

Startup Fundraising Due Diligence Checklist for 2025

1. Legal Entity & Corporate Structure

- Certificate of Incorporation
- MOA and AOA with proper fundraising clauses
- PAN, TAN, GST, and statutory registrations
- Board Resolutions for equity or fundraising actions
- Shareholding Pattern (Cap Table)

2. Financial Statements & Projections

- Audited financials (last 2–3 years)
- Income Tax returns and GST filings
- MIS Reports (revenue, burn, etc.)
- 12–24 month projected financial model
- Bank statements aligned with invoices

3. Compliance & Regulatory Readiness

- MCA compliance (DIR-3 KYC, MGT-7, AOC-4, etc.)
- DPDP Act compliance (Privacy Policy, Consent, DPO)
- PF, ESI, Shops Act filings (as applicable)
- Environmental or Labour compliance (if required)
- FEMA/RBI clearances for past foreign investments

4. Intellectual Property (IP) Proofs

- IP assignment agreements from developers
- Trademark certificates
- Provisional or full patents
- Licenses for third-party software/code
- NDAs with collaborators

5. Contracts & Client Agreements

- Signed client contracts
- Vendor and partner contracts
- Affiliate/channel agreements
- Loan or credit facility docs
- Terms of Service & Privacy Policy

6. Team & HR Documentation

- Founders' employment & vesting letters

- ESOP Policy & pool setup
- Offer letters and NDAs
- Organization chart
- Background verification policy

7. Cap Table and Investment History

- Latest Cap Table (pre- and post-money)
- SHA, SSA, convertible notes, SAFEs
- Board approvals of fundraising
- Form PAS-3, SH-7, etc. for share allotments
- Founder dilution summary

8. Litigation & Risk Disclosure

- List of legal disputes (past/ongoing)
- Consumer complaints records
- Cyber incident reports
- Whistleblower investigations or notices

9. Pitch Deck & Story Validation

- Investor-ready pitch deck
- Use of funds breakdown
- Vision and exit strategy
- Accurate team bios
- Product demo links or customer testimonials