

SEC/273/2025-26

May 29, 2025

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, 2025.

We request you to take the document on record.

Yours faithfully,

**For ICICI Home Finance Company Limited**

**Priyanka Shetty**  
**Company Secretary**

Encl: As Above



**Secretarial Compliance Report of ICICI Home Finance Company Limited for the year ended  
March 31, 2025**

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, 2025 and accordingly, We Parikh & Associates have examined:

- a) 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" / "Company"),
- b) the filings/ submissions made by the listed entity to the stock exchanges,
- c) Website of the listed entity,
- d) any other document/ filing, as may be relevant, which has been relied upon to make this certification,

for the year ended March 31, 2025 ("Review Period") in respect of compliance with the provisions of :

- a) the Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the Regulations, circulars, guidelines issued thereunder; and
- b) 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 (including amendments, modifications from time to time), whose provisions and the circulars/ guidelines issued thereunder, have been examined, include:-

- a) The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and amendments from time to time;
- b) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 and amendments from time to time; (Not applicable to the company during the review period)
- c) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011; (Not applicable to the company during the review period)



- d) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018; (Not applicable to the company during the review period)
- e) 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)
- f) The Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021;
- g) 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 (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	Observations/ Remarks of the Practicing Company Secretary	Management Response	Remarks
NIL										

- 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						



(c) we hereby report that, during the review period the compliance status of the listed entity with the following requirements:

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"> <li>• All applicable policies under SEBI Regulations are adopted with the approval of board of directors of the listed entities.</li> <li>• All the policies are in conformity with SEBI Regulations and has been reviewed &amp; timely updated as per the regulations/ circulars/ guidelines issued by SEBI</li> </ul>	Yes	
3.	<p><u>Maintenance and disclosures on Website:</u></p> <ul style="list-style-type: none"> <li>• The Listed entity is maintaining a functional website</li> <li>• Timely dissemination of the documents/ information under a separate section on the website</li> <li>• 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</li> </ul>	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.	<u>Preservation of Documents:</u> 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	Yes	
7.	<u>Performance Evaluation:</u> 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	Yes	
8.	<u>Related Party Transactions:</u> (a) The listed entity has obtained prior approval of Audit Committee for all Related party transactions 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	Yes	
9.	<u>Disclosure of events or information:</u> 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	Yes	The Company being debt listed entity has complied with Regulation 51 alongwith Part B of Schedule III of SEBI LODR
10.	<u>Prohibition of Insider Trading:</u> The listed entity is in compliance with Regulation 3(5) & 3(6) of SEBI (Prohibition of Insider Trading) Regulations, 2015	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	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.
5. It is the responsibility of the Company's management to maintain records and establish appropriate systems for ensuring compliance with applicable SEBI Regulations, circulars, and guidelines issued from time to time and to ensure the adequacy and operational effectiveness of such systems.
6. The audit was conducted in accordance with the Guidance Note on Annual Secretarial Compliance Report issued by the Institute of Company Secretaries of India (ICSI), involving such examinations and verifications as deemed necessary and adequate for the purpose.

Place: Mumbai

Date: 12.04.2025



For Parikh & Associates

Signature:

Name of the Practicing Company Secretary: Jigyasa N. Ved

FCS No.: 6488

C P No.: 6018

UDIN: F006488G000092970

PR No.: 6556/2025

ANNEXURE I

Sr. No.	Compliance Requirement (Regulations /Circulars /Guidelines including specific clause)	Regulation /Circular No.	Deviations	Action Taken by	Type of Action	Details of Violation	Fine Amount	Observations /Remarks of the Practicing Bank Secretary	Management Response	Remarks
					Advisory/ Clarification/ Fine/Show Cause Notice/ Warning etc.					
1.	Securities and Exchange Board of India (Merchant Bankers) Regulations, 1992	-	Delay in updation on the SEBI intermediary (SI) portal of Merchant Banker	SEBI	Advisory Letter	SEBI observed delay in updation on SI portal of Merchant Banker, regarding appointment of Director. SEBI has advised the Bank to be careful in future and improve compliance standards to avoid recurrence of such instances	Nil	The Bank has taken adequate steps to strengthen the non-recurrence of such instance.	The process has been strengthened to prevent the recurrence of such instance. There is no further actionable and the observation stands closed.	-
2.	Securities and Exchange Board of India (Custodian) Regulations, 1996	-	Delay in filing of periodic reports on SI portal	SEBI	Advisory Letter	SEBI observed delay of one day in filing the quarterly reports in three instances and has inter-alia advised the Bank to adhere to the timelines for regulatory reporting.	Nil	The Bank has taken adequate steps to strengthen the non-recurrence of such instance.	The processes have since been strengthened to prevent recurrence of such instances. There is no further actionable and the observation stands closed.	-



3.	SEBI (Foreign Portfolio Investors) Regulations, 2019	-	Observations by SEBI during inspection of Designated Depository Participant (DDP) activities of the Bank	SEBI	Administrative Warning cum Advisory Letter	<p>(a) Delay in intimating the details of invalid FPIs to Depository</p> <p>(b) Failure to identify incomplete granular disclosures made by three FPIs; and</p> <p>(c) Omitted to include one FPI under Adhoc Report for FPI exemption</p>	Nil	-	The Bank has, vide its letter dated March 13, 2025, filed the action taken report with SEBI. Further, as advised by SEBI, the findings of inspection, reply thereto, warning letter and the action taken report were placed before the Board of Directors at its meeting held on April 19, 2025. The Board noted the steps taken by the Bank and advised to ensure compliance of the instructions issued by SEBI.	-
4.	Securities and Exchange Board of India (Custodian) Regulations, 1996	-	Observations by SEBI during inspection of Custodian activities of the Bank	SEBI	Administrative Warning cum Advisory Letter	<p>(a) Failure to obtain instructions for settlement of equity trades from institutional clients through STP modes in certain cases</p> <p>(b) Delay in distribution of dividends and interests</p>	Nil	-	The Bank has, vide its letter dated April 4, 2025, filed the action taken report with SEBI. Further, as advised by SEBI, the findings of inspection, reply thereto, warning letter and the action taken report were placed before the Board of	-



						collected on behalf of clients in certain cases			Directors at its meeting held on April 19, 2025. The Board noted the steps taken by the Bank and advised to ensure compliance of the instructions issued by SEBI.
						(c) Delay in blocking the accounts of twelve FPIs whose Legal Entity Identifier had expired			
						(d) Debt investment limit breach details of four FPIs were not reported to SEBI			
5.	-		-	SEBI	Administrative warning	SEBI issued Administrative Warning Letter dated June 6, 2024 with respect to outreach programme undertaken by the Bank regarding the Scheme of Arrangement for delisting of the equity shares of ICICI Securities Limited.	Nil	The Bank has taken adequate steps to ensure compliance of the instructions issued by SEBI.	In terms of the directions of Administrative Warning Letter, Bank filed a disclosure with the stock exchanges on June 6, 2024 and the letter was also placed before the Board of Directors of the Bank at its meeting held on June 29, 2024 along with action taken by the Bank in respect to the complaints received from



									shareholders. Thereafter, the Bank also submitted relevant extract of the Board discussion to SEBI. As there are no further updates from SEBI, the same stands closed.	
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