

Part: I

DILIGENCE REPORT

To,

The Manager,

_____ (Name of the Bank)

I/We have examined the registers, records, books and papers of _____ Limited having its registered office at..... as required to be maintained under the Companies Act, 1956 (the Act) and the rules made thereunder, the provisions contained in the Memorandum and Articles of Association of the Company, the provisions of various statutes, wherever applicable, as well as the provisions contained in the Listing Agreement/s, if any, entered into by the Company with the recognized stock exchange/s for the half year ended on..... . In my/our opinion and to the best of my/our information and according to the examination carried out by me/us and explanations furnished to me/us by the Company, its officers and agents.

I/We report that in respect of the aforesaid period:

1. The management of the Company is carried out by the Board of Directors comprising of as listed in Annex, and the Board was duly constituted. During the period under review the following changes that took place in the Board of Directors of the Company are listed in the Annex, and such changes were carried out in due compliance with the provisions of the Companies Act, 1956.

2. The shareholding pattern of the company as on ----- was as detailed in Annex:

During the period under review the changes that took place in the shareholding pattern of the Company are detailed in Annex.....:

3. The company has altered the following provisions of

(i) The Memorandum of Association during the period under review and has complied with the provisions of the Companies Act, 1956 for this purpose.

(ii) The Articles of Association during the period under review and has complied with the provisions of the Companies Act, 1956 for this purpose.

4. The company has entered into transactions with business entities in which directors of the company were interested as detailed in Annex.....

5. The company has advanced loans, given guarantees and provided securities amounting to Rs. _____ to its directors and/or persons or firms or companies in which directors were interested, and has complied with Section – 295 of the Companies Act, 1956.

6. The Company has made loans and investments; or given guarantees or provided securities to other business entities as detailed in Annexand has complied with the provisions of the Companies Act, 1956.

7. The amount borrowed by the Company from its directors, members, financial institutions, banks and others were within the borrowing limits of the Company. Such borrowings were made by the Company in compliance with applicable laws. The break up of the Company's domestic borrowings were as detailed in Annex :

8. The Company has not defaulted in the repayment of public deposits, unsecured loans, debentures, facilities granted by banks, financial institutions and nonbanking financial companies.

9. The Company has created, modified or satisfied charges on the assets of the company as detailed in Annex.... Investments in wholly owned Subsidiaries and/or Joint Ventures abroad made by the company are as detailed in Annex

10. Principal value of the forex exposure and Overseas Borrowings of the company as on are as detailed in the Annex under"

11. The Company has issued and allotted the securities to the persons-entitled thereto and has also issued letters, coupons, warrants and certificates thereof as applicable to the concerned persons and also redeemed its preference shares/debentures and bought back its shares within the stipulated time in compliance with the provisions of the Companies Act, 1956 and other relevant statutes.
12. The Company has insured all its secured assets.
13. The Company has complied with the terms and conditions, set forth by the lending bank/financial institution at the time of availing any facility and also during the currency of the facility.
14. The Company has declared and paid dividends to its shareholders as per the provisions of the Companies Act, 1956.
15. The Company has insured fully all its assets.
16. The name of the Company and or any of its Directors does not appear in the defaulters' list of Reserve Bank of India.
17. The name of the Company and or any of its Directors does not appear in the Specific Approval List of Export Credit Guarantee Corporation.
18. The Company has paid all its Statutory dues and satisfactory arrangements had been made for arrears of any such dues.
19. The funds borrowed from banks/financial institutions have been used by the company for the purpose for which they were borrowed.
20. The Company has complied with the provisions stipulated in Section 372 A of the Companies Act in respect of its Inter Corporate loans and investments.
21. It has been observed from the Reports of the Directors and the Auditors that the Company has complied with the applicable Accounting Standards issued by the Institute of Chartered Accountants in India.
22. The Company has credited and paid to the Investor Education and Protection Fund within the stipulated time, all the unpaid dividends and other amounts required to be so credited.
23. Prosecutions initiated against or show cause notices received by the Company for alleged defaults/ offences under various statutory

provisions and also fines and penalties imposed on the Company and or any other action initiated against the Company and/ or its directors in such cases are detailed in Annex..... .

24. The Company has (being a listed entity) complied with the provisions of the Listing Agreement.

25. The Company has deposited within the stipulated time both Employees' and Employer's contribution to Provident Fund with the prescribed authorities.

Note : The qualification, reservation or adverse remarks, if any, are explicitly stated at the relevant paragraphs above place(s).

Place

Signature

Date

Name of the Company Secretary / Firm

C.P.No.:

Part II:

CERTIFICATIONS OF BORROWAL COMPANIES BY CHARTERED ACCOUNTANTS / COMPANY SECRETARIES / COST ACCOUNTANTS

- i. Terms of reference for stock audit are to be spelt out clearly by the Banks, so that the Chartered Accountants can give focused attention to such areas.
- ii. End-use verification of funds lent, if certified by Statutory Auditors, will be a good comfort to the Banks.
- iii. As Banks quite often deal with unlisted companies, disclosure requirements for such companies above a specific turnover shall be made akin to those for listed companies, viz. consolidated balance sheet, segmental reporting etc. Information on large shareholding also will be useful.
- iv. Further, the following additional certification either from Chartered Accountant or Company Secretary or Cost Accountants shall also be thought of :-
 - (a) Company Directors not figuring in defaulters list (RBI/ECGC)/willful

defaulters list etc.)

(b) Details of litigation above a specified cut off limit.

(c) A specific certificate, probably from the Company Secretary, regarding compliance with Sec. 372 (a) of the Companies Act.

(d) Details of creation/ modification/satisfaction of charges on the assets of the company, position regarding insurance, show cause notices received, finds and penalties awarded.

- v. As regards rotation of Auditors, for the sake of operational convenience, it is suggested they shall be changed once every 5 years instead of every 3 years.
- vi. In order to avoid concentration, group companies shall have different Statutory/ Internal Auditors in case group turnover exceeds Rs.100 crores.