT INFORMATION**

|  |  |
| --- | --- |
| SEC Registration Number | Click or tap here to enter text. |
| Company Name | Click or tap here to enter text. |
| Principal Office Address | Click or tap here to enter text. |
| Type of Agribusiness | Click or tap here to enter text. |
| Contact Number#1 | Click or tap here to enter text. | Contact Number #2 | Click or tap here to enter text. |
| Official email (MC#28) | Click or tap here to enter text. | Alternative Email (MC#28) | Click or tap here to enter text. |

 **AUTHORIZED REPRESENTATIVE/S**

|  |  |
| --- | --- |
| Name & Email (1) | Click or tap here to enter text. |
| Position / Designation | Click or tap here to enter text. |
| Company Name | Click or tap here to enter text. |
| Principal Office Address | Click or tap here to enter text. |
| Name & Email (2) | Click or tap here to enter text. |
| Position / Designation | Click or tap here to enter text. |
| Company Name | Click or tap here to enter text. |
| Principal Office Address | Click or tap here to enter text. |

1. **CAPITAL STOCK**

|  |  |  |  |
| --- | --- | --- | --- |
|  | Class of Shares | Par/Stated Value | Amount |
| Authorized Capital Stock | Click or tap here to enter text. | Click or tap here to enter text. | ₱ (No of shares x Par/Stated Value) |
| Subscribed Capital | Click or tap here to enter text. | Click or tap here to enter text. | Click or tap here to enter text. |
| Paid-Up Capital | Click or tap here to enter text. | Click or tap here to enter text. | Click or tap here to enter text. |
| **T O T A L** | Click or tap here to enter text. | Click or tap here to enter text. | ₱Click or tap here to enter text. |

1. **SECURITIES TO BE REGISTERED/OFFERED:**

|  |  |
| --- | --- |
| Type of Registration (Select One) | [ ]  Initial Public Offering [ ]  Direct Public Offering[ ]  Shelf Registration Tranche: [ ]  1st [ ]  2nd [ ] 3rd [ ] 4th [ ] 5th [ ]  6th  |
| **SHARES TO BE OFFERED/SOLD** | **No. of Shares** | **Offer Price Per Share** | **Amount** |
| Base Offer | Click or tap here to enter text. | Click or tap here to enter text. | ₱Click or tap here to enter text. |
| Over-subscription Option (if applicable) | Click or tap here to enter text. | Click or tap here to enter text. | ₱Click or tap here to enter text. |
| Secondary Offering (if any) | Click or tap here to enter text. | Click or tap here to enter text. | ₱Click or tap here to enter text. |

|  |  |  |  |
| --- | --- | --- | --- |
| **Total** | Click or tap here to enter text. | Click or tap here to enter text. | ₱Click or tap here to enter text. |

1. **USE OF PROCEEDS**

|  |  |  |
| --- | --- | --- |
| **Description – Order of Priority** | **Amount** | **Disbursement Period** |
| 1. Click or tap here to enter text.
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| **T O T A L** | Click or tap here to enter text. | Click or tap here to enter text. |

1. **LIST OF EXHIBITS SUBMITTED**

| **D E S C R I P T I O N** | **EXIBIT #** | **REMARKS** |
| --- | --- | --- |
| 1. Draft Copy of the Publication of Notice re: Filing
 | Click or tap here to enter text. | Choose an item. |
| 1. **Latest (A) Articles of Incorporation (B) By-laws. *The Articles of Incorporation should already reflect the amendments that may be necessary for the legal issuance of the securities covered by the offering***
 | Click or tap here to enter text. | Choose an item. |
| 1. Subsidiaries of the Registrant (if any)
 | Click or tap here to enter text. | Choose an item. |
| 1. Instruments Defining the Rights of Security Holders of common shares being registered
 | Click or tap here to enter text. | Choose an item. |
| 1. Opinion re: Legality in conformity with the attached Template.
 | Click or tap here to enter text. | Choose an item. |
| 1. Opinion re: Tax Matters in conformity with the attached Template.
 | Click or tap here to enter text. | Choose an item. |
| 1. Audited Financial Statements/Audited Interim Financial Statements
 | Click or tap here to enter text. | Choose an item. |
| 1. Consent of Experts and Independent Counsel
 | Click or tap here to enter text. | Choose an item. |
| 1. Notarized Curriculum Vitae and Latest Photographs of Officers and Members of the Board of Directors
 | Click or tap here to enter text. | Choose an item. |
| 1. Certificate of Qualification of Independent Director
 | Click or tap here to enter text. | Choose an item. |
| 1. Authorization re: Issuer’s Bank Account
 | Click or tap here to enter text. | Choose an item. |
| 1. Manual on Corporate Governance
 | Click or tap here to enter text. | Choose an item. |
| 1. Board Resolution (a) approving the securities offering and authorizing the filing of Registration Statement; (b) approving the disclosure contained in the Registration Statement and Prospectus and assuming liability for the information contained therein
 | Click or tap here to enter text. | Choose an item. |
| 1. Secretary Certificate as to adoption by the Board of certain corporate governance principles
 | Click or tap here to enter text. | Choose an item. |
| 1. Material Contracts and Certification that all material contracts of the registrant have been submitted. The Commission reserves the right to conduct post-audit on this representation.
 | Click or tap here to enter text. | Choose an item. |
| 1. Corporate Secretary Certification that all mandated government license, permit are secured and valid
 | Click or tap here to enter text. | Choose an item. |
| 1. Government Issued Permits and Licenses , Accreditation (National and Local) e.g. DA and its attached agencies/bureaus/corporation (if applicable),
 | Click or tap here to enter text. | Choose an item. |
| 1. Environmental Compliance Certificate
 | Click or tap here to enter text. | Choose an item. |
| 1. Farm Operational Manual
 | Click or tap here to enter text. | Choose an item. |
| 1. DA Regulatory Impact Assessment (RIA) Report
 | Click or tap here to enter text. | Choose an item. |
| 1. Approved Farm Design and Building Plan
 | Click or tap here to enter text. | Choose an item. |
| 1. Project Engineer Certification on Project Status and Completion
 | Click or tap here to enter text. | Choose an item. |
| 1. Copy of Loan Agreement (if any)
 | Click or tap here to enter text. | Choose an item. |
| 1. List of Mechanical Equipment to be purchased (if applicable)
 | Click or tap here to enter text. | Choose an item. |
| 1. DA Evaluation and Approval of Organic/Non-Organic Agricultural Project Proposal (if applicable)
 | Click or tap here to enter text. | Choose an item. |
| 1. Letter of Credit or Available Committed Credit Line (if applicable)
 | Click or tap here to enter text. | Choose an item. |
| 1. Business Plan approved by the Department of Agriculture
 | Click or tap here to enter text. | Choose an item. |
| 1. Supplier’s/Buyers Contract
 | Click or tap here to enter text. | Choose an item. |
| 1. Authorization letter from the registrant designating a representative(s) through whom all dealings with the Commission regarding the application is coursed
 | Click or tap here to enter text. | Choose an item. |
| 1. Certifications and/or Pre-evaluation Form from SEC Operating Department
 | Click or tap here to enter text. | Choose an item. |
| 1. OGA - approved pre-evaluation form in compliance with the Revised SRC Rule 68
 | Click or tap here to enter text. | Choose an item. |
| 1. CGFD – Certificate of Qualification of Independent Director
 | Click or tap here to enter text.  | Choose an item. |
| 1. CRMD – Certificate of good standing and/or no dues collectible
 | Click or tap here to enter text. | Choose an item. |
| 1. EIPD – Certificate of no pending case filed or pending with the department
 | Click or tap here to enter text. | Choose an item. |
| 1. OGC - Certificate of no pending case filed against the company and/or its directors and officers
 | Click or tap here to enter text. | Choose an item. |
| **OTHER EXHIBITS**  |
| 1. Certification on material legal proceedings filed by and against the Issuer, its subsidiaries & affiliates. The Commission reserves the right to conduct post-audit on this representation.
 | Click or tap here to enter text. | Choose an item. |
| 1. Certification that **all mandated government permits/licenses** are secured and valid, with a table containing the type of permit/license, issuing agency, Issuance date and Expiry date as Annex (or reference to the page of the Prospectus where such table of Permits and Licenses can be found).

In case of permits which are still under application, the table shall indicate the name of the permit/license, the issuing agency, the date the application was filed, and the current status of the application. The Commission reserves the right to conduct post audit on this representation. | Click or tap here to enter text. | Choose an item. |
| 1. Transfer Certificate Title (Certified True Copy) of all real estate property owned
 | Click or tap here to enter text. | Choose an item. |
|  k. Secretary’s Certification that all corporate actions (e.g. Increase in Authorized Capital Stock, Enabling Resolutions, and etc.) and approvals necessary for the Offer are secured and completed | Click or tap here to enter text. | Choose an item. |
|  l. Request for Confidentiality of Information and/Request for Exemptive Relief, (*if applicable)* | Click or tap here to enter text. | Choose an item. |

This pre-evaluation is without prejudice to other substantive deficiencies that maybe noted thereon during the processing proper wherein a full substantive review of all documents is done and shall informed the registrant of the findings or action thereon.

***Note: The Commission may require additional information or documents, including written information from an expert, depending on the necessity thereof or their applicability to the class of securities sought to be registered.***

***Such a requirement will be included in the comment letter. The Commission reserves the right to conduct post audit activity on the relevant representation.***

**CERTIFICATION FROM ISSUER**

I hereby acknowledge that this form serves as an *initial evaluation of the documents submitted* by **(name of Issuer)** on **Click or tap to enter a date.** in relation to its application for registration and that the MSRD will conduct a thorough and substantial review of the documents presented as well as to provide comments based thereon, which shall be subject to the Company's compliance.

i, the undersigned, certify to the timeliness, accuracy, completeness, and truthfulness of all information contained in the Registration Statement and Prospectus. I acknowledge that any misrepresentation as to the content of this checklist, registration statement, and all exhibits will be dealt with accordingly.

|  |
| --- |
|  |
| **Name** |
| President and CEO |

**SUBSCRIBED AND SWORN** to before me this \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_ by affiant who is personally known to me or whom I have identified through competent evidence of identity.

|  |  |  |
| --- | --- | --- |
| **Name** | **Type of Identification and Number** | **Place of Issuance** |
| Click or tap here to enter text. | Click or tap here to enter text. | Click or tap here to enter text. |
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 **NOTARY PUBLIC**

 Doc. No. \_\_\_\_\_;

Page No.\_\_\_\_\_\_;

Book No.\_\_\_\_\_\_;

Series of 20\_\_\_\_.

 ------------------------------------------- DO NOT FILL UP – FOR MSRD STAFF ONLY ------------------------------------------

**RECOMMENDATION:**

[ ]  Accept Application [ ]  Return to Applicant for completion of documents

 Acknowledged by:

|  |  |  |
| --- | --- | --- |
| (Name and Signature) |  | (Name and Signature) |
| MSRD-SRD Technical Staff |  | Authorized Representative |

**REMARKS**

|  |
| --- |
| Click or tap here to enter text. |

1. Rule 8.1.2.3 – 2015 Implementing Rules and Regulation of the SRC [↑](#footnote-ref-1)
2. eSPAYSEC or any branch of LandBank of the Philippines [↑](#footnote-ref-2)
3. Section 5 of SEC MC#4, S. 2024 [↑](#footnote-ref-3)
4. Rule 66.3 of 2015 IRR of the SRC [↑](#footnote-ref-4)
5. Rule 72.2 of 2015 IRR of the SRC [↑](#footnote-ref-5)