

REVIEW OF REGULATORY COMPLIANCE, PERIODIC REPORTING AND CONTENTS OF TRUST DEED

CIRCULAR NO. MIRSD/25/2011, DATED 19-12-2011

A. Regulatory Compliance

1. Debenture Trustees (DTs) are required to furnish quarterly report in electronic form in the prescribed format in terms of SEBI Circulars No. 1(98-99) dated September 01, 1998, DT Circular No. 2(1999-2000) dated April 19, 1999, MIRSD/DPS-2/DT/Cir-2/2004 dated March 09, 2004 and Cir No. MIRSD/DPS-2/DT/Cir-14/2008 dated May 06, 2008.
2. In order to strengthen the monitoring mechanism through periodic reporting, it has been decided to review the reporting format. The revised format as given in the Annexure includes the status of regulatory compliance and investor grievances redressal.
3. The board of directors of DT shall, henceforth, review the report and record its observations on (i) the deficiencies and non-compliances, and (ii) corrective measures initiated to avoid such instances in future.
4. Accordingly, in supercession of the circulars mentioned in Para 1, with effect from half year ending March 2012, the Compliance Officer of the DT shall send the report in the revised format to SEBI at dt@sebi.gov.in on half yearly basis within three months of the expiry of the half year.
5. Further, according to Circular no. MIRSD/DT/10/2011 dated June 20, 2011, DTs are required to report the changes in their status or constitution. The same information has now been incorporated in the revised format.

B. Contents of Trust Deed

6. SEBI (Debenture Trustee) Regulations, 1993, allow DTs to incorporate additional clauses in the trust deed provided that these clauses do not dilute or contravene the provisions of the clauses specified in the Schedule-IV of the said Regulations. However, it has been observed during inspections that certain clauses are included in the trust deed that limit or extinguish the obligations of DTs in relation to any rights or interests of investors or are in conflict with the provisions of the Regulations. It may be noted that such clauses in the existing or new trust deeds shall not be applicable and shall stand null and void.

This circular is issued in exercise of powers conferred under Section 11(1) of the Securities and Exchange Board of India Act, 1992, to protect the interests of investors in securities and to promote the development of, and to regulate the securities market.

The circular is available on SEBI website (www.sebi.gov.in) under the categories "Legal Framework" and "Circulars".

Annexure

REPORT OF DEBENTURE TRUSTEES FOR THE HALF YEAR ENDED MARCH/SEPTEMBER 20..

NAME:

REGISTRATION NO.

DATE OF REGISTRATION (in dd/mm/yy)

SECTION I: ACTIVITIES

A Details of Debenture Issues (Public (P) / Rights (R)/ Privately Placed Listed (PPL) / Privately Placed Unlisted (PPUL)

Type	No. of debenture issues accepted during the half year ended March/Sep 20..			Cumulative No. of debenture issues handled up to the half year ended March/ Sep. 20..	Size (in Rs. crores) of debenture issues accepted during the half year ended March/Sep 20..			Cumulative Size (in Rs. crores) of debenture issues handled up to the half year ended March/Sep. 20..
	Secured	Unsecured	Total		Secured	Unsecured	Total	
Public								
Rights								
Privately Placed Listed								
Privately Placed Unlisted								
Total								

B Activities other than debenture trusteeship

Activity Type	Description of the activity	Number of clients

Name of Compliance Officer

Email ID

(Name of the DT)

Section II - REDRESSAL OF INVESTOR GRIEVANCES

For the Half Year ended Mar./Sep. 20...

A Status of Investor Grievances

Name of the issuer (tranche wise)	Pending complaints at the end of the previous half year	No. of complaints received during the half year	No. of complaints resolved during the half year	No. of complaints pending at the end of half year

B Details of the complaints pending for more than 30 days

Name of the Issuer	No. of complaints pending for more than 30 days	Nature of the Complaint(s)			Steps taken for redressal	Status of the complaint (if redressed, date of redressal)
		Delay in payment of interest	Delay in payment of redemption	Any other		

Name of Compliance Officer

Email ID**Section III - DEFAULT DETAILS**

(Name of the DT)

Information regarding default by the Issuer Companies in Public (P) / Rights (R) / Privately Placed Listed (PPL) Issues of Debentures up to the half year ended March/September 20..

Name of the Issuer	Secured / Unsecured	Type (P/R/PPL)	Issue Size (in Rs. crores)	Type of Default*	Details of action taken

*Type of Default 1. Non-payment of interest;

2. Non-payment of redemption;

3. Delay in payment of interest/redemption;

4. Any other (like non-creation of security)

Name of Compliance Officer**Email ID****SECTION - IV - COMPLIANCE**

(Name of the DT)

COMPLIANCE CERTIFICATE FOR THE HALF YEAR ENDED SEPTEMBER / MARCH 20..**A No conflict of interests with other activities**

The activities other than debenture trusteeship performed by DT are not in conflict with DT activities and appropriate systems and policies have been put in place to protect the interests of debenture holders.

B Change in status or constitution

Reporting of 'changes in status or constitution' of DT (In terms of SEBI Circular No. CIR/MIRSD/10/2011 dated June 20, 2011)

C Other Information

- (i) Details of arrest / conviction of key officials of DT
- (ii) Details of prosecution cases or criminal complaints filed by investors against the DT
- (iii) Details of any fraudulent activity by the employees associated with DT activities and action taken by the DT
- (iv) Details of conviction of any offence involving moral turpitude or any economic offence by employees of DT
- (v) Action taken by the DT on the above issues

D Compliance with registration requirements

Certified that the requirements specified for SEBI registration as DT are fulfilled, the details are as under;

- (i) Net worth (audited) as defined in the Regulations as on FY ended(as per the latest audited financials)
- (ii) Any change in infrastructure since the last report / registration/ renewal
- (iii) Changes in Key personnel during the half year ended.....)

Name(s) of the key personnel	Appointment / Cessation	Date of appointment / cessation	Qualification	Experience	Functional areas of work

E Details of deficiencies and non-compliances

F Details of the review of the report by the Board of Directors

Date of Board Review (dd/mm/yyyy)

Observation of the BoD on

- (i) the deficiencies and non-compliances
- (ii) corrective measures initiated

Certified that we have complied with SEBI (Debenture Trustee) Regulations, 1993, applicable provisions of SEBI (Issue and Listing of Debt Securities) Regulations, 2008, Circulars issued by SEBI and any other laws applicable from time to time except the deficiencies and non-compliances those specifically reported at Section IV (E) above:

Name of Compliance Officer

Email ID