

### Document Checklist - Profectus Advisors

The following is a list of the documents and information that we will need to review as part of our exercise to conduct a due diligence of [•] Private Limited (the "**Company**"). Kindly note that this is a preliminary list and is not exhaustive. Additional information may be required, depending on our findings from the review of the documents/ information provided to us. Please indicate which items are not applicable or are unavailable and whether we can expect additional materials at some later time.

Information Request List		
Area	Ref #	Information required
<b>Corporate Matters &amp; Capitalization</b>	1	The Company's certificate of incorporation, including amendments, if any.
	2	Copies of the latest Memorandum of Association and Articles of Association of the Company.
	3	Details of the registered office, principal office, branch office(s)/other office(s) of the Company whether in India or abroad. (Form INC-22)
	4	Name and address of the statutory auditors (and internal auditors) of the Company. (ADT-1)
	5	Details of management and organizational structure of the Company giving the names of current managers, directors and key employees with an indication of their job titles and areas of responsibility.
	6	A list of directors (identifying the chairman, managing director, independent directors and whether they are executive/non-executive) of the Company other directorships and business interests, annual remuneration, percentage of shareholding in the Company or any associated company(ies), date of appointment and the date of retirement, if applicable. (Form DIR-12 and Form MBP-1 along with notice of declaration in Form DIR-8 under Section 184(1) of the Companies Act, 2013).
	7	Details of controlling persons (affiliates) of the Company (names, addresses, numbers of shares held, title of class of shares and percentage of class so owned). Details of the basis for their control - voting trust or buy-sell arrangements which may affect control. Does the Company have commitments towards such beneficial owners, directors and officers with respect to issuance of shares of any class of its common equity.
	8	All filings made with the Registrar of Companies (" <b>RoC</b> ") since incorporation along with the payment challans.
	9	Statutory registers maintained by the Company under the Companies Act, 2013 (" <b>2013 Act</b> ") since incorporation.
	10	Information pertaining to all related party transactions with details regarding: <ul style="list-style-type: none"> <li>i. Quantum of the transaction.</li> <li>ii. Pricing and justification of arm's length pricing.</li> <li>iii. Shareholders/ affiliates of the related parties.</li> <li>iv. Business of related parties.</li> <li>v. Nature of the service provided or nature of transactions undertaken.</li> </ul>
	11	Please confirm that all the transactions with the related parties are at arms length. If not, please provide details.
	12	A description of the dividend policy, specific rights to dividend or profit sharing with respect to the Company other than the ordinary rights of shareholders or holders of depository receipts for shares.
	13	Minutes or other records of all meetings or actions of the board of directors, any board committees and general meeting (AGM/EGM) of the Company or subsidiary since incorporation including notice of holding the meeting and shorter consent letters from directors/ shareholders, if any.
	14	Agenda and notice for all board meetings held/ conducted since incorporation.
	15	All filings made to the Reserve Bank of India (" <b>RBI</b> ") by the Company along with acknowledgements thereof since incorporation (eg. Advance Reporting, FC-GPR, FC-TRS, Annual returns and any other filings undertaken with the RBI).

	<p>16 A statement indicating the authorized, issued, subscribed and paid up share capital, classes of shares of the Company including modifications therein since incorporation, and details of securities issued for consideration other than cash (Form PAS-3 and SH-7). In case of preferential allotment, please provide Form MGT-14.</p> <p>17 A list of all shareholders or holders of any assets, interests or securities of the Company. These lists should include any party who has any rights regarding the interests or assets of the Company.</p> <p>18 Agreements relating to voting of shareholder interests or restrictive shareholder transfers, pre-emptive rights, right of first refusal or other preferential rights to acquire/transfer assets, interests or securities of the Company including shareholder agreements, share subscription agreements and any other transaction. documents</p> <p>19 Any documents relating to any reorganization of the Company and copies of any court orders for de-merger or merger, capital reduction or reorganization or acquisition or disposal of any business or such other orders obtained by the Company at any time.</p> <p>20 List of all authorization and power of attorney with all Directors and KMPs.</p> <p>21 Latest letter head of the Company and an image of the Company name board.</p> <p>22 Latest audited/ unaudited financial statements of the Company.</p> <p>23 Residential status of all directors and shareholders of the Company.</p> <p>24 Copies of all share certificates issued by the Company (front and back) along with the stamp duty challans.</p> <p>25 Copies of share transfer deeds executed (front and back) along with split letters issued, if any.</p> <p>26 Chart capturing the movement of share allotment, share transfers and changes in the share capital since the Company's incorporation.</p> <p>27 Please confirm if the Company has undertaken any compounding proceedings with the RoC or RBI for any contravention. If otherwise, please provide us with the relevant documents for the same.</p> <p>28 Please confirm if the Company has taken any unsecured loans from the directors and shareholders. If yes, please confirm if the Company has obtained any declaration from directors and shareholder's' in accordance with Companies (Acceptance of Deposit) Rules, 1975.</p> <p>29 Please confirm if the Company has undertaken any investments in India or abroad. If yes, kindly provide us with the requisite documents.</p> <p>30 Please confirm if Company has provided any loans to directors or employees or other body corporate. If yes, kindly provide us with the requisite documents.</p>
<b>Operations</b>	<p><b>Customers / clients:</b></p> <p>32 Service Agreements of the Company</p> <p>33 Structure note depicting the operations of the Company.</p> <p>34 Description of any oral agreements, special usage and established practice in relation to the customers or clients, including pricing policies.</p> <p>35 Standard sales and conditions of service terms and standard contracts, including contracts for licensing of (software) products.</p> <p>36 Discount policy, settlement terms with the customers / clients and accounting treatments.</p> <p>37 Current price lists and description of significant sales, service and pricing policies (e.g., discounts, services and returns).</p> <p>38 Recent customer / client survey data, if any.</p> <p>39 Agreements or contracts, material to the business of the Company, including contracts with key clients.</p> <p>40 List highlighting the products and the broad sectors in which the Company's products are used, along with the percentage of revenue generated from each sector.</p> <p>41 List of all other partners like third party consultants.</p> <p><b>Other contracts:</b></p> <p>42 Material consultancy agreements.</p> <p>43 Computer service, maintenance agreements, and services agreements.</p> <p>44 Any agreements entered into with any group companies of the Company.</p> <p>45 License or royalty agreements regarding the Company's or any third party's intellectual property rights for the purchase or sale of know-how or goodwill or license of know-how.</p> <p>46 Joint venture or partnership agreements.</p> <p><b>Continuing Contracts</b></p> <p>47 Agreements with expenditure of more than INR 500,000/- per year or of particular importance.</p> <p>48 Agreements containing terms not corresponding to market conditions or restrictive in nature, such as non-competition, exclusivity etc.</p>
	<b>Real Property</b>

<b>Property</b>	<p>49 List of real property owned by or leased to the Company, including size, location and use of each such property, as well as details of any permissions/ approvals obtained under the applicable laws including change in land use authorization or applications.</p> <p>50 Documents of title for the Company's real and material property.</p> <p>51 Copies of all agreements executed by the Company for use of all of its premises.</p> <p><b>Assets</b></p> <p>52 A description of major assets owned or leased by the Company (the "<b>Assets</b>").</p> <p>53 Agreements relating to the Assets (e.g. maintenance, lease).</p> <p>54 Copy of all agreements or arrangements made by the Company to acquire the Assets.</p>
<b>Management, employees and consultants</b>	<p>55 List of directors/ management board of the Company including their nationality, address, date of appointment, salary breakup and other business interests. Please indicate if an officer is not devoting all of his or her business time to the Company.</p> <p>56 A copy of the Company's standard offer/appointment letter(s), employment/consultancy agreements and employment contracts entered into with the key employees of the Company. In relation to the key employees, release/full and final settlement agreements entered into with former employees, if applicable.</p> <p>57 Employee handbook or similar documents describing the Company's policies and practices.</p> <p>58 List of all employees, detailing date of hire, annual compensation and incentive compensation potential and specifically identifying key employees of the Company.</p> <p>59 Any agreements, understandings or proposed transactions between the Company and any of its officers, directors, employees and consultants, including employment agreements, consulting agreements, deferred compensation agreements, severance agreements, indemnification agreements and any loans or guarantees.</p> <p>60 Any other agreements, understandings or proposed transactions involving the Company in which an officer, director, employee or consultant otherwise has a direct or indirect material interest (e.g., through a family member or business affiliate).</p> <p>61 Employee benefit plans and arrangements, including bonus plans, retirement plans, pension plans, deferred compensation plans, profit sharing plans, employee stock option plans and management incentive agreements of the Company and all the ancillary documents pertaining to the same.</p> <p>62 Details of any claims against the Company by a member of the management or any claims against members of the management board and members of the supervisory board, relating to the exercise of their duties.</p> <p>63 Copy of the ESOP Policy/Phantom Stock Agreement or any oral agreement/arrangement/ commitment made to employees.</p>
<b>Litigation / Claims / Disputes</b>	<p>64 Documents, notices and correspondence relating to any pending or threatened actions, suits, proceedings or investigations involving the Company, its executive officers or its directors (or any disputes that could lead to any of the foregoing).</p> <p>65 Any notices, orders, injunctions, judgments, decrees, settlement agreements or similar matters.</p>
<b>Loans and Borrowings</b>	<p>66 Documents and agreements evidencing borrowings or availed borrowings, whether secured or unsecured, or other financing arrangements, including loan and credit agreements, promissory notes, lines of credit, financial leasing and other financing arrangements of the Company and any guarantees of any of the above. A statement of the outstanding loans (including secured and unsecured), debt instruments, debentures (including secured and unsecured), rates of interest, affirmative and negative covenants in the loan agreements and conditions.</p> <p>67 Loan Agreements entered by the Company.</p> <p>68 Any guarantees of third-party obligations, related to the Company or otherwise.</p> <p>69 Material agreements encumbering real or personal property, including mortgages, deeds of trust, floating charges and security agreements entered into by the Company.</p> <p>70 Details of any encumbrances, charges, liens and pledges created or modified or satisfied on the assets of the Company.</p>
<b>Insurance</b>	<p>71 A list of all insurance policies held for the benefit of the:</p> <p>(a) Company (e.g., fire or casualty insurance, key person insurance, etc.);</p> <p>(b) Directors, officers or employees of the Company (e.g. directors' and officers' insurance);</p> <p>(c) Liability and theft policies, errors and omissions policies, personal accident and health insurance policies and plans, showing coverage limits for the Company;</p> <p>(d) Pending claims and other significant terms and a summary of any claims under those policies and copies thereof along with all renewal, policies and premium receipts for the Company.</p> <p>A list of claims or disputes relating to the Company's insurance since incorporation.</p>

<b>Intellectual property</b>	72	A list of all patents, trademarks, service marks, trade names, copyrights, domain names, trade secrets, licenses, applications, information, processes, technology, statutory names, logos/distinctive signs, know how and similar proprietary rights owned and used by the Company whether registered or not or licensed by the Company or used (or expected to be used) in its business, and any searches relevant to such items that have been done, along with the copies of the (latest) registrations and applications for registration of all such intellectual property rights, both national and international and an overview of the necessary renewals or extensions of registrations, specifically the trademark details and documents in relation to the mark.
	73	Copies of proprietary information and invention agreements signed by past and present employees and consultants, including copies of agreements signed by key employees of the Company.
	74	Please provide us with licensing, intellectual property assignment agreements or any other agreements entered into by the Company for procurement, usage or licensing of intellectual property rights.
	75	A list of any employees or consultants who have not signed proprietary information and invention agreements, including a list of any periods of time when employees or consultants performed services for the Company while not bound by such agreements.
	76	Documentation regarding: (a) Claims or proceedings, pending or threatened, which would challenge the intellectual property rights (including for the avoidance of doubt, know-how or trade secrets) owned by, or licensed to, the Company; (b) Violations or infringements or alleged infringements of such rights by a third party; and (c) Claims or proceedings, pending or threatened, alleging an infringement or violation by the Company of the intellectual property rights of a third party.
<b>Financials</b>	77	Audited financial statements (annual, quarterly and monthly) since incorporation and since the end of the last fiscal year, together with all compilations, reviews, reports and other related documentation for the Company.

<b>Regulatory Checklist - [•]Private Limited (the "Company")</b>		
<b>CENTRAL LABOUR LAWS</b>		
S. No	Act & Rules	License/ Permits
1	Emplo yees' Provid ent Funds and Miscell aneous Provisi ons Act, 1952	1. Letter of applicability allotting the Provident Fund ("PF") code to the Company; 2. Copies of the monthly returns evidencing payment of contributions towards PF since incorporation; 3. Copies of international workers (IW) returns filed by the Company, if any; and 4. Copy of return of ownership filed by the Company in Form 5A.
2	Emplo yees' State Insura nce Act, 1948	1. Letter of applicability/ registration certificate; 2. Monthly contribution payment challans; 3. Annual returns in Form 1A ( to the appropriate Regional Office or Sub-Regional Office or Divisional Office by 31st of January every year); 4. Accident book register in Form 11, if maintained and report of Accidents in Form 16; 5. Half yearly return filed in Form 6; 6. Return of declaration form along with list of new employees on a monthly basis in Form 3; 7. Register of employees; and 8. Declaration or registration in writing in Form-10 for the purposes of obtaining a sub-code.

3	Payment of Gratuity Act, 1972	1. Copy of the notice of opening filed in Form A; 2. Copy of the declaration of nomination obtained by employees in Form-F;
4	Equal Remuneration Act, 1976	1. Copy of the register of workers and remuneration in Form D.
6	Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013	Copy of the order constituting the Internal Complaints Committee.
7	Employment Exchanges (Compulsory Notification of Vacancies) Act, 1959.	1. Copies of quarterly returns filed in Form ER-I since incorporation; 2. Copies of biennial returns filed in Form ER-II since incorporation; and 2. Copies of Form X6, notifying to the employment exchange the details of vacancies, if any, filed since incorporation.
8	Miscellaneous	Copies of all other registrations, license, approvals and permits obtained by the Company during the course of its business.
<b>S. No</b>	<b>Act &amp; Rules</b>	<b>License/ Permits</b>
<b>State wise Compliances</b>		

9	[•] State Tax on Profes sions, Trades , Calling s and Emplo yment s Act	1. Certificate of registration in Form I-A 2. Certificate of enrolment in Form-II-A; 3. Copy of monthly returns in form III-B or challan in MTR-6; and 4. Copy of proof of annual payment of tax on or before June 30th of every year.
10	Shops and Establi shmen ts Act	1. Copy of registration certificate for offices located in [•] 2. Copies of the monthly statement filed in Form-AA since the time of incorporation if the Company is employing more than 50 (fifty) workers.
11	Payme nt of Wages Act, 1936.	Please provide us the following: 1. Annual Return in Form V filed since the time of incorporation; 2. Register of Fines for Damages in Form I; 3. Register of Wages in Form II; 4. Register of Deductions for Damages in Form III; 5. Register of Advances in Form IV;
13	Minim um Wages Act, 1948.	Maintain muster-roll-cum-wages register in Form-II.
14	Matern ity Benefit Act, 1961	1. Maternity Benefit Register in Form 10; 2. Annual Return in Form 11; 3. Display of Abstracts in Form 9.
<b>INDUSTRY SPECIFIC LAWS</b>		
<b>S. No</b>	<b>Act &amp; Rules</b>	<b>License/ Permits</b>
15	Tax related registr ations	1. Copy of TAN 2. Copy of PAN 3. Copy of GST Registration Certificate.

16	Information Technology (Reasonable Security Practices and Procedures and Sensitive Personal Data or Information) Rules, 2011	1. Please provide the latest audit certificate which validates the data security features of the company. (IS/ISO/ IEC 27001 or any other government approved data security standard valid till 20[•].)
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**ENVIRONMENTAL LAWS**

<b>S. No</b>	<b>Act &amp; Rules</b>	<b>License/ Permits</b>
17	E-waste (Management & Handling) Rules, 2011	1. Copy of record of e-waste maintained in Form - 2.

**CONFIRMATIONS**

18	<i>Please confirm if the Company has any contractual workers.</i>
19	<i>Please confirm with location names if the Company's premises are leased or owned.</i>
20	<i>Please confirm if there are any private security guards employed at the premises, if yes please provide registration certificate.</i>
21	<i>Please confirm if the Company makes the promotional messages to the customers, if yes please provide the telemarketing license.</i>

*\*Note: This is a preliminary checklist and is subject to changes pursuant to receiving a detailed understanding of the operations of the Company.*