

SEC/80/2023-24

May 29, 2023

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, 2023.

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**  
**CIN: U65922MH1999PLC120106**

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

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

Website: [www.icicihfc.com](http://www.icicihfc.com); Email: [secretarial@icicihfc.com](mailto:secretarial@icicihfc.com)

Toll free number for new customers: 1800 267 4455; Toll free number for existing customers: 1860 120 7777

# MAKARAND M. JOSHI & CO.

## Company Secretaries

Ecstasy, 803/804, 8th Floor, City of Joy, J.S.D Road, Mulund (W), Mumbai- 400080 (T) 022-21678100

### Secretarial Compliance Report of ICICI Home Finance Company Limited For the year ended March 31, 2023

To  
The Board of Directors,  
**ICICI Home Finance Company Limited,**  
ICICI Bank Towers, Bandra-Kurla Complex,  
Mumbai - 400051

We, M/s. Makarand M. Joshi & Co., Practicing Company Secretaries, have examined:

- (a) all the documents and records made available to us and explanation provided by **ICICI Home Finance Company Limited** ('the listed entity'),
- (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 on March 31, 2023 ('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, whose provisions and the circulars/guidelines issued thereunder, have been examined, include:

- a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015; (hereinafter referred as "**Listing Regulations**"); to the extent applicable to the listed entity;

**Further, the listed entity being High Value Debt Listed Entity, it is complying with the provisions of Listing Regulations on Comply and Explain basis.**



- b) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011; **(Not Applicable to the listed entity during the Review Period)**
- c) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015, to the extent applicable;
- d) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018; **(Not Applicable to the listed entity during the Review Period)**
- e) Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021; **(Not Applicable to the listed entity during the Review Period)**
- f) Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021;
- g) Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018; **(Not Applicable to the listed entity during the Review Period)**
- h) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act, 2013 and dealing with client;
- i) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018; **(Not Applicable to the listed entity during the Review Period)** and
- j) SEBI circular No. CIR/CFD/CMD1/114/2019 dated October 18, 2019 in respect of Resignation of statutory auditors from listed entities and their material subsidiaries.

and circulars/guidelines issued thereunder and based on the above examination, we hereby report that, during the Review Period the compliance status of the listed entity is appended as below:

| Sr. No | Particulars   | Compliance Status (Yes/No/NA) | Observations / Remarks by PCS* |
|--------|---|-------------------------------|--------------------------------|
| 1      | <p><b><u>Secretarial Standards:</u></b></p> <p>We have conducted a review of the compliance of listed entity in accordance with the applicable Secretarial Standards (SS) issued by the Institute of Company Secretaries India (ICSI).</p>  | Yes                           | -                              |
| 2      | <p><b><u>Adoption and timely updation of the Policies:</u></b></p> <ul style="list-style-type: none"> <li>All applicable policies under SEBI Regulations are adopted with the approval of board of directors / committees, as may be applicable of the listed entity.</li> <li>All the policies are in conformity with SEBI Regulations and has been reviewed &amp; timely</li> </ul> | Yes                           | -                              |



|    |  |     |  |
|----|--|-----|--|
|    | updated as per the regulations/ circulars/guidelines issued by SEBI.   |     |  |
| 3. | <p><b><u>Maintenance and disclosures on Website:</u></b></p> <ul style="list-style-type: none"> <li>• The <b>listed entity</b> 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 redirects to the relevant document(s)/ section of the website.</li> </ul> | Yes | -  |
| 4. | <p><b><u>Disqualification of Director:</u></b></p> <p>None of the Director of the listed entity are disqualified under Section 164 of Companies Act, 2013.</p>   | Yes | -  |
| 5. | <p><b><u>To examine details related to Subsidiaries of listed entity:</u></b></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 listed entity does not have any Subsidiary |
| 6. | <p><b><u>Preservation of Documents:</u></b></p> <p>As per the confirmations given by the listed entity, and on our test check basis, it 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 Listing Regulations.</p>  | Yes | -  |
| 7. | <p><b><u>Performance Evaluation:</u></b></p> <p>The listed entity has conducted performance evaluation of the Board, Independent Directors, and the Committees on an annual basis as prescribed in SEBI Regulations.</p>   | Yes | -  |



|     |   |                       |  |
|-----|---|-----------------------|--|
| 8.  | <b><u>Related Party Transactions:</u></b><br><br>(a) The listed entity has obtained prior approval of Audit Committee for all Related party transactions<br><br>(b) In case no prior approval obtained, the listed entity shall provide detailed reasons along with confirmation whether the transaction were subsequently approved/ratified/rejected by the Audit committee. | (a) Yes<br><br>(b) NA | (a) -<br><br>(b) Please refer point no. 8(a)   |
| 9.  | <b><u>Disclosure of events or information:</u></b><br><br>The listed entity has provided all the required disclosure(s) under Regulation 30 along with Schedule III of Listing Regulations within the time limits prescribed thereunder   | Yes                   | Listed entity being a debt listed entity has complied with Regulation 51 along with Part B of Schedule III of Listing Regulations. |
| 10. | <b><u>Prohibition of Insider Trading:</u></b><br><br>The listed entity is in compliance with Regulation 3(5) & 3(6) SEBI (Prohibition of Insider Trading) Regulations, 2015   | Yes                   | -  |
| 11. | <b><u>Actions taken by SEBI or Stock Exchange(s), if any:</u></b><br><br>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                    | Actions were taken w.r.t promoter, which is detailed in Annexure I   |
| 12. | <b><u>Additional Non-compliances, if any:</u></b><br><br>No any additional non-compliance observed for all SEBI regulation/circular/guidance note etc.  | Yes                   | -  |

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

- (a) The listed entity has complied with the provisions of the above Regulations and circulars/guidelines issued thereunder, except in respect of matters as specified in **Annexure-1** w.r.t. penalty imposed on the promoter of listed entity.

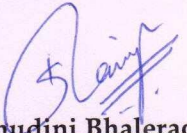


(b) The listed entity has taken the following actions to comply with the observations made in previous reports:

| Sr. No.        | Compliance Requirement (Regulations/circulars/guidelines including specific clause) | Regulation / Circular No. | Deviations | Action Taken | Type of Action | Details of violation | Fine amount | Observations/Remarks of the Practicing Company Secretary | Management response | Remarks |
|----------------|---|---------------------------|------------|--------------|----------------|----------------------|-------------|--|---------------------|---------|
| Not Applicable |   |                           |            |              |                |                      |             |  |                     |         |

For Makarand M Joshi & Co.  
Company Secretaries



  
Kumudini Bhalerao  
Partner

Membership No.: 6667  
CP. No. 6690  
PR. No. 640/2019  
UDIN: F006667E000117052

Date: 17<sup>th</sup> April, 2023  
Place: Mumbai

## Annexure 1

| 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 Company Secretary | Management Response   | Remarks  |
|---------|---|--------------------------|--|-----------------|------------------------|--|-------------|---|---|--|
| 1.      | Securities and Exchange Board of India (Custodian) Regulations, 1996                  | -                        | Compliances with respect to custodian services                           | SEBI            | Administrative warning | Failure to transfer amounts pertaining to written off securities to the IPEF within prescribed timelines and delay in updation of Operational Manual after issuance of Regulations / Guidelines  | Nil         | -   | The ICICI Bank Limited placed the same along with corrective measures before the Board and also submitted the responses to SEBI | Action was taken against the promoter of Listed entity i.e. ICICI Bank Limited |
| 2.      | SEBI (Foreign Portfolio Investors) Regulations, 2019                                  | -                        | Compliances with respect to designated depository participant activities | SEBI            | Administrative warning | Collection of registration fees in advance before registration as CAF and collection of balance fees in case of re-categorization of FPI category and updation of operational manual with specific section to deal with specific entities. | Nil         | -   | The ICICI Bank Limited has submitted its action taken report to SEBI  | Action was taken against the promoter of Listed entity i.e. ICICI Bank Limited |

