

The General Manager,
Compliance Dept.
BSE Limited
P J Towers, Dalal Street,
Mumbai - 400001

Sub: Annual Secretarial Compliance Report as per Regulation 24A (2) of SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015 and subsequent amendments thereof (SEBI LODR Regulations)

Dear Sir/ Madam,

Pursuant to Regulation 24A (2) of SEBI LODR Regulations, we hereby attach the annual secretarial compliance report for the financial year ended March 31, 2024.

We request you to take the document on record.

Yours faithfully,

For **ICICI Home Finance Company Limited**


Priyanka Shetty
Company Secretary



Encl: As Above

ICICI Home Finance Company Limited

Registered Office:
ICICI Bank Towers,
Bandra-Kurla Complex
Mumbai 400 051, India.

Corporate Office:
ICICI HFC Tower,
Andheri Kurla Road, J.B. Nagar,
Andheri (E), Mumbai-400 059.

Tel.: (091-22) 4009 3231
Website : www.icicihfc.com
CIN:- U65922MH1999PLC120106



Secretarial Compliance Report of ICICI Home Finance Company Limited for the year ended
March 31, 2024

To,
ICICI Home Finance Company Limited
ICICI Bank Towers, Bandra-Kurla Complex,
Mumbai - 400051

The provisions of regulation 16 to 27 of Chapter IV of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 have been made applicable to high value debt listed entities on comply or explain basis upto March 31, 2024 and accordingly, We Parikh Parekh & Associates have examined:

- all the documents and records to the extent made available to us and explanations and representations provided by **ICICI Home Finance Company Limited** ("the listed entity"),
- the filings/ submissions made by the listed entity to the stock exchanges,
- Website of the listed entity,
- any other document/ filing, as may be relevant, which has been relied upon to make this certification,

for the year ended March 31, 2024 ("Review Period") in respect of compliance with the provisions of :

- the Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the Regulations, circulars, guidelines issued thereunder; and
- the Securities Contracts (Regulation) Act, 1956 ("SCRA"), rules made thereunder and the Regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India ("SEBI");

The specific Regulations, whose provisions and the circulars/ guidelines issued thereunder, have been examined, include:-

- the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015; ("**Listing Regulations**")
- the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018; (Not Applicable to the Company during the review period);
- the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- the Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018; (Not Applicable to the Company during the review period);
- the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021; (Not Applicable to the Company during the review period);
- the Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021;
- the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;



h) the Securities and Exchange Board of India (Depositories and Participant) Regulations, 2018;

and circulars/guidelines issued thereunder;

and based on the above examination and considering the relaxations granted by the Ministry of Corporate Affairs and Securities and Exchange Board of India,

We hereby report that, during the Review Period:

a) The listed entity has generally complied with the provisions of the above Regulations and circulars/ guidelines issued thereunder, except in respect of matters specified below:-

Sr. No.	Compliance Requirement (Regulation s/ circulars/ guidelines including specific clause)	Regulation/ Circular No.	Deviations	Action Taken by	Type of Action (Advisory/ Clarification/ Fine /Show Cause Notice/ Warning, etc.)	Details of Violation	Fine Amount	Observations/ Remarks of the Practicing Company Secretary	Management Response	Remarks

The explanation regarding Approval of shareholders to the appointment, of an independent director of a listed entity, taken by way of an Ordinary resolution required to be mentioned in in the quarterly compliance report filed under clause (a), sub-regulation (2) of regulation 27 of the Listing Regulations.

b) The listed entity has taken the following actions to comply with the observations made in previous reports:

Sr. No.	Observations/ Remarks of the Practicing Company Secretary in the previous reports	Observations made in the secretarial compliance report for the year ended (the years are to be mentioned)	Compliance Requirement (Regulations/circulars/ guidelines including specific clause)	Details of violation/ deviations and actions taken/ penalty imposed, if any, on the listed entity	Remedial actions, if any, taken by the listed entity	Comments of the PCS on the actions taken by the listed entity
NOT APPLICABLE						



Additional affirmations by Practicing Company Secretaries (PCS) in Annual Secretarial Compliance Report (ASCR):

Sr. No.	Particulars	Compliance status (Yes/No/NA)	Observations /Remarks by PCS*
1.	<p><u>Secretarial Standards:</u></p> <p>The compliances of the listed entity are in accordance with the applicable Secretarial Standards (SS) issued by the Institute of Company Secretaries India (ICSI)</p>	Yes	
2.	<p><u>Adoption and timely updation of the Policies:</u></p> <ul style="list-style-type: none"> • All applicable policies under SEBI Regulations are adopted with the approval of board of directors of the listed entities • All the policies are in conformity with SEBI Regulations and has been reviewed & timely updated as per the regulations/circulars/guidelines issued by SEBI 	Yes	
3.	<p><u>Maintenance and disclosures on Website:</u></p> <ul style="list-style-type: none"> • The Listed entity is maintaining a functional website • Timely dissemination of the documents/ information under a separate section on the website • Web-links provided in annual corporate governance reports under Regulation 27(2) are accurate and specific which re- directs to the relevant document(s)/ section of the website 	Yes	
4.	<p><u>Disqualification of Director:</u></p> <p>None of the Directors of the Company are disqualified under Section 164 of Companies Act, 2013</p>	Yes	
5.	<p><u>Details related to Subsidiaries of listed entities:</u></p> <p>(a) Identification of material subsidiary companies</p> <p>(b) Requirements with respect to disclosure of material as well as other subsidiaries</p>	NA	The Company does not have any subsidiary



6.	<p><u>Preservation of Documents:</u></p> <p>The listed entity is preserving and maintaining records as prescribed under SEBI Regulations and disposal of records as per Policy of Preservation of Documents and Archival policy prescribed under SEBI LODR Regulations, 2015</p>	Yes	
7.	<p><u>Performance Evaluation:</u></p> <p>The listed entity has conducted performance evaluation of the Board, Independent Directors and the Committees at the start of every financial year/ during the financial year as prescribed in SEBI Regulations</p>	Yes	
8.	<p><u>Related Party Transactions:</u></p> <p>(a) The listed entity has obtained prior approval of Audit Committee for all Related party transactions</p> <p>b) In case no prior approval obtained, the listed entity shall provide detailed reasons along with confirmation whether the transactions were subsequently approved/ratified/rejected by the Audit committee</p>	Yes Yes	
9.	<p><u>Disclosure of events or information:</u></p> <p>The listed entity has provided all the required disclosure(s) under Regulation 30 alongwith Schedule III of SEBI LODR Regulations, 2015 within the time limits prescribed thereunder.</p>	Yes	The Company being debt listed entity has complied with Regulation 51 alongwith Part B of Schedule III of SEBI LODR
10.	<p><u>Prohibition of Insider Trading:</u></p> <p>The listed entity is in compliance with Regulation 3(5) & 3(6) of SEBI (Prohibition of Insider Trading) Regulations, 2015</p>	Yes	



11.	<u>Actions taken by SEBI or Stock Exchange(s), if any:</u> No Actions taken against the listed entity/ its promoters/ directors/ subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under SEBI Regulations and circulars/ guidelines issued thereunder	No	1. As regards action taken against the Promoter of the listed entity refer to Annexure I.
12.	<u>Resignation of statutory auditors from the listed entity or its material subsidiaries</u> In case of resignation of statutory auditor from the listed entity or any of its material subsidiaries during the financial year, the listed entity and / or its material subsidiary(ies) has / have complied with paragraph 6.1 and 6.2 of section V-D of chapter V of the Master Circular on compliance with the provisions of the SEBI LODR Regulations, 2015 by listed entities.	NA	There was no resignation of statutory auditors from the Company
13.	<u>No Additional Non-compliances, if any:</u> No additional non-compliance observed for any of the SEBI regulations/ circular/ guidance note etc. except as reported above.	Yes	

*Observations/Remarks by PCS are mandatory if the Compliance status is provided as 'No' or 'NA'

Assumptions & Limitation of scope and Review:

1. Compliance of the applicable laws and ensuring the authenticity of documents and information furnished, are the responsibilities of the management of the listed entity.
2. Our responsibility is to certify based upon our examination of relevant documents and information. This is neither an audit nor an expression of opinion.
3. We have not verified the correctness and appropriateness of financial Records and Books of Accounts of the listed entity.
4. This Report is solely for the intended purpose of compliance in terms of Regulation 24A (2) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and is neither an assurance as to the future viability of the listed entity nor of the efficacy or effectiveness with which the management has conducted the affairs of the listed entity.

Place: Mumbai

Date: 20.04.2024



For Parikh & Associates
Company Secretaries

Signature:

Name of the Practicing Company Secretary: Jigyasa N. Ved

FCS No.: 6488 C P No.: 6018

UDIN: F006488F000194491

PR No.: 1129/2021

ANNEXURE I

Continuation Sheet

Sr. No.	Compliance Requirement (Regulations/ circulars/ guidelines including specific clause)	Regulation/ Circular No.	Deviations	Action Taken by	Type of Action (Advisory / Clarification / Fine / Show Cause Notice / Warning, etc.)	Details of Violation	Fine Amount	Observation s/ Remarks of the Practicing Company Secretary	Management Response	Remarks
					Advisory/Clarification/Fine/Show Cause Notice/Warning etc.					
1	Clause 47 of Section 1 of SEBI Master Circular on Know Your Client (KYC) norms for the securities market SEBI/HO/MI RSD/SEC FATF/P/CIR/2023/169 dated October 12, 2023 and NSDL Circular NSDL/POLICY/2023/0146 dated October 13, 2023.	-	Compliances with respect to Depository participant activities	SEBI	Administrative Warning	In case of online account opening, it was observed that client has given designated bank details as IDFC First Bank, however, in DPM ICICI Bank with account number '000000000000' was captured. As informed by DP, bank account was not updated in their back-office system due to technical glitch.	Nil	-	The Bank vide its letter dated April 6, 2024 to SEBI, has submitted action taken report on the observations made by SEBI. Further, as advised by SEBI, the aforementioned letter of SEBI along with findings of inspection and corrective steps taken by the Bank will be placed before the Board of Directors at its meeting	-
2	Clause B.1.ii of circular no. NSDL/Policy /2014/0092 dated August 25, 2014.	-	Compliances with respect to Depository participant activities	SEBI	Administrative Warning	In one instance of DIS issuance, DP has issued DIS booklet to client on April 17, 2023 but same was not entered in DPM system.	Nil	-	The Bank vide its letter dated April 6, 2024 to SEBI, has submitted action taken report on the observations made by SEBI. Further, as advised by SEBI, the aforementioned letter of SEBI along with findings of inspection and corrective steps taken by the Bank will be placed before the Board of Directors at its meeting	-

