

SCHEDULE 3

Part I: Certificate and agreement of persons acquiring GDRs Upon Deposit of Shares pursuant to Condition 1 and Clause 3.2 of the Deposit Agreement

[Date]

Citibank, N.A., as Depositary
111 Wall Street,
5th Floor
New York,
New York 10043

Dear Sirs,

Kesoram Industries Limited

Reference is hereby made to the Deposit Agreement, dated 9 August, 1996 (the *Deposit Agreement*), between Kesoram Industries Limited and Citibank, N.A., as Depositary with respect to Global Depositary Receipts (*GDRs*) issued thereunder. Capitalised terms used but not defined herein shall have the meanings given them in the Deposit Agreement.

1. This certification and agreement is furnished in connection with the deposit of Shares and issuance of Global Depositary Receipts pursuant to Condition 1 and Clause 3.2 of the Deposit Agreement.

2. We acknowledge (or if we are acting for the account of another person, such person has confirmed to us that it acknowledges) that Shares represented thereby have not been and will not be registered under the Securities Act of 1933 as amended (the *Act*).

3. We certify that either:

(a) We are a qualified institutional buyer (as defined in Rule 144A under the Act) and, at the time of issue of the GDRs referred to above, we (or one or more qualified institutional buyers for whose account we are acting) will be the beneficial owner of the GDRs at the time of issue.

OR

(b) We are a broker-dealer acting for the account of our customer; our customer has confirmed to us that it is a qualified institutional buyer and either (i) at the time of issue of the GDRs referred to above, it will be the beneficial owner of the GDRs, or (ii) it is acting for the account of a qualified institutional buyer that, at the time of issue of the GDRs referred to above, will be the beneficial owner of the GDRs.

OR

- (c) At the time of issuance of the GDRs referred to above, we will be the beneficial owner of the GDRs; and we are located outside the United States (within the meaning of Regulation S under the Act) and acquired, or have agreed to acquire and will have acquired, the Shares to be deposited outside the United States (within the meaning of Regulation S).

OR

- (d) We are a broker-dealer acting for the account of our customer; our customer has confirmed to us that either (i) at the time of issue of the GDRs referred to above, it will be the beneficial owner of the GDRs; and it is located outside the United States (within the meaning of Regulation S under the Act) and acquired, or has agreed to acquire and will have acquired, the Shares to be deposited outside the United States (within the meaning of Regulation S); or (ii) it is located outside the United States (within the meaning of Regulation S) and is acting for the account of a person located outside the United States (within the meaning of Regulation S) who acquired, or has agreed to acquire and will have acquired, the Shares to be deposited outside the United States (within the meaning of Regulation S) and who, at the time of issue of the GDRs referred to above, will be the beneficial owner of the GDRs.

4. As the beneficial owner of the GDRs, we agree (or if we are acting for the account of another person, such person has confirmed to us that, as the beneficial owner of the GDRs, it agrees) that we (or it) will not offer, sell, pledge or otherwise transfer the GDRs or the Shares except (a) to a person whom we reasonably believe (or it and anyone acting on its behalf reasonably believes) is a qualified institutional buyer within the meaning of Rule 144A under the Act in a transaction meeting the requirements of Rule 144A, (b) in accordance with Regulation S under the Act, or (c) in accordance with Rule 144 under the Act (if available), in each case in accordance with any applicable securities laws of any state of the United States.

5. We certify that either:

- (a) we are the beneficial owner of the Shares being deposited herewith. We are acquiring the GDRs. We are not located in India, are not a residents of India and are not acquiring the GDRs for, or for the account or benefit of, such a person;

OR

- (b) we are a broker-dealer acting as agent on behalf of our customer; such customer has confirmed to us in writing that it is the beneficial owner of

the Shares being deposited herewith and that it either (i) is acquiring the GDRs for its own account, is not located in India, is not a resident of India and is not acquiring the GDRs for, or for the account or benefit of, such persons or (ii) is acting for the account of a person or entity that will acquire the GDRs for its own account and such a person or entity is not located in India, is not a resident of India and is not acquiring the GDRs for, or for the account or benefit of, such a person.

Very truly yours,

[NAME OF CERTIFYING ENTITY]

[By:

Title: