**DILIGENCE REPORT**

We have examined the registers, records, books and paper for the ***Financial Year …………..***of **M/s**: **\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_**having its registered office at **\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_)** as required to be maintained under *the Companies Act, 2013* (the Act) and the rules made there under, *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 in to by the Company with the recognized stock exchange/s, for the half year ended on ………….*

In our opinion and to the best of our information and according to the examination carried out by us and explanations furnished to us by the Company, its officers and agents. 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 ***Annexure\_ I*** and the Board was duly constituted. The change in Board of Directors of the Company during the period under review are listed in the ***Annexure\_I also***, and such changes were carried out in due compliance with the provisions of the Companies Act, 2013.
2. The **shareholding pattern** of the company as on 31st March, 2015 was as detailed in ***Annexure\_II.*** During the period under review the changes that took place in the shareholding pattern of the Company are detailed in ***Annexure\_III***
3. The company **has not altered** MOA and AOA during the financial year 2014-15.
4. The Company has entered in to transactions with business entities ***in which*** directors of the company were interested as detailed in ***Annexure\_IV.***
5. The company has advanced loans, given guarantees and provided securities 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 as detailed in ***Annexure\_V***.
6. The Company has made loans and investments; or given guarantees or provided securities to other business entities and has complied with the provisions of the Companies Act, 1956 as detailed in ***Annexure\_VI***.
7. The amount borrowed by the Company ***from its*** directors, members, financial institutions, banks and other were within the borrowing limits of the Company. Such borrowings were made by the Company in compliance with applicable laws. The breaks up of the Company domestic borrowings were as detailed in ***Annexure\_VII.***
8. The Company ***has not defaulted in the repayment*** of public deposits, unsecured loans, debentures, facilities granted by banks, financial institutions and non banking financial companies.
9. The Company has created modified or satisfied **charges on the assets** of the company as detailed in ***Annexure\_VIII.*** Investments in wholly owned Subsidiaries and/ or Joint Ventures abroad made by the company are as detailed in ***Annexure\_VIIIA***.
10. Principal value of the forex exposure and Overseas Borrowing of the company as on 31st March, 2014 are as detailed in ***Annexure\_IX***.
11. The Company has not issued and allotted the securities to the persons-entitled thereto and has also not issued letters , coupons, warrants and certificates there of as applicable to the concerned persons and also redeemed its preference share /debentures and bought back its shares within the stipulated time in compliance with provisions of the Companies Act, 1956 and other relevant statutes.
12. The Company has insured all its secured assets to the extent as detailed in ***Annexure\_X.***
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 not 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 to the extent as stated above in ***Annexure\_X***.
16. The name of the Company and or any of its Directors does not appear in the defaulters list of Reserve Bank of India as certified by the management as per ***Annexure\_XI.***
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 as certified by the management as per ***Annexure\_XI.***
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 as certified by Statutory and Tax auditor’s report.
20. The Company has complied with the provisions stipulated in Section 372A of the Companies Act in respect of its Inter Corporate loans and investments as detailed in ***Annexure\_VI***.
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.

**---------------------------------No such amount is due / pending for deposit---------------------------------**

1. 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.

**--------------------------No such prosecution / show cause notices received by the company------------------------**

1. The Company is not a listed entity.
2. The Company has deposited within the stipulated time both Employees and Employers contribution to Provident Fund with the prescribed authorities in current year.

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