

Disclaimer: This is a standard preliminary request list and further information may be requested during the due diligence process

**Information Request List - Secretarial compliance due diligence**

Note: This list is preliminary request list and further information may be requested during the due diligence process

S.No.	Particulars	Comments
1	Updated Memorandum, Articles of Association along with Certificate of Incorporation, and Certificate for change in name/object clause, if any	
2	Shareholders Agreement, Joint Venture Agreement, etc., if any executed by the company	
3	Notice, Agenda (along with proof of dispatch) Attendance Sheet of Board, Committee and Shareholders meeting for the review period	
4	Minutes of meetings of the Board, Committee of Board of Directors, if any and shareholder's meetings for the review period	
5	Statutory Register (scanned copy in a legible form) including Register of ESOP (SH-6), Register of Loans, Guarantee, Security and acquisition by the company (Form MBP-2), Register of Investments not held in its own name of the Company (Form MBP-3), Register of contracts with Related Party and Bodies etc. in which directors are interested (Form MBP-4) for the review period	
6	E-forms filed with ROC along with challans for period for Review Period	
7	Details of shares transferred/transmitted, if any for a period for Review Period	
8	Details of related party transactions, if any for the review period	
9	Details of borrowing during the review period alongwith relationship with parties, approvals of board / shareholders, if any.	
10	Details of lending during the review period alongwith relationship with parties, approval of board / shareholder, if any.	
11	Details of shares / warrants issued during the period under review	
12	Details of Investments in securities, if any, during the review period alongwith relationship with parties, approval of board / shareholder, if any.	
13	Copy of Declaration given by Directors regarding granting of loans to Company, if any	
14	Copy of Share Certificates / Demat Statement of shares issued along with stamp duty payment receipt	
15	Copy of active ESOP plan / scheme as on date	
16	Any approvals as obtained by the Company from MCA	
17	Details of show cause notice, letters etc. from MCA	

Information Request List – Financial Due Diligence

S.No.	Particulars	Applicability / Management comments
1	Standalone financial statements of each legal entity and consolidated financial statements along with consolidation workings, linked to schedules, groupings and trial balances for the historical period	
2	Monthly Management Accounts / MIS (including detailed P&L, Balance sheet, Cash flow, variance analysis and Key performance indicators tracked by Management) for the historical period.	
3	Board minutes for the historical period	
	<b>Revenue</b>	
4	Detailed sales report for the historical period specifying - Invoice No., customer name, customer type (corporate / individual), product type (B2B data lists, direct dials, technology install base data, sales intelligence, sales cadence, etc.), domestic / export, time frame of service category (one time / multiple, etc.), plan / subscription type - Free / paid, subscription tenure - monthly / yearly, date, country, industry / sector, amount, GST, gross amount and mode of payment (also include the details of Also provide reconciliation of the same with financial statements, along with details of schemes / discounts given to customers, if any.	
5	Provide the details of other income received during the coverage period	
6	Details of payouts / refunds to customers in case of inaccuracy in the details provided to the customers, if any.	
7	One-time expenses / income identified by Company	
	<b>Fixed assets</b>	
8	Provide the Fixed assets register. Provide a specification of all major fixed assets with details on what the assets are, original cost and the net book value for the review period ends as at Mar 2022, Mar 2023 and Aug 2023.	
9	(i) Provide the details and nature of expenses capitalised under intangible asset as at each balance sheet date, alongwith a note on capitalisation policy and product developments undertaken justifying the development related capitalisation of expenses. (ii) Amortisation policy adopted by the Company and amount amortised during the coverage period.	
	<b>Trade receivables</b>	
10	(i) Debtors aging analysis (0-30 days, 30-60 days, 60-90 days, 90-180 days, 180-365 days, 365 days +) as at 31 March 2023 and 31 Aug 2023. (ii) Provide the details of provision for doubtful debt, if any	
11	Workings for reconciliation process performed / balance confirmations received from top customers and Provisioning policy of the Company and details of write off during the historical periods and reconciliation with franchisees / partner clinics	
	<b>Cash and bank and investments</b>	
12	Specification of all bank accounts including name of the bank, balances and reconciliations with the books of accounts as latest balance sheet date.	
13	Latest bank reconciliation statements (as at Mar-23 and Aug-23) for all operating bank accounts	
	<b>Borrowings</b>	
14	Sanction letter for all borrowings	
15	(i) Schedule of all loans - opening, drawn, repaid and closing (ii) Details of interest accounted and repayments made during the historical period by facility. Details of default in repayment of loans and interest in the historical period, if any	
	<b>Current liabilities and Provisions</b>	
16	(i) Party-wise accounts payable aging with (i) reasons for old outstanding balances, and (ii) further provisions required. Also provide details of credit period offered by key suppliers. (ii) Provide the details of unearned revenue as at balance sheet dates	
17	Also, details of leave pay and retirement benefit accruals as on balance sheet dates.	
	<b>Employee costs</b>	
18	(i) Detailed monthly salary registers - with details like employee name, employee code, department / function, designation, location, working days, breakup of salary (basic, HRA, etc.), details of deductions (PF, ESI, etc.) and net payment along with reconciliation to the financial statements. (ii) Details of ESOP provided during the coverage period including detailed computation by employee, vesting period, number of share etc.	
19	Count and cost of labour employed through contractors, no. of contractors engaged and agreement for employment for the same, if applicable	
20	Monthly data in respect of addition / attrition of employees	
21	Details of sales incentive and bonus paid to employees and details of leave encashment, gratuity, retirement benefits, etc.	
	<b>Related Party Transactions</b>	
22	A list of related and affiliated companies/parties, specifying the extent and nature of the relationship with the Companies/parties and its management.	
23	Provide details of transactions (e.g. cash advances and loans to/from, etc.) with each related party during the historical period stating amount involved, pricing arrangements and billing procedures.	
24	Details of any commitments or obligations towards related and affiliated companies.	
25	Details of any exposures on account of related parties like guarantees, asset security etc.	
	<b>Contingent Liabilities</b>	
26	Details of contingent liabilities including guarantees given (bank and corporate), claims against the company, lease commitments.	
27	Listing of outstanding litigations along with financial exposures (including customer complaints).	

Information Request List - Direct tax due diligence		
S.No.	Particulars	Management comments
1	Financial information including audited balance sheet and profit and loss account along with annexures and notes to accounts for review period	
2	Copy of corporate tax return (including ITR filed) along with the annexures thereto, corporate tax return acknowledgements and computation of total income for FY22. Copy of provisional computation of income for FY23 and YTD24	
3	Copy of tax audit reports with annexures thereto, filed for FY22 and FY23, if filed	
4	Year wise break up of balance of provision for income tax, advance tax and TDS receivable as appearing in the financial statements along with Form 26AS for period covered	
5	Snapshot of outstanding tax demand as per TRACES website	
6	Related Party Transaction - Kindly confirm that the Management may be able to substantiate to tax authorities that the amounts incurred are not unreasonable /excessive	
7	Details of loans / advances / other payments made to: a. shareholder holding 10% or more equity share capital; or b. an entity in which such 10% or more shareholder holds 20% or more equity share capital or is entitled to 20% or more income of such entity.	
8	Updated Organization structure / chart indicating the relationship and holding details of all entities in the Group	
9	If there was any business restructuring during the last 3 years, please share the details of such restructuring	

Information Request List - Indirect tax due diligence		
S.No.	Particulars	Management comments
1	Please provide a copy of Information and documents pertaining to indirect tax related pending litigations and contingent liabilities, including litigations concluded in last one year (e.g. show cause notice, reply to show cause notice, assessment order / order in original, appeal petition, order in appeal, subsequent appeals and orders). Please provide the information in the format as mentioned in Annexure "IDT 1"	
2	List of products and services dealt in by the Company and their classification under GST	
3	Details of income not offered to indirect taxes for the review period on account of any indirect tax exemptions / benefits / abatements / concessions etc. and status of fulfilment of critical conditions for claiming such exemptions etc. in Annexure "IDT 2"	
4	Reconciliation between the revenue reported in financials and the revenue reported in indirect tax returns for review period. Provide the information in Annexure "IDT 3"	
5	Reconciliation of all indirect tax balances reported as receivable or payable in the financials with the balance reported in GST returns. Provide the information in Annexure "IDT 4"	
6	Details of pending refund claims relating to indirect taxes along with following details: a. Ageing of the refund claims along with rationale for the refund claim being pending for each of the claims b. Copy of refund claim filed with authorities. If application is not filed within time limit, provide the amount of refund claim appearing in the financials and that could be denied on account of non-filing of refund claim within time limit c. Management perception about on being able to realize the amount of refund claims	
7	Details of clarifications sought by tax authorities on returns filed for the review period	
8	Opinions obtained in indirect tax related matters	
9	If the Company has availed the benefit under SEZ, FTWZ, STPI or EOU Schemes, provide the following: (a) Copy of LOP / LOA (b) Details of indirect tax benefits / exemptions availed (c) Computation of Net Foreign Exchange Earning for the past and current block (d) Details of non-compliance with conditions, if any, in respect of the above benefits	
10	Last two audit report / audit para issued by the service tax authorities. Also provide other information in Annexure "IDT 5"	
11	GSTR-1 and GSTR-3B filed for review period along with computation of liability and input tax credit	
12	GSTR-9 and GSTR-9C filed along with back-up computation. Also, were there any adverse observations reported by GST auditor in GSTR-9C2. If yes, has applicable additional tax been paid on account of these, if any?	
13	Electronic cash, credit and liability register for the period April 2018 to Aug 2023 (covering details for March return)	
14	Reconciliation of GST input tax credit as per financial statements vis-à-vis Form GSTR 2A on GST portal, 4. Also provide details of treatment given to the difference identified.	
15	Last two assessment orders issued by the GST authorities, including in respect of transitional credit. Also provide other information in Annexure "IDT 5"	
16	Does the turnover in Form GSTR 3B match with turnover in Form GSTR1? If not, what are the reasons for differences? Has applicable additional tax been paid on account of the differences, if any? Request you to provide system generate comparison working available on GST portal for the review period.	
17	Has the Company paid GST under reverse charge on specified services including the ones mentioned below: (a) all services procured from non-resident service providers (b) specified services procured from domestic service providers (a) Legal charges (b) payments made to directors who are not working in the capacity of employees (c) payments made to directors whose TDS is deducted under section 194J of Income Tax Act (d) Security services from any person other than body corporate (e) Supplies from government (f) Sponsorship (g) Renting of motor vehicle/ rent-a-cab (h) Transport of goods by road (i) Import of services (including TDS value) If paid, provide computation of GST liability. If not paid, provide reason for non-payment.	