



#### **ANNEXURE**

Reference no: TRY/Q4/BoB Bonds/23-24

Date: 13-05-2024

To, Mr. S K Naik Centbank Financial Services Ltd. Central Bank of India MMO bldg, 3rd Floor (East Wing) 55 MG Raod, Fort Mumbai 400001..

Dear Sir,

# Sub: Quarterly Compliance Report for the Quarter ended March 31, 2024

In compliance with the Securities and Exchange Board of India (SEBI) (Debenture Trustee) Regulations, 1993, the SEBI (Listing Obligations and Disclosure Requirements), Regulation, 2015, Companies Act, 2013 and and SEBI Master Circular under no. SEBI/HO/DDHS-PoD1/CIR/2023/109 dated March 31, 2023 (updated as on July 06, 2023) and other applicable laws as amended from time to time and acts, rules, regulations, circulars, guidelines framed and issued thereunder, we furnish the required information for your needful.







# 1 REGULATORY REQUIREMENT:

[To be provided by Management/KMP/Compliance Officer]

-				registered in the	Registe	r of Debenti	Benj alrea are sent.
Holders	in th	ne following	format:				
			ISSUE-WISE P.	ARTICULARS			
ISIN		Issue size	Name(s) of Debenture Holder		ontact No.	Email Id	
			- 1				
Any Mo	dific	ation In Exi	sting Outstand	ing ISINs:			NA
Any Mo	dific	ation In Exi	isting Outstand				NA NA
Any Mo  Existin ISIN N	ng	Revised ISIN No.			100000000000000000000000000000000000000	sh copy of from DP	<u>NA</u>







# c Investor Grievances Details:-

Nil Compla ints

Details of complaints/grievances in the following format. In case no complaints have been received, a confirmation thereof.

Issue	Nos. of	Nos. of	Resolved/	Nos. of	Reason (if
size	Complaints/	Complaints/	Unresolved	Complaints	pending
	Grievances	Grievances		/	beyond
	pending for	Received		Grievances	30days of
	the previous	during		pending for	receipt of
	quarter	current	93	the current	grievance)
		quarter		quarter	

# d Payment Of Interest / Principal:

A Certificate cum Confirmation duly signed by a key managerial personnel viz., Managing Director/ Whole Time Director/CEO/ CS/CFO of the Company to the effect that:-

	INTEREST/PRINCIPAL (ISIN WISE list of due dates paid during the quarter							r)			
	ISIN	Issue	Due date of	Paid/unp	aid		Next	due	date	for	Reasons
		Size	redemption	(actual	date	2			nent		
			and/or	payment,	if	paid,	Inter	est /	princi	pal	(if any)
			interest	reasons if r	not pa	uid)					
	INE077A08064	780cr	26.02.2024	Paid on 26	6.02.2	2024 🔞	Matu	ired			NA
e	Credit Rating:-										Details
	Details of revision	ns in the	credit rating (i	if any);							attache
							d as per				
	Name(s) o	f Imme	ediate Prev	vious Revi	ised (	Credit	Ratin	g &			Annexu
							re I				







f.	Creation	on of DR	R Details as	per teri	ns of Issu	<u>e:-</u>			NA
	ISIN	Issue	Maintena of Deben Redempti Reserve (Applicab Not Applicabl	ture recon be [Ir	RR quired to Created a Crs.]	DRR Created upto March 31, 2024 Rs. (In Cr.) (if any changes)	Funds inv for deben maturing de the year		
g	Creatio	on of Rec	overy Expe	nse Fund	d (REF) as	per SEBI regul	ations:-		Details attache
	ISIN	Issue si	of RE	enance F, REF ed to be d [in	REF created upto March 31, 2024	REF maintained In the form of		g the arter	d as per Annexu re II
ı	Transfe	er of uncl	aimed amo	unt to Es	crow Acco	ount in terms of	Reg 61 A(2)		
	ISIN		Amount lying Unclaime d			Date wher amount became due for transfer to escrow Account	to Escrow		
				N	IL				
	OF BAR			3 <sub>10</sub> 10 10		i-			





# 2 <u>DOCUMENTS TO BE SUBMITTED AND THEIR REGULATORY TIMELINES:</u> (mandatory submissions as applicable)

Attached (Yes/No)

				(Yes/No)
a.	i.	Security cover Certificate <sup>1</sup> as per guidelines and the format of <b>Annex-VA</b> of the SEBI Master Circular dated 31.03.23 (updated as on 06.07.23)	Quarterly basis within 75 days of end of each quarter except last quarter when	YES
	ii.	Certificate of Confirmation of compliance with <u>all</u> Covenants from the statutory auditor of the company pursuant to Regulation 56 (1) (d) of SEBI (LODR) 2018 and SEBI Master Circular dated 31.03.23 (updated as on 06.07.23) (Applicable to Secured as well as Unsecured NCDs)	submission is to be made within 90 days	
	iii.	ISIN wise details (Only ISINs pertaining to CentBank Financial Services Ltd) (attached as appendix- A) (Applicable to Secured as well as Unsecured NCDs to be sent in Excel only)		
b.		tement of value of pledged securities* as per the t of Annexure II, if any / applicable (Applicable serly)	Quarterly basis within 75 days from end of each quarter except last quarter when submission is to be made within 90 days	NA
C.	Net w	orth certificate of personal guarantors# [if any]	Half yearly basis within 75 days from end of each half-year.	NA
d.	any of	ement of value of Debt Service Reserve Account or ther form of security* as per the format of Annexure my / applicable ( <i>Applicable Quarterly</i> )	Quarterly basis within 75 days from end of each quarter except last quarter when submission is to be made within 90 days.	NA



<sup>&</sup>lt;sup>1</sup> To be submitted by the DT to SEBI and Stock Exchanges within 75 days from end of each quarter except last quarter when submission is to be made within 90 days as per the SEBI Master Circular, bearing reference number SEBI/HO/DDHS-PoD1/P/CIR/2023/109 dated 31.03.23 (updated as on 06.07.23).

<sup>&</sup>lt;sup>#</sup> To be submitted within 75 days from end of each half-year as per the SEBI Operational Circular, bearing reference number SEBI/HO/DDHS-PoD1/P/CIR/2023/109dated 31.03.23.





e.	Copy of Title Search Reports for movable/immovable assets, as applicable† (Applicable Annually)	Once in three years within 75 days from the end of the financial year	NA
f.	Copy of Valuation Report for movable/immovable assets, as applicable† (Applicable Annually)	Once in three years within 75 days from the end of the financial year	NA
g.	Financials/Value of guarantor prepared on the basis of audited financial statements, etc. of the guarantor (secured by way of corporate guarantee) (Applicable Annually)	Annual basis within 75 days from end of each financial year	NA
h.	one-time certificate from the statutory auditor of the Company with respect to the use of the proceeds raised through the issue of Debentures as and when such proceeds have been completely deployed toward the proposed end-uses as per the format of <b>Annexure IV</b> .  To be provided for all live listed Debenture issue.  In case of deviation/variation, please provide as per 'Appendix A'.	Along with submission of Financial Results  Quarterly basis within 75 days of end of each quarter except last quarter when submission is to be made within 90 days	With referen ce to Regulat ion 52 (7) and 52(7a) it is mentioned that "The listed entity shall submit to the stock exchange(s), along

To be submitted once in three years (from the date of last submitted report) within 75 days from the end of the financial year as per the SEBI Operational Circular, bearing reference number SEBI/HO/DDHS/P/CIR/2023/50 dated 31.03.23.





with the quarter ly financi al results, stateme nt indicati ng the utilisati on of the issue procee ds nonconvert ible securiti es, in such format as may be specifie d by the Board, till such procee ds issue have been fully utilised or the purpos for which

the







			procee ds were raised has been achieve d."
i.	Certified True Copy of quarterly standalone financial results containing line items as required under Regulation 52 (4) of SEBI LODR Regulations. ¥	Quarterly basis within 75 days of end of each quarter except last quarter when submission is to be made within 90 days	Results availab le on banks website
j.	Copy of the un-audited [with limited review report] or audited financial results submitted to stock exchange <sup>¥</sup>	Within 45 days from the end of the quarter	Results availab le on banks website
k.	Periodical reports from lead bank regarding progress of the Project, if applicable	If Applicable, shall be submitted along with this report	NA
1.	Copy of the Insurance Policies duly endorsed in favour of the Debenture Trustee as 'Loss Payee'	If Applicable, shall be submitted along with this report	NA
m.	Details of initiation of forensic audit (by whatever name called) in respect of the Company and copies of the disclosures made by the Company to the Stock Exchange in this regard.	If Applicable, shall be submitted along with this report	NA

Regulation 52(1) of SEBI LODR Regulations – To be submitted within 45 days from the end of the quarter and on the same day the information is submitted to stock exchanges.

Treasury Branch, 4th & 5th Floor, Baroda Sun Tower, C-34, G Block, Bandra Kurla Complex, Mumbai 400 051.

Telephone: 022-67592508 email :- bonds.bo@bankofbaroda.co.in





# 3. MANAGEMENT CONFIRMATIONS:

I.	Management Confirma	tion for Secu	rity and insurance	Ø.	Confirmatio n (Yes/No)
a) b)	Security Documents exernot limited to the purp subsisting and binding  Details of security prov	pose of and a upon the Con	as provided in Lir npany	mitation Act 1963	at NA
b)	Type	Confirmat ion (Yes/No)	Self-owned/ Holding/ Subsidiary/Thir d Party etc.	ISIN for which the security is provided	Type of charge (pari passu/ exclusive/resid ual etc.)
	Receivables/Book debts/Hypothecation				_
	Immovable Property				
	Pledge of Securities	-			
	Personal Guarantee				
	Corporate Guarantee				
	Government Guarantee			NA	
	Other movable assets				
	Intangible Assets				
	DSRA/ ISRA or any other account				
	Any other form of security (please provide description)				
c)	Addition/Revision/ Rel	ease of secur	ity during the qua	rter:	NIL
-)	(If there is no such change				

Treasury Branch, 4th & 5th Floor, Baroda Sun Tower, C-34, G Block, Bandra Kurla Complex, Mumbai 400 051.

<sup>&</sup>lt;sup>©</sup> applicable for secured debentures





d)	The assets of the Company and of the guarantors, if any, which are available by way of security/cash flows/profits are sufficient to discharge the claims of the debenture holders as and when they become due and that such assets are free from any other encumbrances except those which are specifically agreed to by the debenture holders and adequate security cover is maintained.	NA				
e)	Delay or Failure to create security (if any), with detailed reasons for delay or default in security creation and the time lines within which the same shall be created	NA				
f)	All the Insurance policies of the Secured Assets of the captioned debentures obtained are valid, enforceable and cover the risks as required under the Information Memorandum/ Debenture Trust Deed, and are endorsed in favour of Debenture Trustee as 'Loss Payee'. The premium in respect of the following insurance policies have been paid.	NA				
	Issue Size Policy No. Coverage Period & Status of Endorsemen t					
II.	Management Confirmation for statutory items:					
a)						
b)						
c)	There is no major change in composition of its Board of Directors, which may amount to change in control as defined in SEBI (Substantial	Annexure III				





	Acquisition of Shares and Takeovers) Regulations, 2011 (Changes if any to be disclosed along with copies of intimation made to the stock exchanges)	
d)	Any amalgamation, demerger, merger or corporate restructuring or reconstruction scheme proposed by the Company	NIL
e)	Change, if any, in the nature and conduct of the business by the Company	NIL
f)	Outstanding litigations, orders, directions, notices, of court/tribunal affecting, or likely to materially affect the interests of the Debenture Holders or the assets, mortgaged and charged under security creation documents, if any	NO
g)	Proposals, if any placed before the board of directors for seeking alteration in the form or nature or rights or privileges of the Debentures or in the due dates on which interest or redemption are payable, if any	NO
h)	Disclosures, if any made to the stock exchange in terms of Regulation 30 or Regulation 51(2) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 which may have a bearing on the Debentures or on the payment of interest or redemption of the Debentures	Disclosures of SEBI LODR are being made regularly as and when required. The same are also displayed on the website of the Bank. The disclosure under Regulation 30 and 51(2) are
		similar in nature.
i)	There are no events or information or happenings which may have a bearing on the performance/operation of the Company, or there is no price sensitive information or any action as per SEBI (LODR) Regulations, 2015 that may affect the payment of interest or redemption of the Debentures	YES
j)	Confirmation that the unclaimed/ unpaid amounts of monies due on debentures and redemption of debentures are transferred to Investor Education and Protection Fund (IEPF)	NA
	Management Confirmation for other items:	100 N





a)	<ul> <li>i. Generation of Annexure A and Annexure B for all the existing outstanding ISINs by the issuer company on DLT platform (Applicable only for secured NCDs)</li> <li>ii. Uploading of interest payment and principal repayment [cash flow event] (on retrospective basis from the year 2017) as per the SEBI</li> </ul>	NA  It is yet to be
	Master Circular for Debenture Trustees No. SEBI/HO/DDHS-PoD1/P/CIR/2023/109 dated March 31, 2023 (updated as on July 06, 2023)  (Applicable for both secured and unsecured NCDs)	complied and under process.
	iii. <u>Uploading of covenants as per the outstanding Trust deeds</u> on the DLT platform as per the SEBI Master Circular for Debenture Trustees No. SEBI/HO/DDHS-PoD1/P/CIR/2023/109 dated March 31, 2023 (updated as on July 06, 2023) (This module has been recently introduced) (Applicable for both secured and unsecured NCDs)	It is yet to be complied and under process.
	**User Manual is uploaded on the DLT Platform. Issuers are requested to refer to the same.	
b)	Details of any default committed by the Issuer with respect to borrowings obtained from banks / financial institutions pertaining to:payment obligations and/or covenant compliance	NA
c)	Details of Reference to Insolvency or a petition (if any) filed by any creditor or details of Corporate Debt Restructuring (if any)	NA
d)	Details of lenders/creditors joining or entering into Inter Creditor Agreement as per RBI guidelines, including all such information/documents required to be submitted by the Company to the RBI on an annual basis in respect of such Financial Year, as applicable	NA
e)	Details of fraud/defaults by promoter or key managerial personnel or by Issuer Company or arrest of key managerial personnel or promoter	There are no frauds reported.
f)	Details of one time settlement with any bank (if any)	NA
g)	Confirmation that a functional website containing, amongst others as per Regulation 62 of SEBI (LODR) Regulations is maintained by the Company.	YES
h)	Confirmation that the information/documents has been submitted to the debenture holders as per Regulation 58 of SEBI LODR Regulations.	YES
i)	Confirmation that the capital adequacy norms are maintained as per RBI Non-Banking Financial Company - Systemically Important Non-Deposit	NA





	taking Company and Deposit taking Company (Reserve Bank) Directions, 2016	
j)	Confirmation that there has been no change in the bank details of the Company for preauthorizing Debenture Trustee(s) to seek debt redemption payment related information from the Bank <sup>2</sup>	NA
k)	Confirmation that a provision, mandating the issuer to appoint the person nominated by the debenture trustee(s) has been duly mentioned in the <b>Trust deed as well as authorized by the Articles of Association</b> of the Company on or before 30th September 2023.	Undertaking for provision of appointme nt of Nominee Director along with supplementary DTD has been submitted



Treasury Branch, 4th & 5th Floor, Baroda Sun Tower, C-34, G Block, Bandra Kurla Complex, Mumbai 400 051.

Telephone: 022-67592508 email:-bonds.bo@bankofbaroda.co.in

 $<sup>^2</sup>$  Clause 3.2 of SEBI circular SEBI/HO/DDHS/CIR/P/103/2020 dated 23.06.2020.





Appendix A- ISIN wise details

(Only ISINs pertaining to CentBank Financial Services Ltd)

#### 1. For Secured NCDs:

2.

	S.N	ISIN*	Listed/	Fresh	Facility	Type	Sanctioned	Outstanding	Cover	Security
	о.	*	Unliste	issuanc		of	/ Allotted	Amount As	Require	Require
1			d	e/		charge	Amount	on DD-MM-	d	d(Rs.)
				Reissua			(In Rs)	YYYY	(ratio)	
1			"	nce				(Rs.)		
			-			NI	L			

### 3. For Unsecured NCDs:

SI.	ISIN**	Listed	Fresh	Facility	Sanctioned	Outstanding
No		/	issuance/		Amount	Amount As
		Unliste d	Reissuance		(In Crores)	on 31-03-2024 (In Crores)
1	INE077A08064**	Listed	NA	NA	780 Cr	NIL
2	INE077A08098	Listed	NA	NA	400 Cr	400 Cr

<sup>\*\*</sup>Shall include ISINs redeemed during the quarter

P K Agarwal Company Secretary Bank of Baroda







#### Annexure I

Press Release



#### Bank of Baroda September 04, 2023

	Amount (₹ crore)	Rating <sup>1</sup>	Rating Action
Tier II Bonds (Basel III) <sup>&amp;</sup>	2,456.50	CARE AAA; Stable	Reaffirmed
Tier II Bonds (Basel III) <sup>8,</sup>	500.00	CARE AAA; Stable	Reaffirmed
Tier II Bonds (Basel III) <sup>&amp;</sup>	450.00	CARE AAA; Stable	Reaffirmed
Tier II Bonds (Basel III) <sup>&amp;</sup>	780.00	CARE AAA; Stable	Reaffirmed
Tier II Bonds (Basel III) <sup>8</sup>	400.00	CARE AAA; Stable	Reaffirmed
Tier II Bonds (Basel III) <sup>8.</sup>	250.00	CARE AAA; Stable	Reaffirmed
Tier II Bonds (Basel III) <sup>&amp;</sup>	500.00	CARE AAA; Stable	Reaffirmed
Tier II Bonds (Basel III) <sup>&amp;</sup>	2,920.00	CARE AAA; Stable	Reaffirmed
Upper Tier II (Basel II)*	500.00	CARE AAA; Stable	Reaffirmed

Details of instruments in Anneyure-1











#### Annexure-1: Details of instruments

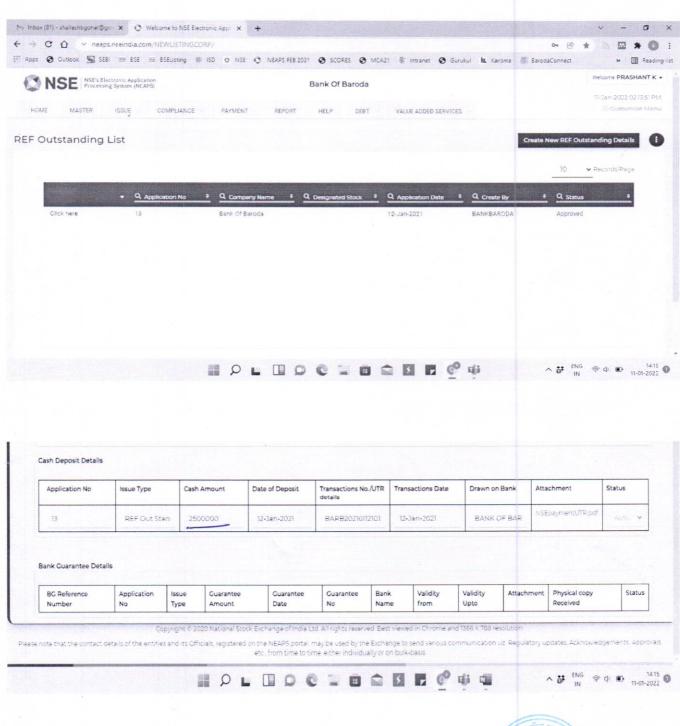
Name of the Instrument	ISIN	Date of Issuance	Coupo n Rate	Maturity Date	Size of the Issue (₹ crore)	Rating Assigned along with Rating Outlook
Basel III Compliant Tier – II Bonds Series XVIII	INE028A08125	07-Dec-18	8.42%	7-Dec-28 (Call Date 7-Dec-23)	971.5	CARE AAA; Stable
Basel III Compliant Tier – II Bonds Series XIX	INE028A08133	20-Dec-18	8,40%	20-Dec-28 (Call Date 20-Dec-23)	240	CARE AAA; Stable
Basel III Compliant Tier – II Bonds Series XX	INE028A08141	10-Jan-19	8.60%	10-Jan-29 (Call date 10-Jan-24)	285	CARE AAA; Stable
Basel III Compliant Tier – II Bonds Series XXI	INE028A08158	14-Feb-19	8.55%	14-Feb-29 (Call date 14-Feb-24)	460	CARE AAA; Stable
Basel III Compliant Tier – II Bonds Series XXII	INE028A08166	11-Sep-19	7.75%	11-Sep-34 (call date 11-Sep-29)	500	CARE AAA; Stable
Tier II Basel III Series IX	INE705A08037	30-Oct-14	9.15%	30-Oct-24	500	CARE AAA; Stable
Tier II Basel III Series XI	INE705A08078	22-Jan-16	8.64%	22-Jan-26	450	CARE AAA; Stable
Bonds-Tier II Bonds (Series XIII)	INE077A08064	26-Feb-14	9.86%	26-Feb-24	780	CARE AAA; Stable
Bonds-Tier II Bonds (Series XIV)	INE077A08098	20-Sep-16	8.76%	20-Sep-26	400	CARE AAA; Stable
Tier II Basel III Series VIII	INE705A08029	23-Dec-13	9.73%	23-Dec-23	250	CARE AAA; Stable
Tier II Basel III Series X	INE705A08052	18-Feb-15	8.62%	18-Feb-25	500	CARE AAA; Stable
Basel III Compliant Tier – II Bonds Series XXIII	INE028A08190	03-Jan-20	7.44%	03-Jan-30 (call date 03-Jan-25)	920	CARE AAA; Stable
Basel III Compliant Tier – II Bonds Series XXIV	INE028A08208	15-Jan-20	7.84%	15-Jan-35 (call date 15-Jan-30)	2,000	CARE AAA; Stable
Upper Tier II (Series XII)	INE028A09123	08-Jul-09	8.54%	08-Jul-24	500	CARE AAA; Stable





#### Annexure II

REF has been carried out by Bank of Baroda with NSE. Screenshot attached below:









#### Annexure III

The changes during quarter ending March 2024 are as follow:

Sr No	Name	Date of Appointment/completion of			
1	Dr. Hasmukh Adhia (Non Executive	Tenure/resignation/Retirement			
1	Chairman)	29-02-2024 (completion of tenure)			
2	Shri Srinivasan Sridhar (Shareholder Director)	21-02-2024(Resignation)			
3	Shri Joydeep Dutta Roy(Executive Director, BOB)	30-01-2024(Appointment as ED of Indian Overseas Bank)			
4	Shri Sanjay Vinayak Mudaliar(Executive Director)	30-01-2024(Appointment as ED of BOB)			

Kindly refer intimation letter filed with stock exchanges.

BCC:ISD:116:16:79 dated 29-02-2024 BCC:ISD:116:16:43 dated 30-01-2024 BCC:ISD:116:16:42 dated 30-01-2024 BCC:ISD:116:16:66 dated 21-02-2024

