

**FORMAT OF DUE DILIGENCE CERTIFICATE TO BE GIVEN BY THE
DEBENTURE TRUSTEE AT THE TIME OF FILING OF DRAFT OFFER
DOCUMENT/ PLACEMENT MEMORANDUM**

To,
Stock Exchange

Dear Sir / Madam,

SUB.: ISSUE OF _____ BY _____ LTD.

We, the Debenture Trustee (s) to the above mentioned forthcoming issue state as follows:

- (1) We have examined documents pertaining to the said issue and other such relevant documents, reports and certifications.
- (2) On the basis of such examination and of the discussions with the issuer, its directors and other officers, other agencies and of independent verification of the various relevant documents, reports and certifications, WE CONFIRM that:
 - (a) All disclosures made in the offer document with respect to the debt securities are true, fair and adequate to enable the investors to make a well informed decision as to the investment in the proposed issue.
 - (b) Issuer has disclosed all covenants proposed to be included in debenture trust deed (including any side letter, accelerated payment clause etc.), offer document/ placement memorandum.
 - (c) Issuer has given an undertaking that he debenture trust deed shall be executed before the filing of listing application.

PLACE:

DATE:

DEBENTURE TRUSTEE TO THE ISSUE WITH HIS RUBBER STAMP