

PNB INVESTMENT SERVICES LIMITED

ANNEXURE

REPORT OF DEBENTURE TRUSTEES FOR THE HALF YEAR ENDED 30 SEPTEMBER, 2012

REPORT OF DEBENTURE TRUSTEES FOR THE HALF YEAR ENDED 30 SEPTEMBER, 2012

| | | |
|----------------------|---------------------------------|--|
| NAME | PNB INVESTMENT SERVICES LIMITED | |
| REGISTRATION NO | IND000000510 | |
| DATE OF REGISTRATION | FEBRUARY 22,2010 | |

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 30 September,2012 | | | Cumulative No. of debenture issues handled up to the half year ended 30 September,2012 | Size (in Rs. crores) of debenture issues accepted during the half year ended 30 September, 2012 | | | Cumulative Size (in Rs. crores) of debenture issues handled up to the half year ended 30 September, 2012 |
|---------------------------|---|-----------|----------|--|---|-------------|--------------|---|
| | Secured | Unsecured | Total | | Secured | Unsecured | Total | |
| Public | 0 | 0 | 0 | 1 | 0.00 | 0.00 | 0.00 | 95.64 |
| Rights | 0 | 0 | 0 | 0 | 0.00 | 0.00 | 0.00 | 0 |
| Privately Placed Listed | 1 | 0 | 1 | 26 | 30.55 | 0.00 | 30.55 | 43467.82 |
| Privately Placed Unlisted | 0 | 0 | 0 | 0 | 0.00 | 0.00 | 0.00 | 0 |
| Total | 1 | 0 | 1 | 27 | 30.55 | 0.00 | 30.55 | 43563.46 |



Name of Compliance Officer In Charge – V.Sridhar
 Email Id trustee@pnbisl.com

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B. Activities other than debenture trusteeship

| ACTIVITY TYPE | DESCRIPTION OF THE ACTIVITY | NUMBER OF CLIENTS |
|--|---|-------------------|
| Security Trustee | <p>Our product portfolio under this activity includes :-</p> <ul style="list-style-type: none"> • Creation of Security Interest/Registered Mortgage/Equitable Mortgage. • Safe Custody of Security and Financing Documents. • Filing of Charge(s) with ROC in respect of Creation and Modification of Charge(s). | 22 |
| Corporate Debt Restructuring | <p>Our product portfolio under this activity includes :-</p> <ul style="list-style-type: none"> • Preparation Flash Report • Preparation of Techno Economic Viability Study • Preparation of CDR Package • Preparation of Final Report for CDR EG Approval • Preparation of Letter of Approval | 12 |
| Debt Syndication and Project Appraisal | <p>Our product portfolio under this activity includes :-</p> <ul style="list-style-type: none"> • Project appraisal and preparation of information memorandum • Structured finance Syndication • Infrastructure Project Advisory • Securitization • Debt & Equity Syndication | 46 |
| Merchant Banking | <p>Our product portfolio under this activity includes :-</p> <ul style="list-style-type: none"> • Managing Initial Public Offerings and Follow-on Public offerings and Offers-for-Sale. • Managing Rights Offering, be it the traditional or the structured formats. • Qualified Institutional Placements. • Open offers, Buyback and Delisting of securities. <p>*SEBI has passed Ad-interim ex-parte order dated December 28, 2011 and confirmed the same vide interim order dated September 07, 2012 passed in the matter of IPO of Taksheel Solutions Ltd by hon'ble Whole time member of SEBI, where in PNBISL was prohibited from taking up any fresh Assignment or involvement in any new issue of capital including IPO; follow on issue etc., till further directions. Hence, in accordance to the said orders of SEBI, no fresh assignment coming under the purview of SEBI is being taken up at PNBISL.</p> | 4 |



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Section II - REDRESSAL OF INVESTOR GRIEVANCES

For the Half Year ended 30 SEPTEMBER 2012

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 |
|-----------------------------------|---|---|---|--|
| POWER FINANCE CORPORATION | NIL | NIL | NIL | NIL |
| HUDCO | NIL | NIL | NIL | NIL |

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 | | |
| POWER FINANCE CORPORATION | NIL | NIL | NIL | NIL | NIL | NIL |
| HUDCO | NIL | NIL | NIL | NIL | NIL | NIL |



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Section III - DEFAULT DETAILS

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 September 2011 :-

| Name of the Issuer | Secured / Unsecured | Type (P/R/PPL) | Issue Size (in Rs. crores) | Type of Default* | Details of action taken |
|--|---------------------|----------------|-------------------------------|------------------|-------------------------|
| NOT APPLICABLE - NONE OF ISSUER COMPANIES HAVE COMMITTED DEFAULT OF ANY TYPE | | | | | |

*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)



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SECTION - IV - COMPLIANCE

COMPLIANCE CERTIFICATE FOR THE HALF YEAR ENDED 30 SEPTEMBER 2012

| | | |
|----------|---|--|
| 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. | |

We confirm that 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) | NIL |
| C | Other Information | |
| | i. Details of arrest / conviction of key officials of DT | NIL |
| | ii. Details of prosecution cases or criminal complaints filed by investors against the DT | NIL |
| | iii. Details of any fraudulent activity by the employees associated with DT activities and action taken by the DT | NIL |
| | iv. Details of conviction of any offence involving moral turpitude or any economic offence by employees of DT | NIL |
| | v. Action taken by the DT on the above issues | NIL |
| 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) | Rs. 28.34 Crores |
| ii. | Any change in infrastructure since the last report / registration/ renewal | NIL |



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Changes in Key personnel during the half year ended

| Name(s) of the key personnel | Appointment / Cessation | Date of appointment | Qualification | Experience | Functional areas of work |
|------------------------------|---|--------------------------------|----------------------------------|--------------------|--------------------------------|
| Mr. Ranjan Dhawan | Resigned as Director of the Company on 25.10.2012 | 2 nd February, 2009 | MBA, ACMAT(UK), CA, (US) | More than 25 Years | Banking and Financial Services |
| Mr. J. K Agarwal | Ceased as The Chief Operating officer | 31 st October, 2012 | BSc, MA, CAIIB | 35 Years | Banking and Financial Services |
| Mr. K K Khurana | Appointed/taken charge as The Chief Operating officer | 1 st November, 2012 | BSc, CAIIB, LLB, AICWA, CFA, ACS | 34 Years | Banking and Financial Services |

| | | |
|-----------|--|---|
| E | DETAILS OF DEFICIENCIES AND NON COMPLIANCES | During the Half Year Ended September, 2012, no deficiency or non compliance was pointed by any regulatory Authority/ any other body in the activity of the Debenture Trustee Business. |
| F | DETAILS OF THE REVIEW OF THE REPORT BY THE BOARD OF DIRECTORS | |
| | DATE OF REVIEW OF THE BOARD | 18-12-2012 |
| I | OBSERVATION OF THE BOD | As no deficiency/non compliance have been pointed out by any regulatory authority/any other body, hence the Board has nothing to comment in this matter. |
| II | CORRECTIVE MEASURES INITIATED | In view of the strenuous responsibility and accountability attached with the assignment, the Board desired that PNBISL should further strengthen its internal control procedures to obviate any chance of deficiency or non compliance in future. |

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.



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