

SECTION-III: COMPLIANCE

COMPLIANCE CERTIFICATE FOR THE HALF YEAR ENDED SEPTEMBER, 2023

A. No conflict of interests with other activities

The activities other than Debenture Trusteeship (DT) performed by DT are not in conflict with DT activities and appropriate systems and policies have been put in place the interest of debenture holders.

A. 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)

(i) Amalgamation, demerger, consolidation or any other kind of corporate restructuring falling within the scope of section of the Companies Act. (1 of 1956) or the corresponding provision of any other law for the time being in force.

NIL

(ii) Change in Director, including Managing Director/Whole Time Director of the Bank.

CHANGES IN DIRECTORS

S. No.	Name of Directors	Position Held	Reason for change	Date of change
1.	Shri Anil Kumar Misra	RBI Nominee Director	Completion of Tenure	14.07.2023
2.	Smt. Uma Sankar	RBI Nominee Director	Appointment by Government of India	14.07.2023
3.	Shri Vijay Dube	Executive Director	Completion of Tenure	31.08.2023

(iii) Change in Shareholding not resulting in change in control

Category of Shareholders	31.03.2023		30.09.2023	
	No. of shares held	% of shares held	No. of shares held	% of shares held
GOI (Promoter)	8054125685	73.15	8054125685	73.15
Public	2956889873	26.85	2956889873	26.85
Total	11011015558	100	11011015558	100

C. Other Information

(i) Details of arrest / conviction of key officials of Debenture Trustee. **NIL**

(ii) Details of prosecution cases or criminal complaints filed by investors against the Debenture Trustee. **NIL**

- (iii) Details of any fraudulent activity by the employees associated with Debenture Trustee activities and action taken by the Debenture Trustee. **NIL**
- (iv) Details of conviction of any offence involving moral turpitude or any economic offence by employee of Debenture Trustee **NIL**
- (v) Action taken by the Debenture Trustee on the above issues. **NA**

D. Compliance with registration requirements

Certified that the requirements specified for SEBI registration as Debenture Trustee are fulfilled, the details are as under:

- i) Net worth (audited) as defined in the Regulations as on FY ended 30.09.2023 (as per the latest audited financials) as under:

Total Net worth of the Bank as on 30.09.2023: Rs. 93,879.03 Crores
Tangible Networkth (excl. intangible assets): Rs. 69,721.67 Crores

- ii) Any change in infrastructure since the last report/ registration/ renewal : **NIL**
- iii) Changes in key personnel during the half year ended September, 2023 (Business Acquisition & Relationship Management Division) :

S.No.	Name(s) of the key personnel	Appointment/ Cessation	Date of appointment/ Cessation	Experience	Functional areas of work
There is no change					

E. Details of deficiencies and non compliances NIL

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

Date of Board Review (dd/mm/yyyy): 29.11.2023

Observation of the Board of Directors on

- i. Deficiencies and non-compliances : **NA**
ii. Correct measures initiated: **NA**

Board has considered the agenda and noted the content.

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 III (E) above:

Name of the Compliance Officer: **(Pawan Gupta)**
Asst. General Manager
E Mail ID : mbd@pnb.co.in