



**SECRETARIAL COMPLIANCE REPORT OF
IND BANK HOUSING LTD
FOR THE YEAR ENDED 31ST MARCH, 2024**

I, Nithya Pasupathy, Partner of SPNP & Associates have examined:

- (a) All the documents and records made available to us and explanation provided by **IND BANK HOUSING LTD** ("the listed entity") [CIN: L65922TN1991PLC020219] having Registered Office at 3rd Floor, 480 Anna Salai, Nandanam, Chennai 600035.
- (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 31st March, 2024 ("Review Period") in respect of compliance with the provisions of:

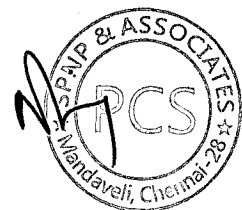
- (a) the Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the Regulations, circulars, guidelines issued thereunder; and
- (b) the Securities Contracts (Regulation) Act, 1956 ("SCRA"), rules made thereunder and the Regulations, circulars, guidelines issued thereunder by the Securities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

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

- (a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- (b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (*Not Applicable to the company during the review period*)
- (c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- (d) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018; (*Not Applicable to the company during the review period*)
- (e) Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 (*Not Applicable to the company during the review period*)

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Practising Company Secretaries**

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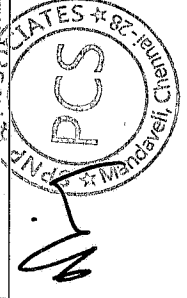


- (f) Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021; (Not Applicable to the company during the review period)
- (g) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- (h) Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993;
- (i) Securities and Exchange Board of India (Depositories and Participant) Regulations, 2018

Based on the above examination, I hereby report that, during the Review Period

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

S. No	Compliance Requirement (Regulations / Circulars/ Guidelines including specific clause)	Regulation/ Circular No.	Deviations	Actions Taken by	Type of Action	Details of Violation	Fine amount	Observations/ Remarks of the practicing Company Secretary	Management Response	Remarks
1.	Section 29A (6) of National Housing Bank Act, 1987	Section 29A (6)	1. Company has ceased to carry on business of HFI. 2. The Company has failed to comply with the directions issued by RBI under Chapter V of the NHB Act.	Reserve Bank of India	Cancellation of Certificate of Registration (CoR) by RBI order dated September 21, 2023	1. Company has ceased to carry on business of HFI 2. The Company has failed to comply with the directions issued by RBI under Chapter V of the NHB Act	Nil	Nil	Pursuant to Cancellation of CoR, the Board of Directors at their meeting held on 4th November, 2023 have consented for the Winding Up of the Company under Section 271 of the Companies Act, 2013, subject to the approval of Shareholders and other Statutory Authorities.	Pursuant to Cancellation of CoR, and in view of mail dated October 18, 2023 from National Housing Bank, stating that "With the cancellation of the Certificate of Registration (CoR) for the HFC there is no longer a requirement to submit any further return to NHB", the Company had not furnished any return with National Housing Bank as required under Master Direction - Non-Banking Financial Company - Housing Finance Company (Reserve Bank) Directions, 2021 with effect from September 21, 2023.



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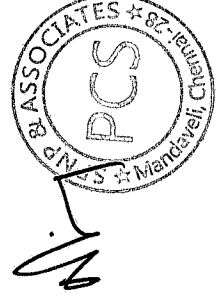
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(b) The listed entity has taken the following actions to comply with the observations made in previous reports:

Sr.No	Observations/ Remarks of the Practising Company Secretary in the previous reports	Observations made in the secretarial compliance report for the year ended March 31, 2023	Compliance Requirement (Regulations/ circulars/ guidelines including specific clause)	Details of violation / deviations and actions taken / penalty imposed	Remedial actions, if any, taken by the listed entity	Comments of the PCS on the actions taken by the listed entity
1.	<p>1. The Company did not maintain the minimum net owned fund to continue to hold the Certificate of Registration.</p> <p>2. The Company has ceased to carry the business of an HFI.</p> <p>3. The Company has failed to comply with the directions issued by RBI under Chapter V of the NHB Act</p>	<p>1. The Company did not maintain the minimum net owned fund to continue to hold the Certificate of Registration.</p> <p>2. The Company has ceased to carry the business of an HFI.</p> <p>3. The Company has failed to comply with the directions issued by RBI under Chapter V of the NHB Act</p>	Section 29A (6) of The National Housing Bank Act, 1987	<p>Action Taken: Cancellation of certificate of Registration (CoR) by RBI vide order dated September 21, 2023 Penalty imposed Nil</p>	NIL	Pursuant to Cancellation of CoR, and in view of mail dated October 18, 2023 from National Housing Bank, stating that "With the cancellation of the Certificate of Registration (CoR) for the HFC there is no longer a requirement to submit any further return to NHB", the Company had not furnished any return with National Housing Bank as required under Master Direction - Non-Banking Financial Company - Housing Finance Company (Reserve Bank) Directions, 2021 with effect from September 21, 2023.



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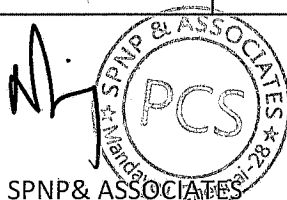
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(c) We hereby report that, during the review period the compliance status of the listed entity with the following requirements

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"> • 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	



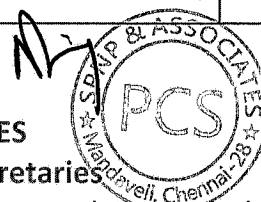
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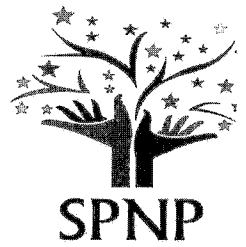
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4	<p><u>Disqualification of Director:</u></p> <p>None of the Director of the Company are disqualified under Section 164 of Companies Act, 2013</p>	Yes	
5	<p><u>Details related to Subsidiaries of listed entities:</u></p> <p>i. Identification of material subsidiary companies</p> <p>ii. 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 LODR Regulations.</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 as prescribed in SEBI Regulations.</p>	Yes	
8	<p><u>Related Party Transactions:</u></p> <p>i. The listed entity has obtained prior approval of Audit Committee for all Related party transactions.</p> <p>ii. In case no prior approval has been obtained, the listed entity shall provide detailed reasons along with confirmation whether the transactions were subsequently approved/ ratified/ rejected by the Audit Committee.</p>	NA	Pursuant to regulation 15(2) of SEBI (LODR) Regulations, 2015, the Provisions of Related party Transactions are not applicable to the Company

9	<p><u>Disclosure of events or information:</u></p> <p>The listed entity has provided all the required disclosure(s) under Regulation 30 along with Schedule III of SEBI LODR Regulations within the time limits prescribed there under.</p>	Yes	
10	<p><u>Prohibition of Insider Trading:</u></p> <p>The listed entity is in compliance with Regulation 3(5) & 3(6) SEBI (Prohibition of Insider Trading) Regulations, 2015.</p>	Yes	
11	<p><u>Actions taken by SEBI or Stock Exchange(s), if any:</u></p> <p>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 (or)</p> <p>The actions taken against the listed entity its promoters/directors/ subsidiaries either by SEBI or by Stock Exchanges are specified in last column.</p>	NA	Nil
12	<p><u>Resignation of statutory auditors from the listed entity or its material subsidiaries:</u></p> <p>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 LODR Regulations by listed entities.</p>	NA	<p>During the year under review, there was no resignation of statutory auditor from the listed entity.</p> <p>Further, the Company do not have any material Subsidiary.</p>

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13	<u>Additional non-compliances, if any:</u> Additional non-compliance observed for all SEBI regulation/circular/guidance note etc.	NA	Nil
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for SPNP & ASSOCIATES



Nithya Pasupathy

Partner

Practising Company Secretaries

Membership Number: 10601

Certificate of Practice Number: 22562

Peer Review Number: 1913/2022

UDIN: F010601F000436873

Date: 24-05-2024

Place: Chennai

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